Minutes of the Control Systems Society Board of Governors Meeting
July 9, 2019
Philadelphia, Pennsylvania, USA

1. Call to Order and Approval of Agenda

President R. Bitmead called the meeting of the Control Systems Society (CSS) Board of Governors (BoG) to order at 1:00 PM on July 9, 2019. He welcomed all attendees, reminded the BoG of the rules of the meeting. After reviewing the meeting procedures, he asked the attendees to introduce themselves. The following members of the BoG were in attendance:

- Adetola, V.
- Alleyne, A.
- Annaswamy, A.
- Balakrishnan, V.
- Bitmead, R.
- Bullo, F.
- Chatterjee, D.
- Cho, D.-I.
- Cortes, J.
- Dixon, W.

- Egerstedt, M.
- Gayme, D.F.
- Gomes Da Silva, J.M.
- How, J.
- Jabbari, F.
- Lamnabhi-Lagarrigue, F.
- Lin, Z.
- Marconi, L.

- Paschalidis, Y.
- Özbay, H.
- Parisini, T.
- Pasik-Duncan, B.
- Scherpen, J.M.A.
- Serrani, A.
- Sun, J.
- Zaccarian, L.

Additionally, the following visitors attended the meeting:

- Allgöwer, F.
- Bushnell, L.
- Cassandras, C.
- Farrell, J.

- Fleisher, A.
- Ishii, H.
- Peters, J.
- Prandini M.

- Samad, T.
- Siegel, J.
- Wagner, G.

2. Approval of Minutes

Quorum was established, and the meeting agenda approved with unanimous consent. Next, the minutes of the BoG meeting of December 2018, held in Miami Beach, Florida were approved unanimously.

3. Approval of Electronic Motions of February 2019

These were addressed in Item 5.B.i IEEE Accelerated Open Access.

4. Consent Agenda

Bitmead proceeded to ask if anyone would like to remove items from the Consent Agenda (see Appendix A). No items were removed from the Consent Agenda.

Action Items

As Vice President for Publication Activities, T. Parisini presented the following motion.

- **Motion:** *To amend the Consent Agenda to include Mario Di Bernardo and Argyrios Zolotas as continuing Associate Editors of IEEE Control Systems Letters, effective January 1st, 2020.*

There was no discussion, and the motion passed unanimously.

R. Bitmead then asked the BoG for approval of the consent agenda, and received unanimous approval.

5.A.i 2020 Executive Committee

(A. Alleyne and T. Parisini were not present when the following motion was considered.)

As Chair of the Nominating Committee, F. Bullo provided the background on the Nominating Committee and its duties and procedures. Bullo presented the following motion:

- **Motion:** *To approve the following 2020 Executive Committee slate:*
  - *President*: Anuradha Annaswamy*
  - *President-Elect: Thomas Parisini*
  - *Past-President*: Robert Bitmead*
  - *VP-Conference Activities: Alessandro Giua*
  - *VP-Finance Activities*: Jing Sun*
  - *VP-Member Activities*: Magnus Egerstedt*
  - *VP-Publication Activities: Andrew Alleyne*
  - *VP-Technical Activities*: João Hespanha*
  - *Director of Operations*: Jorge Cortes*
  - (*Already approved*)

Bullo presented a brief background on the nomination process, and proceeded to present the 2020 CSS Executive Committee (ExCom) nominees as a slate, highlighting the credentials of each candidate.

There was no discussion, and the slate was approved unanimously.

(A. Alleyne and T. Parisini rejoined the meeting.)

5.A.ii 2019 Elected BoG Members

Bullo informed the BoG that a ballot consisting of nine candidates was sent by IEEE on 4 April 2019 to all IEEE Control Systems Society (CSS) members for the election of six members to the CSS Board of Governors. The voting results were communicated to Bullo

on May 28. The IEEE CSS BOG members elected for a three-year term from 1 January 2020 to 31 December 2022 are:

- Carolyn Beck
- Christos Cassandras
- Elisa Franco
- Jonathan How
- Miroslav Krstic
- Yasamin Mostofi

1380 ballots were returned, representing 19.52% of the eligible membership, which is down 3.2% from 2018 (22.72% voting).

