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PRESIDENTIAL BLUE RIBBON COMMITTEE ON BOARD AND GOVERNANCE (PBRC/BAG) FINAL REPORT AMMENDMENTS

TO: IEEE Board of Directors

FROM: Wallace S. Read, PBRC Chair

DATE: November 2001

EXECUTIVE SUMMARY:
At the July 2001 IEEE Board of Directors meeting the Board approved the three principles that form the basis of PBRC's proposal:

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

2. The Bylaws & Policies and Procedures of the IEEE must be simplified and rewritten.

3. The IEEE Board of Directors should be comprised of the IEEE members who collectively possess the competencies to make key strategic, financial and policy decisions for the organization.

Since then, PBRC has held two teleconferences to finalize its report. In September, the final report was provided to the Board of Directors. Teleconferences were held on 10 and 12 October with the member of the Board of Directors to clarify the report, answer questions, and capture concerns. Following these teleconferences, PBRC met again via teleconference. As a result, PBRC has changed parts of its final report. The changes are noted below, along with a copy of the original report.

PROPOSED ACTIONS:
1. The Board of Directors is requested to accept the six changes referenced below.

2. The Board of Directors is requested to reverse the decision taken at the July 2001 Board meeting to organize the Fellows Committee under the Awards Board.

3. The Board of Directors is requested to endorse the Presidential Blue Ribbon Committee on Board and Governance's (PBRC/BAG) proposal in concept, and direct the Organizational Units to develop a proposed implementation plan for consideration by June 2002. To facilitate this process, the IEEE Board of Directors is requested to direct the 2002 IEEE President to appoint a small advisory group, composed of IEEE staff and volunteers to liaison with the Organizational Units as they develop their proposed plans.

PBRC has made the following changes to their final report:

1. Insurance Committee: PBRC recommends the Insurance Committee remain under the Executive Committee, as it currently does, rather than the Member Services Board (MSB). The Insurance Committee handles both Member and corporate insurance; therefore reporting to the Executive Committee is appropriate.

2. Fellow Committee: PBRC recommends the Fellow Committee remain a Standing Committee of the Board, rather than report to the Awards Board. Further discussions have indicated that organizing the Fellow Committee under the Awards Board would add an unnecessary layer of reporting. PBRC recommends the Board of Directors reverse their decision taken at the July meeting and not approve Bylaw revisions moving the Fellow Committee.

3. History Committee: PBRC recommends the History Committee remain under the Executive Committee, where it currently reports, rather than become a Standing Committee of the Board of Directors. PBRC does recognize that the History Committee can be delegated to a lower level. However, the current arrangement is working well, and until the Board can evaluate the best form of delegation, it should continue to report to the Executive Committee.

4. Guidelines for Standing Committees of the IEEE Board: PBRC has removed the line "Each Committee should be chaired by a member of the Board" The feedback from Board and current Standing Committee members has been that, in some cases, Board members may not have the experience and time to properly chair all of the Standing Committees. The Committee Chairs should continue to be elected through current Nominations and Appointment Committee procedures.

5. Secretary and Treasurer: PBRC recommends the positions be combined as Secretary/Treasurer. The Treasurer can handle the duties of the Secretary. This would bring the recommended number of Board members to nineteen voting members and one ex-officio and the Executive Committee to seven voting members and one ex-officio.

6. Renaming the Member Support Board and Technical Support Board: PBRC recommends the two new Organizational Units be renamed to Member ***Services*** Board (MSB) and Technical ***Services*** Board (TSB). The change better reflects the services provided.

PBRC also recognizes the concerns of the volunteers, particularly those of Regions 8-10, regarding the representation of international members on the Board of Directors. While this can be accomplished with new guidelines for the Nominations and Appointment Committee, further details will need to be developed in consultation with the N&A Committee.

A Blueprint For The Future Governance of the IEEE: Recommendation of the President's Blue Ribbon Committee on IEEE Governance

Wally Read, Chair

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PBRC Members: Marc Apter, Doris Carver, Hugo Fernandez-Verstegen, Teck-Seng Low, Levent Onural and Ralph Wyndrum, Mike Masten, Dan Senese and Wally Read (Chair)

Liaison Representatives: Ray Findlay and Barry Johnson.

