Region 8 Meeting

Monte Carlo, Monaco
March 2016

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Today's Discussion

- **Update on the IEEE Constitutional Changes and the proposed optimized Board structure**
- **Dive into details of the proposal for an optimized Board**
  - 3 major bodies: Board of Directors, Enterprise Board, Assembly
  - Committees that each body will "coordinate"
- **Ask for your feedback**
  - Please send your feedback to: feedback2030@ieee.org

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Two Separate Efforts

This update encompasses information on two separate efforts. The efforts are occurring simultaneously but responsibility for shepherding these is being done with two separate groups and are not interdependent.

1. IEEE Constitutional changes (endorsed by the Board in November 2015)
   - *Effort led by the IEEE Governance Committee*

2. Proposed optimized Board structure
   - *Effort led by the IEEEin2030 Ad Hoc Committee*

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Members Drive Change in IEEE

It is important for our members to provide input in how our organization is run, including changes that require amendments to the IEEE Constitution.

IEEE Constitutional Changes

Where We Are Today

- The IEEE Board of Directors at its November 2015 meeting approved the presentation of proposed revisions to the IEEE Constitution
- The revisions, in the form of a single amendment, will be presented to the IEEE voting members for approval as part of the 2016 IEEE annual election ballot
- To adopt this amendment, an affirmative vote of at least two-thirds of all ballots cast is required
  - Provided the total number of those voting is not less than 10 percent of all IEEE's members who are eligible to vote

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IEEE Board Statement

- At its January 2016 meeting the following Statement was adopted by the IEEE Board of Directors.

The Board of Directors proposes revisions to the IEEE Constitution and recommends each IEEE member vote FOR the amendment. If adopted, these modifications improve the members' voice in governing IEEE and allow future changes to the organizational structure to better respond to the demands of a complex and changing world.

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IEEE Constitution Changes

Endorsed by the Board

- Provide members with the possibility of an increased role selecting the Board of Directors, allowing directors to be elected by the full eligible voting membership of IEEE
- Add language encouraging a diverse Board of Directors
- Add the IEEE executive director, the most senior IEEE staff executive, as a non-voting member of the Board to participate from inception in setting the strategic direction of IEEE

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IEEE Constitution Changes

Endorsed by the Board (cont.)

- Separate the role of an IEEE delegate from an IEEE director, so that directors need not also be delegates
- Separate the requirement that corporate officers must also be directors. This will allow corporate officers as currently defined to serve in important leadership positions other than on the Board of Directors
- Establish a new role for IEEE delegates, who are members of the IEEE Assembly, to recommend and consult with the Board on revisions to IEEE Bylaws

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The Ballot & Socialization

- The Constitutional Amendment will be included in the 2016 ballot (*15 August through 3 October 2016)*
- Socialization is a priority
  - Members will be informed of the amendment and the Board's position via *The Institute*, member communication vehicles such as newsletters, presentations at meetings like this one, etc.
  - A public web page has been posted at: http://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html
- If a statement for or against is submitted, the statement will be published with the ballot per IEEE Policy 13.7

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IEEE Constitutional Changes

What's Next

- The Constitutional Amendment requires changes to the Bylaws in order for the two documents to remain in sync
  - These baseline changes will be brought to the Board by the IEEE Governance Committee for review in June
- These changes are **separate** from the changes that would be required to support the *proposed optimized Board structure*
  - As a separate and unrelated item, the proposed optimized Board structure will go to the Board in June

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IEEE Constitutional Changes

Amendment Timeline

(all dates assume a 5pm ET deadline unless noted otherwise)

- **January** - sharing the amendment with the membership including article in THE INSTITUTE and a dedicated page on IEEE.org
  - http://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html
- **By 1 May** - proposed Constitutional Amendment is provided to all the voting members
  - This will be accomplished by pointing members to the website through the January online and March print issues of The Institute
- **By 13 May** - initial statements by principal initiators (i.e. IEEE Board of Directors) and opponents of Constitutional Amendments must be received
- **By 3 June** - Initial Statements are shared with all parties. (i.e. initiators and opponents)
- **By 24 June** - receive rebuttal statements from all parties and finalize Annual Election ballot materials

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IEEE Constitutional Changes

Amendment Timeline (cont.)