A concern was raised later in the meeting about the need to increase the geographic diversity of the slate of candidates proposed for the election.

5.B.i IEEE Accelerated Open Access Initiative

R. Bitmead then presented an informational item about the IEEE Accelerated Open Access Initiative (AOAI).

Bitmead started by providing background on the significant thrust towards Open Access (OA) scholarly publishing, which requires payment from authors to publish but then offers free access to everybody to read, versus the traditional subscription model where authors do not pay but readers need to subscribe. The push for open access is global, particularly strong in Europe but also present in the US, especially at NIH. The recent plan S from cOAlition S (13+ granting organizations) will require grantees to publish funded research in exclusively Gold OA journals. Initially, the plan did not accept hybrid journals (i.e., journals with both OA and paywall limited articles), a position that has been recently relaxed a little. The original start date for enforcing the plan was January 1, 2020, which has recently been pushed to January 1, 2021. Additionally, there has been talk about granting agencies not considering venue reputation in evaluating published work or suggestions about only considering gold OA publications in grant evaluations. Given the shifting landscape, IEEE has responded with a fast track approval process AOAI to create gold OA journals whose scopes cover all of a Society's scope. BoG voted in Dec 2018 to participate in AOAI and then voted again in April 2019 to postpone this participation until the second tranche, likely January 1, 2021. IEEE had asked for the selection of an Editor-in-Chief by mid-May and an editorial board by the end of May. The reasons for the postponement for CSS were that the timeline for participation in AOAI was too tight, with the supply of editorial personnel overstretched. As of June 2018, there were 14 new Open Journals, 6 new IEEE Access Sections, and one flipped journal. The rationale behind the creation of sections in IEEE Access was to assert quality control by the respective society. As of June 2019, only 11 of these Journals have an Editor-in-Chief appointed, all Editorial Boards are unknown (although 4 are well advanced). This reinforces the idea that the May deadlines given by IEEE for participation in AOAI were really too tight. As of today, all CSS publications are hybrid. At the last IEEE Technical Activities Board meeting in

Atlanta, Bitmead learned about the latest position from IEEE. IEEE view is that subscription/download income will diminish, that IEEE needs to be the preferred destination for OA, that new Publish-And-Read Agreements need formulation, that hybrid journals will remain important, and that cOAlition S's position seems to be softening. The situation is both fluid and economically threatening.

5.B.ii Decisions on IEEE OJCS

Bitmead then proposed the following motion

- ***Motion:*** *To continue with the IEEE Accelerated Open Access Initiative*
    - *under the name IEEE Open Journal of Control Systems,*
    - *in the second tranche (likely January 1, 2021),*
    - *establish the position of Editor-in-Chief for OJCS.*

Bitmead emphasized that the orderly CSS initiation of a Gold-Open-Access-only journal is seen as a sensible response to increasing activity in the Open Access arena. It makes sense to participate in the IEEE Initiative in order to avoid the tortuous approval process and to provide a venue for Open Access papers in the CSS area. Given: the coincidence of the Journal's scope with the entirety of CSS's; the existence of Associate Editor resources covering this scope within TAC, TCST and TCNS; the established quality control in the review and decision processes of these Transactions; and, the existence of workflow management of Associate Editors by the EiCs; the EiC of OJCS should work with the Editors-in-Chief of the Transactions to develop a process to manage the workflow of submissions from OJCS to the collected Associate Editors of the respective Transactions for review. The idea is to review the sustainability and procedures of OJCS triennially from time of initiation. This plan was dubbed "Plan CSS."

During the ensuing discussion, BoG members and guests raised a number of important issues. F. Allgöwer stressed the importance of making sure that the proposed CSS plan for the creation of OJCS did not fall into the "mirror journal" category, which would not be acceptable under plan S. H. Özbay noted his early opposition to the creation of the journal on the grounds of the potential lack of quality of open access articles (given the financial incentive of editorial boards to accept papers which require payment for publication) and evaluated very positively the way the proposed CSS plan addresses quality control. L. Zaccarian offered the possibility of having also the EICs of L-CSS and CSm handle submissions of the new journal. It was explained that the involvement of the EICs of the current Transactions is in an advisory capacity and that, beyond them, additional people could be involved in the editorial board. The flexibility in the editorial structure of the new journal in the proposal gives CSS in general and the EIC of OJCS in particular an opportunity to shape it.

