



# TAB in 2030 AdHoc

**TAB in 2030 AdHoc Members:** John Verboncoeur (chair), Peter Clout, Al Dunlop, Fabrice Labeau, Kathy Land, Tommy Mayne, Ali Sayed, Emily Sopensky, Mary Ward-Callan

## **Scope/Purpose:**

- to understand and communicate the implications of the Constitutional Amendment and evolving IEEE in 2030 proposal(s) to TAB and its constituents, and to work with the IEEE in 2030 Committee to ensure that TAB concerns are considered.
- this Ad-Hoc will examine the implications from all TAB perspectives and seek linkage to the relevant TAB groups, including but not limited to governance, finance, conferences, publications, and operations.

# TAB in 2030 AdHoc

## **TAB in 2030 Webcast Topic #1 - 13 April 2016**

Constitutional Amendment and Governance Implications

In attendance : 48

## **IEEE in 2030 Meeting 21-22-Apr**

TABin2030 Chair attended and participated

## **TAB in 2030 Webcast Topic #2 - 11 May 2016**

Shared Governance Structure – Board of Directors, Assembly  
and Enterprise Board

In attendance: 37

Dedicated TABin2030 Web Page:

<http://taops.ieee.org/operations/tabin2030.html>

# Amendment

- ▶ Key changes:
  - Role of Assembly Delegate and Director split; modifications to the Bylaws necessary to implement (not fully defined or endorsed)
    - Fully relegates the definition of the Director to the Bylaws
  - Executive Director added as ex-officio non-voting board member
- ▶ Initiated ~Aug-2015 by the IEEEin2030 AdHoc
- ▶ Approved by the BoD Nov-2015
- ▶ Ballot will run 15-Aug – 03-Oct-2016

# Amendment: Pros/Cons

## ▶ Pros:

- increases BoD flexibility: major governance changes can be implemented quickly by BoD
- could facilitate adjustment of global representation

## ▶ Cons:

- rationale unclear; many objectives can be accomplished through simpler means
- since ED already compelled to participate in BoD meetings, only rationale for becoming a board member is prestige; conflicts with volunteer-led philosophy of IEEE
- risk: TAB perspective on BoD could be significantly reduced
- risk: control of the definition of BoD and governance further removed from members
- risk: depends upon unapproved subsequent changes, no guarantee present incomplete proposals will not evolve
- risk: no financial implications impact statement
- risk: limited communication of adverse impacts may result in uninformed voters

# Status of Societies/Councils re: Constitutional Amendment

35/46 responses as  
of 19 June

	Oppose	In Favor	No Position
Vote Taken	<b>OES, CSS, SPS, ComSoc, ITS, CS, SSC, Sensors, EDS, PES, CAS, RAS, SSCS, UFFC, SMCS, NPSS</b>		<b>VTS, SSIT</b>
Motion Pending			<b>AESS, IMS</b>
Expressed Sentiment w/ No Motion	<b>BTS, MTT-S, EMBS, PELS</b>	EMC	
Discussion	Magnetics, Superconductivity, GRSS, DEIS		CRFID, CIS, IAS, EDA, <b>Photonics, IES</b>

