



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	<i>Karen Bartleson</i>
Providence More	<i>Fred Mintzer</i>

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

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Project Sequence

Synte-gration

- Duration: 3 Days
- Purpose: Understanding, Planning, and Mobilization
- Participants: Up to 48



Post Synte-gration Session

- Duration: 1 Day
- Purpose: Decision Making & Action Planning
- Participants: Up to 15



- IEEEin2030
- OUs
- Committees



- 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

[1] Create a Nimble, Flexible, Forward-looking Organization	[2] Foster Public Imperatives	[3] Foster Diverse Technical Communities with Industry, Government, and Academia	[4] Empower the Discovery, Development and Delivery of Cutting-edge Products and Services
Strategies			
<p>A. Determine our core priorities and define the Board structure we need to maintain our role as the world's leading association serving technologists</p> <p>B. Align our business operations to our evolving priorities</p>	<p>A. Support humanitarian efforts</p> <p>B. Socialize Public Imperative Activity</p> <p>C. Provide critical information to support public policy decisions worldwide</p>	<p>A. Engage to build and maintain strong connections with professionals working in industry and industry</p> <p>B. Provide "the place" where communities gather across a diverse field of technologies and technologists</p> <p>C. Cultivate, nurture, and strengthen our relevance to the technologists of the future</p>	<p>A. Know what is important to "IEEE activity participants," align our products and services to serve them and recognize their engagement</p> <p>B. Serve and generate a surplus by turning information into knowledge in formats that technologists need</p> <p>C. Leverage and promote our position as leading Global technologists</p>

2030 Action Plan Roadmap



Create a Nimble, Flexible, Forward-looking Organization

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





**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



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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

Provided regular updates via
The Institute



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)
 - 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.



Source:
Chait, Richard P., Ph.D., Ryan, William P., Ph.D., Taylor, Barbara E., "First Principles" in
Governance as Leadership: Reframing the Work of Nonprofit Boards, Hoboken: Wiley, 2005, ch. 1, pp. 2-8.



Pursuit of Excellence = Fiduciary + Strategic + Generative

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

Adapted From:
Chait, Richard P., Ph.D., Ryan, William P., Ph.D., Taylor, Barbara E., "Type III: Generative Governing" in
Governance as Leadership: Reframing the Work of Nonprofit Boards, Hoboken: Wiley, 2005, ch. 6, pp. 132.



Why Change?

- ▶ 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



*01 June 1995; Organizational Improvement Design Requirements/Specifications; IEEE SPC report.

01 June 1995; Organizational Improvement Design Requirements/Specifications; IEEE SPC report.

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

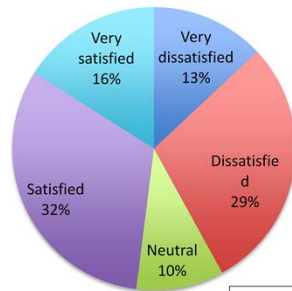
Position Title	Total Estimated Time Requirement for position <i>(units in 8 hour days)</i>
President	137-248
President-Elect	38-69
Past President	42-72
Secretary	54-76
Treasurer	100-146
Division Delegate-Director	61-161
Region Delegate-Director	64-110
VP- EA	73-129
VP- MGA	165-184
VP- PSP	75-107
VP-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

- 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.

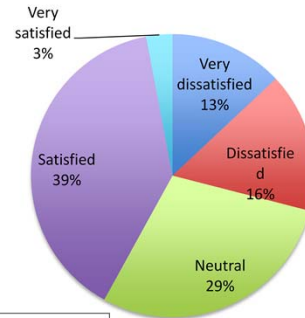


Satisfaction with board size and overall effectiveness

The size of the board meets the current needs of the organization.



How satisfied are you with the overall effectiveness of the board?



IEEE board has 31 voting members
The average board has 16 members
Percentiles:
25% of boards have 11 or fewer members
50% have 15 or fewer members
75% have 20 or fewer members

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.



REFER TO DATA REPORT PAGE #7

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

Questions on a 5-point scale from "Poor" to "Excellent"

© 2015 BoardSource

*Benchmark from 501(c)3 answers to *Board Self-Assessment for Nonprofit Boards*

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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

Review included:
- *governance documents review*
- *leadership interviews*
- *Board self-assessment survey*
- *comparative research*

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

The Research *Group Decision Making*

- ▶ 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? (Romieniecki, Jan. 2013)
- (2) Hackman and Vidmar (1970)
- (3) Harvard Business Review (M. Useem, Nov. 2006)
- (4) Harvard Business Review Stat Watch, Jan Feb 2011 which cites, Decide & Deliver: 5 Steps to Breakthrough Performance in your Organization by Marcia W. Blenko, Michael C. Mankins and Paul Rogers, Bain and Company, 2009. HBR article available at hbr.org/2010/01/stat-watch/ar/1.
- (5) BoardSource White Paper July 14, 2015; Board Size and Effectiveness.
- (6) Journal of Decision System (2011) Peter A. Rosen
- (7) The Promise of Idea Crowdsourcing – Benefits, Contexts, Limitations – Nokia White Paper (2011)

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

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

Remarkable Associations Size

7 Measures of Success: What Remarkable Associations Do That Other's Don't; American Society of Association Executives (ASAE) & The Center for Association Leadership.

Abbr	Profiled associations	# Directors
AARP	American Association of Retired Persons	21
ACC	American College of Cardiology	37
ADA	American Dental Association	20
AGC	Associated General Contractors of America	10
GSUSA	Girl Scouts of the USA	30
NACo	National Association of Counties	9
OSCPA	Ohio Society of CPAs	16
RSNA	Radiological Society of North of America	8
SHRM	Society for Human Resource Management	13
	Average #	18.2

Average Board Size ~ 18 Directors



<http://www.amazon.com/Measures-Success-Remarkable-Associations-Others/dp/0880343419>

(6) Margolis, Sheila, "What is the Optimal Group Size for Decision Making?", www.shielamargolis.com/2011/01/24.

(7) De Kluyver, Cornelis A., A Primer on Corporate Governance. Business Expert Press, New York, 2009, p 58.

(8) BoardSource, Nonprofit Governance Index 2010. Published by BoardSource and available on their website www.boardsource.com, p 19.

(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



(6) Margolis, Sheila, "What is the Optimal Group Size for Decision Making?", www.shielamargolis.com/2011/01/24.

(7) De Kluyver, Cornelis A., A Primer on Corporate Governance. Business Expert Press, New York, 2009, p 58.

(8) BoardSource, Nonprofit Governance Index 2010. Published by BoardSource and available on their website www.boardsource.com, p 19.

(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

Related to (8): Kirkpatrick, G.; The Corporate Governance Lessons from the Financial Crisis. Available:

<http://www.oecd.org/finance/financial-markets/42229620.pdf>

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

2015 Elected Board members <i>(Number of votes received)</i>	
Fewer than 1000 votes	3
1000-4999 votes	17
5000-9999 votes	1
10000-14999 votes	2
15000-19999 votes	1
20000-24999 votes	2

- 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

How Many Votes Were Received by 2015 Board Members for Their Seats

- ▶ Average number of votes a Board member received 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).



