IEEE in 2030
Optimizing for Full Impact

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2015 IEEE President-Elect

This deck contains a record of the progress of this committee. It contains background information, more details on the proposal, and rationale. Some slides are still a work-in-progress and should not be considered final.

4 October 2015 IEEE Board Meeting
IEEE in 2030 Committee

Committee Members

Tom Coughlin  Bill Moses
Parviz Famouri  Jim Prendergast
Elena Gerstmann  Barry Shoop (Chair)
Kathy Land  Lawrence Wong
Norberto Lerendegui  Ellen Yoffa
Howard Michel  Karen Bartleson
Providence More  Fred Mintzer

Meetings

- January Board Retreat
- 3 February New Orleans
- 20-21 March West Point
- 1-2 May Jersey City
- 25-26 July Venice
IEEE in 2030

What changes must we make now to best position IEEE for success in 2030, while still supporting the needs of technologists between now and then?

Optimizing for Full Impact
• Arrive at a holistic understanding of what a flourishing IEEE would consist of in the future.
• Identify and agree on the steps we need to take to move in that direction over the next 2 years.
### Four Strategic Objective Topics

Position IEEE for success in 2030 and continue to serve the needs of technologists

<table>
<thead>
<tr>
<th>Position/Strategy</th>
</tr>
</thead>
<tbody>
<tr>
<td>[1] Create a Nimble, Flexible, Forward-looking Organization</td>
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<tr>
<td>[2] Foster Public Imperatives</td>
</tr>
<tr>
<td>[4] Empower the Discovery, Development and Delivery of Cutting-edge Products and Services</td>
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<table>
<thead>
<tr>
<th>Strategies</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Determine our core priorities and define the Board structure we need to maintain our role as the world’s leading association serving technologists</td>
</tr>
<tr>
<td>B. Align our business operations to our evolving priorities</td>
</tr>
<tr>
<td>A. Support humanitarian efforts</td>
</tr>
<tr>
<td>B. Socialize Public Imperative Activity</td>
</tr>
<tr>
<td>C. Provide critical information to support public policy decisions worldwide</td>
</tr>
<tr>
<td>A. Engage to build and maintain strong connections with professionals working in industry and industry</td>
</tr>
<tr>
<td>B. Provide “the place” where communities gather across a diverse field of technologies and technologists</td>
</tr>
<tr>
<td>C. Cultivate, nurture, and strengthen our relevance to the technologists of the future</td>
</tr>
<tr>
<td>A. Know what is important to “IEEE activity participants,” align our products and services to serve them and recognize their engagement</td>
</tr>
<tr>
<td>B. Serve and generate a surplus by turning information into knowledge in formats that technologists need</td>
</tr>
<tr>
<td>C. Leverage and promote our position as leading Global technologists</td>
</tr>
</tbody>
</table>
## 2030 Action Plan Roadmap

### Create a Nimble, Flexible, Forward-looking Organization
- Development, Approval & Implementation of Governance Structure Changes
- Empower the Discovery, Development and Delivery of Cutting-edge Products and Services
  - Foster Diverse Technical Communities with Industry, Government, and Academia
  - Foster Public Imperatives

### Emphasis on Communication, Feedback, and Approval Prior to Implementation

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[IEEE Logo]

Advancing Technology for Humanity
Topic 1: Create a Nimble, Flexible, Forward-Looking Organization
Strategic Topic 1: Objectives

- Prepare IEEE for success in 2030 and beyond
- Create a governance structure that can effectively handle the increasing strategic complexity of a changing and dynamic world
- Create a diverse, efficient, and effective board that represents the members and listens to the voices of members, the technical professional community, and the public, in order to make informed decisions
- Strengthen the role of the member in IEEE governance
- Ensure that any structural changes continue to support the current IEEE mission, vision, and core values
Strategic Topic 1: Guiding Principles

- Strengthen the “voice” of the membership in IEEE governance
- The Board of Directors (BoD) will reflect the diversity of the IEEE
- All volunteer members of the IEEE Board of Directors will come from the IEEE membership and will be elected by the full membership
- The new BoD size and composition will be more conducive to flexibility and adaptiveness
  - The new BoD will be smaller than the current Board
  - Terms of service will support continuity
  - Allow for deliberative and candid discussions
- The volunteer members of the new Board of Directors will not hold any other leadership positions (with a few exceptions prescribed in the Bylaws) in order to avoid any real or perceived conflict of representation
Work done to date
Meetings, Socialization, and Feedback

- March Ad Hoc Committee meeting
  - Proposal Draft 1
- April 2015 Initial socialization and feedback
  - BoD members and OU Point of Contacts
- May 2015 – Ad Hoc Committee meeting
  - Comments from socialization as input to Draft 2 of proposal
- June 2015 BoD
  - BoD and OU Draft 2 socialization
- July 2015 – Ad Hoc Committee meeting
  - Feedback from June and 2030 email reflector as input to Draft 3 of proposal
- August/September
  - BoD Member Socialization

Committed to transparency, an open process, with regular two-way communication
Changes from Draft 1 to Draft 2

- First proposal drafted at March Ad Hoc meeting
- All members of the Ad Hoc engaged with members of the Board of Directors to solicit feedback
- The Ad Hoc met again in May 2015 to further refine the proposal based on feedback
  - The committee reviewed all **149 comments** solicited for input on the first draft of the proposal
  - Major changes from earlier draft included:
    - Removed possibility of external (appointed) directors; now all volunteer members of the new Board of Directors are IEEE members volunteers elected by the full membership
    - Renamed the Enterprise Operation Committee to Board of Governors (BoG) to more accurately represent the stature and significance of the body (based on feedback this body was renamed again to the Enterprise Board in July)
    - Changed Management Council members from voting to non-voting members of the Board of Governors (BoG now called the Enterprise Board)
    - Assigned the responsibility of approving the slate of candidates to the Board of Directors thereby strengthening the voice of the members
Changes from Draft 2 to Draft 3

› **130 comments** received, reviewed and informed Draft 3:
  – Board and OU presentations (June Board series)
  – Emails to 2030 email reflector ([Feedback2030@ieee.org](mailto:Feedback2030@ieee.org))
  – Board Round Table discussions (June Board series breakout session)
› Feedback discussed at July committee meeting; iterative changes made in August and September
› Major changes from earlier drafts include:
  – Changed Executive Director from a voting member of the BoD to an ex-officio, non-voting member of BoD in the current draft
  – Renamed the Board of Governors to the Enterprise Board to more accurately describe the function, stature and significance and avoid confusion
  – Re-aligned committees
  – Developed deliberative communication mechanisms between the BoD, EB and Assembly to ensure synchronization
  – Developed diversity criteria for the BoD and guidance for the N&A Committee
  – Developed mock agendas to show topical coverage for new BoD and EB meetings
  – Developed Constitution and Bylaw changes to align with this proposal
Why Change?

- Governance best practices
- 2015 BoD assessment
- BoardSource survey of 2015 BoD and analysis
The Three Modes of Effective Governance and Leadership

- **Strategic**: Ensures we serve a socially valuable mission and will have a positive impact.

- **Fiduciary**: Trusteeship of IEEE. Manages responsible use of assets to support our mission.

- **Generative**: Explorative. Leverages the board’s collective mind to make sense of options for the future.

- **Combined**: Powerful governance model that leverages the board’s expertise and insight to frame issues and make sense of the status quo.