The motion passed unanimously.

5.B.iii Financial Lines of Control within CSS Governance

Bitmead continued with another informational item about financial lines of control within CSS governance.

The purpose of this item was to provide clarity to the financial responsibilities within the CSS governance under the purview of the IEEE operational rules in the Financial Operations Manual. According to the CSS Constitution Article 5, Section 16: *(…) The Society's financial affairs shall be handled in accordance with IEEE rules and regulations. All budgets shall be authorized in advance by the Board of Governors, and not be exceeded without written approval from the Vice President for Financial Activities. Officers may make commitments in conformance with previously approved budgets and authorizations. The officially constituted Executive Officers of the Society shall have the sole authority to obligate funds and assets of the Society. (…)*

That is, it is Board of Governors' duty to approve all CSS budgets. Once this is done, the Executive Committee is responsible for operations within the budget. There are delegations to Editors in Chief, conference General Chairs and Finance Chairs, the Chair of the Outreach Committee, etc., who also operate within their respective budgets. Two important items were discussed: the 50% and the 3% spending rules.

The amount available for initiative expenditure under the 50% Spending Rule falls outside the budget calculations, since it is not finalized until the Month 14 society financial reports (usually arriving in April of the current year). This figure is typically 50% of the surplus from the preceding year computed after operational, investment and infrastructure calculations are made. Initiative expenditures, defined as those which focus on the growth of membership, from this sum must be made in the current year with the unexpended balance returned to society reserves at year's end. Since the time frame for availability of funds under the 50% rule is late and the requirement for expenditure is short term, the Executive Committee is responsible for authorizing expenditures in this category. The Board of Governors is to be kept informed of these expenditures and should be invited to suggest inputs if time permits.

Another funding category is the 3% Spending Rule, where up to 3% of society Reserves may be budgeted for expenditure in any year, usually subject to an IEEE-wide limit of 1% of total reserves across all societies. Since this is known in advance although its availability can be curtailed depending on IEEE's financial position, expenditures in this category can be reliably predicted and should be part of the budget approved by the Board of Governors. Once approved, the Executive Committee will manage and authorize the expenditure within the budget.

Examples of initiative expenditures: within the budget parameters, initiative expenditure on the Outreach Program and on student support for attendance at conferences and workshops are examples of budget line items. Once approved by the Board of Governors, these expenditures can take place even if funds anticipated from the two spending rules were not available, although, the Executive Committee would probably curtail the expenditures if necessary. When the 50% Spending Rule money becomes available, the

Executive Committee may formulate its plans for expenditures, such as is the case with increases proposed for student travel to CDC and CCTA.

6.A President's Report (out of order)

Bitmead then presented a few additional informational items from the President's report. He touched upon the recent Huawei incident at IEEE. In late May, the US Department of Commerce Bureau of Industry and Security amended the US Export Administration Regulations to add Huawei and 68 affiliates to the list of proscribed entities. IEEE issued a response on May 29 instructing societies to refrain from using Huawei employees in editorial and reviewing roles. IEEE also launched direct discussions to have itself exempted from these proscriptions. An ensuing electronic debate among people on TAB leaked to social media. On June 2, IEEE President Jose Moura issued a notice to all IEEE members reported that all restrictions had been lifted for IEEE. The Huawei incident indicates a problem for IEEE in navigating the path between local sanctions and international operation. The message is that IEEE, and therefore CSS, needs to be prepared for very carefully considered responses to friction between national requirements and operation as an open volunteer driven international organization, which is not easy, and that there are lessons to be learned as a result of the Huawei incident regarding communication and transparency.

Bitmead then described the IEEE move to the Concur system to handle the reimbursement process. This system is faster and trackable, and reimbursements may be claimed at the time of expenditure without waiting for the conclusion of travel. Several ExCom and BoG members have already tried it and the feedback is very positive.

