APPROVED MINUTES
IEEE COMPUTER SOCIETY
BOARD OF GOVERNORS MEETING
9 February 2007
Sheraton Wall Centre
Vancouver, B.C., Canada

1.   **Call to Order –** *Williams, M.*

A meeting of the IEEE Computer Society Board of Governors was held at 8:30 a.m. Pacific time on 9 February 2007 at the Sheraton Wall Centre, Vancouver, British Columbia, Canada. Michael R. Williams, president, chaired with Christina M. Schober serving as secretary.

2.   **Roll Call/Proxies –** *Schober*
A roll call was held as follows:

A. Franchised Members
Jean M. Bacon, present
Deborah M. Cooper, 2006 President, present
George V. Cybenko, absent, proxy to Cooper
Antonio Doria, VP, Chapters Activities Board, present
Robert Dupuis, present
Richard H. Eckhouse, present
Van L. Eden, present
Frank E. Ferrante, present
Roger U. Fujii, present
Ann Q. Gates, present
Juan E. Gilbert, present
James D. Isaak, present
Rangachar Kasturi, 2008 President, present
Richard A. Kemmerer, absent, proxy to Schober
Susan K. Land, First VP, Conferences & Tutorials Board, present
Gary McGraw, absent, no proxy
Itaru Mimura, present
James W. Moore, present
Brian M. O'Connell, absent, proxy to Eckhouse
Sorel Reisman, Second VP, Electronic Products & Services Board, present
Christina M. Schober, Secretary, present
Stephen B. Seidman, VP, Educational Activities Board, present
Donald F. Shafer, present
Robert H. Sloan, present
Makoto Takizawa, absent, proxy to Mimura
Stephanie M. White, VP, Technical Activities Board, present
Michael R. Williams, 2007 President, present

B. Ex officio Members (without vote):
Angela R. Burgess, Acting Co-Executive Director, present
Carl K. Chang, *Computer* EIC, present
Oscar N. Garcia, 2006-2007 IEEE Division V Director, present
Anne Marie Kelly, Acting Co-Executive Director, present
Jon G. Rokne, VP, Publications Board, present
John W. Walz, VP, Standards Activities Board, present
Thomas W. Williams, 2007-2008 IEEE Division VIII Director, present

3.   Introduction of Guests – *Cooper*

The following guests and staff were present:

Georgann Carter	Gene Hoffnagle
Alan Clements	Iwao Hyakutake
Steven L. Diamond	Neal Linson
Violet S. Doan	John G. Miller
Gerald L. Engel	Richard J. Price
Russell Flint	David Schultz
Seema Gupta	Pradip Srimani
John Harauz	Don Wright
Lynne Harris	

4.   Approval of Agenda – *Rokne*

Motion 4: Rokne moved, "MOVED, that the agenda be approved, as revised:" Motion carried by voice vote.

      Add item 12:   SC Funding Request – *Israel/Land*
      Add item 13:   2007 Recovery Plan - *Miller*

5.   BLANK

6.   Approval of Minutes of the 3 November 2006 Meeting – *Schober*

Motion 6: Kasturi moved, "MOVED, that the minutes of the 3 November 2006 Board of Governors meeting be approved as is." Motion carried.

7.   Report of the President – *Williams, M.*

President Williams gave an oral report in addition to his written report in the *Agenda Book*.

8.   Report of the Treasurer – *Israel*

The Treasurer's report is found in the *Agenda Book*.

9.   Report of the Acting Co-Executive Directors - *Burgess/Kelly*

Burgess and Kelly reported on recent activity in the society, which can be found in the *Agenda Book..*

10.   Status of Action Items – *Schober*

Schober reviewed the status of action items as of 1 February 2007, which can be found in the *Agenda Book*.   Item 1 remains open.

ACTION ITEMS

11.   Consent Agenda – Schober
      A.   Second Reading of Bylaws Amendments Package
            The second reading was approved with the approval of the agenda.

12.   SC 2006 Funding Request for Educational Programs – *Kasturi/Land*

Motion 12: Kasturi moved for the Finance Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approve funding the ACM/IEEE CS SC HPC Scholarship Program in the amount of $200,000 and rescind the approval of $98,050 for the SC07 Pathway Proposal. Final approval of the scholarship plan will be made by the IEEE CS Executive Committee." Motion carried by voice vote.

13.   Fiscal 2007 Get Well Plan – *Kasturi/Miller*

Motion 13: Kasturi moved for the Finance Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approve the fiscal 2007 Get Well Plan (see attachment 13)." Motion carried by voice vote.

14.   BLANK

15.   BLANK

16.   BLANK

17.   BLANK

18.   BLANK

DISCUSSION ITEMS

19.   Organizational Review Update – *Kasturi/Flint*
Kasturi and Flint led the discussions on the organizational review that was presented to the board during the Caucus.