Pursuit of Excellence = Fiduciary + Strategic + Generative

<table>
<thead>
<tr>
<th>Key Question</th>
<th>HOW are we going to do it? (Strategic)</th>
<th>WHAT are we going to do? (Fiduciary)</th>
<th>WHY are we going to do it? (Generative)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Board Focus</td>
<td>Solve problems</td>
<td>Define problems</td>
<td>Frame problems</td>
</tr>
<tr>
<td></td>
<td>Shape strategy</td>
<td>Review performance</td>
<td>Engage in sense-making</td>
</tr>
<tr>
<td>Board Process</td>
<td>Logical and empirical discussion</td>
<td>Parliamentary procedure</td>
<td>More informal and creative</td>
</tr>
<tr>
<td>Problems Must Be</td>
<td>Solved</td>
<td>Spotted</td>
<td>Framed</td>
</tr>
<tr>
<td>Decision Making</td>
<td>Gaining consensus</td>
<td>Resolution</td>
<td>Framing the question</td>
</tr>
<tr>
<td>Board Sees Their Role As</td>
<td>Strategists</td>
<td>Providing oversight &amp; authority</td>
<td>Providing fresh perspective &amp; industry expertise</td>
</tr>
<tr>
<td>Performance Metrics</td>
<td>Strategic indicators, competitive analysis</td>
<td>Facts, figures, finances, and reports</td>
<td>Signs of learning and discerning</td>
</tr>
</tbody>
</table>

Puerto Rico (Jan 2015) – IEEE Board concluded that change is needed; the status quo is no longer working

The current structure of the Board is constituency-based and is tied to the structure of the organization
- Continuity and length of service are governed by the OUs and not the needs of a strategic Board
- Current coupling restricts each OU (i.e., changes to number of Regional and Division Directors impacts overall OU representation on the Board)
- In June 1995 the IEEE SPC compiled a report* for the BoD on Organizational Improvement, that still applies today, it stated:
  * "The mechanisms required for action may hinder the process of change, i.e., average action requires 8 months to be implemented."
  - An example cited was regarding a 5 year decision process to purchase a computer system, which took 5 years to implement, at which point the Board members had changed, and technology had advanced

To assist in the formulation of a set of recommendations for IEEE organizational improvements to be submitted to the BoD in November 1995, the Strategic Planning Committee and the 1994 Organizational Improvement Coordinating Committee jointly developed a Design Requirements/Specifications document to be used as a framework.
Why Change? (continued)

- The Board needs more time to focus on strategy and empower enterprise operations to be championed at the IEEE-level for each OU
  - Enables Board of Directors to more fully support strategic and oversight roles.
  - Enables OUs to more independently support operations and day-to-day management

- A smaller Board provides for
  - In-depth, analytical, more informal, discussions (this is near impossible with a team of 31+)
  - Shorter but more frequent meetings (video, audio, and/or in-person)

- Board self-survey conducted by an independent organization, BoardSource, recommends a shift in structure
Two Major Rationales

- A Changing & More Dynamic World
  - The world is becoming more complex as it becomes flatter and more competitive as the speed of technology advancement continues.
  - Organizational structure should support the Board’s effective handling of this increasing strategic complexity.
    - Our structure should enable strategic understanding, analysis, and debate
    - Board members should make decisions for the advancement of IEEE as a whole
    - Board members should not be tied up in operational issues

- Discretionary Volunteer Time and Participation Value
  - Professionals have less and less discretionary time to devote to volunteer activities
  - In order to best use and attract the best volunteers, we need to make their service rewarding and valuable
  - Current Board meetings require too much time and Board discussions are seldom generative or strategic
Volunteer Leadership Time Commitments

<table>
<thead>
<tr>
<th>Position Title</th>
<th>Total Estimated Time Requirement for position (units in 8 hour days)</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>137-248</td>
</tr>
<tr>
<td>President-Elect</td>
<td>38-69</td>
</tr>
<tr>
<td>Past President</td>
<td>42-72</td>
</tr>
<tr>
<td>Secretary</td>
<td>54-76</td>
</tr>
<tr>
<td>Treasurer</td>
<td>100-146</td>
</tr>
<tr>
<td>Division Delegate-Director</td>
<td>61-161</td>
</tr>
<tr>
<td>Region Delegate-Director</td>
<td>64-110</td>
</tr>
<tr>
<td>VP - EA</td>
<td>73-129</td>
</tr>
<tr>
<td>VP - MGA</td>
<td>165-184</td>
</tr>
<tr>
<td>VP - PSP</td>
<td>75-107</td>
</tr>
<tr>
<td>VP - TA</td>
<td>135-206</td>
</tr>
<tr>
<td>Pres. IEEE-SA</td>
<td>48-75</td>
</tr>
<tr>
<td>Pres. IEEE-USA</td>
<td>83-109</td>
</tr>
</tbody>
</table>

- The estimated time commitment for an IEEE Board Member is between 30-49 (8 hour) days per year. This amount has been added to the non-Board related time requirements of each position.
- These totals are from the 2015 position description review conducted by the Governance Committee every other year with input from volunteers who have held the positions and the associated key staff support.
- Totals take into account time for agenda/material review, meeting attendance, correspondence, and travel.
The benchmark report is taken from 436 nonprofit organizations that completed the BoardSource Board Self-Assessment between January 2012 and December 2013. Comparative research of peer organizations showed the following board sizes: ACM 16, ACS 15, ASME 14, PMI 18.
## Board Self-Survey: Benchmarking your board’s performance

Scores are benchmarked against 200+ organizations that have taken the Board Self Assessment since 2012.

<table>
<thead>
<tr>
<th>Role</th>
<th>Responsibility</th>
<th>Your score</th>
<th>Benchmark Score</th>
<th>Comparison</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Set Direction</strong></td>
<td>Mission</td>
<td>2.28</td>
<td>2.99</td>
<td>↓</td>
</tr>
<tr>
<td></td>
<td>Strategy</td>
<td>1.84</td>
<td>2.82</td>
<td>↓</td>
</tr>
<tr>
<td><strong>Ensure Resources</strong></td>
<td>Funding and Public Image</td>
<td>2.23</td>
<td>2.58</td>
<td>↓</td>
</tr>
<tr>
<td></td>
<td>Board Composition</td>
<td>1.91</td>
<td>2.71</td>
<td>↓</td>
</tr>
<tr>
<td><strong>Provide Oversight</strong></td>
<td>Program</td>
<td>1.94</td>
<td>2.84</td>
<td>↓</td>
</tr>
<tr>
<td></td>
<td>Financial</td>
<td>2.30</td>
<td>3.12</td>
<td>↓</td>
</tr>
<tr>
<td></td>
<td>Chief Executive</td>
<td>1.79</td>
<td>2.98</td>
<td>↓</td>
</tr>
<tr>
<td><strong>Structure and Operations</strong></td>
<td>Board Structure</td>
<td>2.39</td>
<td>2.97</td>
<td>↓</td>
</tr>
<tr>
<td></td>
<td>Meetings</td>
<td>2.35</td>
<td>3.05</td>
<td>↓</td>
</tr>
</tbody>
</table>

Questions on a 5-point scale from “Poor” to “Excellent”

*Benchmark from 501(c)3 answers to Board Self-Assessment for Nonprofit Boards*
Board Self-Survey: Current vs. Desired State*

**Current State of Board**
- Slow to make decisions
- Representative of regions and technical societies
- Random skill set of Directors
- Heavy workload for board members
- Embroiled in operational thinking
- Hard to convene a large group
- Challenge to run large meetings
- Potential conflicts of loyalty between units and whole
- Organized around principles from 1960s

**Desired State of Board**
- Nimble
- De-coupled from IEEE structure
- Competency-based
- Efficient
- Able to meet more frequently
- Able to meet for less time
- Focused on strategic thinking
- Better able to engage all Directors in discussion
- Continuity from year-to-year
- Focused strictly on the best interests of IEEE as a whole
- Organized to lead IEEE to 2030

*Based on interviews with senior volunteers and Executive Director.*
BoardSource Governance Review

Key Findings:

- IEEE governance structure has a significant focus on business operations as evidenced by the Major Boards, and the Vice Presidents/Presidents of the Operating Units.

