



Agenda

- ▶ International Registration Project
- ▶ Code of Conduct
- ▶ Compliance Training
- ▶ Contracts

History of the International Registration Project

- ▶ Omnibus Resolution, dated May 2010
 - IEEE President, MGA Vice President and/or Executive Director, on advice of Finance Department and legal counsel, authorized to:
 - ☐ Determine form of legal entities to comply with local laws
 - ☐ Approve and sign documentation to effect such formations
 - ☐ Actions so taken deemed to satisfy IEEE Policies Section 9.5 on corporate formations
 - ☐ IEEE Board of Directors Resource page to be updated to show registration project progress

International Registration Project Statistics - Region 8

Total (Region 8)	As of 7/1/13	As of 3/8/16
Registration Required¹	40	36
Additional Registration Requests²	3	5
Registration Not Required	16	17
Registration TBD	1	0
Total	60	58
Local Leadership Contacted³	47	58
Sections “In Agreement” with form	9	37
In Process	N/A	21
Completed	N/A	20

¹Subsections removed, not required as part of the Project

²Registration not required but locally desired (Bulgaria, Cyprus, Iceland, Ireland and United Kingdom)

³Local Leadership consulted, including those countries that did not require a registration

International Registration Project Status - Region 8

► Completed

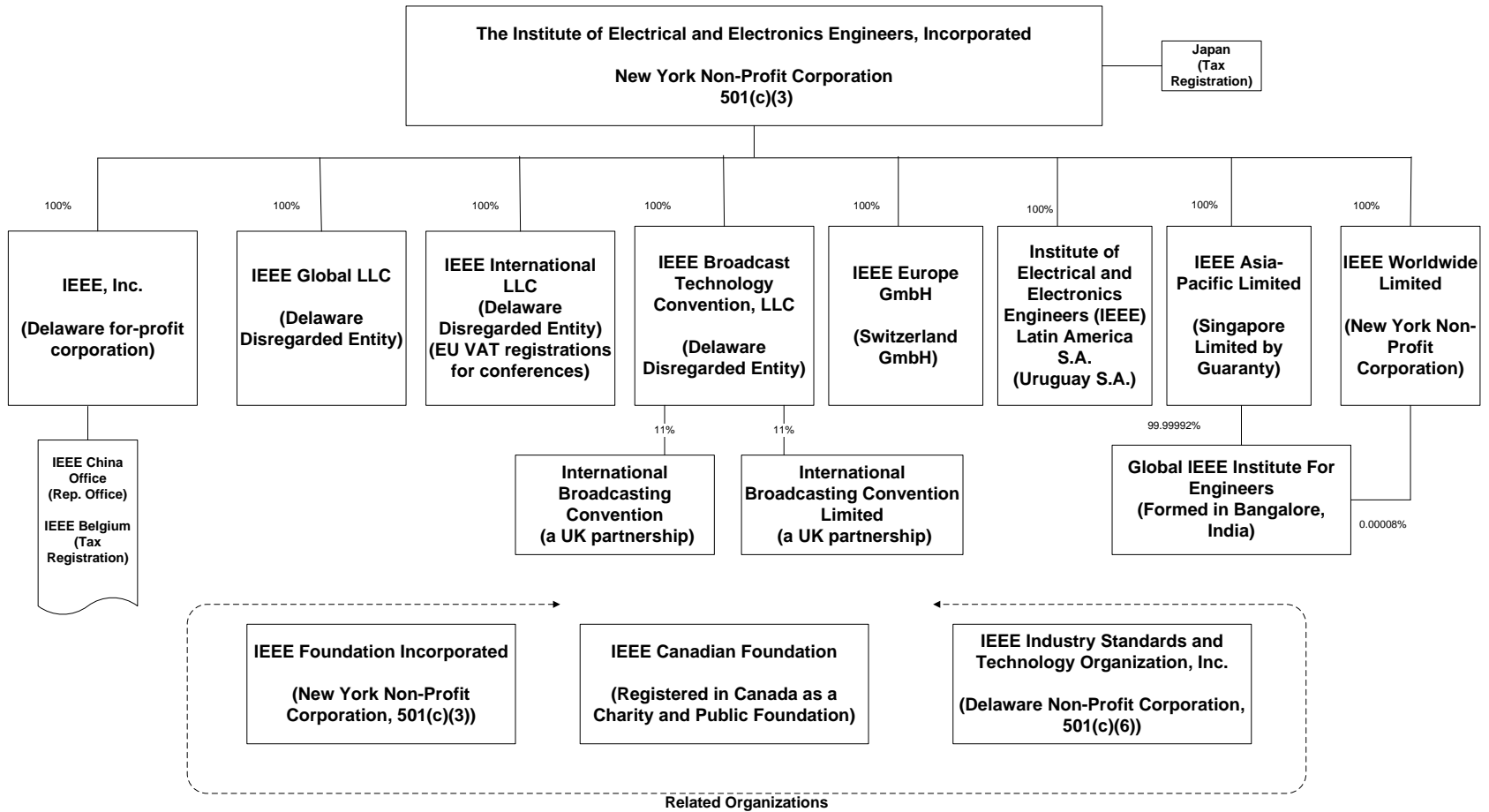
Austria
Bosnia Herzegovina
Bulgaria
Czech Republic
Finland
France
Ghana
Iceland
Israel
Kenya
Lebanon
Macedonia
Norway
Portugal
Russia
Slovenia
Spain
Sweden
Turkey
Zambia