20.   Executive Director Search Update - *Cooper*

EXECUTIVE SESSION BEGINS

21.   Board of Governors Consent to Presidential Appointment of Editor(s)-in-Chief - *Rokne*
         A. *CS Press*
Motion 21A: Rokne moved for the Publications Board, "MOVED, that the Board of Governors of the IEEE Computer Society requests the President to direct the Publications Board to restart the search for the EIC of CS Press without prejudice to any candidate and with an increased emphasis on the thoroughness of the report." Motion carried by voice vote.

22.   Approval of Awards Recipients – *Gates*
         A.   2007 Harlan Mills Award

23.   Selection of 2008 IEEE Division VIII Director-Elect Candidates - *Cooper*

24.   Washington DC Staffing – *Kasturi*

24A.   Executive Director Location Discussion – *Williams, M./Cooper*

EXECUTIVE SESSION ENDS

Motion 21A: Rokne moved for the Publications Board, "MOVED, that the Board of Governors of the IEEE Computer Society consents to the presidential appointment of the Editor-in-Chief of CS Press with a term of 1 January 2008 through 31 December 2009." Motion failed.

Action: President. Due: ASAP. BOG 02/07. 21A. Direct the VP of Publications to initiate a new search for the EIC of CS Press.

Motion 22: Gates moved for the Awards Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the 2007 Harlan D. Mills Award recipient as recommended by the Awards Committee." Motion carried by voice vote.

Action: President. Due: ASAP. BOG 02/07. 22A-1 Notify the recipient of the 2007 Harlan D. Mills Award.

Action: Awards Chair. Due: After President notifies the recipient. BOG 02/07. 22A-2. Notify the nominator and subcommittee of the 2007 Harlan D. Mills Award recipient.

Motion 23: Cooper moved for the Nominations Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves the 2008 IEEE Division VIII Director-Elect Candidate slate as recommended by the Nominations Committee." Motion carried.

Action: ED. Due: ASAP. BOG 02/07. 23. Notify IEEE of the board's approved candidate slate for the 2008 IEEE Division VIII Director-Elect.

25.   Governance Subcommittee Recommendations - Kasturi
Motion 25: Kasturi moved for the Planning Committee, "MOVED, that the Board of Governors of the IEEE Computer Society approves in principle the proposal to combine the Conferences & Tutorials (C&T) Board and the Technical Activities Board (TAB) and directs the Vice Presidents of C&T and TAB to recommend a new structure to merge their boards for approval by the Board of Governors in May." Motion carried by voice vote.

Action: Land/White. Due: 18 May 2007. BOG 02/07. 25. Bring forward recommendation for a new structure to merge C&T and TAB for approval by the Board of Governors at the 18 May meeting.

26.   BLANK

27.   2007 Budget Amendments – *Israel*
A.   Capital Budget
None brought forward.

B.   Operating Budget
None brought forward.

28.   BLANK

29.   BLANK

30.   BLANK

31.   BLANK

DISCUSSION ITEMS

32.   MOU Update – *Diamond*
Diamond gave an update of the MOU status.

33.   2008 Program Board Budget Targets – *Williams, M.*
M. Williams reported that zero-base budgeting will be followed for each program board and he encouraged all VPs to provide their 2008 projected budgets through their staff contacts.

34.   2008 Proposed Meeting Schedule – *Kasturi*
Kasturi noted that the plan for 2008 is to hold two "in person" meetings, one in May/June and another in October/November. He requested members to contact him within the next few weeks if they see any concerns about this plan.

35.   Electronic Products & Services Board Presentation – *Reisman*
Deferred to a future meeting.

36.   Chapters Activities Board Presentation – *Doria*
Doria made a presentation of the Chapters Activities Board.

37.   BLANK

38.   BLANK

39.   BLANK

40.   BLANK

REPORTS

41.   AD HOC COMMITTEES
A.   Executive Director Search Committee – *King*
The Search Committee report is in the *Agenda Book*.

42.   EXECUTIVE COMMITTEE MEMBERS

42A.   President-Elect - *Kasturi*
No report.

42B.   Vice President, Chapters Activities - *Doria*
The CAB report is in the *Agenda Book*.

42C.   First Vice President, Conferences & Tutorials - *Land*
The C&T report is in the *Agenda Book*.

42D.   Vice President, Educational Activities - *Seidman*
The EAB report is in the *Agenda Book*.

42E.   Second Vice President, Electronic Products & Services - *Reisman*
The EPSB report is in the *Agenda Book*.

42F.   Vice President, Publications - *Rokne*
The Publications report is in the *Agenda Book*.

42G.   Vice President, Standards Activities – *Walz*
The SAB report is in the *Agenda Book*.

42H.   Vice President, Technical Activities – *White*
The TAB report is in the *Agenda Book*.

42I.   Secretary – *Schober*
No report.

42J.   Past President - *Cooper*
No report.

42J.   IEEE Division V/VIII Directors – *Garcia/T. Williams*
The Division Directors report is in the *Agenda Book*.