(all dates assume a 5pm ET deadline unless noted otherwise)

- **15 August** - distribute the Annual Election ballots, which include finalized statements and rebuttals, to all voting members
- **3 October** (Noon ET) - Last day for votes to be received from voting members
- **17 October** - Last date votes can be tallied by IEEE Tellers Committee
- **17 October** - Last day for announcement of vote tallies by IEEE Tellers Committee to IEEE Board of Directors.
- Approved amendments go into effect 30 days after adoption. The adoption date is the first meeting of the Board of Directors after the date of the Tellers Committee Report

More detail on the timeline can be found on: http://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html

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Constitutional Amendment

More information…

- A public web page has been set up:

  http://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html

- IEEE Governing Documents
  http://www.ieee.org/about/corporate/governance/index.html

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2015 Focus Areas & Current Status

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
How Work Will Continue in 2016			
2016 IEEEin2030 Ad Hoc Committee working on *Board Optimization* **The focus of this presentation**	Creation of 2016 Ad Hoc Committee on Public Imperatives	Major 2016 effort with Industry Ad Hoc and OUs focusing on this effort	NIC has been asked to review and implement recommendations from 2015 sub-team

Why optimize?

- January 2015
- The 2015 Board recognized the risk associated with status quo and took the necessary steps to position the IEEE for success

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?

Highest Priority Identified by the 2015 Senior IEEE Leadership Team

Optimize Our Governance Processes to Enable Strategy

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			
A. Determine our core priorities and define the Board structure we need to maintain our role as the world's leading association serving technologists B. Align our business operations to our [illegible] priorities	A. Support humanitarian efforts B. Socialize Public Imperative Activity C. Provide critical information to support public policy decisions worldwide	A. Engage to build and maintain strong connections with professionals working in industry and industry B. Provide "the place" where communities gather across [illegible]	A. Know what is important to "IEEE activity participants," align our products and services to serve them and recognize their engagement

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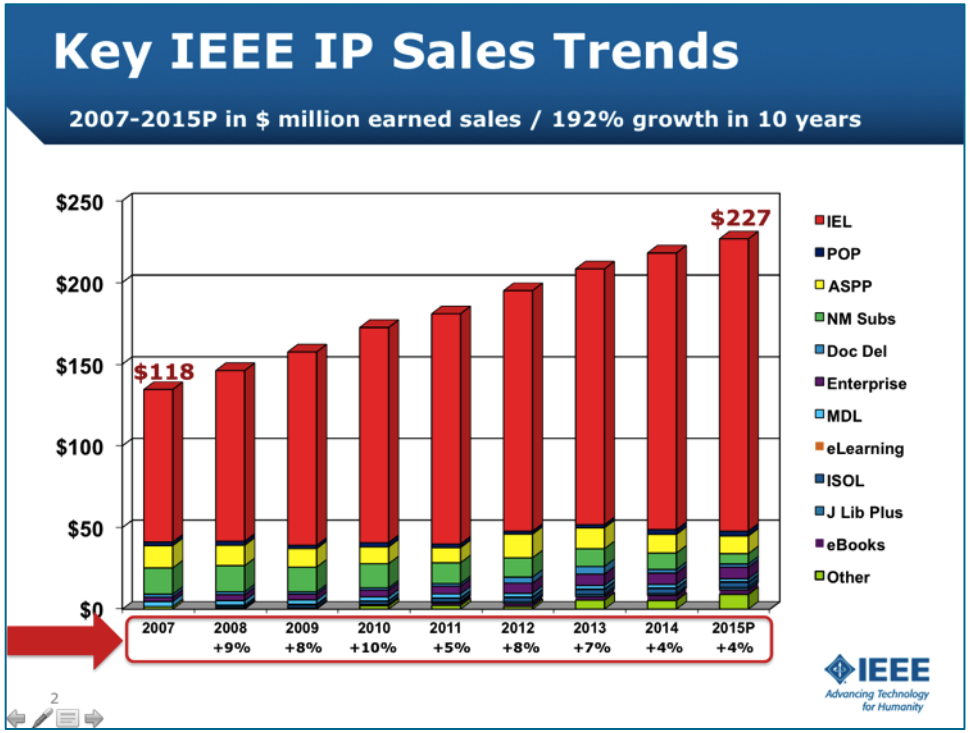
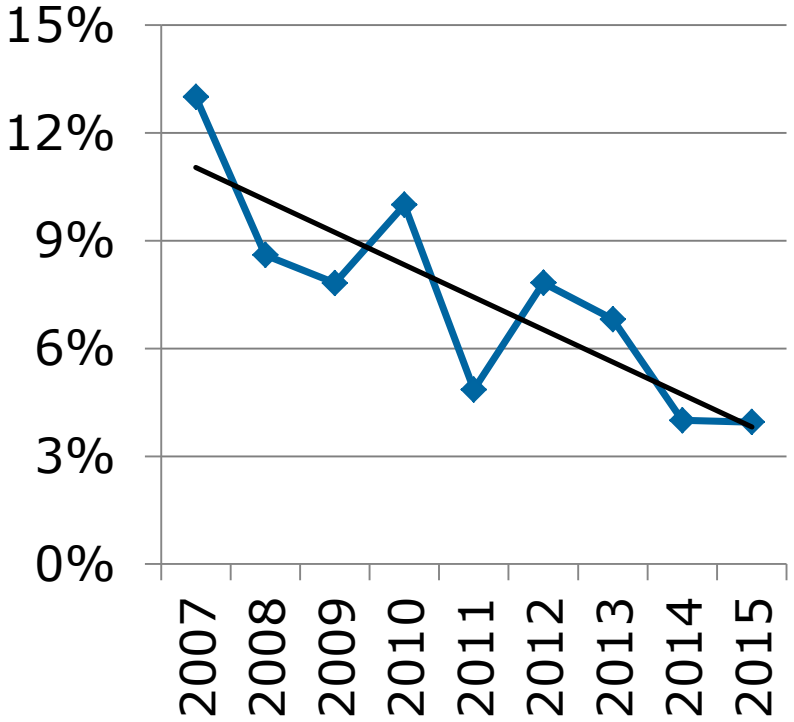
IEEE IP Sales Growth Rates Are Generally Declining