***Not required to register.**

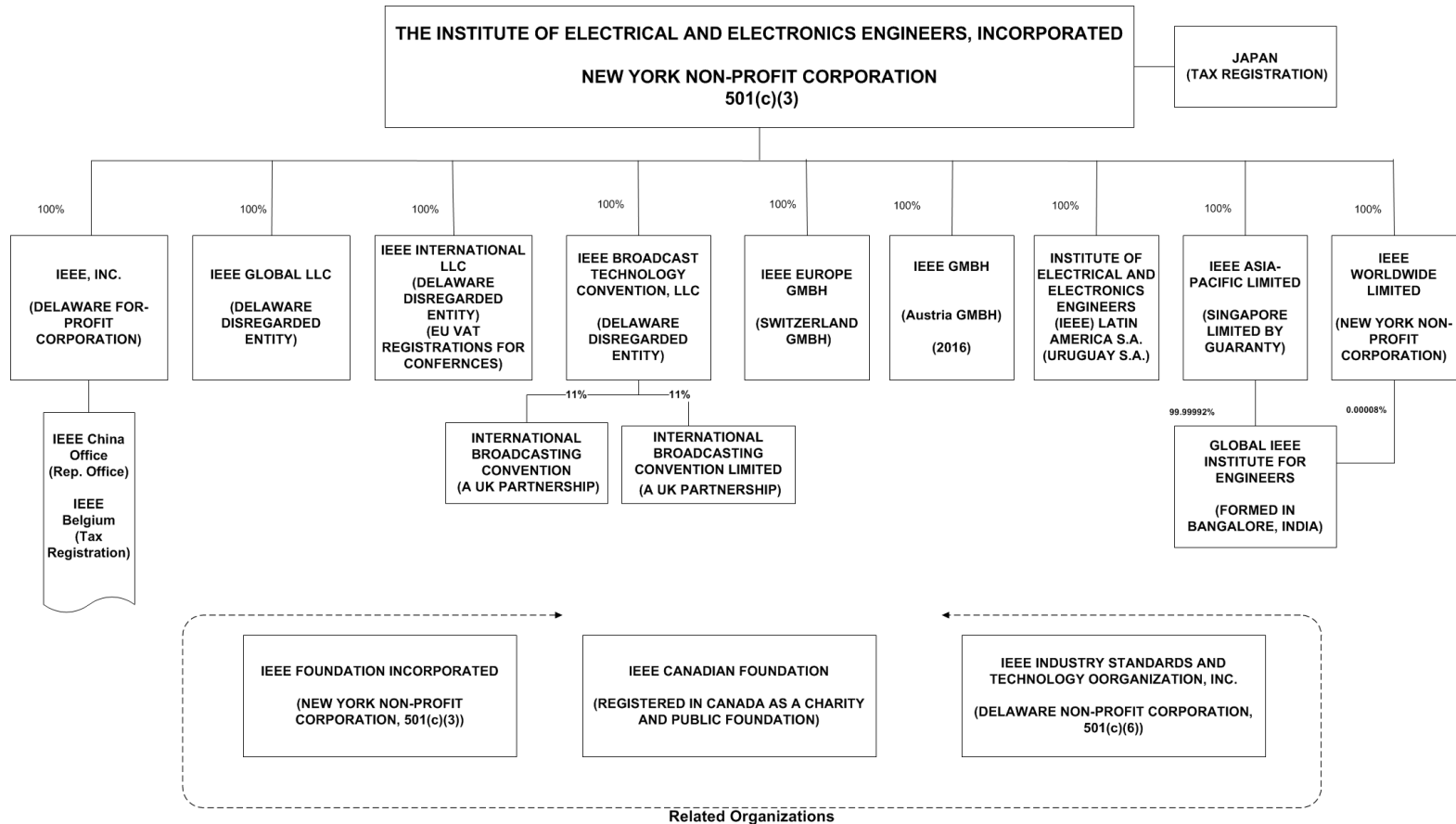
► Not Completed

Bahrain
Cyprus*
Egypt
Iraq
Republic of Ireland*
Italy
Jordan
Kuwait
Malta
Morocco
Nigeria
Oman
Qatar
Romania
Saudi Arabia
South Africa
Switzerland
Tunisia
Ukraine
United Arab Emirates
United Kingdom*

IEEE First Tier Subsidiary Organizational Chart 2016



IEEE First Tier Subsidiary Organizational Chart 2016 - Proposed



Formation of Subsidiary in Vienna, Austria

- ▶ IEEE GmbH
 - Approved by the Board – February 2016
 - Limited Liability Company
 - May transact full range of IEEE business
 - Establishes full service office in Region 8
 - Signals IEEE commitment as a global organization
- ▶ Taxation and Charitable Purpose
 - Charitable purpose would allow tax benefits for certain activities
- ▶ Formation and registration expected Spring 2016

IEEE Code of Conduct



IEEE CODE OF CONDUCT

Approved by the IEEE Board of Directors, June 2014

We, the members and employees of IEEE, recognize the importance of our technologies in affecting the quality of life throughout the world and we accept a personal obligation to our professions, the members of IEEE, and other individuals involved in IEEE activities in our fields of interest. By this obligation we commit ourselves to the highest standards of integrity, responsible behavior, and ethical and professional conduct. We agree to be bound by the following rules:

1. Be respectful of others

- We will be respectful of others, including IEEE members and IEEE employees, and will act in a professional manner while participating in IEEE activities.
- We will be respectful of the privacy of others and the protection of their personal information and data.

2. Treat people fairly

- We will not engage in harassment of any kind, including sexual harassment, or bullying behavior whether in person, via cybertechnology or otherwise.