Staff Support: Julie Cozin, Matthew Loeb, Lyle Smith, Tamara Walsh.

Background on Work Leading to Recommendations

The work of the President's Blue Ribbon Committee on Governance (PBRC) is not new. It is a rejuvenation of a very serious effort commenced in 1992 to prepare IEEE for the fast-paced changes forecasted for the turn of the century. A quick recap of where we have been proves to be instructive as to why we have again engaged in this most recent activity.

* *1992-1994* - Numerous retreats were organized to discuss trends and issues.

* *1995* - Seven governance models were identified which were later reduced to three. The Board opted for the more evolutionary approach to restructuring.

* *1996* - An Implementation Committee for Structural Reorganization (ICSR) was formed (Chair Fernando Aldana). Two task forces reporting to ICSR were established, Bylaws (Chair Ross Anderson) and Evolution (Chair Joel Snyder). They all reported to the Board in December of that year.

* *1997* - Some bylaw changes were approved and a target was set for all changes to bylaws and rules governing the Organizational Units (OUs) to be completed by 1999. A plan and timetable for the restructuring of the Board was approved in principle and the target completion date for implementation was also 1999.

* *1998-1999* – Invested energy in the restructuring implementation declined as the Board struggled with new and pressing issues.

* *2000* - by mid-year 2000, President Eisenstein established the first version of the PBRC. The mandate was to revisit the governance roles of the Board, Executive Committee and the rules by which they operate. A progress report was filed in December.

* *2001* - the PBRC charter was continued by President Snyder and an Interim Report was requested for the Board's consideration at the 11 March meeting. That report was filed and the Directors were invited to comment on the recommendations. President Snyder reconstituted the PBRC for the balance of 2001 with a charter to develop final recommendations. A progress report of PBRC's work was presented to the Organizational Units (OUs) at their series of meetings June 21-23 in New Brunswick NJ. That report reviewed the recommendations that would go to the Board in July seeking approval of certain principles to guide PBRC in the development of their final report.

At its 14 July 2001 meeting in Beijing, three principles were adopted by the IEEE Board of Directors to provide guidance and future direction for the President’s Blue Ribbon Committee on Board and Governance in its development of a proposal for reorganization of the IEEE Board of Directors that is to be presented at the November

meeting of the IEEE Board in Mexico City, Mexico. The adopted principles are as follows:

*The IEEE Bylaws, Policies and Procedures must be simplified and rewritten.

* The Board of Directors must delegate authority 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 collectively possess the competencies to make key strategic, financial and policy decisions for the organization.

In addition, and in the spirit of the recommendation of delegation of authority, the PBRC recommended and the Board of Directors approved the transfer of some of its oversight responsibility for select committees to the appropriate organizational units and the dissolution of two standing committees. Specifically:

** Regional Activities Board (RAB) now has oversight responsibility for the following Committees:*

1) Admission & Advancements
2) Life Members
3) Membership Development
4) Women in Engineering
5) Individual Benefits & Services

** Technical Activities Board (TAB) now has oversight responsibility for the following Committee:*

1) Meetings & Services

** The Awards Board now has oversight of the following Committee:*

1) Fellow Committee

The following Standing Committees should be merged

1) Ethics Committee and Member Conduct Committee

The following Standing Committees should be dissolved:

1) Facilities
2) Corporate Communications Advisory Committee

Recommendations for Consideration by the Board

Having received the guidance of the Board in July, PBRC turned its attention to what additional recommendations it might make to achieve the efficiency and effectiveness goals for the IEEE governance bodies. The areas examined by the PBRC were as follows:

* The redesign of the structure of OUs and Committees reporting to the Board including the integration of certain functions of existing OUs into a new reporting structure and the further reassignment of Standing Committees.

* The definition of the size and composition of the Board.

* The specification of the Directors' terms of office and mode of election.

* The development of an implementation schedule for these changes.

* The identification of reporting guidelines for Board committees.

Redesign of the Governance Structure

We examined the PBRC Interim Report recommendations on restructuring of the IEEE governance bodies in the light of comments provided by the Directors. The Committee was mindful of our charge to be creative in our thinking and not to be "hog tied " by the existing structure. We were also fully aware of our responsibility to preserve the international flavor of our organization and to ensure that the great strength we have in our volunteer resources is preserved.