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. The fewest number of votes needed to get on the 2015 Board was 608. 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

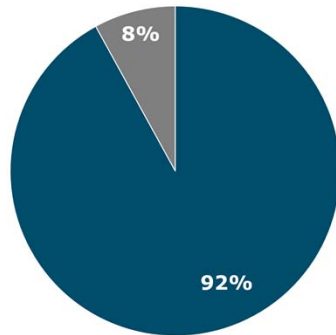
Characteristics & Demographics



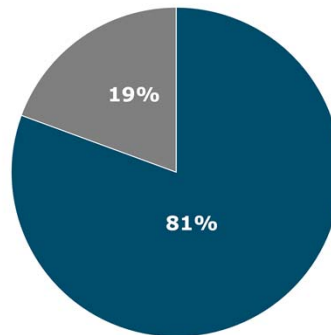
Gender of BoD versus IEEE Membership

The Board of Directors closely mirrors the IEEE membership in terms of gender: *predominately male*

IEEE Members



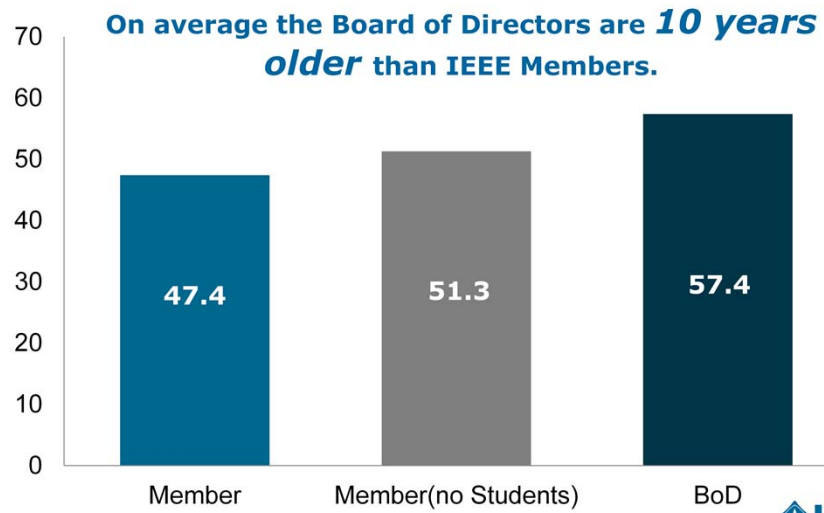
Board of Directors



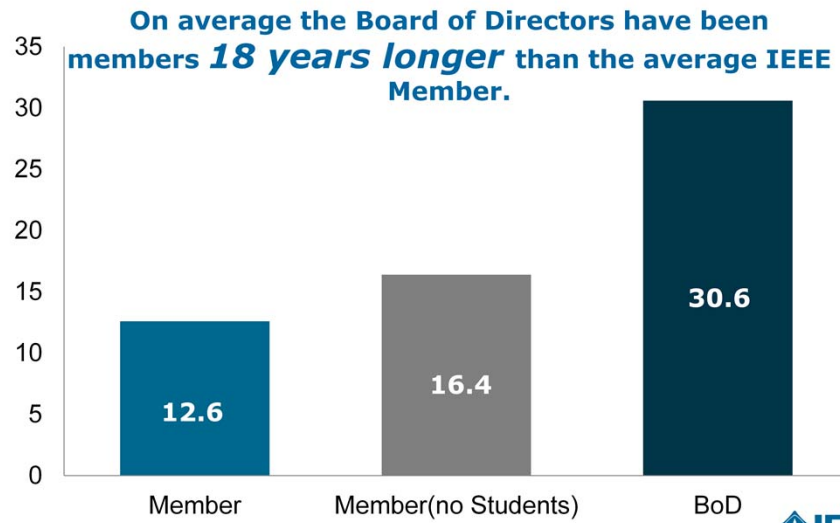
■ Male
■ Female



Age Comparison of BoD and IEEE Members

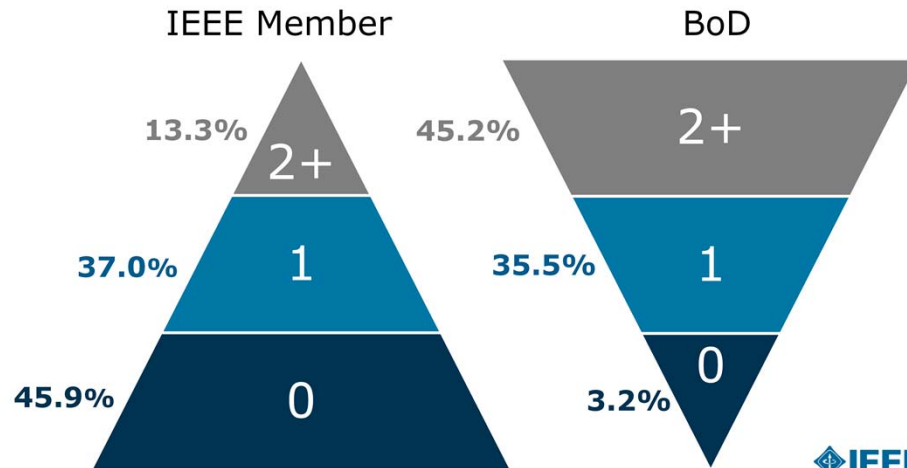


Membership Duration of BoD and IEEE Members



Society Membership Comparison of BoD and IEEE Members

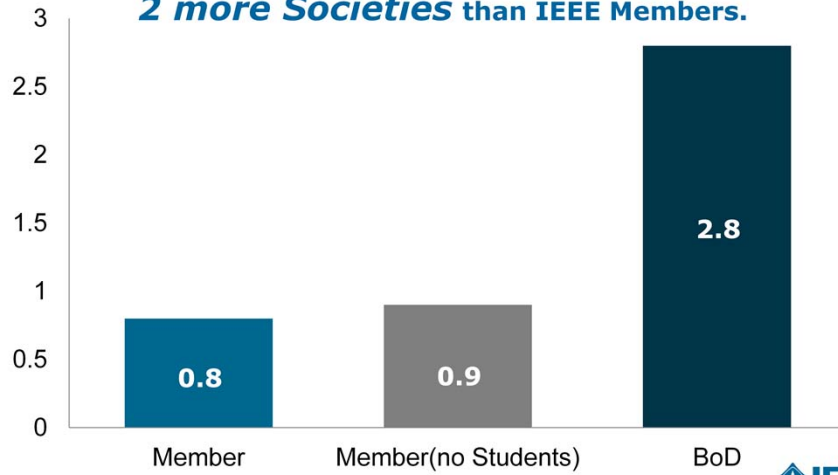
Members of the Board of Directors belong to significantly more Societies than the average member.