Y-O-Y Rate of Change in IP Sales



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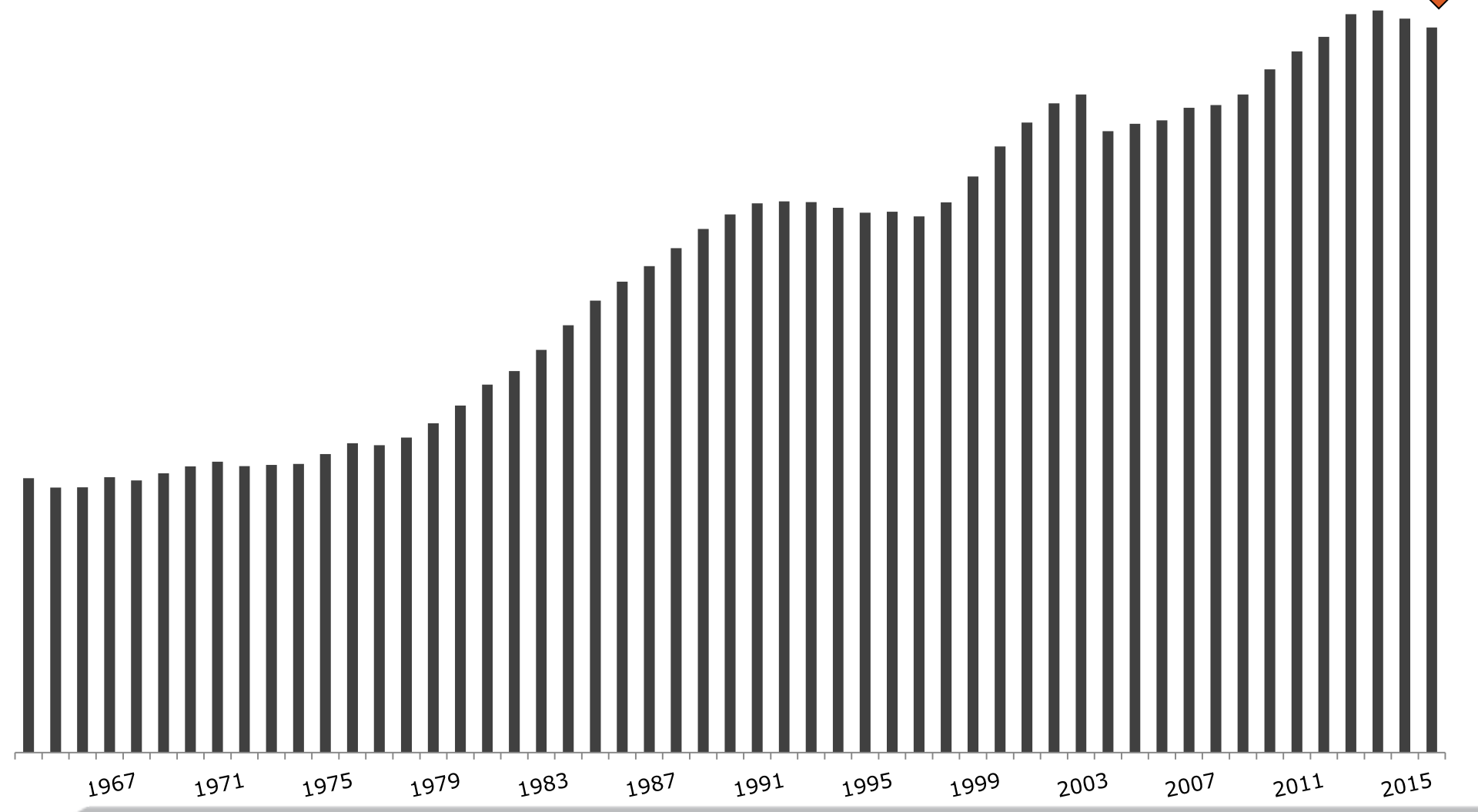
Total IEEE Membership 1963 to 2015