Obviously there are a number of ways in which the IEEE could respond to the governance structure challenges facing our organization. One option is even to do nothing. Some of the Directors have expressed their personal view on what might be done and it should come as no surprise that the recommendations are all over the map. We had our work cut out for us.

The principle of downward delegation of authority very definitely struck a positive note with many of the Directors. The Board has concurred with this thinking, and has approved the principle of having "the buck stop" further down in the organization for many of the decisions now taken by it. Such action will unquestionably enhance the response time for decisions and thereby improve the efficiency of IEEE operations overall.

In our recommendations, PBRC has tried to properly define what functions can be legally and sensibly delegated and for what functions should the Board retain oversight. It was our conclusion that there was room for a more streamlined reporting structure for

the Board and the Committees reporting to it. Having taken some interim action at the July Board meeting, the question became "what else?"

Earlier work of the PBRC identified a restructuring plan that addressed how the OU reporting structure could be revised to make for a more efficient and effective organization. PBRC is concerned that the current reporting structure encourages some duplication of effort that leads to consequent delays in trying to achieve our goals. PBRC believes that encouraging increased collaboration with greater integration at the OU level, while ensuring the appropriate delegation of responsibility, will provide the organization with a more timely and responsive process than what is currently in place.

Please refer to Appendix I as you review the recommendations below.

Summary Recommendation #1
There shall be three (3) Organizational Units and eleven (11) Standing Committees that report directly to the Board.

The three Organizational Units would be:

1) Member Support Board (MSB)
2) Technical Support Board (TSB)
3) Standards Association (SA)

The eleven Standing Committees would be:

1) Executive
2) Finance
3) Audit
4) Nominations
5) Professional Conduct (Ethics/Member Conduct)
6) Credentials
7) Tellers
8) Strategic Planning
9) Awards
10) Corporate Advisory (Industry Relations)
11) History

Explanation: The composition of the MSB would be the current Regional Activities Board and its activities plus the activities of IEEE-USA, some of the activities currently handled by the Educational Activities Board, and responsibility for all assigned Standing Committees designated by the Board.

The TSB composition would be that of the Technical Activities Board and its associated activities, plus the activities of the Publications, Products, and Services Board (P2SB), the balance of activities of the Educational Activities Board, and responsibility for all assigned Standing Committees designated by the Board.

PBRC has observed that activities associated with Educational Activities (EA) overlap with, yet could also integrate nicely with, the activities of both MSB and TSB. For example, work associated with pre-college education, careers, life-long learning, and corporate outreach is currently not only being addressed by EA, but also by IEEE-USA and the current RAB. Having these activities pursued in several IEEE organizations likely dilutes well-intended efforts. Integration would enable a synergy of the volunteers teams engaged in these activities, which ultimately would yield better results for IEEE and its members. PBRC believes that activities of this nature will integrate nicely into the proposed MSB. Relative to course development and accreditation activities, these are, by their nature, technical. Work for these activities often involve collaboration with other organizations and, in particular, IEEE technical societies. Currently, this requires inter-organizational communications that are difficult to navigate given the current structure of IEEE. Integrating these activities in the TSB would allow for improved collaboration between IEEE societies and those EA volunteers interested in the development of professional training materials and curriculum.

Regarding Publications Activities, PBRC has observed that a sizeable majority of IEEE publications are technical in nature and, with the exception of *IEEE Spectrum, IEEE Potentials,* and perhaps a couple of others, most publications involve the publishing of intellectual property that is derived from the activities of the technical societies. In support of driving down decision making, as well as bringing IEEE's publishing activities closer to the work done by IEEE's technical societies, PBRC recommends integrating the current P2SB function into the proposed TSB.

PBRC feels that this consolidation of effort will help ensure that IEEE activities are well coordinated. However, it will still be critically important that both the MSB and the TSB work hand-in-hand to maximize a cooperative relationship in the implementation of all IEEE programs.

With regard to Standards activities, it has become clear in recent years that the development of standards, while often based in technical activities, is a unique process and a primary source for corporate outreach by and public recognition for IEEE. Given the visibility of our Standards program, PBRC recommends that the IEEE Standards Association continue to operate as a major organizational unit of the Institute.

