The History of IEEE Governance

How we have been trying to improve the Board of Directors for 15 fruitless years

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Margy Hill

29 June 2012

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The Public

Members

The IEEE Assembly

The IEEE Board of Directors

Other IEEE Organizational Units

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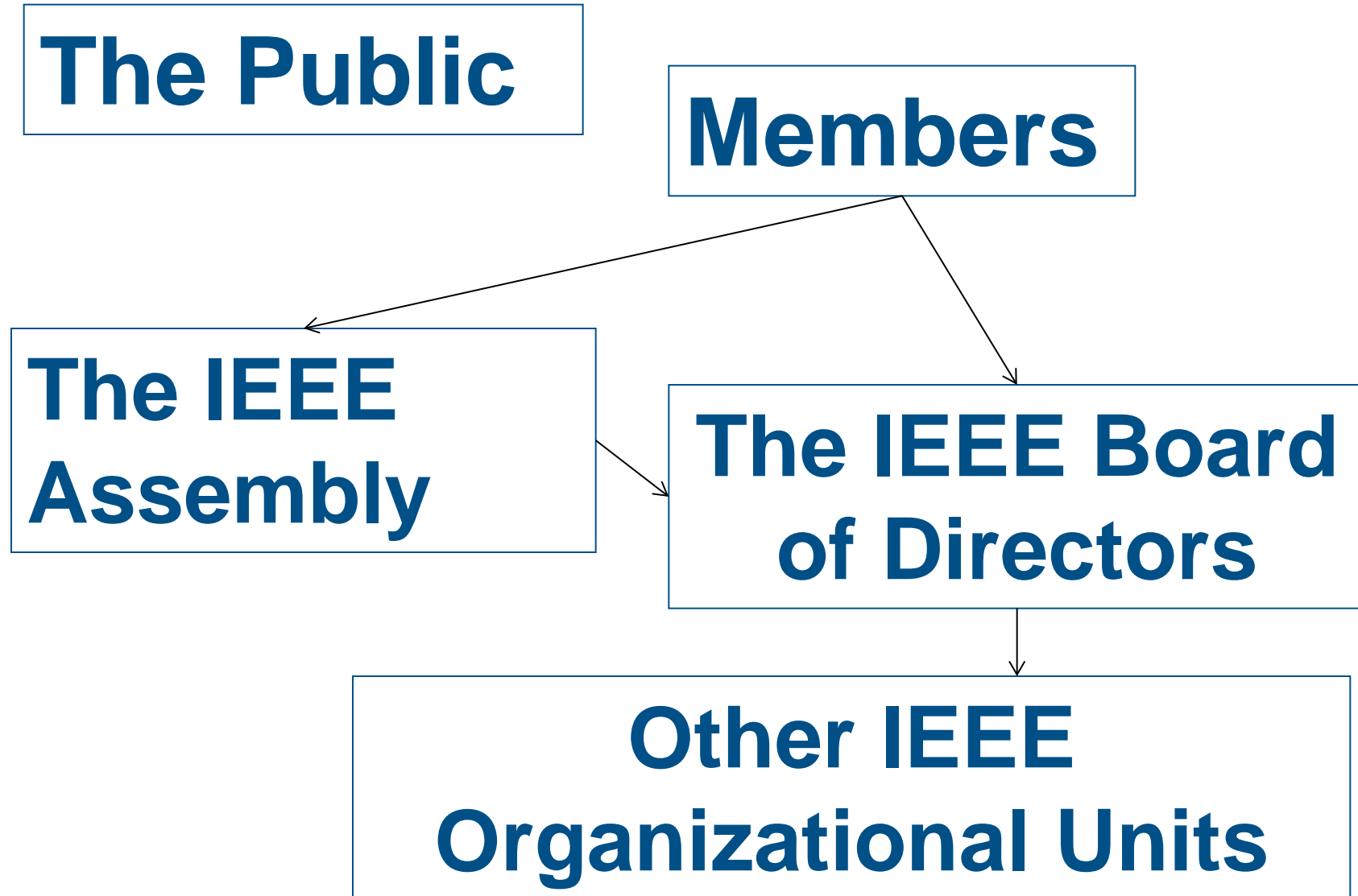*Advancing Technology for Humanity*

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In the beginning…

- **AIEE and IRE merged in 1963**
  - With respect to the United States Internal Revenue Code 26 U.S.C. § 501(c), IEEE was a 501(c)3 organization most of the years since 1963
    - was 501(c)6 organization for part of the time

- **86% of the members of both organizations voted for the merger**

- **The first Assembly and Board of Directors were appointed by the Boards of AIEE and IRE**

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The Assembly

- **Established 1963**
- **Represents the Members**
- **Consists of Delegates**
  - **3Ps and elected members of the BoD**
    - **But no elected vice presidents**
- **Elects some of the BoD members**
- **Receives certain financial and administrative reports**
- **Grew from 18 in 1963 to 23 in 2012**
  - **23 delegates from 1984 to the present time**
    - **3Ps**
    - **10 Region Directors**
    - **10 Division Directors**

The Assembly
(from the Constitution)

- An Assembly composed of Delegates, including Delegates-at-large, shall receive reports and perform such functions as required by law or specified in the Bylaws.

- The Assembly shall, at its annual meeting, elect Directors-at-large who are not Delegates*.

* Note that we have Directors-at-large who are not delegates but were not elected by the Assembly
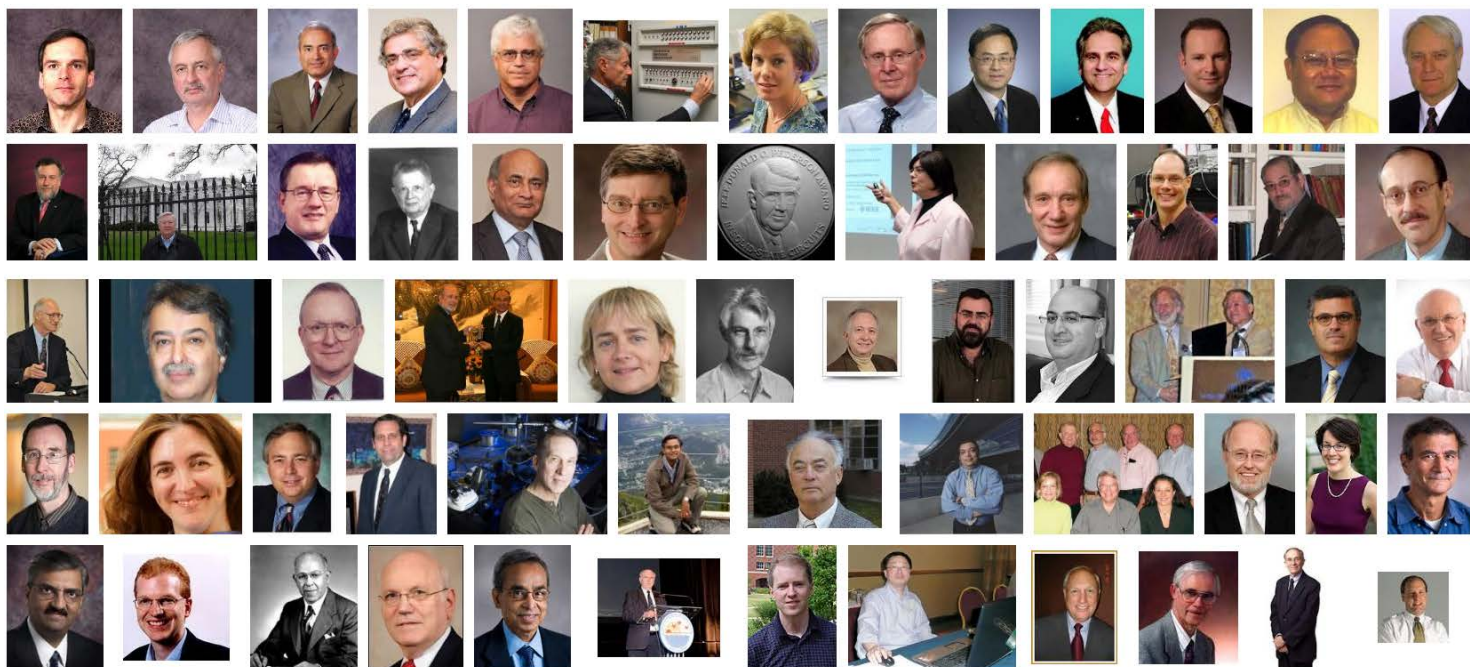
THE BOARD OF DIRECTORS

The IEEE Board of Directors 1963-1970 (1)

- **President**
- **Vice President**
- **Vice President Technical Activities**
- **Vice President Publication Activities/ Editor**
- **Secretary**
- **Treasurer**
- **Junior Past President (1-2)**
- **Senior Past President (1-2)**

Underlined = elected

The IEEE Board of Directors 1963-1970 (2)

- **Directors at large – appointed, 2-5**
- **Directors at large – elected, 5-6**
- **Regional Directors – 9-10**
- *Directors Emeritus – 2-3*

- **Total Voting: 26-30**
 - **Elected: 20-22**
  - **Appointed: 6-8**
  - *Emeritus: 2-3*

FIRST MAJOR CHANGE: 1971

The Board 1971-1974 (1)

- ▣ **President**
- ▣ **Vice President**
- ▣ **Vice President Technical Activities**
- ▣ **Vice Pres. Regional Activities (s. 1973)**
- ▣ **Vice President Publication Activities**
- ▣ **Secretary**
- ▣ **Treasurer**
- ▣ **Junior Past President**
- ▣ **Senior Past President**

The Board, 1971-1974 (2)

- **Executive Director (starting 1972)**
- **Vice Chairman – Educational Activities**
- **Vice Chairman – Technical Activities**
- **Chairman – Award Board (1971-72 only)**
- **Division Directors – 6**
- **Regional Directors –10**
- *Directors Emeritus – 2*
- **Total Voting: 29**
  - Elected: 20
  - Appointed: 9
  - *Emeritus: 2*