Finally, Bitmead discussed staffing at CSS and IEEE. IEEE no longer supports temporary employees. Historically, CSS has employed people in support of Editors-in-Chief and the Director of Operations, and has also used casual employees in handling financial matters and conference data gathering. These people, where they have continued in editorial functions with Control Systems magazine, have moved to contract positions. Since January, Allison Fleisher has been engaged at IEEE to provide administrative support to CSS under the supervision of Director of Operations Jorge Cortés. This has been working very well and she has been able to consolidate operations and documentation including an approval role in reimbursements.

5.B.iv VPMA's Report (out of order)

M. Egerstedt then presented his report as VP Member Activities. The IEEE CSS membership trends continue to be slightly negative. The total membership (as of May 2019) is 8166, which is down 2.6% compared to May 2018. These slightly reduced membership trends are consistent with IEEE membership as a whole. However, some societies have seen a much more dramatic decline in numbers, while our "neighbor societies" Robotics and Automation, and Systems, Man, and Cybernetics have seen gains of 13.6% and 4.2%, respectively. He also presented statistics by grade and gender, and reported on the highly successful experiment at the CDC 2018 WiC Luncheon, where female student attendees received one year of free membership in IEEE, CSS, and WiE.

105 women attended, 39 of whom took advantage of the free membership. Egerstedt emphasized the need for developing a plan of novel initiatives for creating value for CSS members, as a way of retaining them and making it more appealing to join CSS. He raised the possibilities, for instance, of creating a differential registration fee (where CSS members would pay a smaller registration fee than IEEE-only members) and having $1 student membership fees. As VPMA, he is working on developing such a plan for the next BoG meeting.

BoG members had various comments on the report. B. Pasik-Duncan mentioned that CSS is the only society in Division 10 with declining membership numbers. A. Alleyne noted the apparent contradiction between the increasing numbers in participation in conferences and publications, and the declining membership. Y. Paschalidis and J. Sun noted that the 2.6% decrease could almost entirely be attributed to declining student membership. This might be also due to the perception of what areas are hot, and what societies students identify those areas with. D. Gayme raised this point in the context of the recent explosion of artificial intelligence and robotics. L. Bushnell provided additional details on the motivation behind the successful WiC experiment at CDC18. R. Balakrishnan emphasized the importance of the sustainability of such initiatives and the need to promote a change in atmosphere that addresses the low 8% female membership of CSS and IEEE.

Egerstedt then gave the floor to J. Peters, the Chair of the Young Professionals (YP) Committee. This is another initiative that aims to create value for CSS membership. Peters described his ongoing efforts to populate the committee and asked for inputs from BoG as for its structure. He also described various activities carried out during 2018-2019, including lunches and receptions at ACC or CDC, social media activity, and engagement with IEEE YP events.

5.B.v CCTA 2021 Location

F. Jabbari presented the following motion.

- ***Motion:*** *To select the city of San Diego, California, as the host for CCTA 2021.*

Jabbari provided a brief background on the conference and the pros of the location regarding weather, family activities, and proximity to universities and industry.

The motion passed unanimously.

5.B.vi CDC 2021 Dates

Jabbari next presented the following motion.

Motion: *To approve the dates of December 13-15, 2021 for CDC 2021.*

He presented some brief background on the conference. The hotel has been selected and the contract approved and signed in Feb 19.

There was no discussion, and the motion passed unanimously.

5.B.vii CDC 2021 Budget

Jabbari next presented the following motion.

- **_Motion:_** _To approve the preliminary budget for CDC 2021._

He provided a summary table of income and expenses. The projected number of registrants is 1475, and the (advanced) registration fee for members is $600. This is in line with the fees charged at CDC18 and CDC19. As mandated by IEEE, the conference budget has a surplus of over 20%.

The motion was approved unanimously.

5.B.viii CCTA 2022 Program Chair

Jabbari next presented the following motion.

- **_Motion:_** _To appoint Oliver Sawodny as Program Chair for CCTA 2022._

He presented the credentials of O. Sawodny.

There was no discussion, and the motion passed unanimously.