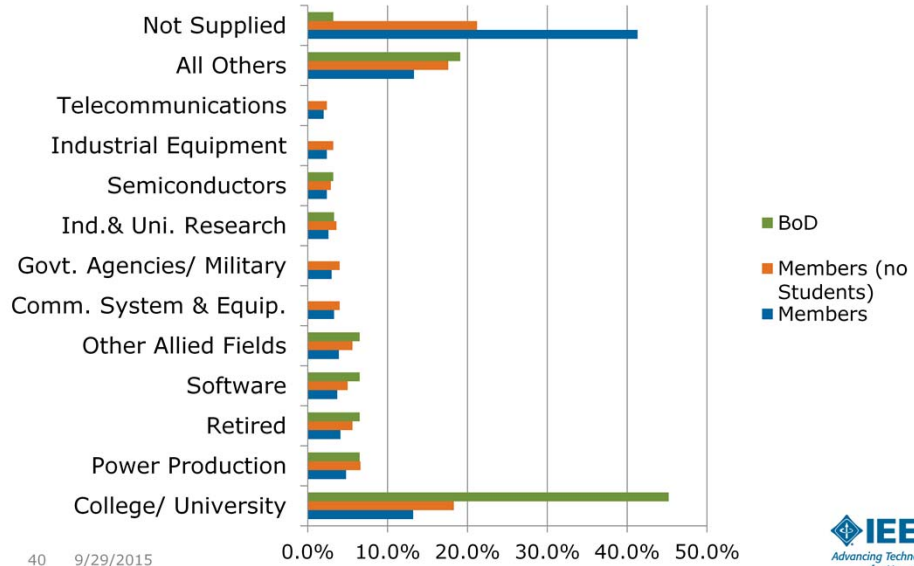
IEEE members belong to significantly fewer societies than the Board of Directors.

Society Membership Comparison of BoD and IEEE Members

On average the Board of Directors belong to **2 more Societies** than IEEE Members.



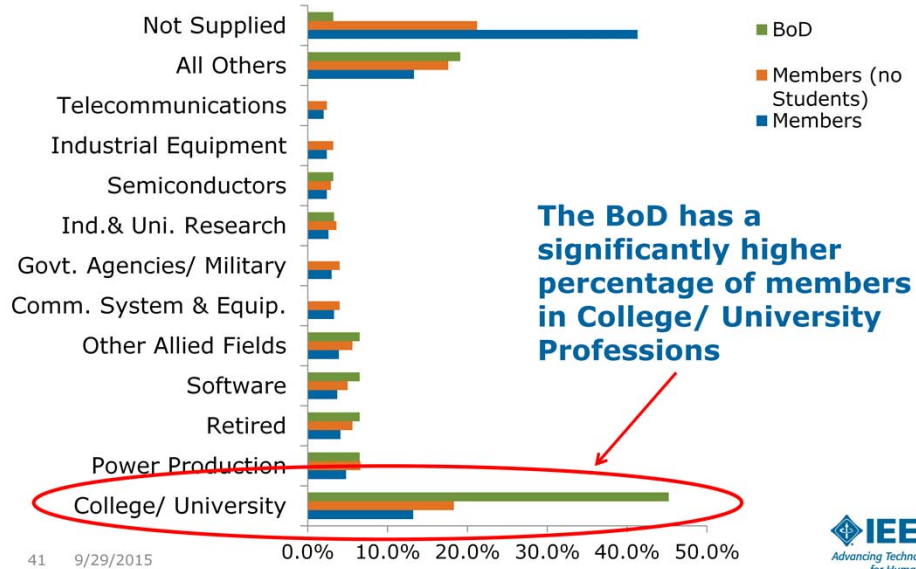
Line of Business Comparison of BoD and IEEE Members



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Line of Business Comparison of BoD and IEEE Members

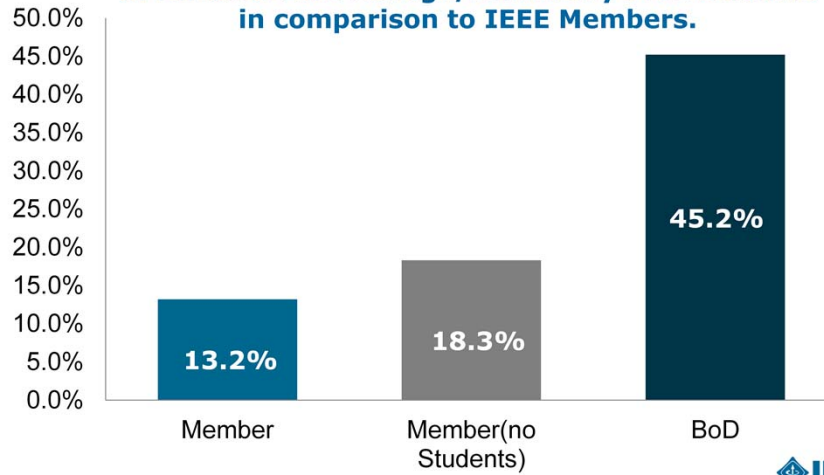


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College/University Profession Comparison of BoD and IEEE Members

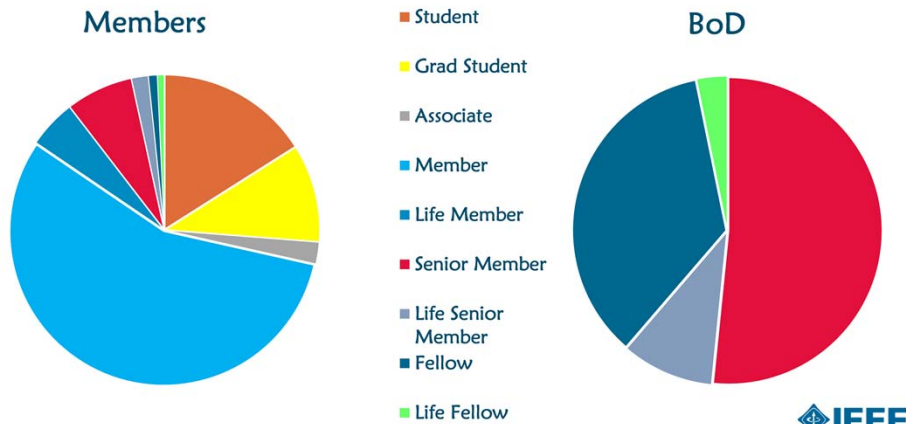
More than three times the percentage of the Board of Directors are College/University Professionals in comparison to IEEE Members.