Data: as of December 2015

Why optimize?

- Strengthen the "voice" of the membership in IEEE governance
- The Board needs to be strategic, not operational
- Board representation is not 100% member-elected
- The Board is not globally diverse
- Focus of the Board should be on the entire IEEE, instead of interests of Regions, Divisions, Major OUs
- Board decisions need to be made in a timely manner
- Current Board members are overloaded with duties
- Governance structure organized around principles from 1960s

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Working on this effort: 2016 IEEEin2030 Ad Hoc Committee

Charter

- Continue work on creating a nimble, flexible, forward-looking organization which was one of the four strategic outcomes from the 2015 Board retreat.
- Focus its efforts on creating, socializing, and presenting to the IEEE Board of Directors a proposal regarding the future governance structure of IEEE. Work will occur, as needed, with the Governance Committee on bylaws related to any proposed changes.
- The committee may also choose to work on additional efforts related to optimizing IEEE governance.
- Continue to use feedback mechanisms to allow input and responses from across the IEEE and external sources.

Members

Karen Bartleson (chair)
Celia Desmond
Parviz Famouri
Donna Hourican
Jim Jefferies
Kathy Land
Norberto Lerendegui
Howard Michel
Providence More
Bill Moses
Jim Prendergast
Wanda Reder
Marina Ruggieri
Barry L. Shoop
Lawrence Wong

Today's IEEE Organization & Governance

MEMBERS

- **Board of Directors**
- **Assembly**
- **PSPB**
- **IEEE-USA**
- **Educational Act.**
- **Standards Assoc.**
- **MGA**
- **Technical Act.**
- **10 Regions**
- **10 Divisions**

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Context: Today's *IEEE Board of Directors*

- 31 Members on the IEEE Board of Directors
  - 3 Presidents (past, current, future)
  - 1 Treasurer
  - 1 Secretary
  - 6 Leaders of Major Boards (Educational Activities, IEEE-USA, Member & Geographic Activities, Publications, Standards, Technical Activities)
  - 10 Divisional Delegates & Directors
  - 10 Regional Delegates & Directors

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Proposed Optimized Board Structure
Three Major Bodies

Transition over the next five years ensuring balance each year

- **Board of Directors** (restructured)
  - 13 members; ***12 voting*** IEEE Senior Members or Fellows elected by the full IEEE membership; Executive Director as non-voting member
  - Three-year term
  - President presides
  - Focused on strategy
- **Enterprise Board** (a new body)
  - 22 members; ***10 voting*** (Immediate Past President, Treasurer, Secretary, Executive Director; Vice Presidents/Presidents of EA, MGA, PSPB, SA, TAB, IEEE-USA; 12 non-voting members – Management Council)
  - Immediate Past President chairs
  - Focused on enterprise-wide operations (rationalizes operational issues across OUs)
- **Assembly** (same composition, new role)
  - No change to current structure - President, President-elect, Immediate Past President, 10 Region Delegates, 10 Division Delegates
  - President Chairs
  - Focused on IEEE constituency

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Proposed Optimized Board Structure

Current vs. Proposed: in brief

Current	Proposed
Board doesn't have sufficient time to focus on strategic issues because they also discuss operational issues	Board of Directors will focus on strategic issues; Enterprise Board will focus on operational issues
Board Directors need to represent the interests of IEEE as a whole and not their constituents	Enterprise Board members will be able to represent the interests of their constituents
Changes to number or structure of regions and divisions are difficult because roles are tied	A Board position will be separate and distinct from an OU position; OUs will be empowered to change as they see fit
BoD is too large and lacks the ability to have generative discussions	Board of Directors will have fewer members which will allow for generative discussions
Organized around principles from 1960s	IEEE senior governance will be structured with consideration for the future
Governance structure is not adaptable and lacks year-to-year continuity with members having varied terms of service	Governance structure will be adaptable and have more continuity from year-to-year