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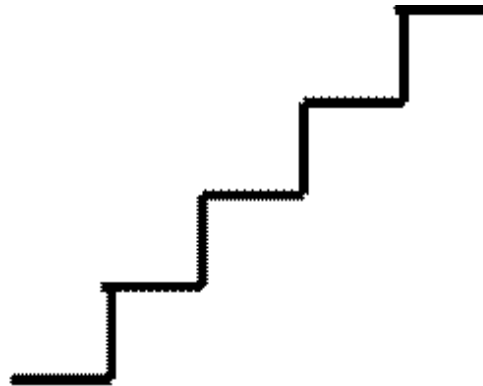
Incremental Change
Change occurs over a period
of time in incremental stages

INCREMENTAL CHANGES 1975-1997

Additions 1975-1997

- **Several title changes**
  - Executive VP; VP Educational Activities, etc.
- ***Vice President Professional Activities*** **(1975-1997)**
- ***Director, Standard Activities*** **(1997 onward)**
  - Becomes later *Vice President, Standard Activities*
- **A single *Secretary-Treasurer* (1975-1978)**
- **Number of *Division Directors* became 10 in 1984**
- ***President-Elect*** **instituted in 1982**

BoD Eliminations 1975-1997

- *Vice Chairman Technical Activities Board* (eliminated 1977)

- *Senior Past President* (1985)

- *Executive Vice President* (1991)

- *Executive Director* (1997)
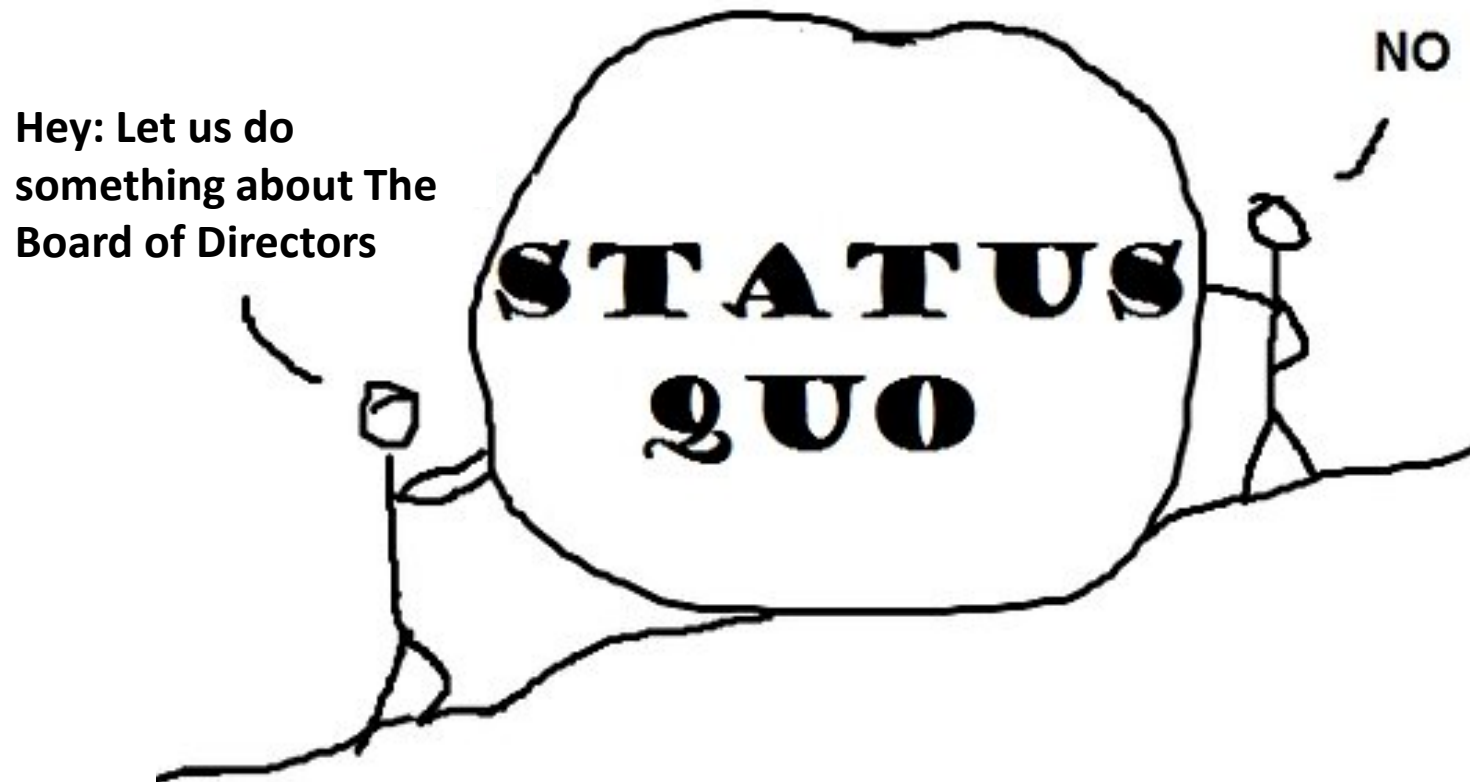
The Board Since 1998 (1)

- **President, President-Elect, Past President**
- **Vice President, Educational Activities**
- **Vice President, Regional Activities**
  - *Name change to VP, MGA*
- **Vice President, Technical Activities**
- **Vice President, Publication Services and Products**
- **President, IEEE-SA**
- **President, IEEE-USA**
- **Secretary**
- **Treasurer**

The Board Since 1998 (2)

- **Division Directors (10)**
- **Region Directors (10)**
- ***Directors Emeritus (2)***

- **Total: 31**
- **Elected: 26**
- **Appointed: 5**
- **Emeritus: 2**

How Elected – by the membership

- **President-Elect**
  - **by all voting members**
- **Region/Division Directors**
  - **by voting members in their Region/Division**
- **VP Technical Activities**
  - **by voting members who are also members of a Society**
- **President IEEE-SA**
  - **by individual members of the Standards Association**
- **President IEEE-USA**
  - **by voting members residing in the United States**

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How Appointed – by the Assembly

- **VP – Educational Activities**
- **VP – Publication Services and Products**
- **VP – Member and Geographic Activities**
- **Secretary**
- **Treasurer**
- **[Members Emeritus]**

Elected vs. Appointed Board Members

- **The fraction of appointed members has decreased over the years**
  - **from 1/3 in 1964 to less than 1/5 today**

- **Over the years there were several attempts to move all assembly-appointed positions to the ballot, most recently:**
  - **Vice President, Standards Activities (approved)**
  - **Vice President, Regional Activities (MGA) (not implemented)**
  - **Vice President, Educational Activities (not approved)**
  - **Vice President, Technical Activities (approved)**

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Terms of Service

- **Terms of Service are one year or two years**

- **Some positions allow a member to serve only once**
  - **E.g., President**

- **Some positions have term limits**

- **Most positions have no term limits**

- **No limit on the number of years that a member can serve on the Board**

Size of the Board (voting members)

- **Smallest Board:** 26 (1963)
- **Largest Board:** 33 (1984)
- **Since 1985:** 31-32
- **Currently:** 31 (since 1996)

- **Directors Emeritus:**
  - **Lowest number:** 1
  - **Highest number:** 3 (most recently, 1981)
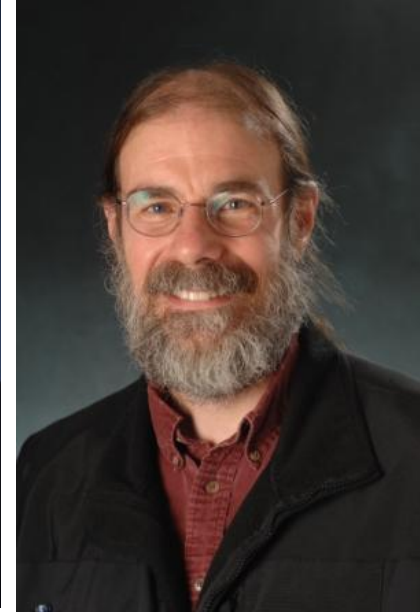 - **Currently:** 2 (since 1997)

So… has the Board changed since 1963?

- ◾ **Yes, mostly incrementally and gradually**

- ◾ **Biggest change happened in 1971**
  - – **Introduction of <u>Division Directors</u> and several <u>Vice Presidents</u>**

- ◾ **No major changes since 1985**
  - – **Mostly changes in titles and in selection/election process**
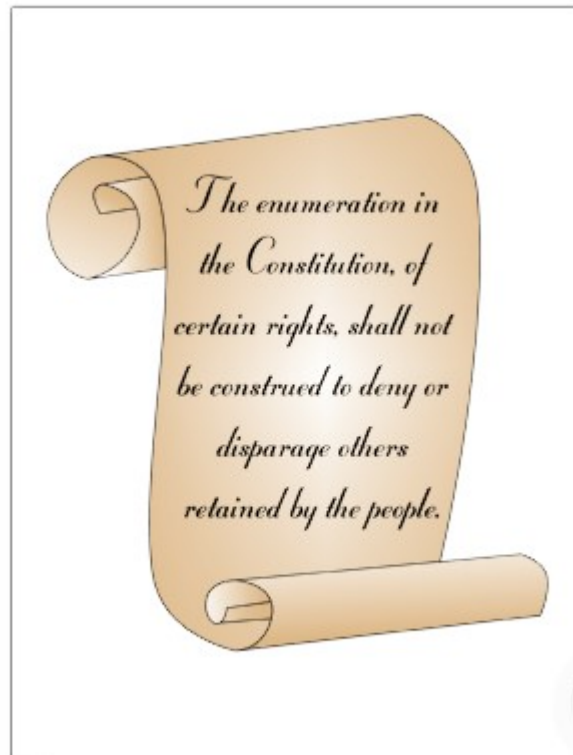
Appendix A

THE EXECUTIVE COMMITTEE (1963-2008)

Appendix B
THE PRESIDENT

The enumeration in the Constitution, of certain rights, shall not be construed to deny or disparage others retained by the people.