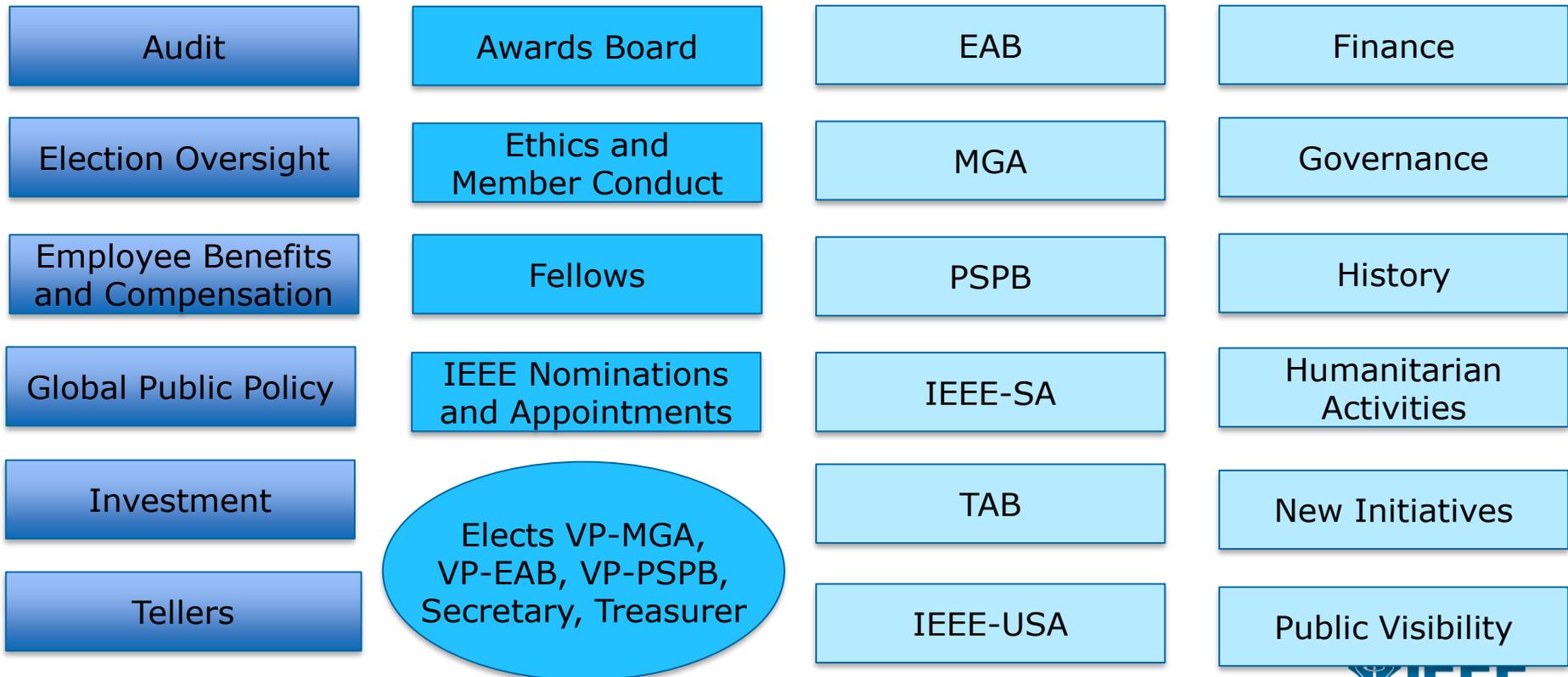
\*\* Those listed in **bold** have or will soon circulate information to membership

# IEEE in 2030

- ▶ TABin2030 Chair attended 21-22-Apr-2016
  - Usual electioneering discussion
  - Discussed proposed reorganization with IEEEin2030

# Proposed Structure as of 11-May

Overlap of members



# Proposed Structure 24-May

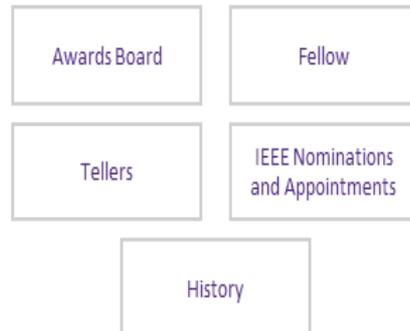
**IEEE BOARD OF DIRECTORS**  
 [focus on stewardship, fiduciary duty, and strategy]

*15 members (changed from 31): PE, P, PP, Secretary, Treasurer, 9 at-large, and ED as non-voting*



**IEEE ASSEMBLY**  
 [focus on constituency – ensure voice of membership is heard and provides checks and balances]

*23 members: PE, P, PP, 10 regional and 10 divisional delegates*



**IEEE ENTERPRISE BOARD**  
 [focus on business operations: provide representation of the Organizational Units]

*22 members: PP, Secretary, Treasurer, ED, VP's or P's of 6 Major Boards, and 12-member Management Council as non-voting*



{cleaned up committee layout}



# Bylaw Changes: Improved Member Voice?

- ▶ Amendment socialization slides indicate improved member voice. The facts:
  - Amendment itself fully relegates the definition of Director to the Bylaws, which can be changed by the BoD with no member notification or approval
  - In the near future, BoD plans a vote on Bylaws that to date have not been provided to members or leadership outside BoD
  - IEEE2030 presentations commit to OU socialization of proposed Bylaw changes