- Under New York State corporate law, the board's loyalty is first and foremost to the good of the corporation, in this case IEEE. Representative boards, such as IEEE's where Directors represent regions and societies, can create conflicting loyalties.

- Separating the Director positions from the regions, societies and operating units will lessen the possibility of conflicting loyalties and encourage more strategic thinking around the long-term needs of IEEE, but will bring new challenges of hearing the members' voices and assuring member control.

- Comparative research of peer organizations showed the following board sizes: ACM 16, ACS 15, ASME 14, PMI 18.
Board Size
What is the optimal group size for decision-making?

- Sociological research supports that making effective, efficient decisions in groups larger than 6 or 7 people becomes increasingly more difficult as group size increases (1)(5).
- The optimum size for a decision-making group was seven people and that for each person added above this, the group’s decision making effectiveness was reduced by 10% (4).
- Research finds that collective intelligence grows as a team size increases and it flattens out between 10 and 11 people (2,3).
- Crowdsourcing can be effective for some kinds of decisions, but is less effective when choosing the right direction among a number of options, where accuracy is key, or where high levels of information are needed (6)(7).

Optimal size between 6 and 11

(1) Associations Now; Big or Small: What’s the Right Size for an Association Board? (Rominiecki, Jan. 2013)
(2) Hackman and Vidmar (1970)
(5) BoardSource White Paper July 14, 2015; Board Size and Effectiveness.
Coerver, H. and Byers M.; ASAE: Associations Now, Benefits of a Five-Member Board; Mar 2011
https://www.asaecenter.org/Resources/ANowDetail.cfm?ItemNumber=241961

Board Size
Small & Large

- Small boards offer greater flexibility, accountability, and administrative efficiency.
  - The current business environment for associations demands agility and the added flexibility of smaller boards allows for members to be engaged more quickly when the time calls for accelerated decisions.*

- Large boards, when properly structured, can accomplish all of that while being more inclusive and democratic.
  - They typically form a smaller executive committee which carries the load in decision making
  - Failure attributed, in part, to large board sizes (15-35 members) Enron, the United Way, the University of Virginia, and the Smithsonian*

*Coerver, H. and Byers M.; ASAE: Associations Now, Benefits of a Five-Member Board; Mar 2011
https://www.asaecenter.org/Resources/ANowDetail.cfm?ItemNumber=241961

Pro: Allows for diversity (e.g., right now all 10 Division Directors can be from R6)
Con: There will be instances in which some groups may be over or under represented in a given year


(9) Council on Foundations, “What is the Best Size for Your Board”, 2010. At http://www.cof.org/files/documents/governing_boards/board%20briefs/boardsize.pdf Took 10% longer for group decision making for each person added above seven and it seems that 6-7 people are the best size of a group to make quick effective decisions but also that the overall knowledge pool of the group increases until 10-11 people and we are trying to balance the optimal size for the greatest wisdom and the size to support effective decisions.
The Research
What is Typical?

Non-Profit
• BoardSource 2010 NonProfit Governance; average for the hundreds of nonprofits involved in their study was 16 members (8)

For Profit
• Most public companies have boards in the range of 8 to 11 members (Study of 473 public companies between 1988 and 1999) (6)
• Average Standard & Poor’s 500 board of directors has 11 directors (7)

Foundations
• Among all foundations, the average size board was 12 (9)

Looking across the landscape, board sizes today average from 8 to 16 members

2015 Board: IEEE Member Representation

Is the current IEEE Board of Directors representative of the diversity of the IEEE membership?
### Distribution of Votes Received for 2015 Voting Board Members

<table>
<thead>
<tr>
<th>Number of votes received</th>
<th>Number of votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fewer than 1000 votes</td>
<td>3</td>
</tr>
<tr>
<td>1000-4999 votes</td>
<td>17</td>
</tr>
<tr>
<td>5000-9999 votes</td>
<td>1</td>
</tr>
<tr>
<td>10000-14999 votes</td>
<td>2</td>
</tr>
<tr>
<td>15000-19999 votes</td>
<td>1</td>
</tr>
<tr>
<td>20000-24999 votes</td>
<td>2</td>
</tr>
</tbody>
</table>

- Currently each Board member has an equal vote
- In that sense, members are not given an equal voice
- The proposal from IEEE in 2030 Committee would provide all eligible voting members equity in their ability to vote for all board members
Looking at just the 2015 Board members voted in by an election, the average number of votes a Board member needed to be voted onto the Board was 4,241. When eliminating the three IEEE-wide positions of the 3 Presidents, the average falls to 3,188. Votes received ranged from a low of 608 to a high of 23,745.

This means, we have some 2015 Board members who needed more than 20,000 (approximately 6% of eligible voting members) to be elected and others who needed fewer than 1,000 (0.3% of eligible voting members). This doesn’t seem to give all our members equal ability to vote for Board members.
Let’s give our members the strongest voice possible in selecting Board members.

Our members should all feel like the Board is “their Board.”

All eligible members vote for all board members.
2015 Board

Characteristics & Demographics
The Board of Directors closely mirrors the IEEE membership in terms of gender: *predominately male*.
Age Comparison of BoD and IEEE Members

On average the Board of Directors are **10 years older** than IEEE Members.

<table>
<thead>
<tr>
<th></th>
<th>Member</th>
<th>Member (no Students)</th>
<th>BoD</th>
</tr>
</thead>
<tbody>
<tr>
<td>Average Age</td>
<td>47.4</td>
<td>51.3</td>
<td>57.4</td>
</tr>
</tbody>
</table>
Membership Duration of BoD and IEEE Members

On average the Board of Directors have been members 18 years longer than the average IEEE Member.
IEEE members belong to significantly fewer societies than the Board of Directors.
Society Membership Comparison of BoD and IEEE Members

On average the Board of Directors belong to 2 more Societies than IEEE Members.
Line of Business Comparison of BoD and IEEE Members

The BoD has a significantly higher percentage of members in College/University Professions.
Closer look into the college/university profession- shows that members are more diverse in profession.
Membership Status Comparison of BoD and IEEE Members

100% of the BoD have Senior Member or Fellow Status*. Only 86.7% of IEEE Members are below Senior Member Status.