5.B.ix CDC 2022 Program Chair
Jabbari next presented the following motion.

- **_Motion:_** _To appoint Christophe Prieur as Program Chair for CDC 2022._

He presented the credentials of C. Prieur.

The motion passed unanimously.

5.B.x CCTA 2023 General Chair

(A. Alleyne was not present when the following motion was considered.)

Jabbari next presented the following motion.

- **_Motion:_** _To appoint Andrew Alleyne as General Chair for CCTA 2023._

Jabbari presented the credentials of A. Alleyne.

The motion passed unanimously.

5.B.xi CDC2023 Location
(A. Alleyne rejoined the meeting.)

Jabbari next presented the following motion:

- **_Motion:_** _To select Singapore as the host for CDC 2023._

Jabbari presented basic background information on the conference organization and outlines the advantages of Singapore: multi-racial city, the global connectivity and easy access, the various form of support (including financial) from the Singapore Exhibition and Convention Bureau, and the active character of the IEEE Singapore Control Systems

Chapter. There are numerous downtown hotels and several convention centers with enough capacity to host CDC (some with way more capacity than needed).

The motion passed unanimously.

5.B.xii CDC 2023 Program Co-Chairs

Jabbari next presented the following motion.

- **Motion:** *To appoint Karl H. Johansson and Guoqiang Hu as Program Co-Chairs for CDC 2023.*

He presented the credentials of K. H. Johansson and G. Hu.

There was no discussion and the motion passed unanimously.

5.B.xiii CCTA Editorial Board

Jabbari next presented the following motion.

- *Motion: To create the CCTA Editorial Board.*

Jabbari provided a detailed explanation of the rationale for the creation of this editorial board. Currently, the program committee of CCTA is created from scratch each year, and a CCTA editorial board will enable a more uniform review process from one year to another. In addition, the board will facilitate the development of a strong application-oriented editorial cohort, with possibilities for cooperation and closer integration with the Transactions on Control Systems Technology (TCST). Overall, this will result in the simplification of the tasks of the conference leadership. The proposed structure is an entity separate from the current CSS Conference Editorial Board (CEB), with a Chair nominated by the CSS President and a board of 40-50 members, which will handle papers once a year. Otherwise, the review process would be similar to the operation of the current CSS CEB. The expected annual costs are $15k maximum (between 40%-50% CEB costs), which will be covered in the first year of implementation by CSS and incorporated in subsequent years into the conference budget. This amount is subject to review as the board is implemented.

A spirited discussion ensued. A number of BoG members questioned the need for creating an independent CCTA editorial board given the existence of CEB and raised the issue of the potential overlap between associate editors in both boards. CEB handles the review process of CDC and all papers submitted to ACC whose authors identify themselves as members of IEEE CSS. Given the current structure, some BoG members noted that it seemed natural to integrate the work of the proposed board into the operation of CEB. Jabbari explained that the deadlines for paper submission of CDC and ACC are 6 months apart, which facilitates the workload, which would be disrupted by the addition of CCTA. Currently, CEB does not have the bandwidth to handle the review process of another conference. Also importantly, the current program committees of CCTA include a large number of people from industry which work on technological applications, something that is not currently covered by CEB. The new CCTA EB would be the natural venue to engage

them as associate editors, facilitating the coordination with TCST and potentially giving rise to a cohort of associate editors for the journal.

A. Annaswamy called the question. This was approved unanimously.

The motion was passed with 1 abstention.

5.B.xiv CCTA Editorial Board Chair

Jabbari next presented the following motion.

- **Motion:** *To appoint Stefano Di Cairano as inaugural Chair of the CCTA Editorial Board.*

He presented the credentials of S. Di Cairano. The need for creating a manageable acronym or perhaps a new name for the CCTA editorial board was raised.

The motion passed unanimously.

5.B.xx Election of CSS Nominating Committee elected members (out of order)

(W. Dixon was not present when the following motion was considered.)