CONSTITUTIONAL AMENDMENTS

Constitutional Amendments

- Members were asked to vote on Constitutional amendments <u>34 times</u> since 1963
- There was one "referendum"
  - The Board and the Computer Society were on opposing sides

- 14 of the 34 proposed amendments passed
  - All of them recommended by the BoD
- 20 proposed amendments failed
  - 3 were recommended by the BoD
  - 17 were not recommended by the BoD

- No amendments were ever adopted against the recommendation of the BoD

Important Successful Amendments

- **Create the office of Division Delegate/ Director**
- **Enable nomination of candidates by petition**
- **Create the President-Elect position**
- **Declare that the President is also CEO**

Some unsuccessful amendments not supported by the BoD (1)

- Declare "economic well being of the membership" as IEEE's primary purpose
- Allow separate incorporations of Groups and Societies (referendum)
- Require approval by members for increases of dues/assessments
- Elect officers (currently appointed by the Assembly) by the members
- Elect members of N&A Committee by IEEE members

Some unsuccessful amendments not supported by the BoD (2)

- Provide for a <u>paid President</u> of the IEEE for a 3-year term

- Change IEEE from transnational to <u>national organization</u>

- Mandate equal number of Region Directors and Division Directors

- Require submission to the voters of <u>at least two candidates</u> for P-E and Executive VP

Example of an unsuccessful amendment supported by the BoD

- **Allow the term of officers to be two years (rather than one)**
  - **E.g., Vice President Technical Activities**

ATTEMPTS AT STRUCTURAL CHANGE OF THE BOARD OF DIRECTORS

FIRST COMMENT: CRESAP STUDY, 1989

"IMPROVING STRATEGIC AND INSTITUTIONAL PLANNING"

A recurring theme: the need for a Board with strategic focus

The IEEE needs a body to assist
the Board in establishing a strategic, long-term view

- Existing governing bodies (including the Board of Directors and Executive Committee) are primarily operational in focus

- The Board of Directors needs to be regularly reminded of the IEEE's long-term, strategic view
  - To keep current decisions in context
  - To identify when a strategic reassessment is warranted

1995 ORGANIZATIONAL IMPROVEMENT DESIGN REQUIREMENTS/SPECIFICATIONS

History of Project

- Emerged from several retreats between 1992 and 1994 on governance and organizational trends

- In 1995 seven (7) governance models were developed

- Reduced to three:
  - Federated Model
  - Integrated Model
  - "Evolutionary approach"

- A specification document was prepared to guide the design
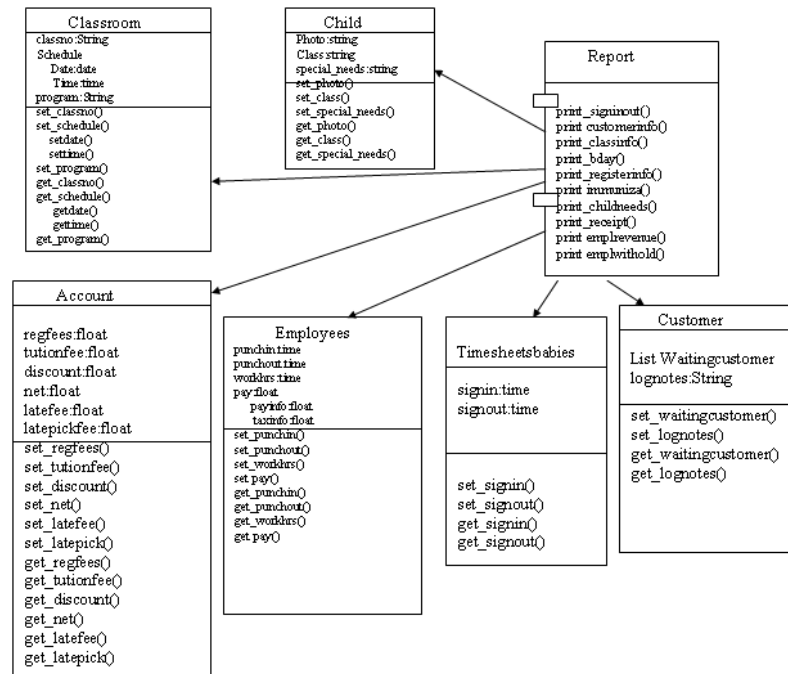
THE 1995 DESIGN DOCUMENT

SYSTEMIC PROBLEMS (1)

- Organization slow to react or to change

- High overhead (staff and volunteer structure) - financial and bureaucratic
  - "TAB/RAB/Executive Committee represent a volunteer maze"

- Inadequate attention to long range/strategic matters

- Volunteer leadership positions involve unattractive and burdensome workloads

- Arduous decision making process

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SYSTEMIC PROBLEMS (2)

- Operational performance problems (e.g., member/non-member services and computerization)

- "Them vs. Us" mind set (governance and financial)

- Inadequate responsiveness to member needs

- Present organization does not adequately support the goals of the Strategic Plan (e.g., Globalization)

- Communication across all aspects of the organization is too difficult

Specific Issues (1)

- **Offering valuable services to our membership at equitable prices**
  - **(e.g., students and young professionals, unbundling)**

- **USA focus**
  - **(e.g., professional, educational, and standards activities)**

- **Local/National identification, structure, and support**

- **Society/Section jurisdiction and support**

Specific Issues (2)

- **Chapters and Student Branches feel neglected by Sections/Societies**

- **Staff vs. volunteer-driven decisions**

- **Divergence of member's needs**
  - **e.g., technical, geographic, career and professional**

- **Insufficient communication and cooperation among boards**

Specific Issues (3)

- ▣ **Overlapping responsibilities between units (e.g., PUB-TAB, USAB-EAB, USAB-TAB, STD-TAB)**

- ▣ **Financial dependency (on mandatory dues and assessments) of some units (e.g., RAB, USAB)**

- ▣ **Constituent-based vs. operational governing bodies**

- ▣ **Roles of Major Boards vs. "stakeholders"**

Environmental Factors

- ▪ **Membership**

- ▪ **Competition**

- ▪ **Economics**

- ▪ **Technology**

Principles

- Support the <u>technical, professional and educational mission</u> of the Institute
- Maintain the focus on <u>technical areas of interest</u>
- Support the <u>global mission</u> of the Institute
- Support <u>local/national needs</u> of the membership
- Support "IEEE Strategies for the Future" with continuity of direction
- Provide <u>decentralized operations</u> and decision making while maintaining "one IEEE"
- Provide an <u>efficient system of governance</u> with streamlined organization and processes
- Be consistent with the image of a professional organization through the employment of <u>ethical processes</u> and attributes
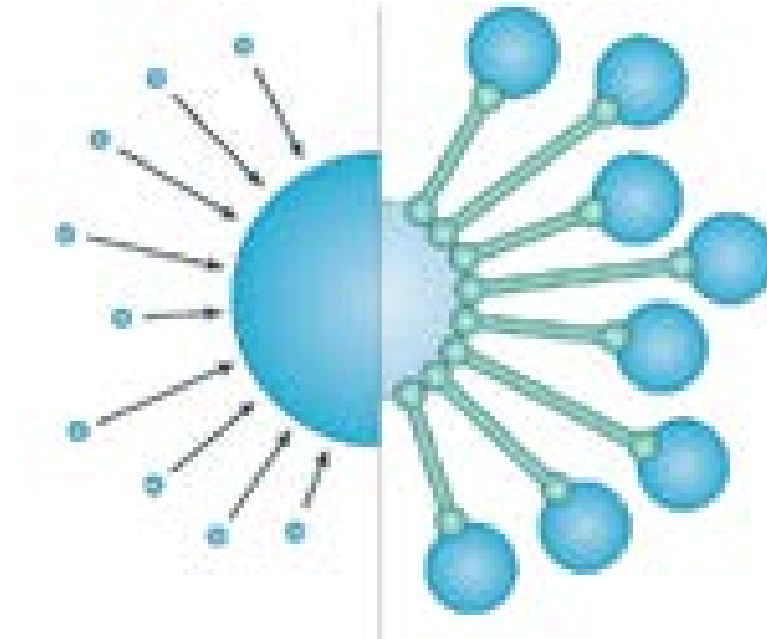
1995 FEDERATED AND INTEGRATED MODELS
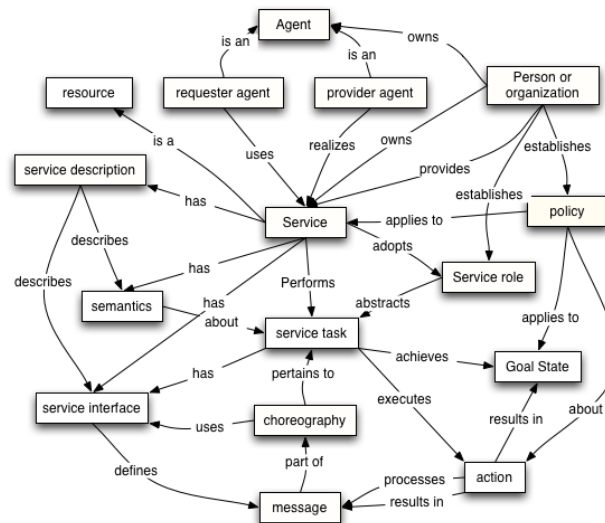
THE 1995 FEDERATED MODEL

Motivation

- "The current structure, while perhaps adequate in the past, is now interfering with the effectiveness of the organization."