# Bylaw Changes: Substantive Issues

- ▶ Could reduce BoD workload (thereby allowing more time for strategy)
- ▶ OU representation and communication diminished, despite significant roles in revenues
- ▶ Governance removed from members, concentrated in BoD, operating without member input
- ▶ BoD N&A process poorly defined, lack of objective election oversight -> potential for COI
- ▶ Implementation requires communication, trust and transparency, currently institutional areas of challenge

# Process Concerns: Censorship and COI

- Acceptance of censorship of authors, their titles, and content of opposition statements required to appear on ballot
  - President, Secretary, Legal, and Election Oversight Comm have declined to cite basis in governing documents for censorship
  - Refusal to allow opposition to speak in balance to proponents on Amendment + speculative positive effects (e.g. R8 meeting)
- Conflict of Interest (appearance and fact)
  - Presidents and BoD as advocate(s): presentations go beyond Amendment content to biased speculation and promotion of subsequent Bylaws and consequences
  - ED appointed as teller on the Amendment that affects his position (Nov-2015)
  - IEEE Ethics policy: advocates and beneficiaries should recuse from conflicted decisions

**Policy 13.3.A.2: "It is the policy of IEEE to facilitate open discussion, including opposing views, of issues and initiatives to appear on the ballot (Constitutional amendment and referendum); this applies to those proposals originated by the IEEE Board of Directors as well as those of other members of IEEE."**

# Process Issues: Opposition Statement Censorship

- ▶ Process Tainted: censorship by proponents as a condition for including an opposition statement
  - conflict with IEEE Ethics policy on authorship, accuracy, and conflict of interest, as well as Policy 13.3.A.2 on open discussion
  - members are being provided a limited perspective neglecting risks and adverse effects
  - decisions uniformly favor pro-Amendment position
  - 2/5 opposition statements were withdrawn when censorship altered meaning (*the 2 edited withdrawn statements were allowed to be included after BoD vote, note added.*)
- ▶ No need to tamper with statements, process allows rebuttal
- ▶ Co-authorship or group statements not allowed

# Example(s) of Censorship

~~During its 25 March 2016 meeting, the Signal Processing Society's Board of Governors carefully reviewed and considered~~ The following are reasons to oppose the proposed IEEE Constitutional Amendment change that will be put forward to IEEE member ballot with the stated objective to “create a nimble, flexible, forward-looking organization.”

~~As a result, the SPS Board of Governors unanimously passed this motion:~~

~~The BoG of the SPS is not in favor of the proposed constitutional amendment and optimized board structure.~~

~~Their reasoning included the following:~~

- a) The problem statement that the proposed amendment is attempting to solve is not well-defined;
- b) The existing IEEE Constitution offers alternative, less complex ways of accomplishing the intended improvements;
- c) There are considerable unknowns associated with still-to-be-written bylaws under the proposed constitution; and
- d) The risk associated with a major constitutional change is not clearly outweighed by its possible benefits.

~~Submitted by~~ Rabab Ward, ~~SPS President~~ IEEE Fellow

# Conceptual Motions

1. Request BoD withdraw the Amendment on the basis of substance: it is incomplete and risky without the accompanying Bylaw changes
2. Request BoD withdraw the amendment on the basis of process: the process has been plagued by unnecessary censorship of opposition, including electioneering intimidation to suppress open discussion, censorship of authors, titles, and content in opposition ballot statements. refusal to allow opposition communication, and conflict of interest in the President not recusing himself in opposition statement censorship. Any vote carried out under these circumstances is tainted and hence void, as the events of the past month clearly violate IEEE Policy 13.3.A.2.
3. If the Amendment is not withdrawn, request BoD overrule the censorship of opposition statements on the ballot and invite opposition speakers at meetings discussing the amendment.
4. Request BoD to investigate and refine the election policy to better conform to the IEEE Code of Ethics and the open democratic spirit of the IEEE as embodied in Policy 13.3.A.2, such that objective individuals adjudicate disagreements rather than participants, who may have conflicted interests.
5. Direct TABin2030 to provide its findings to TAB members through all means available, including email, web, social media, newsletters, the Sentinel, and The Institute, in order to ensure a well-informed electorate. As official business, this is permitted under the electioneering policy.
6. Direct TABin2030 to provide its findings to all other OUs that request it, for distribution to their members.
7. Request that the BoD ensure that TABin2030 findings can appear on the ballot as a brief statement with links to the more complete materials on the official TAB Operations web site.