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.**

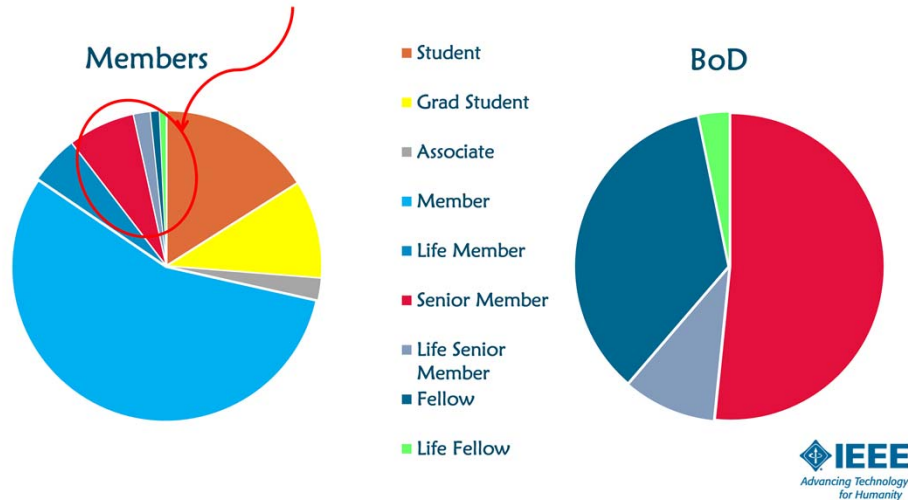


* Senior member status or above is currently a requirement for BoD membership



Membership Status Comparison of BoD and IEEE Members

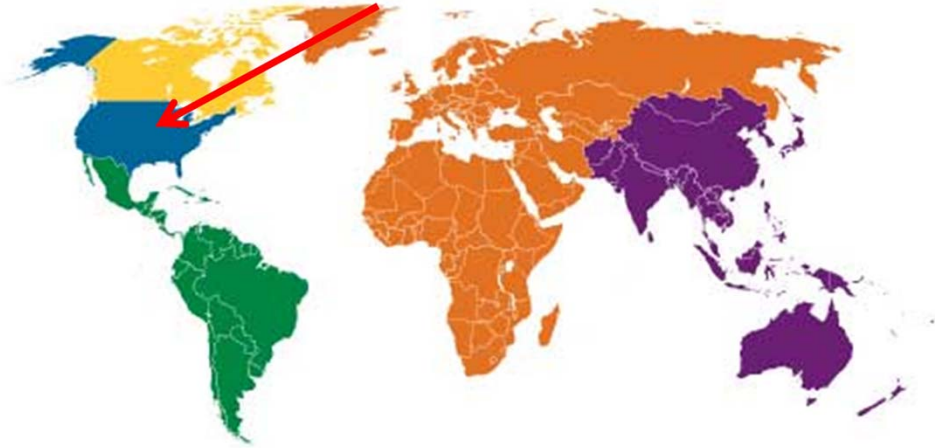
Only 13.3% of IEEE Members have Senior Member Status or above



For a closer look, 13.3% of people are senior member or above.

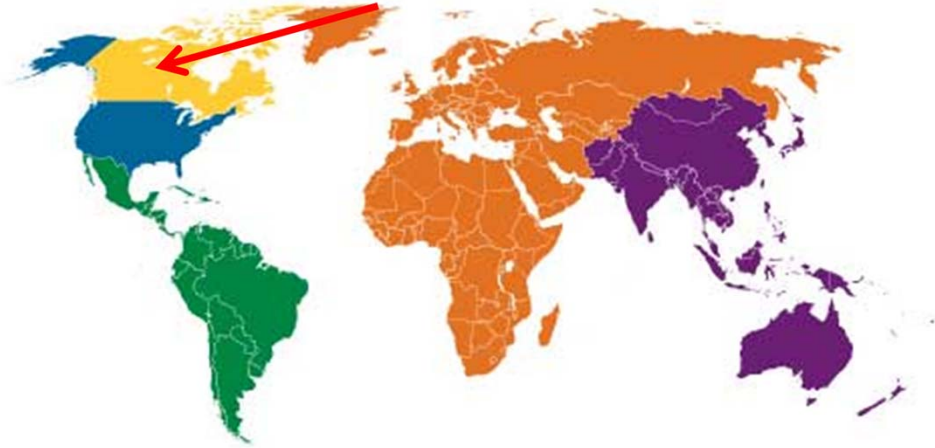
Demographics of BoD v. IEEE Members By Region (%)

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



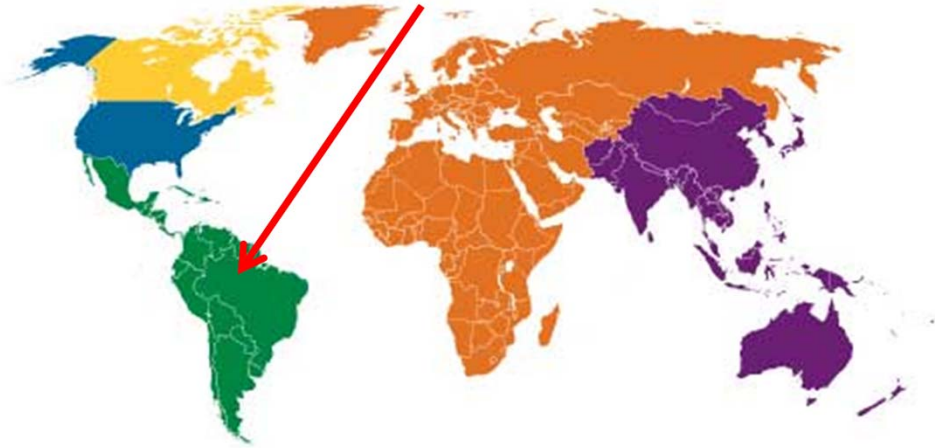
Demographics of BoD v. IEEE Members By Region (%)

Region 8
12.9% of BoD
18.5% of IEEE Members



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

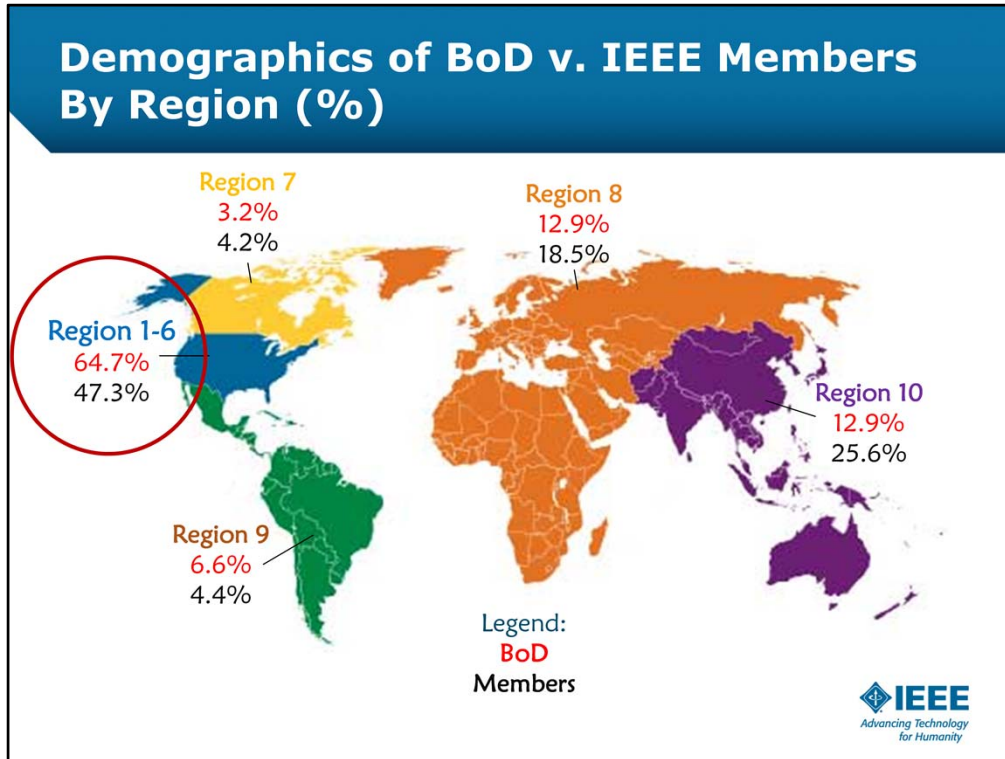
Region 9
6.6% of BoD
4.4% of IEEE Members