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Proposed Optimized Board Structure

Major Benefits

Provides an adaptive governance structure to meet the uncertainties and increasing complexity of the future

- Board of Directors will be:
  - composed of a smaller group of our best and brightest members
  - able to engage in generative discussions focused on strategy
  - informed by a stronger voice of the member because all members will be asked to vote on each individual BoD Director
- Enterprise Board will:
  - Create opportunities for representatives from each major OU to meet, socialize, and discuss challenges and opportunities while providing OUs a louder voice in IEEE-wide activities
  - Able to rationalize operational issues and enable effective operational management
- Assembly will serve as:
  - The important check and balance of Board of Directors composition and provide linkage to our constituency

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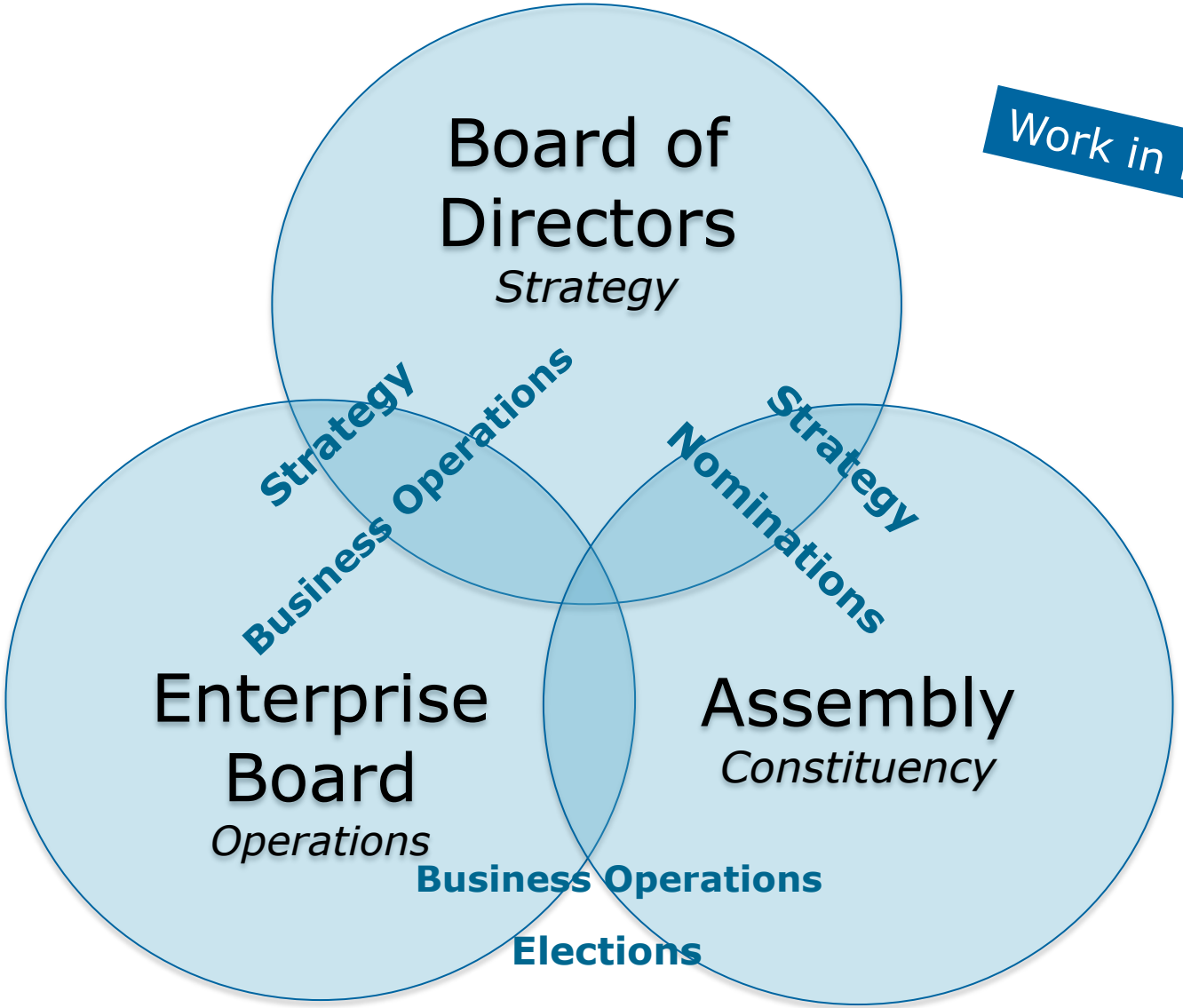
Proposed Optimized Board Structure