B. Bitmead presented the following motion.

- **Motion:** *To elect four members of the society to serve in the 2020 CSS Nominating Committee.*

According to the CSS Bylaws, Section 1: *(…) Four members of the Society shall be elected by the Board of Governors from a slate of not less than six candidates. Such election shall be held no later than the end of September of year (Y-1), shall be by secret ballot, and shall be conducted as a multiple plurality election. (…)*

Bitmead presented the credentials of the six candidates. The election was conducted in situ with secret paper ballots. The outcome was that Edwin Chong, Warren Dixon, Elena Valcher, and Frank Doyle were elected to serve in the 2020 CSS Nominating Committee.

 (W. Dixon rejoined the meeting)

5.B.xv Approval of CSS 2020 Budget

J. Sun presented the following motion.

- **Motion:** *To approve the First Pass 2020 budget for the Control Systems Society.*

Sun started by covering the recently-audited 2018 CSS financial report, which has a surplus of $365.4k. Under the 50% spending rule, half of this ($182.7k) is available for initiatives. Spending for the 2019 budget, as of May, is on target to meet the predictions.

Sun then presented the first pass 2020 budget for CSS, which has most of the fields filled by IEEE. Projections for revenues and expenses for periodicals and conferences are based on CSS proposed page accounts and conference budgets. Committee travels and meetings are budgeted to cover anticipated expenses. Budget inputs include publication page accounts (TAC 5500, TCST 2800, TCNS 2000, CSm 816, L-CSS 1080), transmitted to IEEE on April 12, 2019; RPO inputs, transmitted to IEEE on May 15, 2019; and updated forecasts for meetings/&conferences in 2020 (ACC, CCTA, and CDC). Sun put emphasis on two expense items with significant changes with respect to 2018: administration costs (the fee that IEEE charges our society, which is up $169.8k) and committee costs (which is up by $99.6k due to IEEE staff support costs -$50k- and for committees and travel -$43k-).

CSS initiatives for 2020 are proposed under the 3% spending rule. The society reserves are currently $10.786M, and hence under the 3% spending rule, $323k is available. Proposed 2020 Initiatives include

- Student conference travel support: $70k (CDC-$40k, CCTA-$20k, ACC-$10k)
- Outreach: $100k
- WiC: $10k
- New CCTA Editorial Board: $15k
- Smart City Initiative: $20k
- Student membership initiative: $10k
- Childcare initiative: $20k (pending approval for the implementation strategy)

This amounts to $255k, which is still short of the available $323.5k.

The motion passed unanimously.

A question was raised about the progress in setting up the IEEE CSS Fund (approved by BoG at ACC18). Both F. Bullo (as Past-President) and R. Bitmead (as President) reported on having trouble getting answers from the relevant people at IEEE. Bitmead will follow up on this.

5.B.xviii Name change for TC on Systems Biology (out of order)
A. Annaswamy (on behalf of J. Hespanha) presented the following motion.

- ***Motion**: To change the name of the Technical Committee on Systems Biology to Technical Committee on Systems and Synthetic Biology.*

Annaswamy described the background for the motion. The name change aims to be the technical committee (TC) more inclusive with respect to those members who have a significant part of their activities within synthetic biology. Around 1/3 of the TC members is active in synthetic biology, and regularly have sessions and other activities on this topic at CSS conferences. Even though synthetic biology and systems biology are closely related, the TC would like to include the synthetic biology term in its name to (1) make sure that the members active in this area are properly represented, (2) more easily attract

new members focused on this area, and (3) show the TCs involvement in this topic to the outside world.

A question was raised regarding the atomization in the naming convention of the TC, which singles out a specific theme. This was justified given the current trends in the area of systems biology, where the design and control of biological circuits are becoming increasingly important.

The motion was passed unanimously.

5.B.xvi CSm Associate Editor
(J. How was not present when the following motion was considered.)

T. Parisini presented the following motion.

- **Motion**: *To appoint Jonathan How as Technical Associate Editor of the IEEE Control Systems magazine, effective January 1st, 2020.*

Parisini presented the background for this motion. From January 1st, 2020 the service of Rodolphe Sepulchre, the new Editor in Chief of CSm, will start. Involving the past Editor in Chief as Technical Associate Editor will facilitate the transition and the day-to-day management.