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



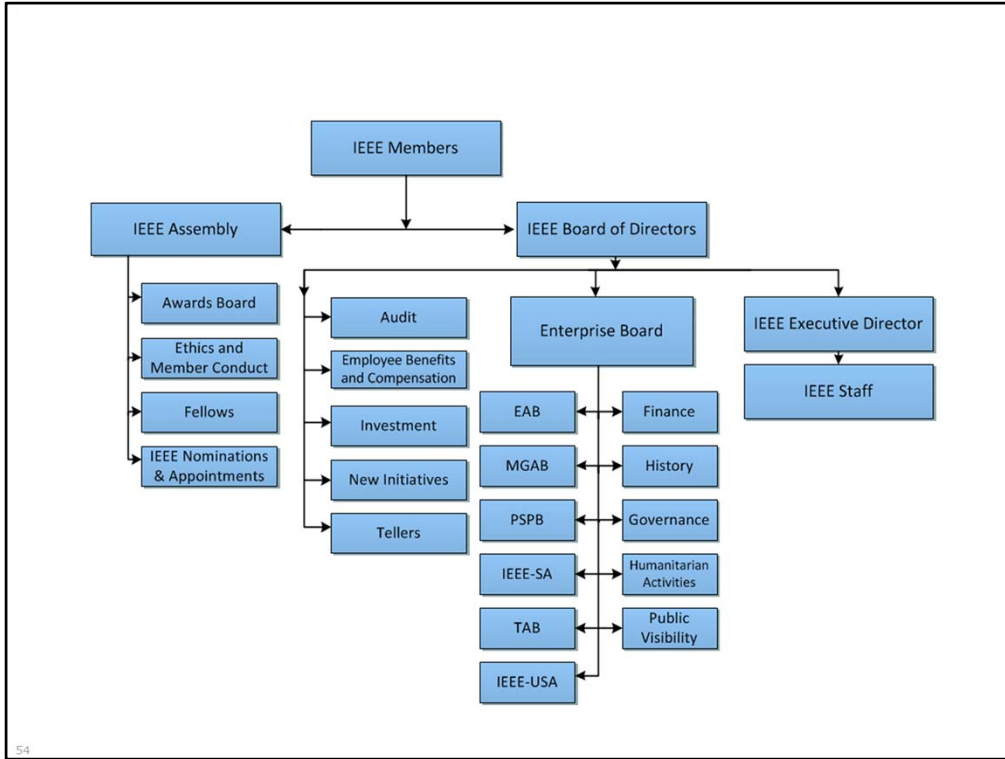
Proposed Structures:

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) <i>(strategy)</i>	Enterprise Board (EB) <i>(business operations)</i>	Assembly <i>(constituency)</i>
<ul style="list-style-type: none"> • 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** 	<ul style="list-style-type: none"> • Immediate Past President presides • OU Boards will coordinate with EB • Committees: Finance, Governance, History, Humanitarian, Public Visibility • Members <ul style="list-style-type: none"> – Immediate Past President – Vice Presidents and Presidents of OUs** – Treasurer and Secretary – Executive Director – Management Council (non-voting) 	<ul style="list-style-type: none"> • President presides* • No change to current structure ** • Committees: Awards, EMCC, Fellows, N&A, • Members <ul style="list-style-type: none"> – President, President-Elect, Immediate Past President – 10 Region Delegates – 10 Division Delegates
<i>overlap</i> 3Ps/ED	<i>overlap</i> 1P/ED	<i>overlap</i> 3Ps
*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

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Purpose

Purpose: Board of Directors (BoD) *Strategy*

- ▶ 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

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Source: Chait, Richard P., Ph.D., Ryan, William P., Ph.D., Taylor, Barbara E., "First Principles" in Governance as Leadership: Reframing the Work of Nonprofit Boards, Hoboken: Wiley, 2005, ch. 1, pp. 2-8.

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

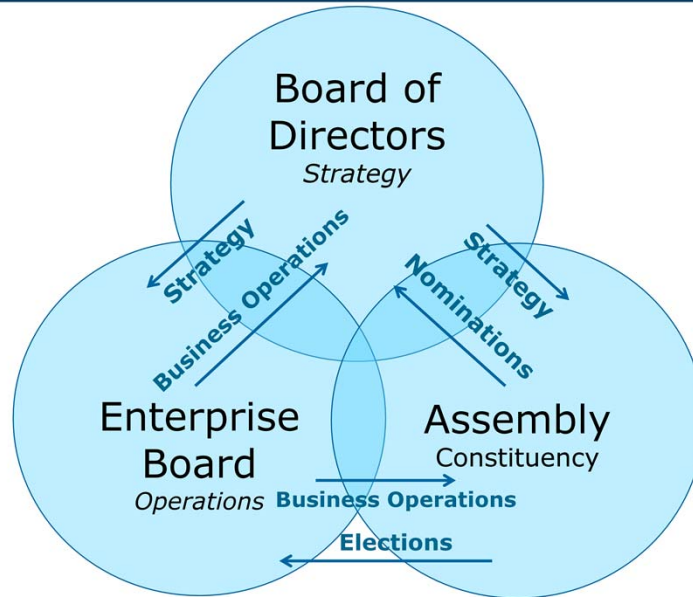
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Proposed Composition

	BoD	EB	Assembly
President	presides		presides
Past President	voting	presides	voting
President Elect	voting		voting
Directors (9)	voting (9)		
Treasurer		voting	
Secretary		voting	
Executive Director	non-voting	voting	
Region directors/delegates			voting
Division directors/delegates			voting
VPs (PSPB, SA, USA, TAB, MGA, EAB)		voting (6)	
Management Council		non-voting (12)	
total	13	22	23
voting	12	10	23
non-voting	1	12	0

Executive Director will be the non-voting secretary of the Assembly.
 Executive Director will be a non-voting secretary on the Board of Directors.
 2 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.

Communication and Synchronization



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

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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

Slate

Emphasis on Balance

- IEEE OU Representation
- Qualification

Emphasis on Diversity

- Geographic
- Technical
- Age
- Gender



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



Evaluation Model

Goal

Build a representative group that can work cohesively, offer constructive dissent, leverage each member's experience to better understand tough issues, ask thought-provoking questions, demand pertinent information, and make the best informed decisions, while consistently adding value.

Behan 'Three-prong model' for evaluation of nominees:

- (1) skills and experience;
- (2) individual attributes; and
- (3) diversity factors

Support three-prong model with N&A selection and diversity criteria

¹ In Nadler, D. (2006). *Building better boards: A blueprint for effective governance*. San Francisco: Jossey-Bass.



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.

N&A Selection Criteria

- Organizational experience
 - Does the volunteer have the skills, knowledge, and experience to serve in the IEEE leadership position?
 - Has candidate demonstrated leadership ability within the IEEE in the past?
 - Does the candidate demonstrate an understanding of IEEE operations?
 - Have accomplishments had an impact on the IEEE organization?
- Technical experience
 - Does candidate possess a strong CV?
 - How is candidate known for collaborating with others?
- Leadership ability and international experience
 - Does the candidate's CV reflect the ability to effectively manage and lead?
 - Does the candidate's CV reflect previous cross-cultural strategic and governance leadership experience?
- Support for the broad IEEE interest
 - Does candidate have a clear vision for the future of the IEEE? Does this align with current direction?
 - Does candidate demonstrate an understanding of IEEE Strategic Goals and Vision?



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.