* Senior member status or above is currently a requirement for BoD membership
For a closer look, 13.3% of people are senior member or above.
Demographics of BoD v. IEEE Members By Region (%)

Region 1-6
64.7% of BoD
47.3% of IEEE Members
Demographics of BoD v. IEEE Members By Region (%)

Region 7
3.2% of BoD
4.2% of IEEE Members
Demographics of BoD v. IEEE Members By Region (%)

Region 8
12.9% of BoD
18.5% of IEEE Members
Demographics of BoD v. IEEE Members By Region (%)

Region 9
6.6% of BoD
4.4% of IEEE Members
Demographics of BoD v. IEEE Members By Region (%)

Region 10
12.9% of BoD
25.6% of IEEE Members
Regions 1-6 (USA) have the highest amount for both the BoD and IEEE Members, however more than 50% of IEEE members outside these regions (US).
2015 BoD versus Membership

- Older
- While still predominately male, more likely to be female than the membership
- More tied into IEEE OU
- More likely to be in Education-related fields
- Higher Grade members
- Overrepresented in Regions 1-6
Proposed Structures:

Purpose & Function
Proposed Structure: Three Major Bodies

1. Board of Directors (restructured)
2. Enterprise Board (a new body)
3. Assembly (same composition with increased duties)
   – These three bodies will:
     ▪ Enable improved strategic guidance and both operational and fiscal oversight
     ▪ Enable more effective operational management
     ▪ Increase the member voice in the governance process
     ▪ Introduce important checks and balances
     ▪ Coordinate activities among OUs
     ▪ Facilitate better decisions at the appropriate level
   – Communications will be formalized
     ▪ Among the three bodies because of member overlap and reporting at each other’s meetings
# Proposed Structure

## Board of Directors (BoD) (strategy)
- President presides*
- All BoD members must be IEEE senior member or Fellow**
- 12 Directors elected by the full IEEE membership
- Executive Director will be an ex-officio, non-voting member
- Committees: Audit***, EBCC, Investment, Enterprise Board, New Initiatives, Tellers
- BoD volunteers will be uncompensated for their service on the Board**

## Enterprise Board (EB) (business operations)
- Immediate Past President presides
- OU Boards will coordinate with EB
- Committees: Finance, Governance, History, Humanitarian, Public Visibility
- Members
  - Immediate Past President
  - Vice Presidents and Presidents of OUs**
  - Treasurer and Secretary
  - Executive Director
  - Management Council (non-voting)

## Assembly (constituency)
- President presides*
- No change to current structure**
- Committees: Awards, EMCC, Fellows, N&IA,
- Members
  - President, President-Elect, Immediate Past President
  - 10 Region Delegates
  - 10 Division Delegates

<table>
<thead>
<tr>
<th>overlap</th>
<th>3Ps/ED</th>
<th>overlap</th>
<th>1P/ED</th>
<th>overlap</th>
<th>3Ps</th>
</tr>
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<tbody>
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</table>

*Currently the President
**As currently prescribed in C&B
***Audit is a Committee of the Board; all others are Committees of IEEE.

OUs remain unchanged.
* Committee chairs are not members of the EB
**Currently EA, MGA, PSPB, SA, TAB, IEEE-USA.

*Currently the President
** Composition could be modified in the future to reflect changing demographics, but those changes would be left to the OUs.
Purpose
The new Board of Director’s purpose will be to set the tone and strategic direction for the organization, exercise legal and fiduciary responsibilities, and provide operational oversight

- Responsibility for stewardship and fiduciary duty
- Focuses on strategy
  - a newly created complementary entity, the Enterprise Board, will assist the BoD with operational management
- Develops, in collaboration with professional staff, and approves, corporate strategies
- Provides oversight and evaluation of the Executive Director
- Responsible for organizational identity and ensuring necessary resources
Purpose: Enterprise Board (EB)  

**Business Operations**

- Brings together leaders of major operating units for collaboration, socialization, and conflict resolution – at the enterprise-level
- Operationalizes decisions made by the BoD
- Communicates with the BoD and raises topics and issues, as required
- The Enterprise Board is a committee of IEEE
- The Enterprise Board will provide for representation of the major OUs and provide OUs with a stronger voice in decisions because they will represent their constituents
Purpose: Assembly
Constituency

- Represents the technical and geographic diversity of the IEEE membership
- Represents the voice of IEEE’s constituency, including members, volunteers and the public
- Provides input to ensure that the voice of the members is heard on BoD composition
- Serves as the important check-and-balance on the who serves on the BoD
Functions
Draft Functions

BoD (1 of 2)

- Defines and assesses the long-term strategy by which the organization fulfills its mission and oversees the performance of the organization in strategy implementation
- Ensures compliance with all applicable laws, regulations, policies, and ethical standards of the organization, as well as the organization’s conflict of interest and other policies
- Approves policy statements of IEEE
- Approves budgets, financial plans and financial statements; reviews and approves material capital allocations and expenditures; and monitors and ensures the integrity of the organization’s financial reporting processes, internal control systems and audit
Draft Functions

BoD (2 of 2)

- Understands the organization’s risk profile and reviews and oversees the organization’s management of risks
- Resolves Enterprise Board disputes
- Approves Bylaws, select IEEE Policies, Investment Ops Manual, and IEEE Committees Charters and Manuals that report to the BoD
- Approves changes to high level IEEE governance structure
- Evaluates, hires and, if necessary, replaces the Executive Director and approves his/her compensation
- Evaluation and approval of mergers and acquisitions
- Does not have a discretionary budget; the BoD will enforce financial accountability through established budgeting processes
- Approves the location of new offices at a Country/City level in support of our global strategy

Committees: Audit, EBCC, Enterprise Board, Investment, New Initiatives, Tellers

Draft Functions

Enterprise Board (EB)

- Volunteers, working closely with staff counterparts, will come together to make decisions about enterprise-wide business operations
  - Enterprise-level focus
  - Brings recommendations to, and advises, the BoD
  - Prepares IEEE budget that ensures alignment between budget and operations in accordance with the IEEE Strategic Plan
  - Resolves OU disputes
  - Determines OU structure(s)
- Manages and approves policies, charters and manuals of its committees
- Provides OUs with more autonomy
- Approves Milestones, FOM

Committees: EAB, MGA, PSPB, Standards, TAB, IEEE-USA, Finance, Governance, History, Humanitarian, Public Visibility (Note: Committee chairs are not members of the EB)
Draft Functions
Assembly

• Reviews slate of candidates recommended by the N&A Committee
  • President-Elect slate
  • BoD slate
  • TAB, IEEE-USA and Standards slates for remaining 3 EB Directors
  • Elects 5 EB Directors (EA, MGA, PSPB, Secretary, Treasurer)
• Makes final recommendations related Fellows, Awards
• Receives reports, as prescribed by NY State Law
  • Annual Report of the Secretary (IEEE Annual Report) and the Audited Financials as well as strategic and operational reports from the BoD and the EB, respectively

Committees: Awards, EMCC, Fellows, N&A
# Proposed Composition

<table>
<thead>
<tr>
<th></th>
<th>BoD</th>
<th>EB</th>
<th>Assembly</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>presides</td>
<td>presides</td>
<td>voting</td>
</tr>
<tr>
<td>Past President</td>
<td>voting</td>
<td>presides</td>
<td>voting</td>
</tr>
<tr>
<td>President Elect</td>
<td>voting</td>
<td></td>
<td>voting</td>
</tr>
<tr>
<td>Directors (9)</td>
<td>voting (9)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Treasurer</td>
<td>voting</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Secretary</td>
<td>voting</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Executive Director</td>
<td>non-voting</td>
<td>voting</td>
<td></td>
</tr>
<tr>
<td>Region directors/delegates</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Division directors/delegates</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>VPs (PSPB, SA, USA, TAB, MGA, EAB)</td>
<td>voting (6)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Management Council</td>
<td>non-voting (12)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>total</td>
<td>13</td>
<td>22</td>
<td>23</td>
</tr>
<tr>
<td>voting</td>
<td>12</td>
<td>10</td>
<td>23</td>
</tr>
<tr>
<td>non-voting</td>
<td>1</td>
<td>12</td>
<td>0</td>
</tr>
</tbody>
</table>