Communication & Synchronization



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Existing Structure

IEEE Board of Directors
(Directors & Delegates)

- Audit
- Awards Board
- EAB
- Finance
- Election Oversight
- Ethics and Member Conduct
- MGA
- Governance
- Employee Benefits and Compensation
- Fellows
- PSPB
- History
- Global Public Policy
- IEEE Nominations and Appointments
- IEEE-SA
- Humanitarian Activities
- Investment
- TAB
- New Initiatives
- Tellers
- IEEE-USA
- Public Visibility

IEEE Assembly
Elects VP-MGA, VP-EAB, VP-PSPB, Secretary, Treasurer

Proposed Structure

Overlap of members

IEEE BoD *(Strategy focus)*	3 P's	IEEE Assembly *(Constituency focus)*	PP	IEEE Enterprise Board *(Business operations focus)*

- Audit
- Election Oversight
- Employee Benefits and Compensation
- Global Public Policy
- Investment
- Tellers

- Awards Board
- Ethics and Member Conduct
- Fellows
- IEEE Nominations and Appointments

Elects VP-MGA, VP-EAB, VP-PSPB, Secretary, Treasurer

- EAB
- MGA
- PSPB
- IEEE-SA
- TAB
- IEEE-USA

- Finance
- Governance
- History
- Humanitarian Activities
- New Initiatives
- Public Visibility

Proposed Structure: BoD

IEEE BoD *(Strategy focus)*	3 P's	IEEE Assembly *(Constituency focus)*	PP	IEEE Enterprise Board *(Business operations focus)*

- Audit
- Election Oversight
- Employee Benefits and Compensation
- Global Public Policy
- Investment
- Tellers

Board of Directors (Strategy focus)

- President presides
- Members
  - President, President-Elect, Immediate Past President
  - 9 Additional Directors (all elected by the full IEEE membership)*
  - Executive Director (ex-officio, non-voting)*
- BoD members must be IEEE Senior Member or Fellow
- BoD volunteers cannot be compensated for their service on the Board

*Different than current C&BL

Proposed Structure: Assembly

Audit

Election Oversight

Employee Benefits and Compensation

Global Public Policy

Investment

Tellers

Awards Board

Ethics and Member Conduct

Fellows

IEEE Nominations and Appointments

Elects VP-MGA, VP-EAB, VP-PSPB, Secretary, Treasurer

EAB

Finance

IEEE-USA

Public Visibility

Assembly (Constituency focus)

- Same as current structure
- President presides
- Members
  - President, President-Elect, Immediate Past President
  - 10 Region Delegates
  - 10 Division Delegates
- Composition could be modified in the future without affecting BoD structure or composition