# Questions and Discussion



*Buzz Lightyear Image courtesy of Pixar Animation Studios*

# Backup Slides

# Legend for slides to follow

## *backup slides contributed by statement authors*

- Signatories and Titles: IEEE Policies 13.7.1.B provides for "comment by a responsible opponent". Therefore statements should be submitted by a single individual and not multiple signatories, without the use of any current or past titles.
- Editorial Comments: A few of the statements have edits to provide clarity, shown in track changes. If your statement has changes noted, please indicate your acceptance of the modified wording.
- Links to External Websites: The use of links to external websites is not supported as the url may not be static, and the accuracy of the information contained on the website cannot be verified.
- Overlap of Concepts: We have identified two concepts that overlap:
  - I) Unknown future Bylaw revisions; and
  - II) Board initiated changes to the governance structure without changes to the Constitution.

(color coding for following slides)

# Statement 1

IEEE members, please vote NO on the proposed IEEE Constitutional Amendment. IEEE is a volunteer led organization. One of the proposed changes to the Constitution is to add the Executive Director (ED) to the Board of Directors. But, this is unnecessary because according to IEEE Bylaw I-306.2, “The IEEE Executive Director shall attend meetings of the Board of Directors and shall be an active participant in their deliberations.” And since the ED is a paid employee of IEEE, whose total compensation is about US\$ $x$  a year, the proposed change would weaken the statement that IEEE is a volunteer led organization. (ED compensation was US\$ $x$  per latest publicly available Form 990.)

As the Board sets the ED’s compensation, adding the ED to the Board, even if in a non-voting capacity, diminishes the value of the statement that IEEE is a volunteer-led organization. The change is unnecessary and unwise.

**Overlap I** -- Other proposed constitutional changes have been described by the proponents as minor; as just enabling changes, but, the changes they would enable have not been specified.

**Overlap II** – The “problems” described by the proponents, even if real, can be solved by means other than changing the constitution. Therefore, please vote NO.

Submitted by:

Charles K. Alexander, 1997 IEEE President

W. Cleon Anderson, 2005 IEEE President

H. Troy Nagle, 1994 IEEE President

John R. Vig, 2009 IEEE President

**No multiple signatories allowed**

**No titles allowed**



# Statement 1 Rewritten by Author to Conform, and Further Reworked by EOC & President Shoop

IEEE members, please vote NO on the proposed IEEE Constitutional Amendment. IEEE is a volunteer led organization. One of the proposed changes to the Constitution is to add the Executive Director (ED) to the Board of Directors. But, this is unnecessary because according to IEEE Bylaw I-306.2, “The IEEE Executive Director shall attend meetings of the Board of Directors and shall be an active participant in their deliberations.” And since the ED is a paid employee of IEEE, ~~whose total compensation is about US\$ [redacted] a year,~~ the proposed change would weaken the statement that IEEE is a volunteer led organization. ~~(ED compensation was US\$ [redacted] per latest publicly available Form 990.)~~ As the Board sets the ED’s compensation, adding the ED to the Board, even if in a non-voting capacity, diminishes the value of the statement that IEEE is a volunteer-led organization. The change is unnecessary and unwise.

Therefore, please vote NO.

~~This statement is a joint opposition statement submitted by a single individual on behalf of four past IEEE presidents—in accordance with IEEE policy 13.7.1.B and directions from IEEE Corporate Activities; i.e., that “statements should be submitted by a single individual and not multiple signatories.”~~

~~Submitted by~~ John Vig, IEEE Life Fellow

# Statement 2

IEEE members, please vote NO on the proposed IEEE Constitutional Amendment.

My concerns are more on the principles of the proposed changes, rather than the details.

1. The Board will put forward the list of new proposed Directors. This sounds like a conflict of interest.

2. Almost 300k members would be voting for each individual **Director position**. It is unrealistic to expect all members to spend time educating themselves on the merits of all candidates for each **position**. Rubber stamping, rather than election.