Ref: ALL ON BOARD! STRATEGIES FOR CONSTRUCTING DIVERSE BOARDS OF DIRECTORS.
Seletha R. Butler, Virginia Law and Business Review, Vol 7 Spring 2012, No.1.

N&A Diversity Goals

Across Sectors

- 1/3 Private (R&D, Business, Entrepreneurial, etc.)
- 1/3 Academia
- 1/3 Other (Government, Research lab, National lab, Public utility, etc.)

Across Lines of Operation

- Currently EA, MGA/USA, Pubs, SA, TA

Across Technical Areas

- 50% with leadership experience distributed across Societies/ Councils/ Communities

Across Geographic Areas

- 50% non-US, needs to be diverse/distributed (from Regions 7-10)
- 50% US (from Regions 1-6)
- These percentages may vary based on membership growth

Gender

- 30% of the Board will be female

These goals will be reflected in Bylaws



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.;

1/8/2008; http://www.nytimes.com/2008/01/08/science/08conv.html?_r=0

'Women on Boards'; Davies, Feb

2011; https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/31480/11-745-women-on-boards.pdf

"The Bottom Line: Corporate Performance and Women's Representation on Boards", Lois Joy, Nancy M Carter, Harvey M Wagener, Sriram Narayanan, Catalyst, 2007

Taylor, K.; 'The New Case for Women on Corporate Boards: New Perspectives, Increased Profits'. Forbes online (www.forbes.com); 6/26/2012.

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

Position	2017	2018	2019	2020	2021
President	X	X	X	X	X
President-Elect	X	X	X	X	X
Past President	X	X	X	X	X
Vice President - TA	X	X	X		
Vice President - PSP	X	X *			
Vice President - MGA	X	X *			
Vice President - EA	X	X *			
IEEE-SA President	X	X			
IEEE-USA President	X	X	X		
Secretary	X				
Treasurer	X				
IEEE Executive Director (non-voting)**	X	X	X	X	X
Division Directors	I-X	I-X	Odd Numbered Divisions		
Region Directors	1-10	1-10	1-10	Even Numbered Regions	
New Director Positions 1 st Set			3(2019-2021)	3(2019-2021)	3(2019-2021)
New Director Positions 2 nd Set			3(2019-2020)	3(2019-2020)	3(2021-2023)
New Director Positions 3 rd Set			3(2019)	3(2020-2022)	3(2020-2022)
Voting members	31	29	29	17	12
Non-voting members (Director Emeriti** & ED***)	3	3	3	3	3
Total	34	32	32	20	15

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-Elects.

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

**Current plan is not to replace when they step down but these 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***

With revised Constitution and Bylaws

* 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"

To Remain Unchanged



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.*

Process to Remain Unchanged
Petitions to *Assembly* rather than *BoD*

* 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

Month	Body	Type of Meeting
January	IEEE Board	Face to Face
	Enterprise Board	Face to Face (In Conjunction)
February	Enterprise Board	Face to Face
	Assembly	Face to Face
April	IEEE Board	Face to Face
April/May	Enterprise Board	Telecon
June	Enterprise Board	Face to Face
	Assembly	Face to Face
August	IEEE Board	Face to Face
August/Sept	Enterprise Board	Telecon
October	IEEE Board	Telecon
November	Enterprise Board	Face to Face
	Assembly	Face to Face
December (early)	IEEE Board	Face to Face

Telecons 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

<u>February 2015</u>	<u>June 2015</u>
- BoD: 15	- BoD: 21
- EB: 9	- 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
Sunday, 8 February 2015
8:00 AM-8:00 PM CST
Monday, 9 February 2015
8:00 AM-8:00 PM CST

New Orleans, Louisiana, USA
Hyatt Regency New Orleans
<http://www.ieee.org/board>

AGENDA

+ These items may be held in Executive Session

B1	Call to Order	Michel
B2	Roll Call	Famouri
B3	Approval of Agenda	Michel
B4	IEEE President's Remarks	Michel
B5	IEEE Executive Director's Remarks	Miche/Prendergast

CONSENT

+B6 Action	Approval of Minutes of 11 January 2015 Meeting	Famouri
Approval of 11 January 2015 minutes.		
+B7 Action	Approval of Executive Session Minutes of 11 January 2015 Meeting	Famouri
Approval of 11 January 2015 executive session minutes.		
B8 Action	2015 IEEE Board of Directors Schedule	Famouri
Approval of an additional 2015 Board of Directors meeting.		
B9 Action	2014 IEEE Annual Report of the Secretary	Famouri
Recommendation of the 2014 IEEE Annual Report of the Secretary to the IEEE Assembly.		

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B10 Action IEEE Bylaw I-108.7 - Student Member and Graduate Student Member Dues Wona/Hudains

Revisions to increase the Student Member and GSM dues by US\$1.00 for the 2016 membership year.

B11 Action IEEE Bylaw I-303.7 - IEEE Technical Activities Board (TAB) Piuri

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

B12 Action IEEE Policies, Section 4.8.B - IEEE Medals Aghdam/Wise

Revisions to change the name of the IEEE/RSE Wolfson James Clerk Maxwell Award.

+B13 Action Affirmation of Appointments to Major Boards and Committees Famouri

Affirmation of Appointments to Major Boards and Committees.

+B14 Action 2015-2016 IEEE Charles LeGeyt Fortescue Scholarship Recipient Aghdam/Wise

Approval of the 2015-2016 Scholarship recipient and alternate.

+B15 Action 2015-2016 IEEE Life Members Graduate Study Fellowship in Electrical Engineering Recipient Aghdam/Wise

Approval of the 2015-2016 Fellowship recipient and alternate.

ACTION / DISCUSSION

B16 Action 2015 IEEE Board of Directors Action List Famouri

Review of action list.

B17 Action Changes to the ABET Constitution Sinha

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

This item will be considered on Sunday.

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B18 Disc. Accreditation Oversight Responsibility for Computer Science Programs Sinha

This item will be considered on Sunday

A discussion to change the responsibility for oversight of computer science programs to the Educational Activities Board.

B19 Disc. IEEE Retreat Outcomes Shoop

An update will be provided on the latest meeting with The Syntegrity Group and next steps will be discussed.

B20 Disc. IEEE Ad Hoc Committee on Engagement in Europe Michel/Delma

The Board will be requested to provide input on Ad Hoc Committee related activities.

+B21 Action IEEE Standards Association Board Bylaw Revision Kraemer

Review of an IEEE Standards Association Board Bylaw revision and next steps.

+B22 Action Appointment of Directors, Officers and Managers of IEEE Top Tier Subsidiaries Famouri

A summary of the process of solicitation of potential nominees is provided, and resolutions appointing the officers, directors, and managers will be presented.

B23 Disc. IEEE Financials Hudgins/Siegert

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

B24 Disc. IEEE Budget Development Process Hudgins/Siegert

Information related to the five-year outlook and the budget development process will be provided by the IEEE Treasurer and IEEE Chief Financial Officer.

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+B25 Disc. IEEE Investment Committee Report Hudgins/Imondi

This item will be considered on Sunday

Deborah A. Imondi, Member of the IEEE Investment Committee, will make a presentation about the investments of IEEE.