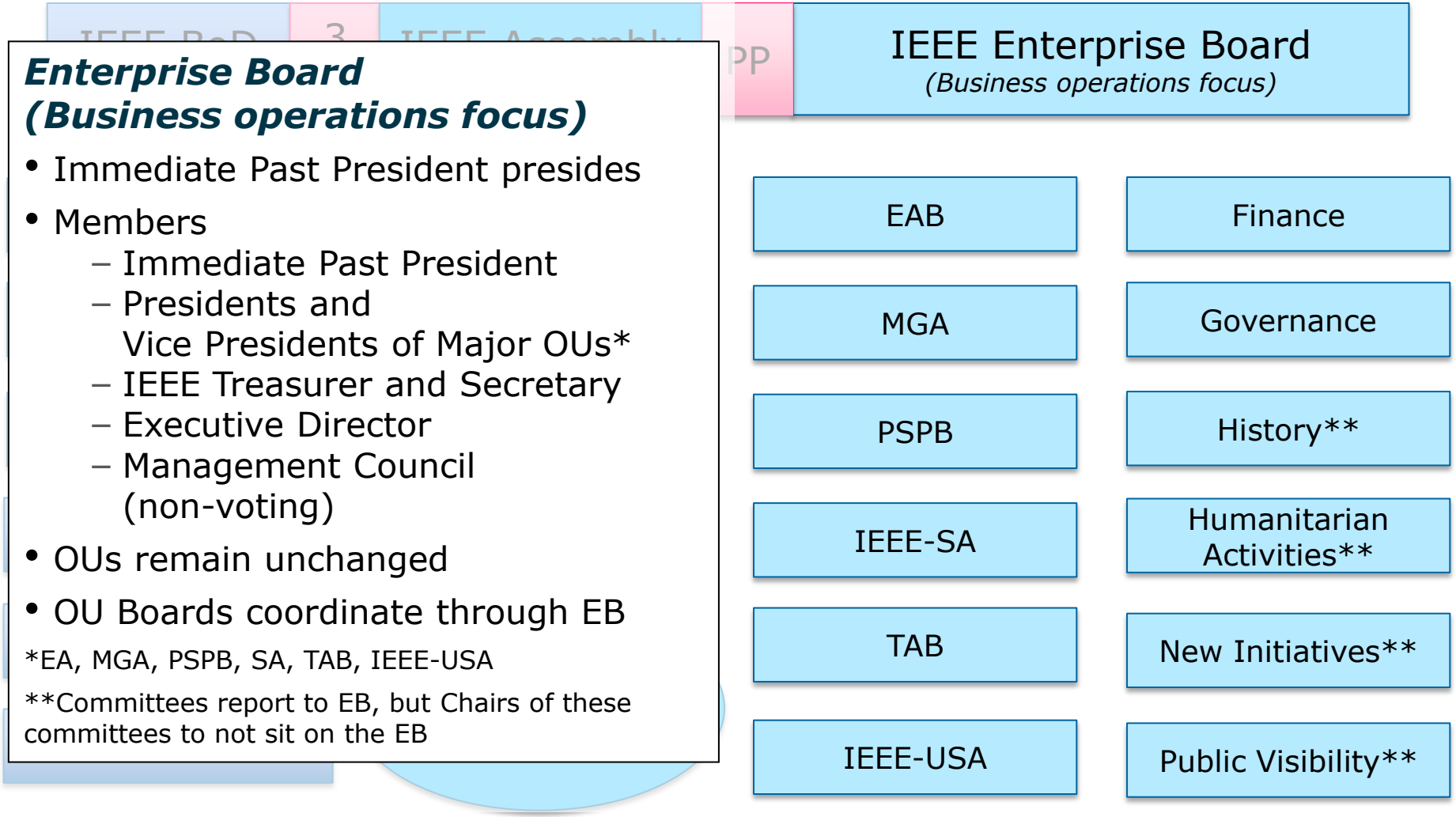
Proposed Structure: Enterprise Board

Enterprise Board (Business operations focus)

- Immediate Past President presides
- Members
  - Immediate Past President
  - Presidents and Vice Presidents of Major OUs*
  - IEEE Treasurer and Secretary
  - Executive Director
  - Management Council (non-voting)
- OUs remain unchanged
- OU Boards coordinate through EB

*EA, MGA, PSPB, SA, TAB, IEEE-USA

**Committees report to EB, but Chairs of these committees to not sit on the EB



Proposed Optimized Board Structure

Board Slate will be Critical

Goal is to attract great leaders from <u>the wide breadth of IEEE membership</u> 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

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Proposed Optimized Board Structure

How will we do it?

- IEEE in 2030 Ad Hoc at work
  - Continue to refine and enhance proposal
- Gather Board feedback
  - A session was held with the Board of Directors in January 2016 and a presentation in February 2016
    - over 100 comments were captured for consideration by the Ad Hoc
- Receive broader feedback via feedback2030@ieee.org
- Provide background and transparency via the repository at: http://www.ieee.org/about/corporate/ieeein2030_archive_m.html

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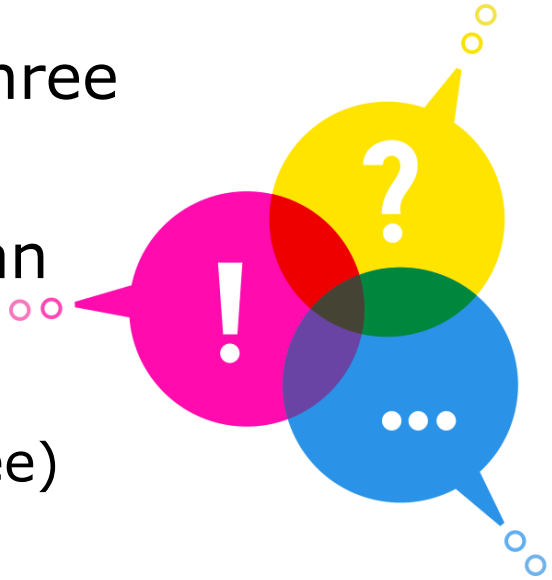
2016 Ad Hoc Committee on IEEEin2030