Executive Director will be the non-voting secretary of the Assembly.
Executive Director will be a non-voting secretary on the Board of Directors.
Current Emeritus Directors will remain on the BoD but will not be replaced when they leave.
Each year, the 23 voting members of the Assembly will elect 5 members of the EB (PSPB, MGA, and EAB VPs, and Secretary & Treasurer), will approve, for submission to the Board, the slate for TA and Standards, and the slate for approximately 1/3 of BoD to be voted on by the membership.
Proposed Board of Directors

Governance & N&A Guidance
Board of Directors

Draft Size & Terms

› Three year terms (excludes Executive Director); two term limit (excludes Presidential years and Executive Director)
  – No need for an elect year; approximately 1/3 turnover
  – Terms do not need to be consecutive

› Total of 13 members of the Board
  ▪ 3 Ps
  ▪ 9 elected members-at-large (all IEEE members vote on all volunteer members of the Board – more direct membership involvement than with current Board)
  ▪ Executive Director is ex-officio, non-voting member who increases linkages with the Enterprise Board and provides continuity
Board of Directors
Responsibilities & Qualifications

› Responsibilities
  – Committed to active support:
    ▪ Face-to-face Board meetings
    ▪ Quarterly / bi-monthly conference calls
  – Exercise the fiduciary obligations of the office
  – Exercise stewardship over IEEE assets, programs and reputation

› Qualifications
  – Senior or Fellow IEEE Member grade (current practice)
  – Leadership experience in:
    ▪ Profession, including senior leadership positions
    ▪ Public Service, e.g. IEEE OUs
  – Highest level of integrity and ethical behavior
How to Select Board Members: Initial N&A Guidance

- Include Board ‘job description’
  - Describes basic collective responsibilities as well as individual obligations that align with strategic direction
  - Establishes a framework for recruitment and selection and enables leadership development
- Individual Skills / Competencies
  - Strategic and problem-solving skills
  - Strong interpersonal and negotiation skills
  - International experience & Global perspective
  - Personal
    - highest level of integrity, moral and ethical character
    - exhibit independence and objectivity

Pro: Allows for diversity (e.g., right now all 10 Division Directors can be from R6)
Con: There will be instances in which some groups may be over or under represented in a given year
Board Slate will be Critical

Goal is to attract great leaders from the wide breadth of IEEE membership to serve on the Board of Directors

Goal is for a very well-rounded Board. N&A will focus on:
1) skills and experience in both IEEE & non-IEEE
2) individual attributes
3) diversity factors:
  Including but not limited to: sectors (private, academia, other); lines of operation (currently EA, MGA/USA, Pubs, SA, TA); technical areas (leadership experience distributed across Societies/ Councils/ Communities); geographic areas; gender
Behan is the author of *Great Companies Deserve Great Boards: A CEO’s Guide to the Boardroom* and a columnist for Bloomberg BusinessWeek.com’s *The Boardroom*. She also publishes on board issues in *The Wall Street Journal* and *The Financial Times*. Ms. Behan began assisting boards of directors in 1996 while with Mercer Consulting in Canada and later served as a partner in the Governance Practice of Mercer Delta Consulting in New York. Also, she served as Managing Director of the Board Effectiveness Practice of the Hay Group, increasing her international board consulting experience, prior to starting her own consulting company in 2009.
This is based upon examples from existing groups within IEEE that use this type of ranking and selection criteria. These are examples, the specific criteria should be developed. The candidates are rated against each criteria and then ranked according to their overall score against all factors.

Selection criteria would support 1 and 2 of three prong model.

We currently have 11 from TAB, which is 1/3 of the Board; this will be a higher percentage.
N&A Gender Diversity
Rationale

- Corporate performance and women’s representation on boards (citations in notes section)
  - 42% higher return in sales
  - 66% higher return on invested capital
  - 53% higher return on equity

- Some countries are now requiring quotas
  - 30-40% board women
  - Examples: Norway & Spain

“Cracking the Code”; Report; 18 Mar 2014; KPMG, YSC and the 30% Club, investigates the challenge of getting more women into senior leadership positions.

‘In Professor’s Model, Diversity = Productivity’; Dreifus, C.;


IEEE President’s Term

- In order to assist with continuity on the IEEE Board, Assembly, and the Enterprise Board, the IEEE Presidential term will be expanded to a total of 6 years, with individuals serving as follows:
  - 2 years as President-Elect
  - 2 years as President
  - 2 years as Past President

- The overall lifetime of service as a Director for these individuals is twelve years. For others it is capped at two terms or 6 years. This cap does not apply to the IEEE Executive Director, who serves as a non-voting Director by virtue of holding that position.

- The election of the first President to serve the new term will be done in 2018, with the first year of service as President-Elect to be 2019.
## Possible BoD Transition Plan

<table>
<thead>
<tr>
<th>Position</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
<th>2020</th>
<th>2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>President-Elect</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Past President</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Vice President - TA</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Vice President - PAP</td>
<td>X</td>
<td>X*</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Vice President - MCA</td>
<td>X</td>
<td>X*</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Vice President - EA</td>
<td>X</td>
<td>X*</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>IEEE-USA President</td>
<td>X</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Secretary</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Treasurer</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>IEEE Executive Director (non-voting)**</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td><strong>Division Directors</strong></td>
<td>1-10</td>
<td>1-10</td>
<td>Odd Numbered Divisions</td>
<td>Even Numbered Regions</td>
<td></td>
</tr>
<tr>
<td><strong>Region Directors</strong></td>
<td>1-10</td>
<td>1-10</td>
<td>1-10</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Voting members</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(Director Emeriti &amp; EOs)**</td>
<td>34</td>
<td>32</td>
<td>32</td>
<td>20</td>
<td>15</td>
</tr>
</tbody>
</table>

Full implementation is achieved by 2021, with all Directors being elected by the full voting membership. Election of the new Directors would take place during 2018. This timeline provides for the full rotation of the Director-Elect.

*Indicates that a decision could be made to rotate off in that year.

**Current plan is not to replace when they step down but those numbers include the 2 current Director Emeriti

*** Executive Director is non-voting
Nominations & Petitions
Some Things Won’t Change

- The IEEE mission, vision, and core values remain the same.
- The current operational organizational structure (OU structure) remains the same.
- The current N&A process remains the same, with the exception that the slate of the recommendations will go to the Assembly, thereby strengthening the tie to, and therefore influence, of the member.
- Methods of election for Regional and Division Delegates to the Assembly remain the same.
- The current petition process for Board of Director positions remains the same with the exception that it will be an Assembly petition process. The current Assembly composition remains the same.
## Nomination Process Changes

**CHANGE**
- Assembly (as opposed to the current process of the BoD) suggests to the BoD the slate of candidates for Board of Directors including P-E
  - This provides a check & balance by strengthening the voice of the member and by enabling diversity
  - It enables diversity because they will be charged with ensuring a slate that is diverse in terms of geography, technical field, age, gender, employment, skills & competencies, etc.
  - Has the power and obligation to revise a proposed slate that is not appropriately diverse
  - This will not inhibit current Assembly members from running for BoD or EB positions

**AS-IS**
- N&A continues to be a nominating body and is chaired by the past-past President and includes N&A chairs from the major OUs
- The current petition processes remain as-is
- No additional changes to current N&A processes are being recommended
Current Assembly Election Process