This item will be considered on Sunday

+B26 Disc. IEEE Audit Committee Report Randall/Siegert

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

+B27 Disc. IEEE Secretary's Report Famouri

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

+B28 Disc. IEEE Legal Report Michel/Lach

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

+B29 Disc. IEEE Board of Directors Dialogue Michel/Prendergast

The IEEE Board of Directors will have the opportunity to dialogue with the IEEE Executive Director and Management Council.

B30 Disc. IEEE Board of Directors Meeting Evaluation Famouri

The IEEE Board of Directors will be asked to complete a meeting evaluation form.

REPORTS

B31 Report IEEE Policies, Section 9.24 - Information Disclosure Policy Famouri

A status report on the work related to the policy and supporting documentation is provided.

B32-B98 Reserved for New/Old Business

B99 Next Meeting

The next face-to-face meeting of the IEEE Board of Directors is

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scheduled to be held on 21-22 June 2015.

B100 Adjournment

Cjp v4



June 2015 BoD Agenda

Breakdown by New BoD & EB





B3 - 1 of 8

IEEE BOARD OF DIRECTORS
Sunday, 21 June 2015
9:00 AM-8:00 PM EST
Monday, 22 June 2015
8:00 AM-8:00 PM EST

New Brunswick, New Jersey, USA
Hyatt Regency New Brunswick
<http://www.ieee.org/board>

AGENDA

+ These items may be held in Executive Session

B1	Call to Order	Michel
B2	Roll Call	Famouri
B3	Approval of Agenda	Michel
B4	IEEE President's Remarks	Michel
B5	IEEE Executive Director's Remarks	Michel/Prendergast

CONSENT

+B6 Action	2016 Proposed Recipients of IEEE Technical Field Awards	Aghdam/Wise
<i>Approval of the recipients for the 2016 IEEE Technical Field Awards.</i>		
B7 Action	IEEE Bylaw 1-203 - IEEE Assembly Functions, Election of Officers	Famouri
<i>Provides the means for candidates being considered for election by the IEEE Assembly to attend the Assembly meeting remotely via electronic/telephonic means if they are unable to attend in-person.</i>		
B8 Action	IEEE Policies, Section 9.24 - Information Disclosure Policy	Famouri
<i>Revises 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.</i>		

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B3 - 2 of 8

B9 Action	IEEE Technical Activities Board Operations Manual, Section 4.0 - Divisions	Piuri
<i>Adds IEEE Council on Radio Frequency Identification (RFID) to the Societies and Technical Councils listing for Division IV.</i>		
B10 Action	IEEE Policies, Section 4.8.C - IEEE Technical Field Awards, IEEE David Sarnoff Award	Aghdam/Wise
<i>Discontinues the IEEE David Sarnoff Award.</i>		
B11 Action	IEEE Policies, Section 4.8.C - IEEE Technical Field Awards, IEEE Reynold B. Johnson Information Storage Systems Award	Aghdam/Wise
<i>Discontinues the IEEE Reynold B. Johnson Information Storage Systems Award.</i>		
B12 Action	IEEE Fellow Committee Operations Manual, Section 9 - Responsibilities and Eligibilities	Ruggieri/Papamichalis
<i>Establishes a firm deadline and accountability structure for Society/Technical Council Evaluating Committee Chairs for submitting Fellow evaluations.</i>		
B13 Action	IEEE Investment Operations Manual, Section IOM.5 - Asset Quality, Asset Diversification, Investment Restrictions	Hudgins/Sugiyama
<i>Updates allowing for investment in private real estate funds and publicly traded real estate trusts.</i>		
B14 Action	IEEE Audit Committee Charter	Randall
<i>Updates the Charter to comply with the New York Not for Profit Revitalization Act.</i>		

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ACTION / DISCUSSION

B15	Disc.	2015 IEEE Board of Directors Action List	Famouri
<i>Review of action list.</i>			
+B16	Action	2015 IEEE Eric Herz Outstanding Staff Member Award	Aghdam/Wise
<i>Approval of the proposed recipient of the 2015 IEEE Eric Herz Outstanding Staff Member Award.</i>			
B17	Disc.	Accreditation Oversight Responsibility for U.S Computing Programs	Sinha
<i>A discussion on the benefits of the proposed change and the pros and challenges related to funding options.</i>			
B18	Disc.	IEEE Signature Event	Aghdam/Wise
<i>Kensall Wise, Chair, IEEE Awards Board, will provide an update on the IEEE Signature Event.</i>			
B19	Disc.	IEEE Future Directions: Strategic View	Piuri/Saracco
<i>Roberto Saracco, Chair, IEEE Future Directions Committee, will present some accomplishments as well as some of the technologies currently in incubation.</i>			
B20	Disc.	The Future of Continuing Professional Education	Sinha
<i>An overview of Continuing Professional Education, as it applies to IEEE, will be presented.</i>			
B21	Disc.	IEEE Standards Association	Kraemer/Karachalios
<i>An overview of standards and industry participation will be presented.</i>			
B22	Disc.	IEEE Foundation Activities	Reder/Jamieson
<i>Leah H. Jamieson, President, IEEE Foundation, will provide an update on the activities of the IEEE Foundation.</i>			

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B23	Action	IEEE Ad Hoc on Committee on Strategic Planning	Yoffa
<i>Approval of the IEEE Public-Facing Strategic Plan and an update on the committee's activities.</i>			
B24	Disc.	IEEE Ad Hoc Committee on Humanitarian Initiatives	de Marca/Lightner
<i>Michael R. Lightner, Chair, IEEE Ad Hoc Committee on Humanitarian Activities, will provide an update on committee activities.</i>			
B25	Action	IEEE Ad Hoc Committee on Humanitarian Initiatives Recommendation for 2015 Funding of Engineering for Change	Kappagantu
<i>Approval of US\$250k from the 2015 IEEE Humanitarian Ad Hoc Committee budget for the Engineering for Change project.</i>			
B26	Action	IEEE Bylaw I-304 – Committees of the Board, Committees of IEEE and Additional Boards and Ad Hoc Committees. I-305.9 – Humanitarian Activities Committee and IEEE Humanitarian Activities Committee Operations Manual	de Marca/Lightner
<i>Establishes the Humanitarian Activities Committee as a Committee of IEEE, effective in 2016.</i>			
B27	Disc.	IEEE Ad Hoc Committee on IEEE in 2030	Shoop
<i>An update on the activities of the IEEE Ad Hoc Committee on IEEE in 2030 will be presented.</i>			
B28	Disc.	IEEE Ad Hoc Committee on the Future of Information and Convening	Piuri/Hemami/Settl/
<i>A report on the future of information and the nature of journal publications will be presented.</i>			

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B29 Disc. IEEE Investment Committee Response to Ad Hoc Committee on Entrepreneurship Hudgins

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 de Marca/Milojicic

Dejan Milojicic, Chair, IEEE Ad Hoc Committee on Board Outreach, will report on the IEEE Board of Directors Industry outreaches in Germany, Japan and China.

B31 Disc. IEEE Ad Hoc Committee on Serving Individuals from Industry Reder/Milojicic/Jankowski

Dejan Milojicic, Chair, IEEE Ad Hoc Committee on Serving Individuals from Industry, will provide an update on committee activities.

B32 Disc. New Initiatives Committee Transformation Shoop/Keaton

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

B33 Disc. IEEE Ad Hoc Committee Activities in Africa Stasopoulos/Kaabunga

Vincent Kaabunga, Chair, IEEE Ad Hoc Committee on Africa Activities, will provide an update on committee activities.