3. Regions, Divisions and the Assembly will have no control of the Board. Kind of a dictatorship.

## Overlap I

4. All important changes are pushed into the Bylaws, and the Board has the final decision what those will be.

In summary, the Board controls the Bylaws and the Budget, and could decide who gets on the list of candidates for the new Board.

Any democratic organization relies on a system of checks and balances to prevent abuse of power by its governing bodies. Some of the major IEEE checks and balances are being eliminated.

To keep our organization member-driven, and not Board of Directors centric, please vote NO on the proposed Constitutional Amendment.

Tony Ivanov, PhD

2016 Washington DC Section Chair **(no title allowed)**

# Statement 2 Reworked by Election Oversight Committee (Chair M. Kam) & President Shoop

IEEE members, please vote NO on the proposed IEEE Constitutional Amendment. My concerns are more on the principles of the proposed changes, rather than the details.

1. The Board will put forward the list of new proposed Directors. ~~This sounds like a conflict of interest.~~
2. Almost 300k members would be voting for each individual Director position. It is unrealistic to expect all members to spend time educating themselves on the merits of all candidates for each position. ~~Rubber stamping, rather than election.~~
3. Regions, Divisions and the Assembly will have no control of the Board. ~~Kind of a dictatorship.~~
4. All organizational changes are implemented through the Bylaws, and the Board has sole authority to approve them.

In summary, the Board controls the Bylaws and the Budget, and could decide who gets on the list of candidates for the new Board.

Any democratic organization relies on a system of checks and balances to prevent abuse of power by its governing bodies. Some of the major IEEE checks and balances are being eliminated.

To keep our organization member-driven, and not Board of Directors centric, please vote NO on the proposed Constitutional Amendment.

Tony Ivanov, ~~PhD~~, IEEE Senior Member

# Statement 3

Currently the IEEE Board can change the number of Directors anywhere from nine to fifty, the Regional diversity of the Board, technical diversity of the Board and the make up of the Board with no notification to members and only twenty days notice to the Board itself. This amendment (Art. II Sec. 2) reinforces this minimal disclosure by only assuring visibility to the Assembly (all of whom are currently members of the Board.) The Board can literally change IEEE Governance structure every month, with no information distributed about changes to anyone prior to that month.

A transparent Board would have at least a ninety day notice to all members (online at no cost.)

## Overlap I

Do not approve this extended authorization of secret governance. **IEEE Members have a right to see what changes the Board is proposing at the By-Law level and an opportunity to engage Directors on governance changes.** 21st century agility is not accomplished by increased concentration of power behind closed doors; rather it is enabled by transparent engagement of the best problem-solvers in the world: IEEE's engineering membership.

For Constitution objections, endorsements and details see <https://is.gd/IEEE2016>  
**(URL not allowed)**

Submitted by James Isaak, Life Senior Member; **Past IEEE Division Director, President Emeritus of the IEEE Computer Society (no titles allowed)**

# Statement 4

The leadership of the IEEE Power Electronics Society (PELS) has carefully reviewed the proposed IEEE Constitutional Amendments. While appreciating the intention to “better define the roles of the IEEE Assembly and its delegates,” we have found that the proposed changes may threaten the very existence of IEEE as a volunteer-driven technical professional society.

The main reasoning for our position includes the following:

- a) The current Constitution provides for **guaranteed geographical diversity** by requiring that volunteers from each geographic Region are represented by one Director on the BoD;
- b) The current Constitution provides for **guaranteed technical diversity** by requiring that volunteers from each technical Division are represented by one Director on the BoD;
- c) The proposed change replaces the above requirements with the statement that “The number of Directors ... shall be specified in the Bylaws taking into consideration various diversity factors including, but not limited to, geographic and technical diversity.”

## Overlap I

- d) The proposed changes transfer responsibilities to Bylaws but the intended Bylaws changes are not known at this time, so the full impact of the Amendments is unknown.

Therefore, the PEELS leadership will not advise IEEE members to vote for the Constitutional Change Amendment.