42K.   *Computer* Editor-in-Chief – *Chang*
No report.

43.   STANDING COMMITTEES

43A.   Audit – *O'Connell*
The Audit Committee report is in the *Agenda Book*.

43B.   Awards - *Gates*
The Awards Committee report is in the *Agenda Book*.

43C.   Computer Society International Design Competition – *Clements*
No report.

43D.   Constitution & Bylaws – *Kasturi*
No written report. Kasturi distributed the changes to the PPM that were approved by the Executive Committee on 8 February.

43E.   Elections – *Grant*
No report.

43F.   Fellows – *Kurdahi*
No report.

43G.   Finance – Israel
No report.

43H.   History – *King*
No report.

43I.   Intersociety Cooperation – *Cooper*
No report.

IEEE Nanotechnology Council Representative – Kapur
The Nanotechnology Council Representative report is in the *Agenda Book.*

43J.   Membership – *Cooper*
No report.

Ombudsman/Member Services Report – Clements
The Ombudsman report is in the *Agenda Book*.

43K.   Nominations – *Cooper*
No report.

43L.   **Personnel and Compensation – *Cooper***
No report.

43M.   Planning – *Kasturi*
No report.

43N.   Professional Practices Committee – *Moore*
The PPC report is in the *Agenda Book*.

44.   OTHER
None

45.   STAFF

45A.   Publisher - *Burgess*
The Publications Office report is in the *Agenda Book*.

45B.   Acting Director, Information Technology - *Linson*
The IT&S report is in the *Agenda Book*.

45C.   Director, Administration – *Doan*
The Administration report with attachments a-d are in the *Agenda Book*.
a.   December 2006 Membership Report
b.   Asia/Pacific Office Report
c.   Beijing Service Center Report
d.   Moscow Service Center Report

45D.   Director, Business & Product Development – *TBD*
No report.

45E.   Associate Director, Volunteer Services – *Kelly*
The Volunteer Services report with attachments a-d are in the *Agenda Book*.

   a.   Technical Meetings Final Reports Received Since Last Agenda Book
   b.   Technical Meetings Approved Since Last Agenda Book
   c.   Technical Meetings Final Reports Overdue
   d.   Technical Meetings Schedule

46.   SPECIAL ORDERS
None.

47.   UNFINISHED BUSINESS OR GENERAL ORDERS
None.

48.   NEW BUSINESS

Motion 48A: T. Williams moved, "MOVED that the Board of Governors of the Computer Society approves that the office of the Executive Director be located in Washington, D.C. the headquarters of the IEEE Computer Society." Motion carried by hand count.

Motion 48B: T. Williams moved, "MOVED, that the Board of Governors of the IEEE Computer Society approve the proposed Washington Office staffing plan of a minimum of 17 positions to support the Executive Director, Conferences & Tutorials, Governance and Volunteer services, Membership, Digital Library sales and associated supporting staff:.

Current Washington Staffing: 17 staff
- Executive Office: 1 staff
- Administration: 8 staff
- IT&S: 2 staff
- Volunteer Services: 6 staff
- We also have 9 open positions, 3 of which are filled by temps

Add 2 head count for Executive Director and Admin for a total of 19." Motion failed by roll call vote with 14 negative votes and 7 abstentions.

1. Bacon – Absent, no proxy	14. Kemmerer - Abstain
2. Cooper - NO	15. Land - NO
3. Cybenko - Abstain	16. Mimura - Abstain
4. Doria - NO	17. McGraw – Absent, no proxy
5. Dupuis - Abstain	18. Moore - Abstain
6. Eckhouse – Absent, no vote	19. O'Connell – Absent, no proxy
7. Eden - NO	20. Reisman - NO
8. Ferrante - NO	21. Schober- NO
9. Fujii – Absent, no proxy	22. Shafer- NO
10. Gates - NO	23. Sloan- NO
11. Gilbert - NO	24. Takizawa - NO
12. Isaak - Abstain	25. White - Abstain
13. Kasturi - NO	26. Williams, M.- NO

Motion 48C: White moved, "Given that there are financial implications of moving Conferences and CSDP staff to the West Coast, the Board of Governors of the Computer Society requests CS staff to prepare a financial analysis to inform the Board's decisions on the subject." Motion carried by voice vote.

49.   **GOOD OF THE ORDER**
          None

50.   **ANNOUNCEMENTS**
          None.

51.   **NEXT MEETING**
          The next meeting will be held at 8:30am on Friday, 18 May 2007 in Los Angeles, California USA.

52.   **ADJOURNMENT**
          The meeting adjourned at 6:30pm Pacific Time.

ATTACHMENTS

Attachment 11A	Revised Bylaws Document
Attachment 13	Fiscal 2007 Get Well Plan Presentation
Attachment 43D	Revised PPM Document
Attachment 43M	Strategy Clarification Workshop