- President presides
- Elects 5 Directors-at-Large (VP EAB, VP PSPB, VP MGA, Secretary, Treasurer)
- No nominations from the floor
- Petition to Assembly (5 signatures by 10 days prior)
- No general membership petition provision

Current Constitution and Bylaws
New Assembly Election Process

- President Presides - two year term
- Elects 5 EB Directors (VP EAB, VP PSPB, VP MGA, Secretary, Treasurer)
- Reviews the slate for IEEE President-Elect, Board Directors-at-large, and EB Directors elected by membership (TA, Standards, IEEE-USA) and recommends it to the BoD
- No nominations from the floor*
- Petition to Assembly (5 signatures, 10 days prior)**
- General Membership Petition provision***

* This is the same for BoD submissions
** 8 signatures 10 days prior for BoD petitions
***As currently described in Constitution and Bylaws
Nominations & Appointments Committee
Current Composition

Membership

- 6 members, who shall serve two-year terms, three of whom shall be appointed in even-numbered years, and three of whom shall be appointed in odd-numbered years
- Chair, ‘Past-Past’ President
- Chair-Elect, Past President
- Past Chair, ‘Past-Past-Past’ President
- Chair of the Awards Board Nominations and Appointments Committee.
- "... shall have at least one member who obtained his or her first collegiate degree within the last ten years at the time of appointment and who is at Graduate Student Member, Member grade or higher"
Nominations Process

Overview

• No change to how the Delegates are elected to the Assembly
  • Technical and Regional Delegates who are members of the Assembly are also members of their respective EB OU Boards
• N&A proposes the slate of the delegate candidates to the Assembly
  • Assembly elects some members of the EB (EA, MGA, PSPB, Secretary and Treasurer – TAB and Standards continue as currently elected)
  • Assembly recommends the PE and BoD Director Candidates to the BoD, who submits them to the membership for vote
  • Three directors each year are nominated and elected by the members
• N&A proposes slates of Committee Chairs and members for review and recommendations to the Board
Membership Petition Process

› Positions where the electorate is fewer than 30,000 voting members, signatures shall be required from 2% of the eligible voters.*

› Positions where the electorate is more than 30,000 voting members, 600 signatures of eligible voters plus 1% of the difference between the number of eligible voters and 30,000 shall be required.*

› Tellers Committee responsibilities unchanged.*

* As currently described in Constitution and Bylaws;
Note: Should time period allowed for petitions be extended?
Benefits to Nomination Process
Changes

- **Provides checks & balances**
  - Has the power and obligation to recommend changes to a slate that is not appropriately diverse
  - Continuity provided through President

- **Strengthens the voice of the member**
  - Assembly participation in development of slate for BoD enables diversity

- **Strengthens diversity**
  - Nominations Committee is charged with ensuring a slate that is diverse in terms of geography, technical field, age, gender, employment, skills & competencies, etc.

Will not preclude Assembly members from running for BoD or EB
C&B change timeline

› 2016 – Members are asked to vote on a Constitutional Amendment to enable organizational restructure

› At a minimum the Bylaws to implement a reorganization should be approved in principle and provided to the voting members with the Amendment

› To accomplish this the Amendment language and corresponding Bylaws need to be approved in November 2015
  – 18 September is the deadline for governing documents
  – 16 October is the Governance Committee meeting in Jersey City
  – 31 October is the posting date for the November Board meeting, to make the 20-day distribution deadline as required by the Constitution

› After approval of the Amendment by the members, implementation of the transition begins in 2017
Insert Mock Ballots
Draft Election Schedule

- Election schedule remains the same
- IEEE Nominations & Appointments Committee schedule remains the same, with the additional 3 Director slates each year, and President-Elect slate every other year, made final at the their last meeting for review by the Assembly
- Result is that the slates for Board member candidates will be known ahead of the Delegate slates, helping the Divisions and Region Nominating Committees (based on Friday before 15 March slate deadline)
## Draft Meeting schedule

<table>
<thead>
<tr>
<th>Month</th>
<th>Body</th>
<th>Type of Meeting</th>
</tr>
</thead>
<tbody>
<tr>
<td>January</td>
<td>IEEE Board, Enterprise Board</td>
<td>Face to Face, Face to Face (In Conjunction)</td>
</tr>
<tr>
<td>February</td>
<td>Enterprise Board, Assembly</td>
<td>Face to Face, Face to Face</td>
</tr>
<tr>
<td>April</td>
<td>IEEE Board</td>
<td>Face to Face</td>
</tr>
<tr>
<td>April/May</td>
<td>Enterprise Board</td>
<td>Telecom</td>
</tr>
<tr>
<td>June</td>
<td>Enterprise Board, Assembly</td>
<td>Face to Face, Face to Face</td>
</tr>
<tr>
<td>August</td>
<td>IEEE Board</td>
<td>Face to Face</td>
</tr>
<tr>
<td>August/Sept</td>
<td>Enterprise Board</td>
<td>Telecom</td>
</tr>
<tr>
<td>October</td>
<td>IEEE Board</td>
<td>Telecom</td>
</tr>
<tr>
<td>November</td>
<td>Enterprise Board, Assembly</td>
<td>Face to Face, Face to Face</td>
</tr>
<tr>
<td>December (early)</td>
<td>IEEE Board</td>
<td>Face to Face</td>
</tr>
</tbody>
</table>

Telecon for IEEE Board of Directors shall be scheduled as needed.
While the IEEE Board will not meet at Meeting Series, funds for Directors to attend at least one Series per year shall be budgeted.
December IEEE Board meeting shall include Orientation of new member and Retreat to plan for the following year.
2015 BoD Agendas

Agenda items designated as BoD vs EB

- February & June 2015 Board of Director Agendas were analyzed
- Agenda items were designated as either those that the new BoD would address or that the new EB would address
- New BoD agenda items highlighted in yellow
- Enterprise Board (EB) items left unmarked
2015 BoD Agendas
*Items broken out by new BoD & EB*

- Summary – agenda breakout in following slides
- Breakdown of agenda items
  - February 2015: BoD: 15, EB: 9
  - June 2015: BoD: 21, EB: 18
- If this year’s agendas are fairly representative of previous BoD meetings we have an indication that the New BoD would have shorter meetings or spend the first meeting-day discussing those issues currently associated to BoD Ad Hoc Committees
- Analysis of February & June 2015 BoD Agendas follows
  - New BoD agenda items highlighted in yellow
  - Enterprise Board (EB) items left unmarked
February 2015 BoD Agenda

Breakdown by New BoD & EB
IEEE BOARD OF DIRECTORS

B0 - 1 of 3

New Orleans, Louisiana, USA
Meetings Rep: New Orleans
http://www.see.org/board

AGENDA
This name may be held in Executive Session

1. Action
Call to Order
Mishel

2. Action
Roll Call
Farhaw

3. Action
Approval of Agenda
Mishel

4. Action
IEEE President’s Remarks
Mishel

5. Action
IEEE Executive Director’s Remarks
Mishel/Pendragon

CONSENT

1. Action
Approval of Minutes of 11 January 2013 Meeting
Farhaw

2. Action
Approval of minutes of 11 January 2013 Meeting
Farhaw

3. Action
Approval of Executive Session Minutes of 11 January 2013 Meeting
Farhaw

4. Action
Approval of 11 January 2013 Executive session minutes.
Farhaw

5. Action
IEEE 2013 Board of Directors Schedule
Farhaw

6. Action
Approval of an additional 2012 Board of Directors meeting.
Farhaw

7. Action
2014 IEEE Annual Report of the Secretary
Farhaw

8. Action
Recommendation of the 2014 IEEE Annual Report of the Secretary to the IEEE Assembly.

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IEEE

B0 - 2 of 3

9. Action
IEEE Board 1-SSB 7 – Student Member and Graduate Student Member Dues

Revisions to increase the Student Member and GEM dues by $651.00 for the 2014 membership year.