B34 Disc. Building Membership in Region 8 Wong

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

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B35 Disc. IEEE Constitutional Amendment Famouri

A discussion will be held on the IEEE Constitutional Amendment.

B36 Disc. IEEE Public Visibility Committee Kosuge/Mónica

Diogo Mónica, Chair, IEEE Public Visibility Committee, will provide an update on committee activities.

B37 Disc. IEEE Financials Hudgins/Siegert

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

+B38 Disc. IEEE Audit Committee Report Randal/Siegert

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

+B39 Disc. IEEE Secretary's Report Famouri

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

+B40 Disc. IEEE Legal Report Miche/Lach

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 Michel/Drobot

Adam Drobot, 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 Petition Application Issue Famouri

A discussion will be held on the IEEE Annual Election application issue.

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+B43 Disc: IEEE Board of Directors Dialogue Michel/Prendergast

The IEEE Board of Directors will have the opportunity to dialogue with the IEEE Executive Director and Management Council.

B44 Disc: IEEE Board of Directors Meeting Evaluation Faimouri

The IEEE Board of Directors will be asked to complete a meeting evaluation form.

REPORTS

B45 Report IEEE Technical Activities Report Piuri

An update on activities in Technical Activities is provided.

B46 Report IEEE Ad Hoc Committee on Disruptive Innovations Michel/Andrews

An update on activities of the IEEE Ad Hoc Committee on Disruptive Innovations is provided.

B47 Report IEEE Ad Hoc Committee on Engagement in Europe Stasopoulos/Delimar

An update on activities of the IEEE Ad Hoc Committee on Engagement in Europe is provided.

B48 Report IEEE Ad Hoc Committee on Global Strategy Wong/Lillie

An update on activities of the IEEE Ad Hoc Committee on Global Strategy is provided.

B49 Report IEEE Ad Hoc Committee on Holistic IT Development Walz/Green

An update on activities of the IEEE Ad Hoc Committee on Holistic IT Development is provided.

B50 Report IEEE Ad Hoc Committee on Ideation Randall/Moore

An update on activities of the IEEE Ad Hoc Committee on Ideation is provided.

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B51 Report IEEE Ad Hoc Committee on Internet Initiative de Marca/Logvinov

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

B52-B98 Reserved for New/Old Business

B99 Next Meeting

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

B100 Adjournment

JNC V6

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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?

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This is a large, complex question. The Board and invited guests tackled this in January.

2015 Strategic Direction and Beyond



- › Intense, 3-day strategy session
 - Board of Directors; Management Council; Selected guests (e.g., younger, non-US)
 - Used a Toronto-based facilitation firm, Syntegrity Group
- › Other Board-level strategic discussions planned throughout 2015 and 2016
- › 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



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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

On 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

Setting the Agenda

- ▶ The group worked together to agree on the 12 topics they needed to address in order to answer the question.



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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

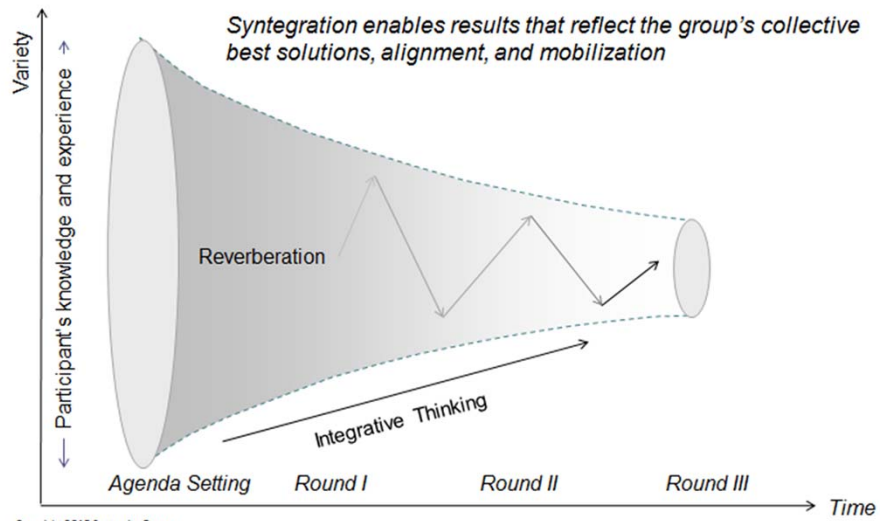


3 Rounds of Breakout Meetings



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Syntegegration Extracts the Most from the Group



Recommendations

- After 3 rounds, topic teams presented recommendations
- Each individual was asked to “vote” for items they perceived as most important



Prioritization Exercise Results by Topic

Topic Color	Topic Name	%
Brown	Optimize Our Governance Processes to Enable Strategy	12.4%
Green	Organizational Structure	12.0%
Black	Communities in 2030	10.2%
Dark Blue	What is Our Public Imperative in 2030	8.7%
White	Influence Public Policy Globally	8.2%
Purple	Get Closer to Industry	8.0%
Red	New Products and Services for 2030	7.3%
Gold	Anticipating the Future of Information in 2030	7.1%
Orange	Making IEEE More Diverse	7.1%
Yellow	Embrace the Future of Technology	7.1%
Light Blue	Identifying our Core Businesses for 2030	6.2%
Silver	2030 Member Engagement	5.8%

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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

Post Syntegration Process



What emerged ...			
IEEE is well-positioned for success in 2030 and continues to serve the needs of technologists between now and then.			
[1] Create a Nimble, Flexible, Forward-looking Organization	[2] Foster Public Imperatives	[3] Foster Diverse Technical Communities with Industry, Government, and Academia	[4] Empower the Discovery, Development and Delivery of Cutting-edge Products and Services
Strategies			

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.			
[1] Create a Nimble, Flexible, Forward-looking Organization	[2] Foster Public Imperatives	[3] Foster Diverse Technical Communities with Industry, Government, and Academia	[4] Empower the Discovery, Development and Delivery of Cutting-edge Products and Services
Strategies			
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.

[1] Create a Nimble, Flexible, Forward-looking Organization	[2] Foster Public Imperatives	[3] Foster Diverse Technical Communities with Industry, Government, and Academia	[4] Empower the Discovery, Development and Delivery of Cutting-edge Products and Services
Strategies			
<p>A. Determine our core priorities and define the Board structure we need to maintain our role as the world's leading association serving technologists</p> <p>B. Align our business operations to our evolving priorities</p>	<p>A. Support humanitarian efforts</p> <p>B. Socialize Public Imperative Activity</p> <p>C. Consider a Public Imperative OU by 2018</p> <p>D. Provide critical information to support public policy decisions worldwide</p>	<p>A. Engage to build and maintain strong connections with professionals working in industry and industry</p> <p>B. Provide "the place" where communities gather across a diverse field of technologies and technologists</p> <p>C. Cultivate, nurture, and strengthen our relevance to the technologists of the future</p>	<p>A. Know what is important to "IEEE activity participants," align our products and services to serve them and recognize their engagement</p> <p>B. Serve and generate a surplus by turning information into knowledge in formats that technologists need</p> <p>C. Leverage and promote our position as leading Global technologists</p>