Braham Ferreira (IEEE PEELS President) *(no title allowed)*

# Statement 4 Rewritten by Author to Conform, then further Reworked by EOC and President

## ~~IEEE PELS President's Statement in Opposition of Proposed Amendment to the IEEE Constitution~~

IEEE members, please vote NO on the proposed IEEE Constitutional Amendment.

While appreciating the intention to "better define the roles of the IEEE Assembly and its delegates," the proposed changes may threaten the very existence of IEEE as a volunteer-driven technical professional society. The main reasoning for this position is as follows:

- a) The current Constitution provides for guaranteed geographical diversity by requiring that volunteers from each geographic Region are represented by one Director on the BoD;
- b) The current Constitution provides for guaranteed technical diversity by requiring that volunteers from each technical Division are represented by one Director on the BoD;
- c) The proposed change replaces the above requirements with the statement that "The number of Directors ... shall be specified in the Bylaws taking into consideration various diversity factors including, but not limited to, geographic and technical diversity."
- d) The proposed changes transfer responsibilities to Bylaws but the intended Bylaws changes are not known at this time, so the full impact of the Amendments is unknown.

Braham Ferreira, [IEEE Fellow](#)

*(Note that other wording changes were made from the original, not flagged here)*

# Statement 5

During its 25 March 2016 meeting, the **Signal Processing Society's Board of Governors** carefully reviewed and considered the proposed IEEE Constitutional Amendment change that will be put forward to IEEE member ballot with the stated objective to “create a nimble, flexible, forward-looking organization.” **(not a single individual)**

As a result, the SPS Board of Governors unanimously passed this motion:  
*The BoG of the SPS is not in favor of the proposed constitutional amendment and optimized board structure.*

Their reasoning included the following:

a) The problem statement that the proposed amendment is attempting to solve is not well-defined;

## **Overlap II**

b) The existing IEEE Constitution offers alternative, less complex ways of accomplishing the intended improvements;

## **Overlap I**

c) There are considerable unknowns associated with still-to-be-written bylaws under the proposed constitution; and

d) The risk associated with a major constitutional change is not clearly outweighed by its possible benefits.

Submitted by Rabab Ward, **SPS President** **(no title allowed)**

# Statement 5 Reworked by Election Oversight Committee (Chair M. Kam) & President Shoop

~~During its 25 March 2016 meeting, the Signal Processing Society's Board of Governors carefully reviewed and considered~~ The following are reasons to oppose the proposed IEEE Constitutional Amendment change that will be put forward to IEEE member ballot with the stated objective to “create a nimble, flexible, forward-looking organization.”

~~As a result, the SPS Board of Governors unanimously passed this motion:~~

~~The BoG of the SPS is not in favor of the proposed constitutional amendment and optimized board structure.~~

~~Their reasoning included the following:~~

- a) The problem statement that the proposed amendment is attempting to solve is not well-defined;
- b) The existing IEEE Constitution offers alternative, less complex ways of accomplishing the intended improvements;
- c) There are considerable unknowns associated with still-to-be-written bylaws under the proposed constitution; and
- d) The risk associated with a major constitutional change is not clearly outweighed by its possible benefits.

~~Submitted by~~ Rabab Ward, ~~SPS President~~ IEEE Fellow

# Objections

- The term “opponent” is interpreted to mean an “individual.” Thus, a society governing body is not allowed to be an opponent while, at the same time, the IEEE in 2030 AdHoc Committee can be a proponent! These restrictions deny IEEE Societies, volunteer groups, and co-authors the right to express their position publicly. It also violates ethical principles by forcing full credit to just one author.
- From President Shoop: “I have concluded that the inclusion of titles, affiliations, URLs, and references to organizational unit decisions constitutes an electioneering violation.” For the IEEE President to be the ultimate decision-maker is not appropriate where the President has a clear Conflict of Interest, even if guided by the EOC. The President is a strong proponent of the amendment and served on the committee that formulated it.
- Disallowing external Website links is a form of censorship. Who is the verification authority? An external website supported by members is no less static than a proponent IEEE Corporate website. IEEE publications allow URLs.
- Removal of Overlapping Concepts distorts the formal record of decision by Societies and their governing bodies and renders the statements by these Societies less effective or informative. Also, the fact that multiple people observe the same flaws in the amendment is revealing and informative in its own right.