- We will not discriminate against any person because of characteristics protected by law (e.g., age, ancestry, color, disability or handicap, national origin, race, religion, gender, sexual or affectional orientation, gender identity, gender expression, appearance, matriculation, political affiliation, marital status, veteran status).

3. Avoid injuring others, their property, reputation or employment

- We will avoid injuring others, their property, data, reputation, or employment by false or malicious action.
- We will not engage in or participate in the spreading of any malicious rumors, defamation or any other verbal or physical abuses, against an IEEE member, employee or other person, whether on the Internet or otherwise.

4. Refrain from retaliation

- We will not retaliate against any IEEE member, employee or other person who reports an act of misconduct, or who reports any violation of the IEEE Code of Ethics or this Code of Conduct.
- We will not retaliate against any person who makes IEEE aware of the violation of any laws, rules or regulations in connection with IEEE activities.

5. Comply with applicable laws in all countries where IEEE does business and with the IEEE policies and procedures

- We will comply with all applicable laws, rules and regulations governing IEEE's business conduct worldwide and all relevant procedures established by IEEE whenever and wherever we are acting on behalf of IEEE, or participating in IEEE activities, including but not limited to the following:
 - a) Rejecting bribery in all forms.
 - b) Avoiding real or perceived conflicts of interest whenever possible, and disclosing them to affected parties when they do exist.
 - c) Protecting confidential information belonging to IEEE and personal information belonging to IEEE members, employees and other persons.
 - d) Not agreeing with competing persons to fix prices or reduce price competition through allocation of customers or markets, manipulate bids in any competitive bidding process, or engage in other acts that result in restraining trade.
 - e) Not misusing or infringing the intellectual property of others.