Assignment of Standing Committees

As mentioned earlier in this document, the IEEE Board of Directors approved some reassignments of Standing Committees to Organizational Units at its July 2001 meeting in Beijing. However, a further review of the alignments of other Standing Committees was still required. PBRC has reviewed this issue, and makes the following recommendation.

Summary Recommendation #2
Standing Committees of the Board shall be assigned as follows:

To the Member Support Board:

1) Standing Committees assigned to RAB in July.(Admission & Advancement, Life Members , Membership Development, Women in Engineering, Individual Benefits and Services)
2) Insurance

To the Technical Support Board:

1) Standing Committees assigned to TAB in July (Meetings & Services)
2) Chapter Support (New)

To the Executive Committee

1) Employee Benefits
2) Infrastructure Oversight Committee

To the Finance Committee

1) Investment

Size and Composition of the Board of Directors and Executive Committee

Any approved changes in the size and composition of the Board will need to commence in 2003 and be implemented gradually over the next several years to be fully operational by 2007. It will take that long to put in place the necessary changes including amendments to the Constitution and Bylaws, as well as to effect an appropriate transition of Directors and develop and implement a new voting procedure. Given the things that would need to happen to effect change, acceptance of this plan would need Board approval at its November 2001 meeting.

In its Interim Report, the PBRC had suggested that the IEEE Board size could be reduced by almost half and still be effective. In testing this assumption with an outside consultant, the following comment was received:

> "Function is the key criteria. It (the Board) should be large enough to bring the essential areas of knowledge into the boardroom. 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."[1]

Comments from the Directors echoed similar concerns. Some Directors expressed concern that too small a Board with too much power entrusted in so few could generate a large communications gap between the Board and the member-elected leaders responsible for programs.

Taking into account the feedback from the Directors and our consultant, the PBRC revisited the recommendation originally set forth in the Interim Report. After further debate about the size of both the Board of Directors and the Executive Committee, 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.

***Summary Recommendation* #3**

1. By no later than 2007, the IEEE Board of Directors shall be reduced to twenty (20) voting members and one (1) non-voting member for a total of twenty-one (21) franchised members who will hold the following positions:

a) President
b) President-Elect
c) Past President
d) Secretary
e) Treasurer
f) VP, Member Support Board
g) VP, Technical Support Board
h) VP, Standards Association
i) Directors-at-large (12)
j) Executive Director (non-voting, ex officio)

Explanation: The Nominations Committee (NC) would be charged with soliciting candidates for each open Board position using the current guidelines with respect to the minimum number of candidates to be recommended and the provision for petition candidates to come forward. In addition, without tying the hands of the NC, the nominations for each elected position open in any one-year should be requested from each of the OUs reporting to the IEEE Board. The NC, in making its final recommendations for candidates for the IEEE Board, shall take into account the desired

[1]Volunteer Consulting Group, Inc. New York, NY

collective competency of the Board so that it is well equipped for the challenging situations facing the IEEE.

2. The Executive Committee shall consist of eight (8) voting members and one non-voting member for a total of nine (9) franchised members as noted below:

a) President
b) President-Elect
c) Past President
d) Secretary
e) Treasurer
f) VP, Member Support Board
g) VP, Technical Support Board
h) VP, Standards Association
i) Executive Director (non-voting, ex officio)

Terms of Office for Directors

PBRC investigated the trend on terms of office utilized by other organizations and was struck by this comment that arose out of the research[2]:

> " We are finding that many organizations are establishing a Board term of three years, with eligibility for two consecutive terms. The rationale is that this provides an adequate time for "learning the ropes" and a turnover within the Board that is manageable. It fosters continuing vitality because of the on-going need for Board development, and discourages the in-group/outsider syndrome."[3]

While there are merits to the above recommendations, PBRC recommendations at this time are limited to a somewhat modified alternative as outlined below.