The motion passed unanimously.

(J. How rejoined the meeting)

5.B.. Additional informational item TCNS Impact Factor
Parisini then briefly gave the floor to Y. Paschalidis, the Editor in Chief of TCNS, to report on exciting news regarding the impact factor of the journal. At the recently released report by Clarivate Analytics, TCNS is now included for the first time in the Science Citation Index, with an impact factor of 4.802. This is computed over a two-year window. In Scopus, TCNS has a 2018 Cite Score of 5.8 (computed over a 3-year window).

5.B.xvii L-CSS Editorial Services Agreement
T. Parisini presented the following motion.

- **Motion**: *To renew the Editorial Service Agreement for the IEEE Control Systems Letters for the triennium 2020-2022.*

Parisini explained that the current ESA between IEEE and the University of Padova expires on December 31st, 2019. There is a need to have this editorial support instrument up and running without loss of continuity in the operation of L-CSS. Elena Valcher, the Editor in Chief, proposed to renew the ESA without changing the financial terms and the overall conditions ($120k over three years).

The motion passed unanimously.

5.B.xix Renewal of IEEE Smart Cities Initiative MoU

R. Bitmead presented the following motion.

- ***Motion:*** *To renew the Memorandum of Understanding of the IEEE Smart Cities Initiative.*

CSS is one of six societies contributing to Smart Cities and is represented on their Steering Committee by Amro Farid. Rong Su is Chair of the CSS Technical Committee on Smart Cities. The proposal was to renew this MoU for the triennium 2020-2022 at the same level ($20k per year). Bitmead briefly described the financial activities of the community and presented a summary budget of incomes and expenses over the triennium, 2017-2019.

The motion passed unanimously.

5.B.xxi Plans for Changes to CSS Constitution and Bylaws: Two-Year Presidency and BoG Appointments

Bitmead then presented an informational item about three proposed changes in the CSS Constitution and Bylaws: a two-year presidency, revised terms of appointed BoG members, and a revision to the tasks of the Nominating Committee.

Bitmead started by explaining the rationale behind the proposed move to a two-year presidency. Roughly two-thirds of IEEE Societies have two-year presidential terms with the remainder being one year, as currently with CSS. A central duty of the President is to represent the Society at the IEEE Technical Activities Board (TAB), which meets three times per year and provides input to the Board of Directors on all technical aspects of IEEE. The dynamics of TAB favor long-serving people who have established the relationships and understanding of protocols to perform effectively within and around the meetings. CSS Presidents are at a disadvantage in being present only for a sequence of three meetings. A two-year term would help to address this and would normalize CSS among the other societies. Within CSS, the increased experience and less-intensive travel load would also improve effectiveness.

The proposed change would be to a 1-2-1 model, where the individual in question is President-Elect for one year, President for two, and Past-President for one. Since this is a volunteer position and two years is a significant imposition on otherwise employed people, a critical aspect is managing the workload. To address this, Bitmead discussed the need for administrative support for the President to permit them to concentrate on strategic matters and TAB interactions. This point is already under way with the engagement since January 2019 of Allison Fleisher at IEEE Piscataway NJ as, currently, 50% full-time administrative support for CSS supervised by the Director of Operations. This is working well, providing CSS with both administrative assistance and with access to and understanding of other

aspects of IEEE. Another important aspect of managing the President's workload would be to spread the travel commitments that come with the position over two years, instead of one.

The two-year presidency would start after changes to Constitution and Bylaws are in effect. The terms of one-year approved candidates will not be automatically extended. Bitmead explained the process of approval of the changes, which would take about a year to introduce. The process consists of an initial agreement by BoG to the proposed changes (which were discussed in detail later in the meeting), the creation of a final version of changes in collaboration with Jayne Cerone and Faith Agnew at IEEE (to be sent to BoG in two weeks' time), a 30-day notice period for reading and discussion, a BoG electronic vote, TAB VP approval, publication of proposed changes in CSm, another 30-day period to give CSS members the opportunity to comment. Barring any comment, the changes come into effect after this period.