IEEE Code of Conduct

We, the **members and employees of IEEE**, recognize the importance of our technologies in affecting the **quality of life** throughout the world and we accept a **personal obligation** to our professions, the members of IEEE, and other individuals involved in IEEE activities in our fields of interest. By this obligation we commit ourselves to the highest standards of **integrity, responsible behavior, and ethical and professional conduct**. We agree to be bound by the following rules:

1. **Be respectful of others**

- We will be respectful of others, including IEEE members and IEEE employees, and will act in a professional manner while participating in IEEE activities

IEEE Code of Conduct (continued)

1. Be respectful of others (continued)

- We will be respectful of the privacy of others and the protection of their personal information and data

2. Treat people fairly

- We will not engage in harassment of any kind, including sexual harassment, or bullying behavior whether in person, via cybertechnology or otherwise
- We will not discriminate against any person because of characteristics protected by law (e.g., age, ancestry, color, disability or handicap, national origin, race, religion, gender, sexual or affectional orientation, gender identity, gender expression, appearance, matriculation, political affiliation, marital status, veteran status)

IEEE Code of Conduct (continued)

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- We will not engage in or participate in the spreading of any malicious rumors, defamation or any other verbal or physical abuses, against an IEEE member, employee or other person, whether on the internet or otherwise

4. Refrain from Retaliation

- We will not retaliate against any IEEE member, employee or other person who reports an act of misconduct, or who reports any violation of the IEEE Code of Ethics or this Code of Conduct

IEEE Code of Conduct (continued)

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 - We will comply with all applicable laws, rules and regulations governing IEEE's business conduct worldwide and all relevant procedures established by IEEE whenever and wherever we are acting on behalf of IEEE, or participating in IEEE activities, including but not limited to the following:

IEEE Code of Conduct (continued)

- Rejecting **bribery** in all forms
- Avoiding real or perceived **conflicts of interest** whenever possible, and disclosing them to affected parties when they do exist
- Protecting **confidential information** belonging to IEEE and personal information belonging to IEEE members, employees and other persons
- Not agreeing with **competing** persons to fix prices or reduce price competition through allocation of customers or markets, manipulate bids in any competitive bidding process, or engage in other acts that result in restraining trade
- Not misusing or **infringing** the intellectual property of others

Compliance Training

- ▶ Training will begin in March 2016 and conclude in May 2016
- ▶ Course assignments based on function and responsibility levels of volunteer leadership positions
- ▶ Volunteers with multiple leadership positions will not be required to complete duplicate requirements
- ▶ Normal schedule of annual training launch will be in January
- ▶ Training will provide a sense of culture of integrity, ethical behavior, and leadership IEEE has taken in advancing technology for humanity
- ▶ Courses will better inform volunteer leaders about concrete aspects of compliance and best practices for organization

March 20, 2016

Courses for MGA Board

Web-based Courses

- ▶ Harassment
- ▶ Conflicts of Interest
- ▶ Anti-Bribery
- ▶ Sanctions, Boycotts and Export Controls
- ▶ Data Privacy and Security
- ▶ Code of Conduct
- ▶ Most courses only need to be taken once every 3 years

Volunteer Requirements

- ▶ Complete within 30-60 days of assignment
- ▶ Estimated time: 3.0 hours (initial)
- ▶ Estimated time (ongoing):
 - 1 hour/year
 - 2.0 hours/every 3 years

Courses for Section Chairs & Treasurers

Web-based Courses

- ▶ Code of Conduct
- ▶ Optional courses:
 - Harassment
 - Conflicts of Interest
 - Anti-Bribery
 - Sanctions, Boycotts and Export Controls
 - Data Privacy and Security

Volunteer Requirement

- ▶ Complete within 60 days of assignment
- ▶ Estimated time: 0.5 hours

- ▶ Reduced time commitment for Section Chairs & Treasurers
- ▶ Optional courses provide additional in-depth education on specific compliance topics

Protocol for Legal Review

U.S.\$ Contract Value Treatment

$\leq 5,000$

IEEE Template **Purchase Order**

$> 5,000 - \leq 50,000$

Legal Review of **Certain
Template Variant Clauses:**

1. Representations and Warranties
2. Limitation of Liability
3. Indemnification
4. Insurance
5. Term and Termination
6. Intellectual Property
7. Exclusivity
8. Covenants
9. Choice of Law
10. Forum

Protocol for Legal Review (continued)

U.S.\$ Contract Value

Treatment

> 50,000 - \leq 250,000

Legal Review of **All** Template Variants

>250,000

Legal Representation **From Inception**

Website for templates:

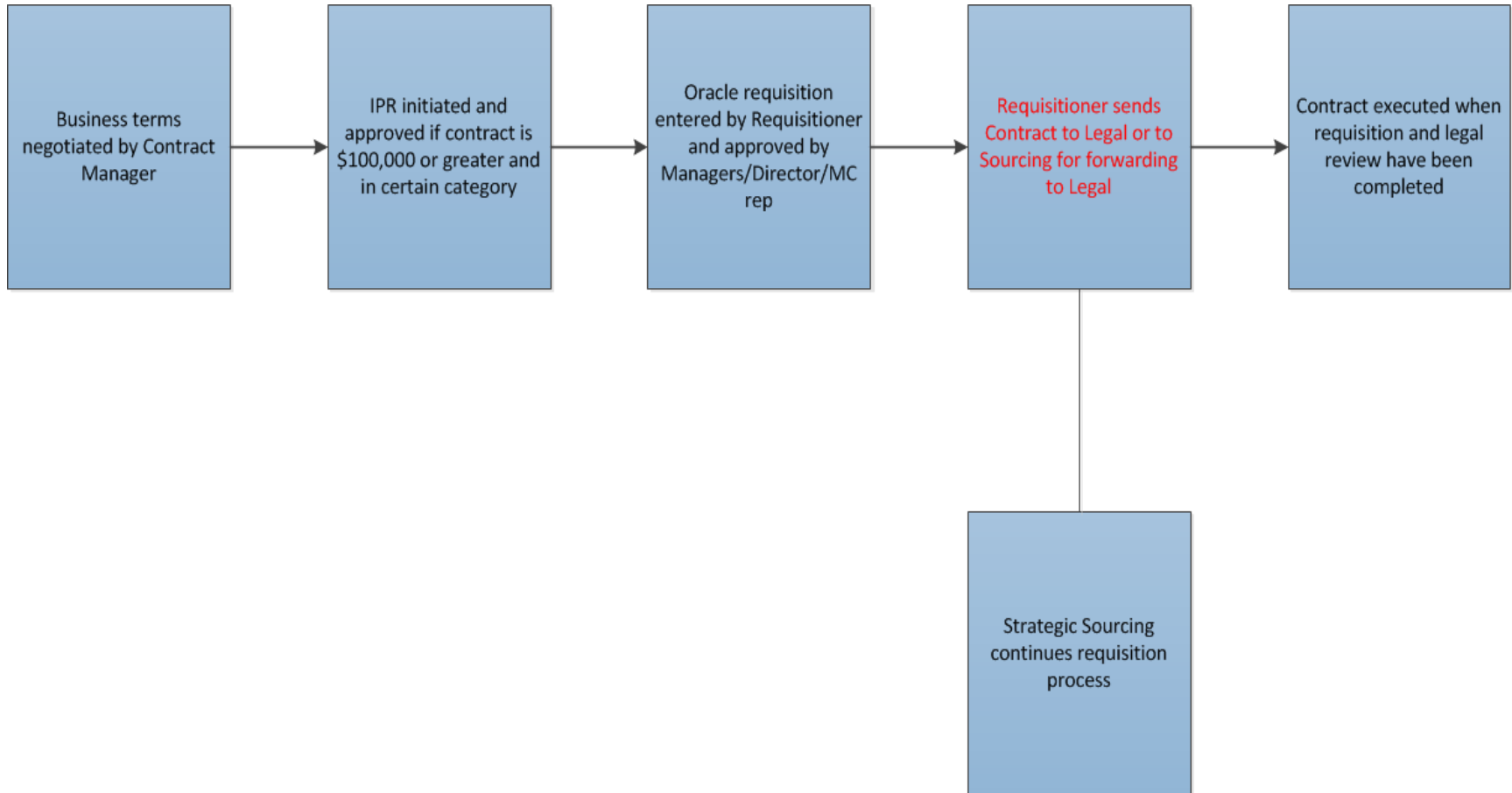
<http://inside.ieee.org/content/finance-and-administration/controller-s-office/strategic-sourcing/96567>

Request access through:

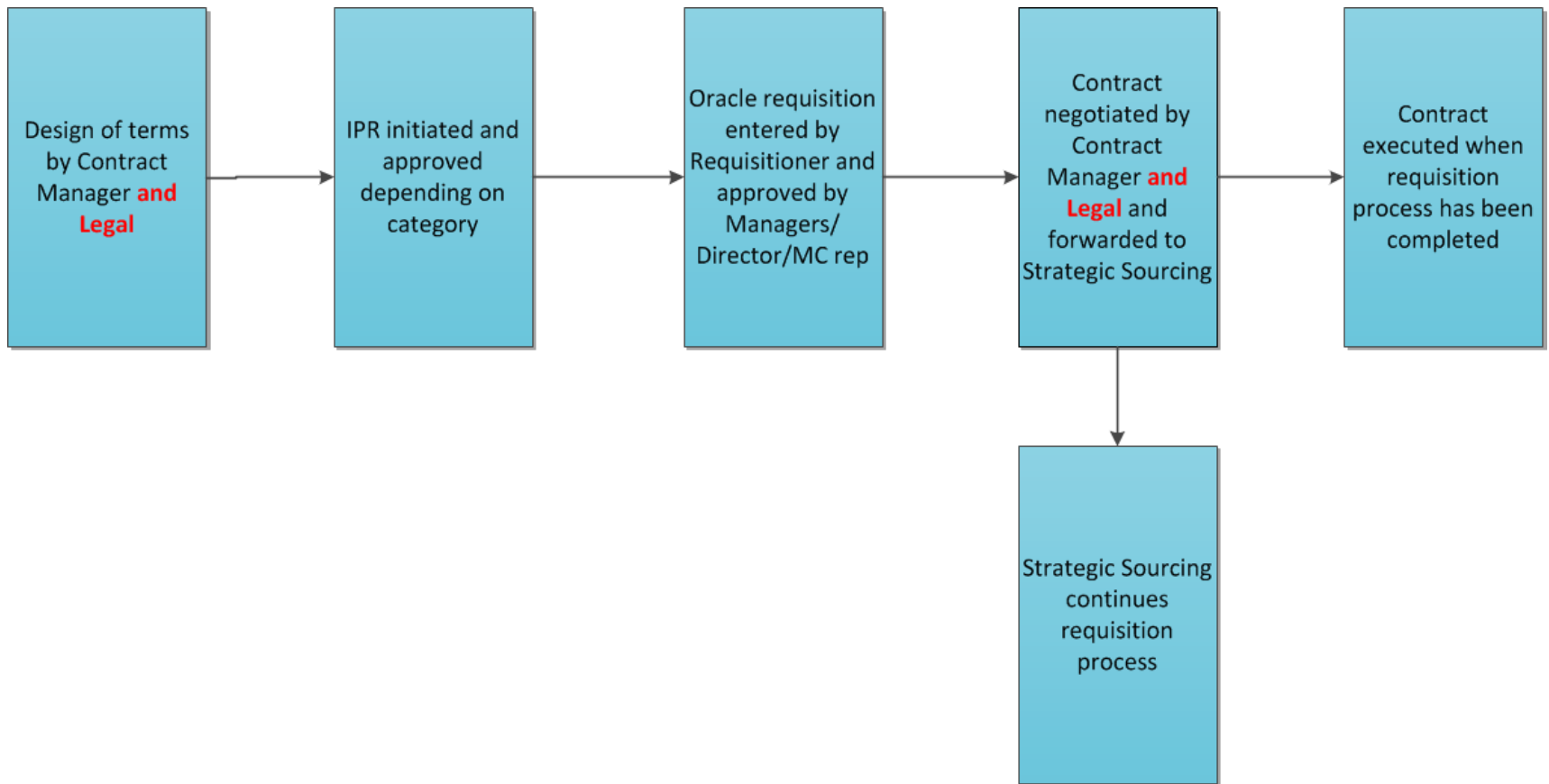
H. Rich Akuetey, Senior Attorney – Commercial Contracts

Email: r.akuetey@ieee.org

Protocol for Legal Review – Contracts Up to U.S. \$250,000



Protocol for Legal Review – Contracts Over U.S. \$250,000



Execution Authority

	Volunteer/Professional Staff Function	Execution Authority in U.S. Dollars
I.	Conference Chairs or VP of Conferences	<25,000
II.	Region/Section Chairs	<25,000
III.	Society Presidents	<25,000
IV.	Designated Volunteer Officer (Audit Committee Chair and Board VPs)*	<250,000
V.	Management Council Representative for the Applicable Organizational Unit or his/her designee	<1,000,000
VI	Volunteer under IEEE Power of Attorney	As indicated on the Power of Attorney issued in accordance with Authorized USD limits
VII.	Director, Strategic Sourcing	<5,000

*Section E of FOM.8 identifies the Designated Volunteer Officer for each Organizational Unit.

Execution Authority (continued)

	Volunteer/Professional Staff Function	Execution Authority in U.S. Dollars
VIII.	Controller	<\$3,000,000
IX.	Chief Financial Officer (CFO)	<\$5,000,000
X.	IEEE Executive Director, or President or Treasurer	<\$10,000,000
XI.	Treasurer and IEEE Executive Director (Jointly) or Treasurer and CFO (Jointly)	<\$25,000,000
XII.	President and IEEE Executive Director (Jointly) or President and CFO (Jointly)	Unlimited

Questions

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