- The proposed structure:
  – Removes artificial regional/technical boundaries
  – Gives VPs on ExCom operational responsibility
  – Clearly separates policy from implementation
  – Flattens the organization

Proposed 1995 Federated Model

- **Federations of geographic and technical entities**

- **Smaller ExCom, executing BoD policy and managing the integration of member needs into appropriate products and processes**

- **Smaller BoD, of all at-large voting members having a governance and policy role**

- **Consultative Congress representing members through their technical and geographic entities**

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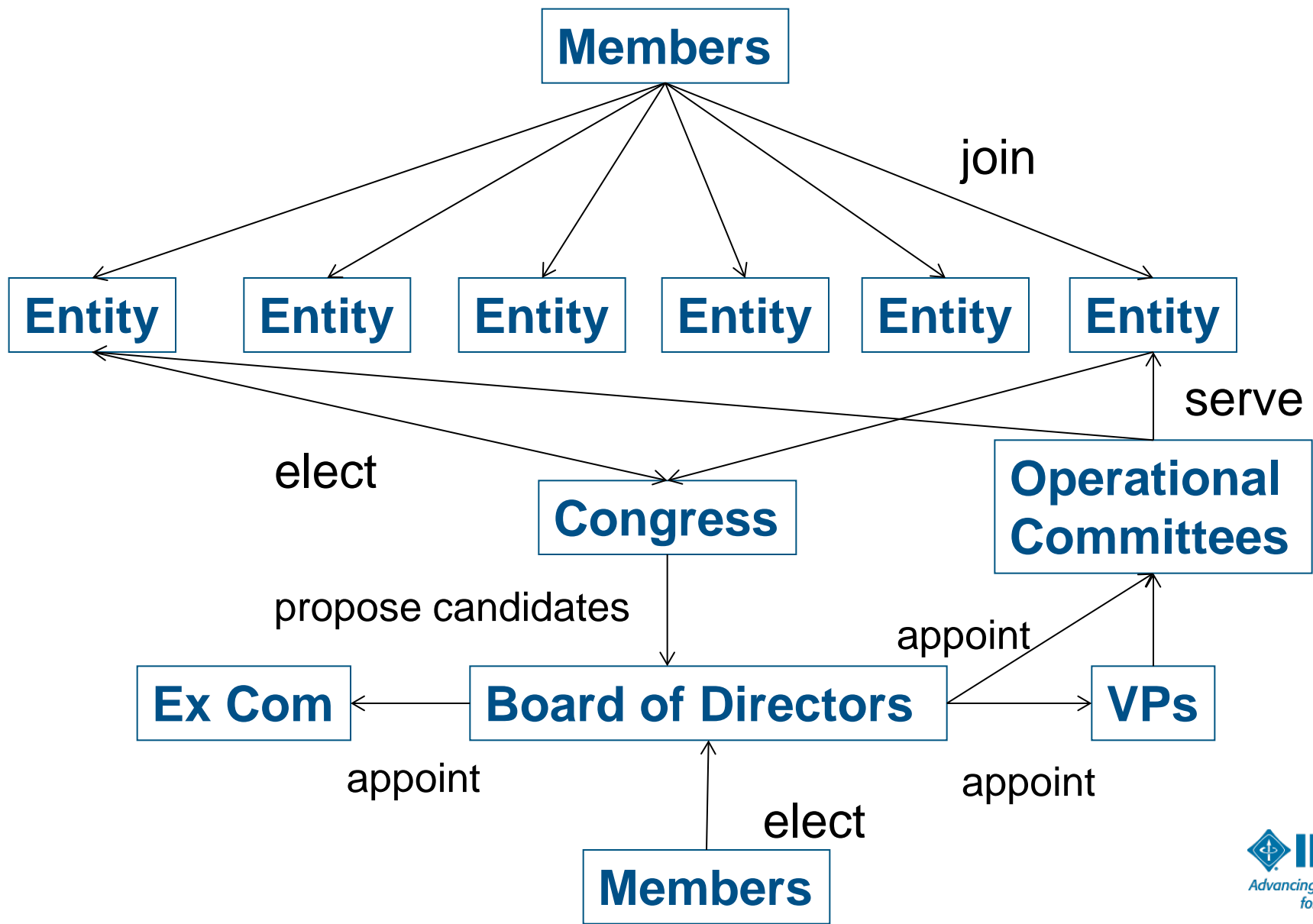
Key Features

- **Members may join technical or geographic entities (optional)**
- **Entities elect delegates to a Congress**
- **Congress nominates candidates for BoD**
- **Members elect BoD (at-large) and President-Elect**
- **BoD elects Vice Presidents and appoints their operational committees**
- **Operational committees provide services to entities in an integrated way**
- **Members of entities pay entity fees**
- **Members of IEEE pay fee for Institute-wide services; basic and extra (optional)**

Members

- **The members receive the basic Institute-wide services and those optional Institute-wide and/or entity services they choose which satisfy their interests and needs**

- **The members:**
  - **Elect the President-Elect**
  - **Elect the 12 (at-large) members of the BoD**
  - **Approve changes to the Constitution and the Articles of Incorporation**

Entity Groups

- **Groups of volunteers, working together towards a common purpose**

- **Examples of technical entities are:**
    - **Societies, Councils and Clusters of Societies;**
        - **Chapters are the responsibility of technical entities.**

- **Examples of geographic entities are:**
    - **Sections, Councils, Regions, Countries;**
        - **Student branches are the responsibility of geographic entities**

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Congress

- **A Congress of entity delegates provides direction as to member needs for career enhancement and products and services.**
- **Representative from each entity**
- **Represent particular interests of technical and/or geographic entities**
- **Recommends policy and priorities for the Institute**
- **Provides forum for interaction, communications, and conflict resolution among entities**
- **Nominates candidates for the BoD**
- **Approves IEEE Strategic Plan**
- **Proportional (to entity membership) voting by the delegates**
- **Recommends changes to IEEE Constitution and Articles of Incorporation to BoD**

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Board of Directors

- **Focuses on Institute-wide policy matters**

- **21 Members:**
  - **Voting members: 12 Directors (at large) and three (3) presidents**
    - **directly elected by the members**

  - **Nonvoting: BoD Elects the Vice Presidents (4), Executive Director/GM and Secretary/Treasurer**

BoD Fuctions

- Appoints the operating committees (4)
- Establishes Institute-wide policy and guidelines
- Has ultimate fiduciary responsibility
- Approves Institute-wide projects and initiatives
- Approves the Institute-wide annual budget and long-range financial plans
- Approves inter-Society agreements
- Approves By-Law and P & P changes
- Approves Institute-wide Policy Statements
- Ultimate body for conflict resolution

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Executive Committee

- Manages and integrates the processes for the development of products and services by the volunteer Operational Committees and the staff

- Three (3) Presidents
- Four VPs
- Secretary/Treasurer
- Executive Director/GM (without vote)

The nine (9) member Excom...

- Implements BoD projects and initiatives
- Manages processes for Institute-wide programs
- Prepares the annual and long-range budgets/financial plan
- Manages the implementation of the goals and objectives of the Strategic Plan
- Hires the General Manager and has oversight of staff operations
- Ensures staff professional health and well being
- Acts for BoD between BoD meetings
- Oversight of the investment of IEEE reserves

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Operational Committees

Chaired by the Vice Presidents

- ◼ **Standards**
- ◼ **Career Enhancement**
- ◼ **Products and Services**
- ◼ **Global Membership**

The Board decides… (1995)

- The <u>Federated Model</u> was rejected
- The <u>Integrated Model</u> was rejected

- A decision was made to start an "evolutionary process"
  - The intent was to take the first step of the "Integrated Model"
  - The "Integrated Model" was further modified to allow USAB a seat at the Board

- There is no indication that anything purposeful was done with the decision
- In 2000-01 this activity was superseded by the *President Blue Ribbon Committee on Board and Governance*

The beginning of a pattern…

- **Recognition that reform is needed**
- **Large investment in redesign of the organization**
- **BoD almost always with 12 voting members and 20-21 members overall**
- **Raging debates with strong opinions pushing and pulling in all directions…**
- **The matter is**
  - **Voted down, or**
  - **Reduced to small steps only the first and simplest of which are ever implemented, or**
  - **Assigned to a committee and dies there**

PRESIDENTIAL BLUE RIBBON COMMITTEE ON THE BOARD AND GOVERNANCE

General Guidance from the BoD

- The IEEE Bylaws, Policies and Procedures must be <u>simplified and rewritten</u>.

- The Board of Directors must <u>delegate authority</u> and decision-making down to those major boards and committees in the best position to take the appropriate action.

