

GOVERNANCE: THE SOCIETY'S UNDERPINNINGS

The IEEE Communications Society (ComSoc) is a global network which aims at promoting the advancement of science, technology, and applications in communications and networking technologies. To do so and achieve our vision, good governance as well as the adherence to the governance underpinnings of the organization is of utmost importance. Over the past couple of years and following in the footsteps of past presidents such as Sergio Benedetto, we have stressed the importance of governance and committed during this presidential term to make proper governance and efficient operation our main priorities. We have particularly committed ourselves to updating and improving our bylaws and policies and procedures. This is a major undertaking and was led by a dedicated team of volunteers that include Merrily Hartmann, current Chair of the ComSoc Governance Committee (GovCom), and others including Stefano Galli, the Vice Chair.

This month's President's Page is co-authored by Merrily Hartmann and will focus on governance, and particularly on the processes that GovCom is responsible for and how the committee operates. Merrily retired as Executive Director of Global Markets Sales Support for SBC Communications, Inc. (formerly Southwestern Bell, now AT&T) after 25 years of service. She was responsible for managing all sales operations for SBC's 200 largest customers. She started her career with Bell Telephone Laboratories – Indian Hill (Naperville, IL). Merrily received a Bachelor of Sciences degree in Mathematics and Computer Sciences from the University of Illinois, Chicago. She was awarded the IEEE Communications Society Harold Sobol Award for Exemplary Service to Meetings and Conferences. Her volunteer services with ComSoc include: Governance Committee Chair (2018-2019), Nominations & Elections Committee (2012-2014, 2019), Director-North America Region (2014-2015), Strategic Planning Committee (2014-2015), Board of Governors Member-at-Large (2012-2014), Director-Conference Operations (2008-2011, 2013), and GIMS Operations Chair (2006-2007). Merrily has held leadership positions on numerous conference organizing committees: IEEE GLOBECOM 1986, 1989, 1993, 2001, and 2004; IEEE RFID 2007-2015; and IEEE WCNC 2017.

Our Society's governance practices are based on IEEE governing documents as well as our own Constitution, Bylaws, and Policies & Procedures. Our Constitution provides the overarching principles of the Society related to our purpose, scope, bylaws, policies and procedures, membership, organization, finances, member services, and how amendments are to be handled. The Constitution may be considered a "contract" between the Society and its members. Our Bylaws are the rules and regulations adopted by ComSoc for members to follow while par-



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ticipating in the overall management of our Society. Our Policies and Procedures outline more details for specific functions of the Society. All governing documents are readily accessible for our members on the ComSoc website (www.comsoc.org) at Home/About/Board of Governors/Governance.

These documents are useful to our members in that they include our Society's organizational structure and how each of our assemblies (councils, boards, standing committees, technical committees, and industry communities) operate. The way we conduct Society meetings is outlined in Clause 2 of our Policies and Procedures called the Governance Toolkit. The Toolkit is a resource that outlines the mandate included in the IEEE Bylaws specifying that all IEEE assemblies must adhere to Robert's Rules of Order Newly Revised (latest revision) (RONR) and includes important IEEE statutes that must be followed as well. The Toolkit is a great reference for anyone chairing or attending assembly meetings. Chairs and assembly members have rights and responsibilities which, when followed, ensure productive and collegial meetings.

Maintaining our governing documents is essential to keeping our Society healthy and relevant. As such, ComSoc's Governance Committee (GovCom) is charged with the following responsibilities (from our committee's P&Ps):

- Reviewing proposed amendments to governing documents
- Crafting amendments that result from actions of the Board of Governors (BoG)
- Establishing Society-wide governance best practices and overseeing their application across all Councils, Boards, and Committees
- Proposing changes to governing documents with the goal of keeping them current, clear, and consistent
- Serving as an interpretive body on any governance issue

For 2019, the GovCom membership is as follows: Sergio Benedetto, Roberto de Marca (Society Parliamentarian), Ashutosh Dutta, Stefano Galli (Vice Chair), Merrily Hartmann (Chair), Stan Moyer, Robert Schober, and Matt Valenti.

GovCom's activities during 2018 and 2019 have involved all aspects of our responsibilities.

Amendments to our Bylaws and P&Ps: Prior to any amendment being discussed for approval, GovCom conducted a review of the motion to ensure it was consistent with current policy and did not conflict with either IEEE or ComSoc policies. The Committee interacted with the motion submitter or stakeholder to fine-tune the language based on Committee feedback. Once the final version of the motion was complete, GovCom sent it to BoG members at least two weeks prior to the BoG

meeting in which it was to be presented, allowing them to be adequately prepared for the discussion.

When the BoG approved a resolution during a meeting, GovCom researched the issue and translated the action taken into the most appropriate clause(s) for the Bylaws and/or P&Ps. A motion was then crafted and submitted for BoG approval at the next BoG meeting.

According to our Constitution, all Bylaws amendments must be approved by the IEEE Vice President – Technical Activities. Once approved, an article appears in *IEEE Communications Magazine* providing our members with a summary of the changes. Recent articles addressing Bylaws changes may be found in the October 2018, February 2019, and July 2019 issues. Likewise, any changes to our Constitution must be reported in *IEEE Communications Magazine* and members have the right to object within 60 days.

Best Practices: To provide consistency in preparing motions and meeting minutes, GovCom created a Motion Template and a Minutes Outline. The Motion Template is specifically for motions (amending governing documents) being presented to the BoG. The purpose of the template is to summarize the specifics of a motion, namely: an executive summary, the pros and cons if the motion passes, any financial implications involved, the implementation timeline, and the motion language itself. For each approved motion, the template is the official record of the BoG actions taken and is attached to the minutes of the BoG meeting in which it was approved.

The Minutes Outline provides a guideline for the preparation of assembly agendas and minutes. It assists the Chair and the individual taking the minutes in organizing the meeting and

adhering to basic RONR procedures. ComSoc members may access all BoG, Council, Board, and Standing Committee minutes on our website (behind the member wall) at Home/About ComSoc/Board of Governors/Governance.

The Motion Template and the Minutes Outline may be found on our website at Home/About ComSoc/Committees/Standing Committees/Governance Standing Committee.

Stabilizing our Bylaws and P&Ps: In addition to the significant work pertaining to amendments, GovCom regularly scrutinizes our governing documents for missing clauses, P&Ps provisions that should be moved to the Bylaws, contradictions, and clauses that needed additional clarifying language to remove ambiguities. Motions to address these issues were prepared for BoG and Council approvals accordingly. Ensuring our governing documents accurately represent current methods and procedures that are aligned with IEEE policies provides a sound basis for the Society to meet goals and produce results for our members.

Simply put, good governance for an organization means that there are fair and consistent rules in place, all members have access to the rules, and all are expected to follow the rules. In that environment, the goals and strategies of an organization take center stage, and the business interactions can be harmonious even if there are differences of opinion.

Over the past two years, we have stressed the importance of governance in all aspects of ComSoc business. Following that lead, the Governance Committee is on track to meet our goals for 2018 and 2019 which will provide a solid foundation of accurate and consistent governing documents for the next Administration.

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