Summary Recommendation #4

The terms of office for Directors shall be:

> The President, President-Elect, and Past President: one year (reflecting no change from current practice)
>
> The Directors-at-Large (12): three-year staggered terms with four directors retiring each year
>
> The VPs (3), Secretary, and Treasurer: two years
>
> The Executive Director shall hold his/her position during his/her term of employment

[2] Volunteer Consulting Group, New York, NY *General Guidelines for Board Committees*
[3] Volunteer Consulting Group, New York, NY

Explanation: The current IEEE Board of Directors retires half of its Directors each year making it difficult to maintain continuity from year to year. The proposed plan slows change in Directors that should help preserve the Board's knowledge base year to year, thereby improving Board effectiveness.

Method of Election for Directors

PBRC researched legally appropriate methods of election of Directors. After considering various options, the PBRC recommendation is below.

Summary Recommendation #5

The following election procedures for Directors shall be:

> The President-Elect : elected by the total IEEE membership. The elected individual will serve the following year as President-Elect, the year after as President, and the year following that as Past President (reflecting no change to the current process)
>
> Directors-at-Large (12): elected by the total IEEE membership
>
> VPs (3): elected by the IEEE Assembly **OR** the total IEEE membership at the choice of each Organizational Unit
>
> The Secretary and the Treasurer: elected by the Assembly
>
> The Executive Director shall be appointed by the Board of Directors

Note: In the spirit of providing choice, PBRC ultimately recommended that the decision of how an Organizational Unit's VP is elected should be the choice of the specific OU so long as the method of election is deemed legally allowable under New York State Not-for-Profit Corporation Law.

Implementation Plan

Proposed Implementation Schedule

PBRC has recognized that a number of volunteers have already won elections or are nominated to stand election for positions that will, initially, be Director-elects. Given that the membership has or will have knowingly voted for these Director-elects as future voting members of the Board of Directors, ensuring these elected officers serve their full terms is paramount to meeting the expectations of both those elected and the membership. Given this premise, and **assuming that the recommended plan in this document is approved by the IEEE Board of Directors,** the PBRC offers the following time line of events leading to the implementation of this new governance model:

Feb 2002 Draft Constitutional amendments and submit to Board of Directors for approval; MSB (current RAB), TSB (current TAB), and SA each determine whether election of corresponding VPs will be by the general membership or the IEEE Assembly

Sep 2002 Mail IEEE election ballots including Constitutional amendments to membership; also may include ballots for VPs who are to be elected by entire membership

Feb 2003 Submit necessary Bylaw changes to the Board of Directors for approval, as well as new procedures and guidelines for the Nominations Committee

Sep 2004-06 Ballots are sent each year to membership including nominees to serve in the capacity of Directors-at-Large

Jan 2007 Full implementation of the plan is complete

Full implementation of the plan (all 12 Directors-at-large in place and on cycle) will be completed by 1 January 2007, with a transition plan for Directors beginning with the 2004 ballot. During the period from 2004-2006, Region and Division Directors will complete their terms and cycle off the Board without replacement. In 2004, the membership will elect the twelve new Directors-at-Large. In order to establish the staggered terms for these directors, four (4) will be elected for a one-year term, four (4) for a two-year term, and four (4) for a three-year term. As the term of each initial group of Directors-at-Large expires, four new Directors-at-Large will be elected with three-year terms until the cycle is fully completed in 2007. A table outlining the transition is included as Appendix II.

The 2002 election would have the following on the ballot:

1) IEEE President-Elect
2) Vice President, MSB if MSB decides not to use the Assembly process
3) Vice President, TSB if TSB decides not to use the Assembly process
4) Vice President, IEEE-SA if IEEE-SA decides not to use the Assembly process
5) President-Elect, IEEE-USA
6) Division II Director
7) Division III Director-Elect
8) Division V Director-Elect
9) Division VI Director
10) Division IX Director-Elect
11) Division X Director
12) Region 2 Director-Elect
13) Region 4 Director-Elect
14) Region 6 Director-Elect
15) Region 10 Director-Elect

The 2003 election would have the following on the ballot:

1) IEEE President-Elect

The 2004 election would have the following on the ballot:

1. IEEE President-Elect
2. Vice President MSB if MSB decides not to use the Assembly process
3. Vice President TSB if TSB decides not to use the Assembly process
4. Vice President IEEE-SA if IEEE-SA decides not to use the Assembly process
5. Twelve (12) Directors-at- Large

The 2005 election would have the following on the ballot:

1) IEEE President-Elect

2) Four (4) Directors-at-Large, each being elected for a three year term commencing the year following their election (to replace the outgoing Directors-at-Large who had one-year terms)

The 2006 election would have the following on the ballot:

1) IEEE President-Elect

2) Four (4) Directors-at-Large, each being elected for a three year term commencing the year following their election (to replace the outgoing Directors-at-Large who had two-year terms)

3) Vice President MSB if MSB decides not to use the Assembly process

4) Vice President TSB if TSB decides not to use the Assembly process

5) Vice President IEEE-SA if IEEE-SA decides not to use the Assembly process

The 2007 election would have the following on the ballot:

1) IEEE President-Elect

2) Four (4) Directors-at-Large, each being elected for a three year term commencing the year following their election (to replace the outgoing Directors-at-Large who had three-year terms)

Board Committee Guidelines

PBRC benchmarked other professional associations to determine how they used "committees of the Board" in facilitating the work of their Boards. The research indicated that it was important that such committees had clear expectations, and that the guidelines set forth for their operation are easy to follow. The following is to be considered for adoption.

***Summary Recommendation* #6**

The following guidelines for Committees reporting to the Board shall put in place as soon as possible, but no later than 2004:

* Each Committee should be chaired by a member of the Board

* Committees, with the exception of the Executive Committee, may include non-board members when their expertise would be beneficial

* It should be emphasized that participation on committees provides an opportunity to develop future IEEE leaders

* Committees should meet at least once between Board meetings. However, the committees are functional units, and meetings are intended as work sessions, to be scheduled as needed rather than on a routine basis

* Each committee has a designated staff member as the designated liaison. It is the responsibility of the staff member to provide committee members with the necessary background information in a cogent format that is conducive to analysis and decision- making

* Each committee will have a specific scope of responsibility, and a schedule for deliverables. Committees are charged with analyzing issues in depth and making recommendations to the Board. They do not "take over" the Board's ultimate decision making responsibility except in matters so delegated.

* The President and Executive Director are ex-officio members of all committees.