- The IEEE Board of Directors should be comprised of IEEE members who <u>collectively possess the competencies</u> to make key strategic, financial and policy decisions for the organization.
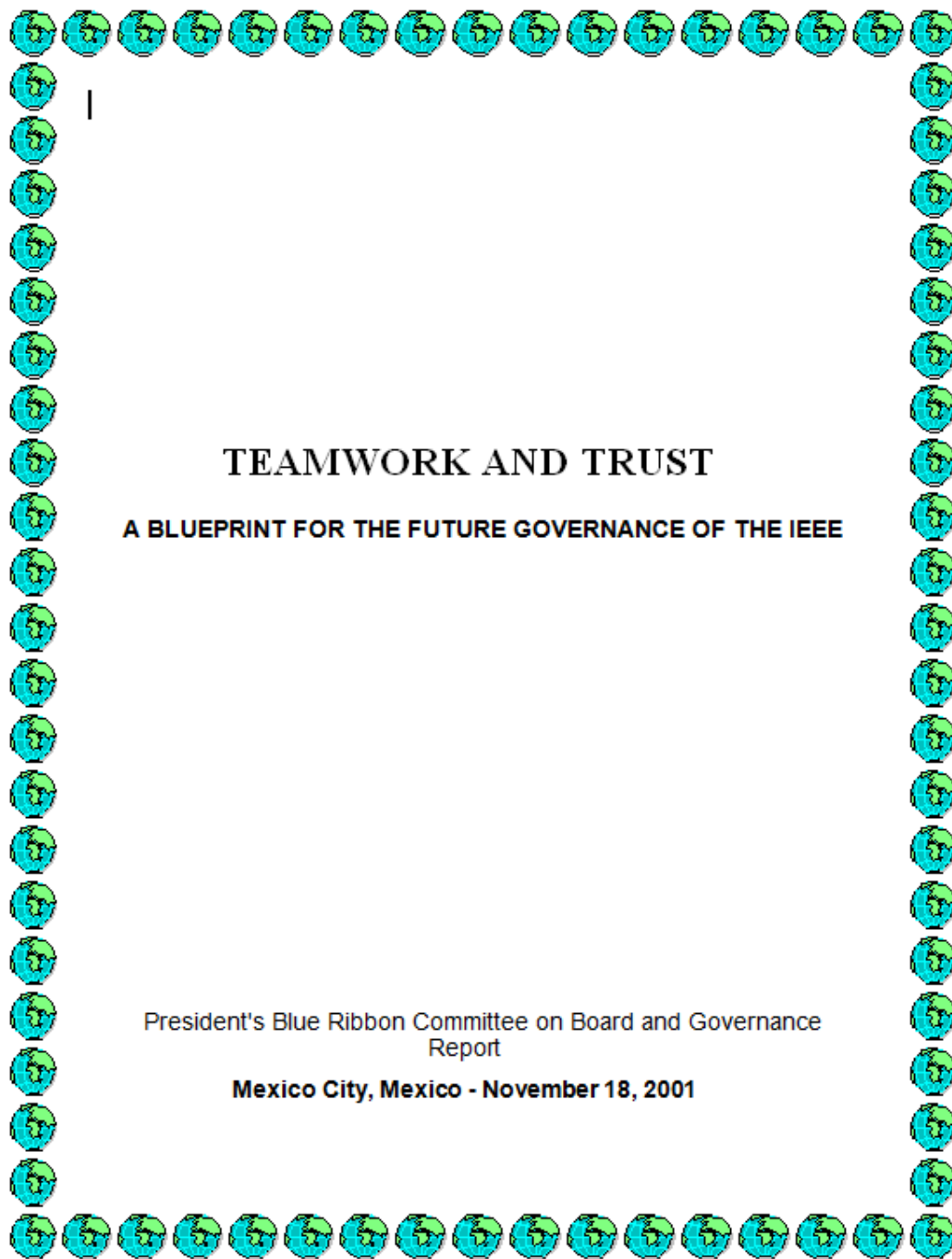
TEAMWORK AND TRUST

A BLUEPRINT FOR THE FUTURE GOVERNANCE OF THE IEEE

President's Blue Ribbon Committee on Board and Governance Report

Mexico City, Mexico - November 18, 2001

Instead of the Six Major Boards…

- *Three Organizational Units:*

- Member Services Board (MSB)
- Technical Services Board (TSB)
- Standards Association (SA)

No more PSPB, EAB, IEEE-USA

11 Standing Committees

- Executive
- Finance
- Audit
- Nominations
- Ethics and Member Conduct
- Credentials

- Tellers
- Strategic Planning
- Awards
- Corporate Advisory (Industry Relations)
- Fellows

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Board Size Discussion

- **In its Interim Report, the PBRC had suggested that the IEEE Board size could be reduced by almost half and still be effective.**

- **The original proposal was 13.**

- **Each Board member was also supposed to chair a standing committee.**

Rethinking Size...

- Function is the key criteria. The Board should be <u>large enough to bring the essential areas of knowledge into the boardroom</u>.

- As a main role for the Board is providing direction and coordination to the committees as they focus on specific issues, it will be important for each of the standing committees to be chaired by a member of the Board.

- To accommodate this, **and provide for TAB and RAB presence**, a somewhat larger Board than the thirteen proposed may be necessary."

Further Backlash

- "Some Directors expressed concern that <u>too small a Board with too much power</u> entrusted in so few could generate a large communications gap between the Board and the member-elected leaders responsible for programs"

A Revised Proposal…

- …PBRC offers a revised proposal that retains full recognition of the **importance of our international scope of operations** and the contribution of our volunteers.

- The revised proposal does not sacrifice the need for **high levels of expertise/competencies** on the part of the Directors to ensure IEEE's ability to address complex, strategic issues that the IEEE will face in the future.

PBRC – Board of Directors (20)

- **President**
- **President Elect**
- **Past President**
- **Secretary-Treasurer**
- **VP, Member Services Board**
- **VP, Technical Services Board**
- **VP, Standards Association**
- **Directors-at-large (12)**
- **Executive Director**
  - **non-voting, ex officio**

PBRC – Ex Com (8)

- **President**
- **President Elect**
- **Past President**
- **Secretary-Treasurer**
- **VP, Member Services Board**
- **VP, Technical Services Board**
- **VP, Standards Association**
- **Executive Director**
  - **non-voting, ex officio**

PBRC – terms of office

- **The President, President Elect, and Past President: one year**

- **The Directors-at-Large (12): three-year staggered terms with four directors retiring each year**

- **The VPs (3), Secretary-Treasurer: two years**

- **The Executive Director – during the term of employment**

PBRC - elections

- The President-Elect, elected by the total IEEE membership.

- Directors-at-Large (12), elected by the total IEEE membership

- VPs (3), elected by the IEEE Assembly <u>OR</u> the total IEEE membership at the choice of each Organizational Unit

- The Secretary-Treasurer: elected by the Assembly

- The Executive Director, appointed by the Board of Directors

PBRC - implementation

- **Plan required constitutional amendments**

- **5-year implementation, 2002-2007**

IEEE Board of Directors after Restructuring, Year 2007

Members

IEEE Assembly

IEEE Board of Directors

Executive Committee
President
President Elect
Past President
Secretary/Treasurer
VP, Technical Support Board
VP, Member Support Board
VP, Standards Association
Executive Director (ex-officio)

7 Voting Members/1 Ex-officio

Board of Directors	Term	Method of Election
President	1 year	Succession
Past President	1 year	Succession
President Elect	1 year	Elected by the Membership
Secretary/Treasurer	2 years	Elected by the Assembly
VP, Technical Support Board	2 years	Elected by the Assembly or Membership
VP Member Support Board	2 years	Elected by the Assembly or Membership
VP, Standards Association	2 years	Elected by the Assembly or Membership
Directors-at-Large (12)	3 years*	Elected by the Membership
Executive Director	Ex-officio	Appointed by the BoD

* Staggered terms
19 Voting Members/1 Ex-officio

Organizational Units

Member Support Board

Technical Support Board

Standards Association Board

Standing Committees of the Board of Directors

Finance Committee

Tellers Committee

Audit Committee

Nominations Committee

Professional Conduct

Credentials Committee

Strategic Planning Committee

Awards Committee

Corporate Advisory Committee

Fellow Committee

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PBRC – the end

- On 19 November 2001 the Board voted to direct the 2002 IEEE President to appoint an advisory group, with the advice and consent of the Board of Directors, to:

- Review the Presidential Blue Ribbon Committee (PBRC/BAG) Report and associated feedback and 1) consider/address the list of specific issues and concerns; and 2) identify recommendations within the current governance structure, and develop a proposed implementation plan for consideration by the Board of Directors

PBRC – the end

▪ **Facilitate the Board of Director's <u>further evaluation</u> of the current governance structure to determine what, if any, structural changes are required to improve the governance of the organization**

PBRC – the end

▪ **Facilitate the Board of Director's <u>further evaluation</u> of the current governance structure to <u>determine what, if any, structural changes are required</u> to improve the governance of the organization**

▪ **Then the report died….**

▪ **No word about PBRC in the Wally Read's interview for the History Center**

THE BDO SEIDMAN REPORT, 2002

Study of the IEEE Corporate Infrastructure

September 2002

BDO

BDO Seidman, LLP
7101 Wisconsin Avenue, Suite 900
Bethesda, MD 20814
Telephone No: 301-654-4900
Fax No: 301-654-3567
Contact: Tom Rogers, CPA

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Context

- In June 2002, BDO Seidman, LLP was engaged to perform a study of the <u>efficiency and effectiveness of the IEEE corporate infrastructure</u>.

- As part of that study BDO Seidman was also requested to evaluate the <u>process and methodology used to allocate corporate infrastructure costs</u> to the various IEEE Organizational Units.

Comments on Governance

- **All agreed that <u>governance is very important</u> and volunteers dedicate a significant amount of time and energy to the process.**

- **At the same time, despite the desire to "do good," most agreed that the governance structure is <u>highly inefficient and ineffective</u>.**

- **Many interviewees felt that real change at the board level would be <u>incredibly difficult to achieve</u>. Past attempts had been tried, and failed.**

Impediments to governance effectiveness

- **Focus on minutia instead of policy/strategy issues**

- **Constituency based versus competency based governance**

- **Shortness in the length and number of terms**

- **The governance structure (i.e., the number of boards and committees) is unwieldy and spends significant energy politicking and competing with itself**

More impediments....

- **There are more meetings and/or more people at meetings than there needs to be**

- **There are a number of volunteers in Governance, especially retirees, who are not productive, but simply there to enjoy the benefits.**

Interviewees on Change…

- "Change is good and is necessary at the IEEE."

- <u>Change at the IEEE has not been easy</u>.

- The IEEE has been very successful at <u>incremental change</u>.

- Opportunities that are <u>isolated and have little impact</u> on a particular constituency get approved.