10. Action
IEEE Students 1-SSB 2 – IEEE-Technical Activities Board (TAB)

Revisions to add a TAB Assistant Treasurer position as a non-voting member of TAB

11. Action
IEEE Student, Section 3-7 – IEEE Student

Revisions to change the name of the IEEE/IEEE Student James Clerk Maxwell Award

12. Action
IEEE Student, Section 4-8 – IEEE Student

Affirmation of appointments to major boards and committees

13. Action
IEEE Student, Section 5-6 – IEEE Student

Affirmation of appointments to major boards and committees

14. Action
IEEE Student, Section 6-6 – IEEE Student

Affirmation of appointments to major boards and committees

15. Action
IEEE Student, Section 7-6 – IEEE Student

Affirmation of appointments to major boards and committees

16. Action
IEEE Student, Section 8-6 – IEEE Student

Affirmation of appointments to major boards and committees

17. Action
IEEE Student, Section 9-6 – IEEE Student

Affirmation of appointments to major boards and committees

18. Action
IEEE Student, Section 10-6 – IEEE Student

Affirmation of appointments to major boards and committees

19. Action
IEEE Student, Section 11-6 – IEEE Student

Affirmation of appointments to major boards and committees

20. Action
IEEE Student, Section 12-6 – IEEE Student

Affirmation of appointments to major boards and committees

ACTION / DISCUSSION

1. Action
IEEE Board of Directors Action List
Farhaw

Review of action list.

2. Action
Changes to the ABET Constitution

Revisions to the ABET Constitution changing the governance structure of the ABET Board.

This item will be considered on Sunday.

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94
95
<table>
<thead>
<tr>
<th>IDEE BOARD OF DIRECTORS</th>
</tr>
</thead>
<tbody>
<tr>
<td>New Brunswick, New Jersey, USA</td>
</tr>
<tr>
<td><a href="http://www.ied.org/events">http://www.ied.org/events</a></td>
</tr>
</tbody>
</table>

**AGENDA**

- These items may be held in Executive Session

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>B1</td>
<td>Call to Order</td>
</tr>
<tr>
<td>B2</td>
<td>Roll Call</td>
</tr>
<tr>
<td>B3</td>
<td>Approval of Agenda</td>
</tr>
<tr>
<td>B4</td>
<td>IEEE President’s Remarks</td>
</tr>
<tr>
<td>B5</td>
<td>IEEE Executive Director’s Remarks</td>
</tr>
</tbody>
</table>

**CONSENT**

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Approval of recipients for the 2015 IEEE Technical Field Awards.</td>
</tr>
<tr>
<td></td>
<td>Provides the means for candidates being considered for election by the IEEE Assembly to attend the Assembly meeting remotely via electronic/telephone means if they are unable to attend in-person.</td>
</tr>
<tr>
<td></td>
<td>Revise the Information Disclosure Policy and creates the IEEE Guide to Classification of Documents that will provide procedures on how to classify, mark, share, and dispose of confidential documents.</td>
</tr>
</tbody>
</table>

**IEEE**

<table>
<thead>
<tr>
<th>Item</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>B9</td>
<td>Action: IEEE Technical Activities Board Operations Manual, Section 4.5 - Divisions</td>
</tr>
<tr>
<td></td>
<td>Adds IEEE Council on Radio Frequency Identification (RFID) to the Societies and Technical Councils listing for Division IV.</td>
</tr>
<tr>
<td></td>
<td>Discontinue the IEEE David Samoff Award.</td>
</tr>
<tr>
<td></td>
<td>Discontinue the IEEE Raymond B. Johnson Information Storage Systems Award.</td>
</tr>
<tr>
<td>B12</td>
<td>Action: IEEE Fellow Committee Operations Manual, Section 9.9 - Responsibilities and Eligibilities</td>
</tr>
<tr>
<td></td>
<td>Establishes a firm deadline and accountability structure for Society/Technical Council Executive Committee Chairs for selecting Fellow evaluations.</td>
</tr>
<tr>
<td></td>
<td>Updates allowing for investment in private real estate funds and publicly traded real estate trusts.</td>
</tr>
<tr>
<td>B14</td>
<td>Action: IEEE Audit Committee Charter</td>
</tr>
<tr>
<td></td>
<td>Updates the Charter to comply with the New York Not-for-Profit Corporation Act.</td>
</tr>
<tr>
<td>Action/Discussion</td>
<td></td>
</tr>
<tr>
<td>-------------------</td>
<td></td>
</tr>
<tr>
<td><strong>B18</strong> Disc. 2013 IEEE Board of Directors Action List barren</td>
<td></td>
</tr>
<tr>
<td><strong>B19</strong> Action 2013 IEEE Eric Herz Outstanding Staff Member Award arise</td>
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<td>Approval of the proposed recipient of the 2013 IEEE Eric Herz Outstanding Staff Member Award.</td>
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<tr>
<td><strong>B17</strong> Disc. Accreditation Oversight: Responsibility for U.S. Computing Programs arise</td>
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<tr>
<td>A discussion on the benefits of the proposed change and the pros and cons and challenges related to funding options.</td>
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<tr>
<td><strong>B18</strong> Disc. IEEE Signature Event arise</td>
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<tr>
<td>Kenneth Wise, Chair, IEEE Awards Board, will provide an update on the IEEE Signature Event.</td>
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<td><strong>B19</strong> Disc. IEEE Future Directions: Strategic View arise</td>
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<tr>
<td>Roberto Baracco, Chair, IEEE Future Directions Committee, will present some accomplishments as well as some of the technologies currently in incubation.</td>
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<td><strong>B20</strong> Disc. The Future of Continuing Professional Education rise</td>
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<tr>
<td>An overview of Continuing Professional Education, as it applies to IEEE, will be presented.</td>
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<td><strong>B21</strong> Disc. IEEE Standards Association Knauss/Karakatsanos arise</td>
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<tr>
<td>An overview of standards and industry participation will be presented.</td>
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<td><strong>B22</strong> Disc. IEEE Foundation Activities Rader/Jamieson arise</td>
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<td>Lani P. Jamieson, President, IEEE Foundation, will provide an update on the activities of the IEEE Foundation.</td>
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<td><strong>B29</strong> Disc.</td>
<td><strong>B30</strong> Disc.</td>
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<td><strong>B31</strong> Disc.</td>
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**B29 Disc.** IEEE Investment Committee Response to Ad Hoc Committee on Entrepreneurship

- The Investment Committee response to the recommendations of the Ad Hoc Committee on Entrepreneurship will be presented.

**B30 Disc.** IEEE Ad Hoc Committee on Board Outreach

- Diego Mónica, Chair, IEEE Ad Hoc Committee on Board Outreach, will report on the IEEE Board of Directors Industry outreach efforts in Germany, Japan, and China.

**B31 Disc.** IEEE Ad Hoc Committee on Serving Individuals from Industry

- Diego Mónica, Chair, IEEE Ad Hoc Committee on Serving Individuals from Industry, will provide an update on committee activities.