Finally, Bitmead described the changes in committee composition that will result from this change. These are the reduction of the number of ExCom members from 9 to 8 and BoG from 33 to 32 (with one position being filled by the President-Elect and the Past-President in alternate years in each case); the reduction by one member in the Nominating Committee in the first year of presidency (since there would not be a President-Elect that year); and the President chairing and appointing up to 3 members in the Long Range Planning Committee in the first year of presidency (again since there would not be a President-Elect that year). Bitmead noted that the fact that the Past-President chairs the Nominating Committee in the second year of Presidency (when the Past-President is no longer a member of ExCom) in effect means that the 1-2-1 model is a 1-2-$(1+\varepsilon)$ model.

With regards to a casual vacancy of Presidency, the Acting President would be, respectively, the Past-President (if the vacancy occurs in the first year of Presidency) and the President-Elect (if the vacancy occurs in the second year of Presidency). The roster of CSS positions, which is currently filled by the President-Elect, would remain the responsibility of this individual for two years in a row (the first as President-Elect, the second as President in their first year).

After the exposition of these changes, Bitmead opened the floor for questions and comments. F. Bullo emphasized the importance of being consistent in the wording of the changes concerning diversity in the Constitution and Bylaws. He also reported that his polling of Past-Presidents regarding the move to two-year presidencies was positive, with 8 out of 10 in favor, and the 2 remaining expressing concern about the potentially increased workload. Regarding diversity, several BoG members expressed support for the emphasis in the proposed changes and the importance of being inclusive rather than prescriptive in the wording of said changes. The following three concerns were raised by BoG: one regarding whether it would be possible to re-elect a president (it was clarified that the Constitution rules out the possibility of two consecutive presidential terms); another regarding the uneven number of members of the Nominating Committee under the proposed changes (6 in the first year of Presidency and 7 in the second). This was addressed by proposing the addition of the most recent available Past-Past-President in the first year of Presidency; and finally, about the tie-breaking mechanisms in place given the even

numbers in ExCom and BoG composition (the rule will be that only motions that have a majority will pass, per Roberts Rules).

The next change that Bitmead discussed was to the terms of the appointed members of BoG. Current practice has six members appointed to BoG for one-year terms. This provides an opportunity to diversify and broaden participation in the BoG experience. For similar reasons to the desire to shift the presidency from one year to two, BoG appointees also would benefit and contribute more with two-year terms. The proposal is then to move to three staggered two-year appointees. The move from the current system to the new one would only require a transition year where three one-year plus three two-year appointments are made.

The third change Bitmead described was to the tasks entrusted to the Nominating Committee, that under the proposal, would also choose the appointed BoG members. Currently, these appointments are the sole province of the President. The unilateral Presidential authority to appoint six people to BoG was identified by the IEEE Parliamentarian as unusual, and becomes more relevant if these appointments are for two years. This was discussed with then CSS President F. Bullo in the context of the 2018 amendments to the CSS Constitution and Bylaws to bring BoG into line to have more elected members than appointed. This change would continue the democratizing trend. The proposal is to hand this task to the Nominating Committee. This change will have half of the appointees serve in BoG under two different Presidents. Bitmead also proposed to introduce as criteria for appointment that appointed members should reflect the needs and aspirations of BoG in terms of diversity such as of experience, age, gender, geographic region, professional sector, etc.

Finally, Bitmead went through the specific changes in wording to the Constitution document and to the Bylaws document, with detailed markups as to the text additions and deletions. These markups are included in the agenda and reports document available to BoG.

The BoG was broadly enthusiastically supportive of these changes and suggested modifications as noted above.

Activity Reports

6.A-G. Reports

No additional activity reports, beyond the ones already described above, were presented during the meeting. BoG members were referred to the material contained in the agenda and reports documents for full details on all other activity reports.

7. Other Business

R. Bitmead asked if there was any additional new business or old business, and hearing no response adjourned the meeting.

7.A. Time and Location of Next BoG Meeting

The next meeting will take place on Tuesday December 10, 2019, from 12:00 to 18:00 in association with CDC in Nice, at Hotel Le Negresco.

8. Adjournment
The meeting was adjourned at 4:48pm.