- Any sweeping, strategic changes almost never get approved.

strategic changes almost never get approved because…

- **Turnover in governance and committees**

- **People don't do a good job of developing a consensus for change**

- **People "vote with their constituency"**
  - **when it may not be best for the organization as a whole**

- **Committees are ineffective**
  - **they don't get ample buy-in from those that must approve/implement change.**

BDO Seidman: Observations

- **IEEE engages in cycle after cycle of design of governance reform**

- **At the end, nothing happens**

- **Yet the governance of IEEE is not effective**

BDO Seidman: 5 opportunities

- **1. Shift agendas from operational detail to <u>high level policy and strategy</u>**

- **Board and committee agendas focus on the wrong things.**

- **To be effective, governance needs to move from operational issues and other "minutia" to more strategic and policy based issues.**

- **<u>Policy does not mean bylaw changes</u>. Policy means strategic discussion about organizational framework which guides decision making.**

BDO Seidman: opportunities

▣ **2. <u>Make terms consistent </u>across all boards**

▣ **3. Move board members to a <u>term length of three years</u> and allow them to serve for <u>two consecutive terms</u>**

▣ **4. Consolidate boards and standing committees**
   – **implement PBRC recommendations**

▣ **5. Reduce the size of boards**
   – **BoD size should be 20**

Industry Benchmark: Length and Term of Board Terms

	Term Length	Percent
Length of Board Members' Terms	One year	4
	Two years	18
	Three years	68
	Four years	2
	No Limit	3
	Other	5

	Terms Allowed	Percent
Number of Terms Allowed	One	3
	Two	48
	Three	15
	Fours or more	2
	No Limit	32

Industry Benchmark: Board Size

| Number of Members	Percent Reporting
1-5	2
6-10	14
11-15	29
16-20	21
21-25	16
26-30	9
31-35	3
36-40	3
41-45	1
More than 45	2

BDO Seidman – the end

- The Board passed several follow-on resolutions, which were never implemented
- Some of the BDO-S recommendations were incorporated in the RAB to MGAB transition
- Some of the rationale and the recommendations were used in the 2009-2010 transformation attempt
- Most of the recommendations on governance were never implemented
  - And the 2009-10 effort also failed
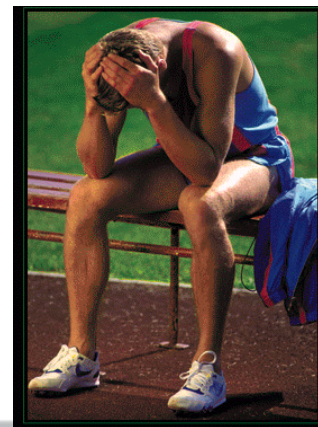
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- ▣ **At the end almost nothing happened**
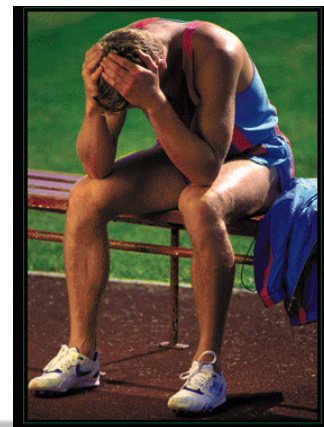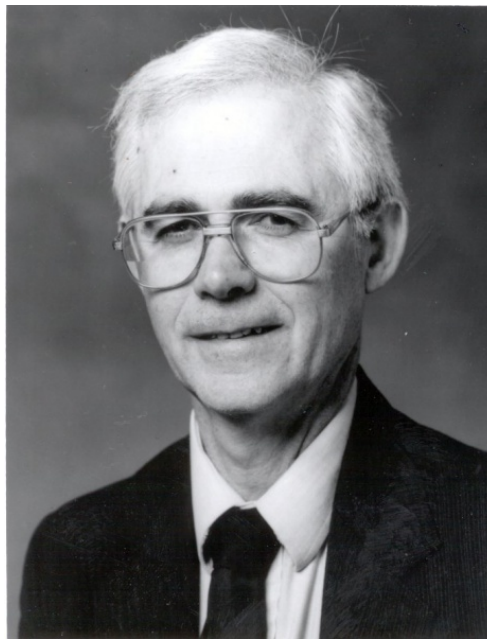
THE 2003 AD HOC COMMITTEE ON GOVERNANCE PRODUCES AN ESSAY, AUTHOR: RAY FINDLAY

On Internal Conflicts of Interest (1)

- **Do Division Directors represent their Societies, the society membership at large, the business interests of societies, or the membership at large?**

- **Do the Regional Directors from the US represent the US membership, the board of IEEE-USA, Regional Activities interests, or the membership at large?**

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On Internal Conflicts of Interest (2)

- Who does the VP IEEE-USA represent?

- In consideration of these arguments we could remark that this representational style of governance encourages the directors to <u>adopt the role of advocate on behalf of their respective roots</u>, irrespective of the interests of the Institute as a whole.
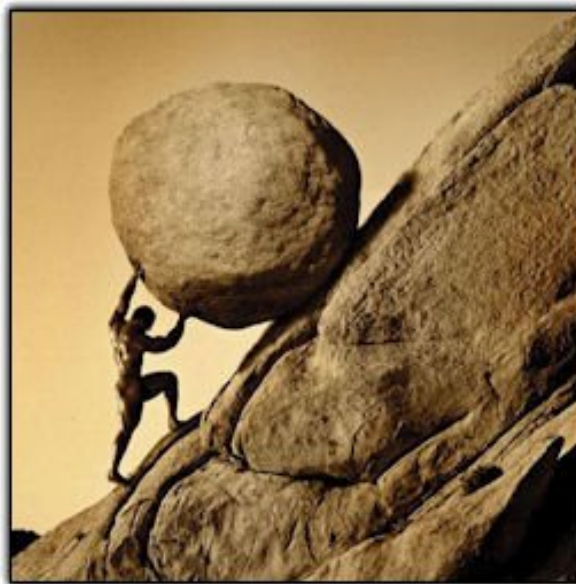
2003-2005
LET A THOUSAND COMMITTEES BLOOM…

Work on Governance Continues

- **Several working groups started working in 2003 on desired changes resulting from Board retreats and the BDO Seidman Report**

- **The effort produced several new procedures and reassigned several committees**

- **When time came to work on the more important governance issues, lack of consensus derailed the effort**
  - **The part assigned to the "Documents Working Group" was never completed**
  - **An effort was started to re-purpose the IEEE Executive Committee**

BOARD TRANSFORMATION 2009-2010

First Presentation – June 2009 – BoD members cannot do their jobs

- **Presented by B. Shoop, Chair of the Governance Committee:**

- **The job of an IEEE Board Member requires <u>too much time and effort</u>**

- **Analysis of required time investment shows that many Board Members require <u>several months every year</u> to perform their duties properly**
  - **These Members include Region Directors and Division Directors**

# First Report – Rationale for Board Transformation (June 2009)

- **Presented by the Governance Committee**
- **The length and term of IEEE Directors are outside industry norms**
- **The size of the Board is outside industry norms**

BOARD SIZE AND BOARD MEMBER TERMS

- Board size averages 16 voting members
- 47% of boards have fewer than 15 members
- The average length of a board term is 3.1 years
- Board members can serve an average of 2.3 consecutive terms
- 14% of chief executives are voting members of their boards
- 4% of chief executives are also board chair

Size of Boards of Peer Institutions
IEEE=31/33

20.8

■ Voting Members ■ Non-Voting Members

Average is 20

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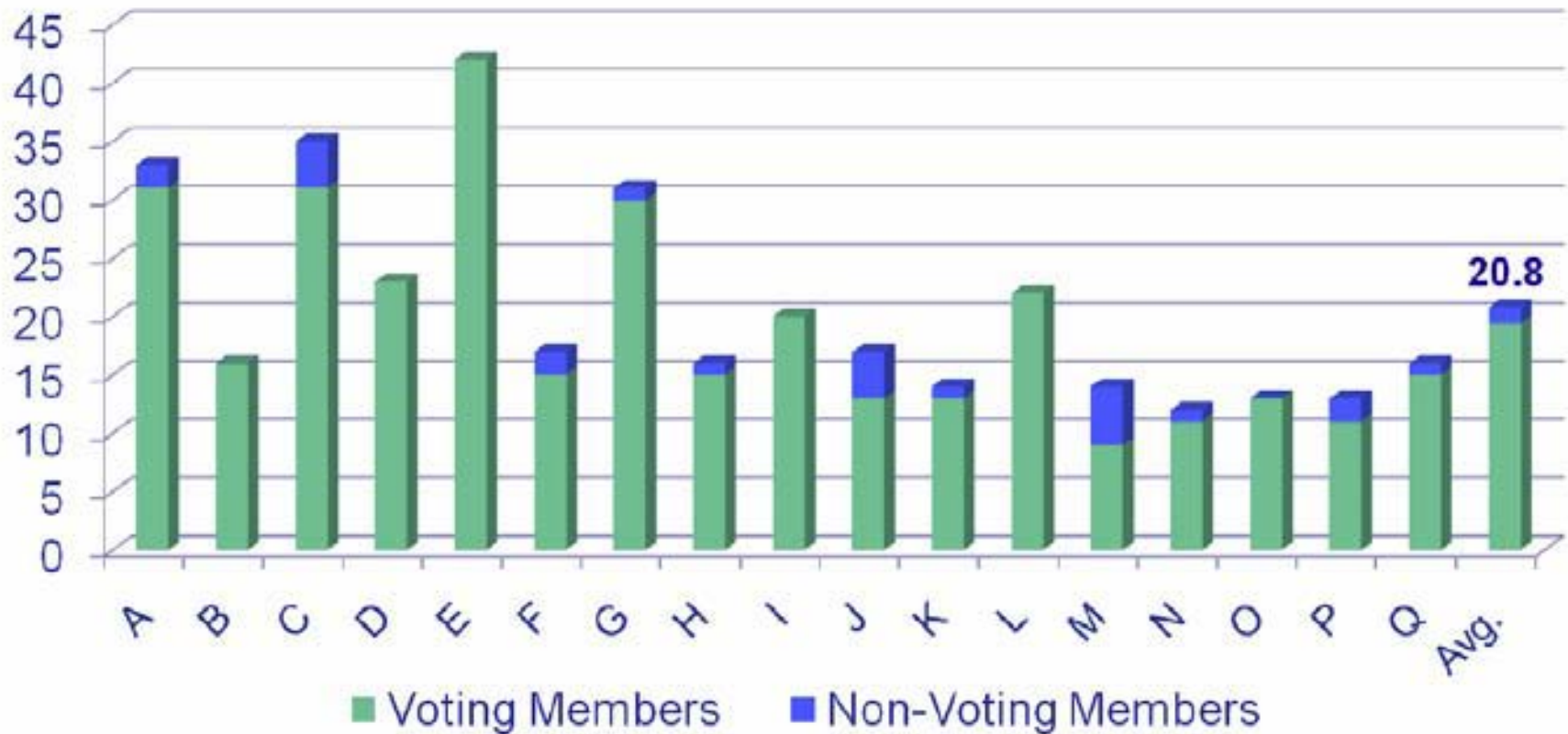
MEETINGS