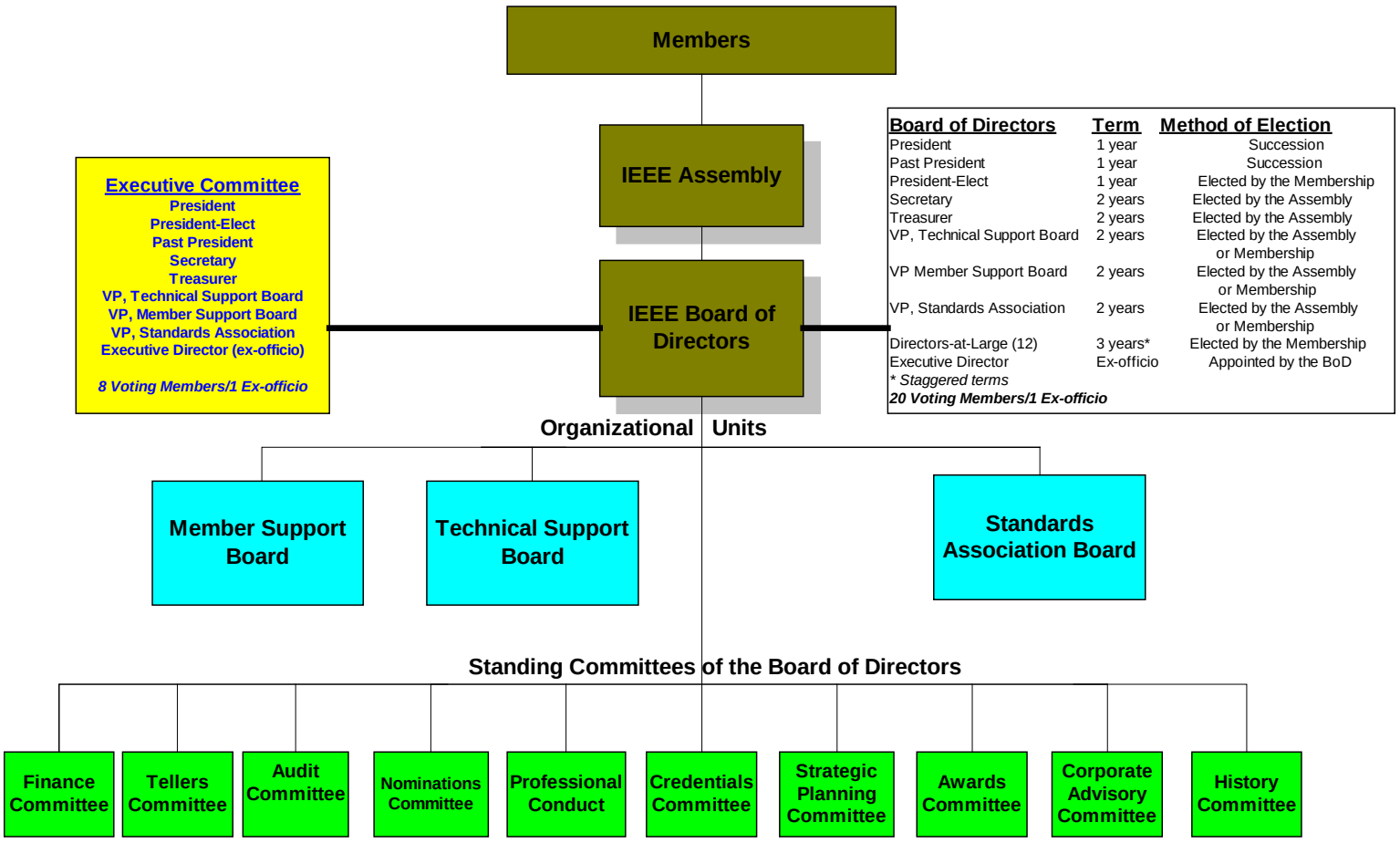
Concluding Comments

It is extremely important to note that recommendations made in this report must be in compliance with New York Not-for-Profit Corporation Law. We have had periodic consultations with legal counsel and we are reasonably confident that such is the case.

As noted, some of the recommendations will require Constitutional amendments that need the approval by ballot of the IEEE members. If the Constitution is revised, amendments and changes to the IEEE Bylaws and the Policy and Procedures manual will be required. These will need Board approval. The timing of these actions is presented in the Implementation Plan.

PBRC encourages careful review and consideration of this proposal.

Appendix I
IEEE Board of Directors after Restructuring, Year 2007



PBRC, November 2001

Appendix II–Transition to Proposed Board Completed in 2007

Election Year	2002	2003	2004	2005	2006	2007
President	■	■	■	■	■	■
President-Elect	■	■	■	■	■	■
Past President	■	■	■	■	■	■
VP TSB	■	■	■	■	■	■
VP P2SB	■					
VP MSB	■	■	■	■	■	■
VP EAB	■					
VP SA	■	■	■	■	■	■
IEEE-USA President	■	■	■			
Secretary	■	■	■	■	■	■
Treasurer	■	■	■	■	■	■
Division I Director	■	■				
Division II Director	■	■	■			
Division III Director	■	■	■	■		
Division IV Director	■	■	■			
Division V Director	■	■	■	■		
Division VI Director	■	■	■			
Division VII Director	■	■				
Division VIII Director	■	■	■			
Division IX Director	■	■	■	■		
Division X Director	■	■	■			
Region 1 Director	■	■	■	■		
Region 2 Director	■	■	■	■	■	
Region 3 Director	■	■	■	■		
Region 4 Director	■	■	■	■	■	
Region 5 Director	■	■	■	■		
Region 6 Director	■	■	■	■	■	
Region 7 Director	■	■	■	■		
Region 8 Director	■	■	■			
Region 9 Director	■	■	■	■		
Region 10 Director	■	■	■	■	■	
Directors at Large	**0**	**0**	**0**	**12**	**12**	**12**
TOTAL VOTING MEMBERS OF BoD	**31**	**29**	**27**	**32**	**24**	**20**

■ **Member of IEEE Board of Directors**

NOTES:

2004 Ballot will include nominees for twelve (12) Directors-at-Large, each of whom shall be elected by the entire membership for terms beginning in 2005. Four (4) of the Directors-at-Large shall be elected for a one-year term, four (4) for a two-year term, and four (4) for a three-year. Full implementation is accomplished in 2007.