**B32 Disc.** New Initiatives Committee Transformation Workshop

- An update on the New Initiatives Committee transformation will be presented.

**B33 Disc.** IEEE Ad Hoc Committee Activities in Iasi, Romania

- Vincent Kaeding, Chair, IEEE Ad Hoc Committee on Alliance Activities, will provide an update on committee activities.

**B34 Disc.** Building Membership in Region 8

- E. Wang

A discussion will be held on membership, including Society membership and Membership and Geographic Activities, focusing on regional geographic strategy.

**B35 Disc.** IEEE Constitutional Amendment

- A discussion will be held on the IEEE Constitutional Amendment.

**B36 Disc.** IEEE Public Visibility Committee

- Soojin Min

- Soojin Min, Chair, IEEE Public Visibility Committee, will provide an update on committee activities.

**B37 Disc.** IEEE Financials

- Judy Smith

- The IEEE Treasurer and IEEE Chief Financial Officer will provide an update on IEEE Financial activities.

**B38 Disc.** IEEE Audit Committee Report

- Randy Gribble

- A report from the Chair of the IEEE Audit Committee will be presented.

**B39 Disc.** IEEE Secretary’s Report

- The IEEE Secretary will provide an update on IEEE Governance Committee activities.

**B40 Disc.** IEEE Legal Report

- Nadia Gaba

- IEEE’s General Counsel and Chief Compliance Officer will provide an update on the legal affairs of IEEE.

**B41 Disc.** IEEE Employee Benefits and Compensation Committee

- Adam Grindal, Chair, IEEE Employee Benefits and Compensation Committee, will provide an update on the activities of the IEEE Employee Benefits and Compensation Committee.

**B42 Disc.** IEEE Annual Election Results Application Issue

- A discussion will be held on the IEEE Annual Election application issue.
## IEEE Board of Directors Dialogue

### Reports

#### 843 Report
- IEEE Board of Directors Meeting Invitation
- The IEEE Board of Directors will have the opportunity to dialogue with the IEEE Executive Director and Management Council.

#### 844 Report
- IEEE Board of Directors Meeting Evaluation
- The IEEE Board of Directors will be asked to complete a meeting evaluation form.

### IEEE Ad Hoc Committee on Internet Initiative

- An update on addresses of the IEEE Ad Hoc Committee on Internet Initiative is provided.

### Next Meeting

- The next face-to-face meeting of the IEEE Board of Directors is scheduled to be held on 22-23 November 2015.

### Adjournment

- NRC V5

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*CONFIDENTIAL – FOR IEEE BOARD OF DIRECTORS USE ONLY*
Thank you
APPENDIX
Process undertaken in Puerto Rico
What changes must we make now to best position IEEE for success in 2030, while still supporting the needs of technologists between now and then?

This is a large, complex question. The Board and invited guests tackled this in January.
IEEE Board of Directors has already held a comprehensive, thought-provoking strategy session at its’ January Retreat; will be holding similar strategic sessions throughout 2015

Examining what the role(s) IEEE can or should be playing in various areas in 5-, 10-, and 15-year time horizons

Focus is not only on IEEE, but on the ever-evolving world in which we convene, network, publish and interact, and how best to evolve IEEE to meet the diverse challenges of that world.

This is not limited to 2015; strategy-focused activities will be a portion of every Board meeting over the next two years, with a goal of incorporating this sort of intensive focus on strategy into all Board meetings going forward...
Objectives

- Focus on high-level direction, justification, implications for IEEE, and key strategic objectives
- Arrive at a holistic understanding of what a flourishing IEEE would consist of in the future
- Identify and agree on the steps we need to take to move in that direction over the next 2 years
We started with just the question - What changes must we make now to best position IEEE for success in 2030, while still supporting the needs of technologists between now and then?
Agenda Formed Around Resulting 12 Topics

- New Products and Services for 2030 (Red)
- Communities in 2030 (Black)
- Making IEEE More Diverse (Orange)
- Identifying our Core Businesses for 2030 (Light Blue)
- Embrace the Future of Technology (Yellow)
- Organizational Structure (Green)
- 2030 Member Engagement (Silver)
- Optimize Our Governance Processes to Enable Strategy (Brown)
- What is Our Public Imperative in 2030 (Dark Blue)
- Anticipating the Future of Information (Gold)
- Influence Public Policy Globally (White)
- Get Closer to Industry (Purple)
3 Rounds of Breakout Meetings
Syntegration Extracts the Most from the Group

Syntegration enables results that reflect the group’s collective best solutions, alignment, and mobilization.

Copyright 2013 Syntegrity Group
Recommendations

› After 3 rounds, topic teams presented recommendations

› Each individual was asked to “vote” for items they perceived as most important
This was not a scientific vote but did provide us with an understanding of perceived importance.
We started, in Puerto Rico, with a blank page and one compelling question

We ended with 12 strategic topics, each with recommendations and perceived importance of recommendations

We then reconvened in New Orleans
Post Syntegration Session

- One day session on 3 February
- A smaller group of 14 people
  - Ad Hoc Committee for IEEE in 2030 and a few other individuals
- The group started with the synthesized content provided by Syntegrity Group
- Working in four teams – focused on four strategic objectives
  - Refined and scoped the recommendations into a draft roadmap that honors the work done in Puerto Rico while adding clarity and realistic timelines and expectations
What emerged …

IEEE is well-positioned for success in 2030 and continues to serve the needs of technologists between now and then.

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These 12 buckets were summarized into four strategic outcomes. Each was tied back to the recommendations from San Juan. (next slide to show this)
## What emerged …

IEEE is well-positioned for success in 2030 and continues to serve the needs of technologists between now and then.

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</table>
| Brown 1, 2  
Light Blue 1  
Green 1, 3 | White 1, 2, 3  
Dark Blue 1, 2, 3, Other Ideas  
Green 2  
Revised PS session recommendations | Purple 1, 2, 4  
Black 1, 2, 3  
Orange 2, 3, Other Ideas  
Revised recommendations from Orange 1, 2, 3, Other Ideas, Purple 1, 2, 3, Black 1, 2 | Silver 1  
Red 1  
Purple 1  
Gold 1, 2, 3  
Yellow 1, 2, 3, Other Ideas  
Includes Reworked content from Silver 2, 3, Gold Guidance, Orange Other Ideas |

**Note:** Any content not listed above has been reworked into the resulting output.
## What emerged...

IEEE is well-positioned for success in 2030 and continues to serve the needs of technologists between now and then.

|---------------------------------------------------------------|-------------------------------|---------------------------------------------------|-------------------------------------------------|

**Strategies**

**[A.] Determine our core priorities and define the Board structure we need to maintain our role as the world’s leading association serving technologists**

- A. Support humanitarian efforts
- B. Socialize Public Imperative Activity
- C. Consider a Public Imperative OUI by 2018

**[B.] Align our business operations to our evolving priorities**

- D. Provide critical information to support public policy decisions worldwide

**[C.] Engage to build and maintain strong connections with professionals working in industry and industry**

- A. Provide “the place” where communities gather across a diverse field of technologies and technologists
- C. Cultivate, nurture, and strengthen our relevance to the technologists of the future

**[D.] Know what is important to “IEEE activity participants,” align our products and services to serve them and recognize their engagement**

- B. Serve and generate a surplus by turning information into knowledge in formats that technologists need
- C. Leverage and promote our position as leading Global technologists