- Define roles & responsibilities for the three major governing bodies
- Develop and execute a socialization plan
- Consider ways to experiment in 2016
  - Pilot Enterprise Board (an ad hoc committee)
- Share progress with the Board
- Post updates to member-accessible IEEEin2030 Archive web page
- Present refined proposed optimized Board structure to the Board in June



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2016 Enterprise Board PILOT

- Determine how the Enterprise Board will operate, receive and distribute information, and what will constitute their agendas within the IEEEin2030 proposed structure
- Design and test a "pilot" IEEE Enterprise Board
- The pilot Enterprise Board will be run in the current IEEE structure to provide a better understanding of how the Enterprise Board will function within the IEEEin2030 proposal
- Recommendations will be provided to the Board of Directors by its November meeting to obtain additional insights and perspectives

Members

Howard Michel (Chair)

Treasurer

Secretary

Vice Presidents/Presidents of:

- EA
- MGA
- PSPB
- SA
- TAB
- IEEE-USA

Executive Director

12 non-voting members: Management Council

Feedback

- *We are committed to transparency, an open process, and providing regular communications.*
  - IEEE in 2030 Archive Web page: presentations, historical background information, and other Ad Hoc committee documentation are regularly posted and available on the IEEE in 2030 Archive at:http://www.ieee.org/about/corporate/ieeein2030_archive_m.html

- **Please send feedback to: feedback2030@ieee.org**

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IEEEin2030

Communication to Date

- **February 2015** – update provided to the Board of Directors at their February meeting (presentation posted to the IEEE in 2030 Archive, accessible to all members).
- **February 2015** – Socialization deck shared with Board who were encouraged to communicate this information (presentation posted to the IEEE in 2030 Archive, accessible to all members).
- **February 2015** - President Shoop presented updates and gathered feedback at TAB, MGA, and EAB (presentation posted to the IEEE in 2030 Archive, accessible to all members).
- **March 2015** - feedback email alias (feedback2030@ieee.org) promoted via an article published in the March online edition of The Institute; also promoted via The Society Sentinel and the SCOOP; alias included on all presentations.
  - http://theinstitute.ieee.org/briefings/business/the-ieee-of-2030-begins-now
- **May 2015** – update to the Board of Directors (presentation posted to the IEEE in 2030 Archive, accessible to all members).
- **June 2015** – President Shoop presented updates and gathered feedback from all of the Major OUs (MGA Directors Forum, TAB, USA, PSPB, EAB) and the Board of Directors.
- **September 2015** - IEEE in 2030 Archive and feedback alias (feedback2030@ieee.org) promoted in the September online edition of The Institute as well as The Society Sentinel and SCOOP
  - http://theinstitute.ieee.org/briefings/business/charting-ieees-future-an-update-on-ieee-in-2030-efforts
- **October 2015** - committee held two live IEEE.tv broadcasts with Q&A sessions, attended by nearly 1500 members.
  - The sessions were also recorded and posted to the IEEE in 2030 Archive.
  - The sessions were promoted in advance via an email from President Michel to all IEEE members.

IEEEin2030

Communication to Date (cont.)

- **October 2015** – update to the Board of Directors (presentation posted to the IEEE in 2030 Archive, which is accessible to all members)
- **November 2015** – Q&A session with TAB, where both Presidents Michel and Shoop responded to questions from TAB.
- **November 2015** – Update and Q&A Session held with the Board of Directors (presentation posted to the IEEE in 2030 Archive, which is accessible to all members).
- **January 2016** – update to the Board (presentation posted to the IEEE in 2030 Archive, which is accessible to all members)
- **January 2016** – article in online The Institute regarding Constitutional Amendment
  - http://theinstitute.ieee.org/briefings/business/-proposed-amendment-to-the-ieee-constitution-on-2016-ballot
- **January 2016** – update to Regions 4/5/6 by President-elect Bartleson
- **February 2016** – Socialization deck sent to the BoD who are encouraged to share this broadly
- **February 2016** – Q&A session with TAB to be attended by Presidents B. Shoop, H. Michel, and K. Bartleson.
- **February 2016** - update to the Board (presentation will be posted to the IEEE in 2030 Archive, which is accessible to all members).
- **February 2016** – public page regarding the proposed Constitutional Amendment and timeline posted.
- **Feb – March 2016** – Presentations at Region meetings
  - http://www.ieee.org/about/corporate/election/2016_constitutional_amendment.html
- **March 2016** - article in print edition of The Institute regarding Constitutional Amendment.

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