- Boards meet an average of 6.9 times per year
- An average board meeting lasts 3.3 hours
- Boards meet an average of 16.5 hours per year
- 79% of boards average 75% to 100% attendance at board meetings
- 48% of boards have an annual retreat

Frequency and Length of Board Meetings

Meetings per Year		Hours per Meeting
1	1%	5.5
2	5%	8.6
3 – 4	26%	5.3
5 – 6	24%	2.6
7 – 10	25%	2.0
11 – 12	17%	1.8
13+	2%	2.3

Board Members' Meeting Report Card

Was there a clear meeting agenda?	A
Did all board members have a chance to express their ideas?	B+
Was there a positive atmosphere during board meetings?	B+
Were materials distributed sufficiently in advance of board meetings?	B
Did meetings start and end on time?	B
Were discussions kept on track?	B

Number of Standing Committees of Peer Institutions (IEEE=27)

No. of Standing Committees

Average is 12.5

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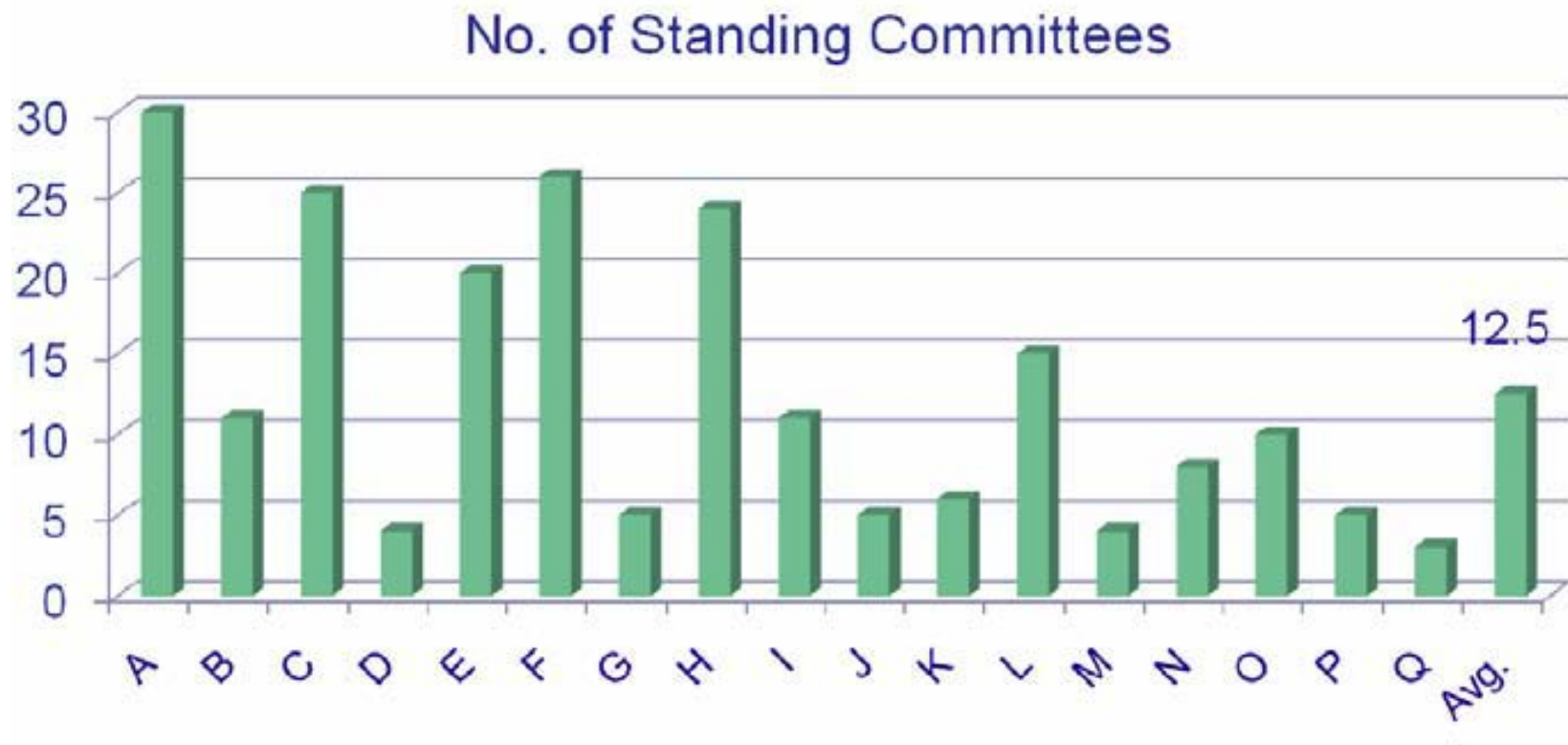
Committee on Board Transformation

- **Appointed after the June 2009 BoD meeting**

- **Co-chairs: Pedro Ray and Arthur Winston**

- **Pedro Ray, 2009 P-E, discussed continuity with candidates for 2010 P-E**
  - **to ensure that the effort would continue beyond 2010**

Issues the Committee tried to address

- **Strategic Focus**
- **Better decision making**
- **BoD member workload**
- **Independent judgment**
  - **Desire to have independent Directors**
- **Reduction of volunteer "Recycling"**
- **Skill set of Board Members**
  - **Considered random due to decentralized elections**
- **Size/ Efficiency**
- **Continuity in Board membership**

BoD Membership (12+3=15)

- **12 Voting Members:**
- IEEE President
- IEEE President-Elect
- IEEE Past President
- 9 At-large ("Independent") Directors
- - 6 Directors (individuals with experience from within the IEEE volunteer structure)
- - 3 Directors (individuals may or may not have IEEE experience but with specific expertise)
- **3 Non-Voting Members:**
- IEEE Executive Director
- IEEE Secretary
- IEEE Treasurer

Notes

- **The VPs are no longer on the BoD**
  - **But continue to chair their respective Boards**

- **The Assembly is not changed**
  - **10 Region Directors, 10 Division Directors and 3Ps**
  - **Continues to have a role in BoD member election**

- **Implementation would have taken three years (to 2014)**

Terms

- **President, President-Elect and Past-President serve a total of three years**
  - **Cannot return to the Board later**

- **Independent Directors serve three years**
  - **Maximum of two terms**
  - **Can serve additional 3 years as President**

- **Chairs of Major Boards and Members of the Assembly are ineligible to be BoD Candidates while serving**

Elections

- **P-E and six Directors (w/ IEEE experience) elected by the Membership**
  - **Candidates presented by the BoD through N&A Committee**

- **Three Directors (w/o IEEE experience) and Secretary/ Treasurer are appointed by the Assembly**
  - **Candidates presented by the BoD through N&A Committee**

WHAT HAPPENED NEXT…

All Hell Breaks Loose

All Hell Breaks Loose

All Hell Breaks Loose

All Hell Breaks Loose

All Hell Breaks Loose….

- **Objections and requests for change:**
  - The Board is too small, will not be diverse, will be authoritarian
  - We need to ensure geographical balance
  - We need technical diversity
  - We must ensure that there is equal representation by individuals who served before on TAB and MGAB
  - We must have past VPs on the Board
  - We cannot have so many members who are not IEEE members
  - This proposal is elitist, true representatives of the members will never again be on the Board

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It is getting worse…

- The committee becomes unmanageable
- A working force is appointed to continue
  - Raising the ire of some of the committee members

- In June 2010 a new compromise is proposed
  - Number of voting members rises from 12 to 23
  - Members are selected from "pools"
    - Reflecting past OU service
- Almost everyone is appointed by the Assembly
- BoD selects three "invited" Directors
- Geographical representation restrictions are introduced

October Retreat

- **In October 2010, a Board retreat on Transformation takes place**

- **By now most of the face-to-face time of the Board has been spent on Board Transformation**

- **The number of Board Members rises to 28**
  - **The number of outside directors is down to 1**

Case for Transformation is Re-broadcast

- ◼ **"Reduce and focus the workload"**

- ◼ **"Decoupling"**

- ◼ **"Balanced skill set"**

- ◼ **"Longer terms and term limits"**

- ◼ **Most members of the Board will be elected by the IEEE membership ("democracy")**

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BOARD TRANSFORMATION – THE END

PROPOSED NEW BOARD STRUCTURE					
Category		Number of Board positions	Term of Service / Eligibility	Slate of candidates from	Who selects
1	President & CEO	1	3 Years Total (as P-E, President, Past President	-	Automatic progression from P-E
1	President-Elect (P-E)	1	3 Years Total (as P-E, President, Past President)	IEEE Board from recommendations from N&A Committee	IEEE voting members
1	Past President	1	3 Years Total (as P-E, President, Past President	-	Automatic progression from President
2	Directors w/ experience as Past Major Board Chair*	3 **	3 Years, with one additional 3-year term permitted	IEEE Board from recommendations from N&A Committee	IEEE voting members
3	Directors w/ experience as Past Region Delegate	9 **	3 Years, with one additional 3-year term permitted	IEEE Board from recommendations from N&A Committee	
4	Directors w/ experience as Past Division Delegate	9**	3 Years, with one additional 3-year term permitted	IEEE Board from recommendations from N&A Committee	
5	Invited Director	0 to 1	3 Years, with one additional 3-year term permitted	IEEE Board from recommendations from N&A Committee	IEEE Assembly
6	Secretary (Non-voting)	1	Ex Officio (1 Year)	IEEE N&A Committee	IEEE Board
7	Treasurer (Non-voting)	1	Ex Officio (1 Year)	IEEE N&A Committee	IEEE Board
8	Executive Director & COO (Non-voting)	1	Ex Officio	-	IEEE Board
	Total - voting	24 to 25			
	Total - members	27 to 28			

* Major Boards include EAB, MGAB, IEEE-SA, IEEE-USA, PSPB and TAB
** Terms of the Directors will be staggered within categories 2, 3, and 4.

After discussion, the following motion **failed**:

Resolved that the transition plan for the changes in the size and membership of the Board of Directors, as presented and codified in the proposed revisions to IEEE Bylaw I-301.1 - IEEE Board of Directors which will result in full implementation of the new IEEE Board structure in 2015, shall be approved contingent upon the approval by the Board of Directors of other conforming Bylaw revisions and approval of the Constitutional amendments by the members.

Resolved Further that the Governance Committee is instructed to present a full set of conforming Bylaw revisions at a meeting later in the year, which shall include a required one-year break between terms of service for Directors.

After discussion, the following motion **failed**:

Resolved that the transition plan for the changes in the size and membership of the Board of Directors, as presented and codified in the proposed revision to the Bylaw I-301.1 - IEEE Board of _____ and the _____ full implementation of the new IEEE B_____ shall be approved contingent upon the _____ Board of Directors of other conforming Byl_____ approval of the Constitutional ame_____ bers.

Resolved Furth_____ gove_____ mittee is instructed to present a full se_____ nforming _____ evisions at a meeting later in the year, which shall include a required one-year break between terms of service for Directors.

Board Transformation – the End

- **The final motion failed**
  - **Missing a 2/3 majority by 1 vote**

- **By the time the final plan was put to a vote it had already missed many of the original attributes**
  - **Board size was 28 (vs. 31 of current Board)**
  - **There were no external directors**
  - **The restrictions and conditions made the selection of a talented group of Directors nearly impossible**

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Final Thoughts…

- Since 1995 we have made an effort to transform the governance, starting with the BoD
- We spent six years in futile reform efforts
- The ability of a minority of 10-11 members to block major decisions derailed our efforts
  - As long as we require 2/3 super majority for changes we will not make changes
    - Unless we are facing death
- The "tyranny of the minority" made the final 2010 proposal almost as bad as the status quo

Final Final Thoughts...

- **None of the reasons for reform in 1995 has disappeared**
  - **We continue to be slow, hard to make decisions and implement them, self neutralizing**
  - **The set skills of our Board continues to be random and deficient**
  - **Our Board members continue to think and act as representatives of a constituency**
  - **Whenever we try to take a big step forward we waste a lot of critical time on internal combats while the competition charges ahead**

Issues that the 2010 Committee tried to address

- **Strategic Focus**
- **Better decision making**
- **BoD member workload**
- **Independent judgment**
  - Desire to have independent Directors
- **Reduction of volunteer "Recycling"**
- **Skill set of Board Members**
  - Considered Random due to decentralized elections
- **Size/ Efficiency**
- **Continuity in Board membership**

Questions or Comments

Appendix A

THE EXECUTIVE COMMITTEE

The IEEE Executive Committee

- A body of 9-12 BoD members that existed from 1963 until 2008

- Acted for the BoD between meetings

- Its authority derived from the BoD
  - … the BoD could suspend its authority at any time and direct its actions

- Was assigned various duties over the years, such as…
  - Management of IEEE Headquarters
  - Preparation of the Budget
  - Recommendation of Policy Changes
  - Oversight of Standards Activities
  - Appointments of Various Committees

Membership (1963): 9

- **President**
- **Junior Past President**
- **2 Vice Presidents**
  - **elected and Assembly-selected**
- **Treasurer**
- **Secretary**
- **Editor**
- **2 other Directors**

Membership (2008): 12

- **The 3Ps**
- **All Vice Presidents**
  - **Educational Activities, Standards, Technical Activities, Member and Geographical Activities, Publications Services and Products, President IEEE-USA**
- **One Division Director from the Computer Society**
- **Secretary**
- **Treasurer**

   ExCom was dissolved in 2008

ExCom Responsibility Profile when dissolved in 2008

- **45 Bylaw responsibilities**
  - **22 which have had 0 occurrences in the past 5 years**
  - **7 which have between $1 \leq N \leq 5$ occurrences in the past 5 years**
  - **8 which have $N \geq 10$ occurrences in the past 5 years**

- **42 Policies responsibilities**

- **10 Financial Operations Manual (FOM) responsibilities**

- **4 Investment Operations Manual (IOM) responsibilities**

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Appendix B

THE PRESIDENT

Selection of President 1963-1982

- **Since 1964, IEEE Presidents were elected**
  - **A single candidate was presented to the membership by the BoD**
  - **Additional candidates could get on the ballot by petition**
- **There were <u>several petition</u> candidates but only one, Leo Young, was elected (in 1980)**
  - **Beating the BoD nominee**
- **Irwin Feerst was an unsuccessful petition candidate in 1976-1979**
- **In 1982 the office of President-Elect was introduced**

Selection of President from 1982 onwards

- ▪ **In 1982 a President-Elect was introduced**

- ▪ **In 1983 the Board started recommending more than one candidate for President-elect**
  - – **As a matter of practice, not as stated policy or bylaw**
  - – **With an exception in 1987**

THE 1986-1987 CRISIS

The 1986 Election

- **In 1986 an anti-establishment petition candidate, Irwin Feerst, came within 242 votes of becoming President-Elect**
  - **Out of 52,405 votes cast**

- **The prevailing theory was that Feerst divided the vote for the two Board-recommended candidates**

1987

- **The Board elected to recommend only one candidate for P-E in 1987**
  - **Turnout fell by 10%**
  - **13.6% of the voters left the P-E field blank**
- **A Constitutional Amendment to require that the Board nominate TWO candidates for P-E did not reach the necessary 2/3 majority**
  - **But had a simple majority**

Plural Voting

- **In 1987 the Board instituted Approval Voting, starting with the 1988 election**
  - **Widely interpreted as a reaction to the 1986-1987 crisis**
  - **Initially the Board wanted to require a runoff, but was deterred by the need to pass another Constitutional Amendment**

- **The Board reverted to the previous voting method (choose one) in 2002**

Petition Candidates for P and P-E

▪ **Irwin Feerst ran as petition candidate six times (1976-1979, 1987,1989)**
  – **He was never elected**

▪ **Other petition candidates:**
  – **Robert Rivers 1977 (not elected)**
  – **Leo Young 1980 (elected)**
  – **Hans Cherney 1983 (not elected)**
  – **Merril Buckley 1989, 1990, 1991 (elected)**
  – **Martha Sloan 1990, 1991 (elected)**
  – **Charles Alexander 1995 (elected)**
  – **Kenneth Laker 1997 (elected)**
  – **Arthur Winston 2000 (not elected)**
  – **James Tien 2005 (not elected)**

References

- **S.J. Brams and J.H. Nagel: Approval Voting in Practice,**
  - **Economic Research Reports http://econ.as.nyu.edu/docs/IO/9393/RR90-29.pdf**
  - **_Public Choice_, 1991, vol. 71, issue 1-2, pages 1-17**
- **S.J. Brams and P.C. Fishburn: "Going from Theory to Practice: The Mixed Success of Approval Voting"**
  - **Social Choice and Welfare 25, 2 (2005) 457-474, http://www.nyu.edu/gsas/dept/politics/faculty/brams/theory_to_practice.pdf**

Year	Change	Proposer	Outcome	Comments
65	Create VP Publications	Board	Passed	
65	Nominations by petition (details)	Board	Passed	No longer in Constitution
70	Create Division Director/ Delegate	Board	Passed	
72	Add "Professional Activities" to IEEE's purposes	Board	Passed	
73	Separate incorporation of groups and societies/ segregate technical and professional activities	CS/Board (for/ against)	Failed	Context included (c) 6 vs. (c) 3 status Referendum

Year	Change	Proposer	Outcome	Comments
74	Lowering number of signatures on petitions (from 2% to 1/3%)	Members	Failed	Board opposed
74	Paid President for a 3-year term	Members	Failed	Board opposed
76	Board Position changes	Board	Passed	
77	Reduce the number of Regions to 7	Members	Failed	Board opposed
78	Members would vote for all Board positions (not Assembly)	Members	Failed	Board opposed

Year	Change	Proposer	Outcome	Comments
79	Members to elect N&A Committee members	Members	Failed	Board opposed
79	Members would vote for VP Professional Activities(not Assembly)	RAB	Failed	Board opposed
80	Add "President Elect"	Board	Passed	
82	IEEE is operating only in the US	Members	Failed	Board Opposed
82	A second computer society division		Passed	
83	Equal number of regional and divisional directors (10/10)	TAB	Failed	Issue was addressed in by-laws

Year	Change	Proposer	Outcome	Comments
84	VP Professional Activities will be elected by US members		Failed	
87	Board would submit at least two names to the voters for PE and Executive VP		Failed	Board opposed
89	Eliminate Executive Vice President	Board	Passed	
91	VP Professional Activities would become VP US Activities, US members will elect (not Assembly)		Failed	

Year	Change	Proposer	Outcome	Comments
1997	Corporate Officers to be elected to up to two years (not just one year) – and other minor wording changes	Board	Failed	Minor wording changes approved later
1997				