

Governing Documents Review Process

This presentation provides an overview of the process and includes revisions adopted by the IEEE Board of Directors at its June 2009 meeting.

August 2009

Governing Documents Review Process

The IEEE Board of Directors has delegated responsibility to the IEEE Governance Committee for the review of proposed revisions to IEEE governing documents including IEEE's Constitution, Bylaws, Policies, Finance Operations Manual, Investment Operations Manual, and Standing Committee Charters and Operations Manuals (including the Major Board Operations Manuals) as described in IEEE Bylaws I-303.9 and I-305.9.

IEEE Bylaw I-305.9

The IEEE Governance Committee shall be appointed by and shall be responsible to the Board of Directors. The Committee shall assist the Board of Directors on governance matters related to the effectiveness and efficiency of IEEE. Such matters shall include, but are not limited to, the review of proposed amendments to IEEE's governing documents to assure clarity, consistency, and legal compliance; leadership training and orientation for new Board members; and providing guidance on organizational structure.

IEEE Bylaw I-303.9

Each Major Board shall adopt operating procedures that are responsive to the needs of such Major Board The Operations Manuals or any amendments to its procedures shall not be adopted until such Operations Manuals or any amendments have been submitted to and reviewed by the IEEE Governance Committee. ...

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With regard to the Major Board Operations Manuals, there are two levels of approval once review by the Governance Committee[†] has been completed:

1. Specific sections that require approval by the IEEE Board of Directors may be submitted using the 30-day Review Process. Those sections are noted in each of the manuals, and, in some instances require staffing and comment from other affected Organizational Units.
2. Remaining sections may be approved and adopted by the respective Major Boards.[†]

[†] A member of the IEEE staff, designated by the IEEE Executive Director shall review amendments to the Major Board Operations Manuals not requiring IEEE Board approval. The Governance Committee and/or IEEE's legal counsel shall be consulted when appropriate.

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Amendments to the Major Board Operations Manuals not requiring IEEE Board approval may be submitted at any time.

- These submissions may be forwarded to ops-manual@ieee.org ***at any time.***
- A response on the outcome of the review will be provided normally within two weeks.
- If a longer period for the review is needed the submitter(s) shall be notified and a new date for completion will be set.

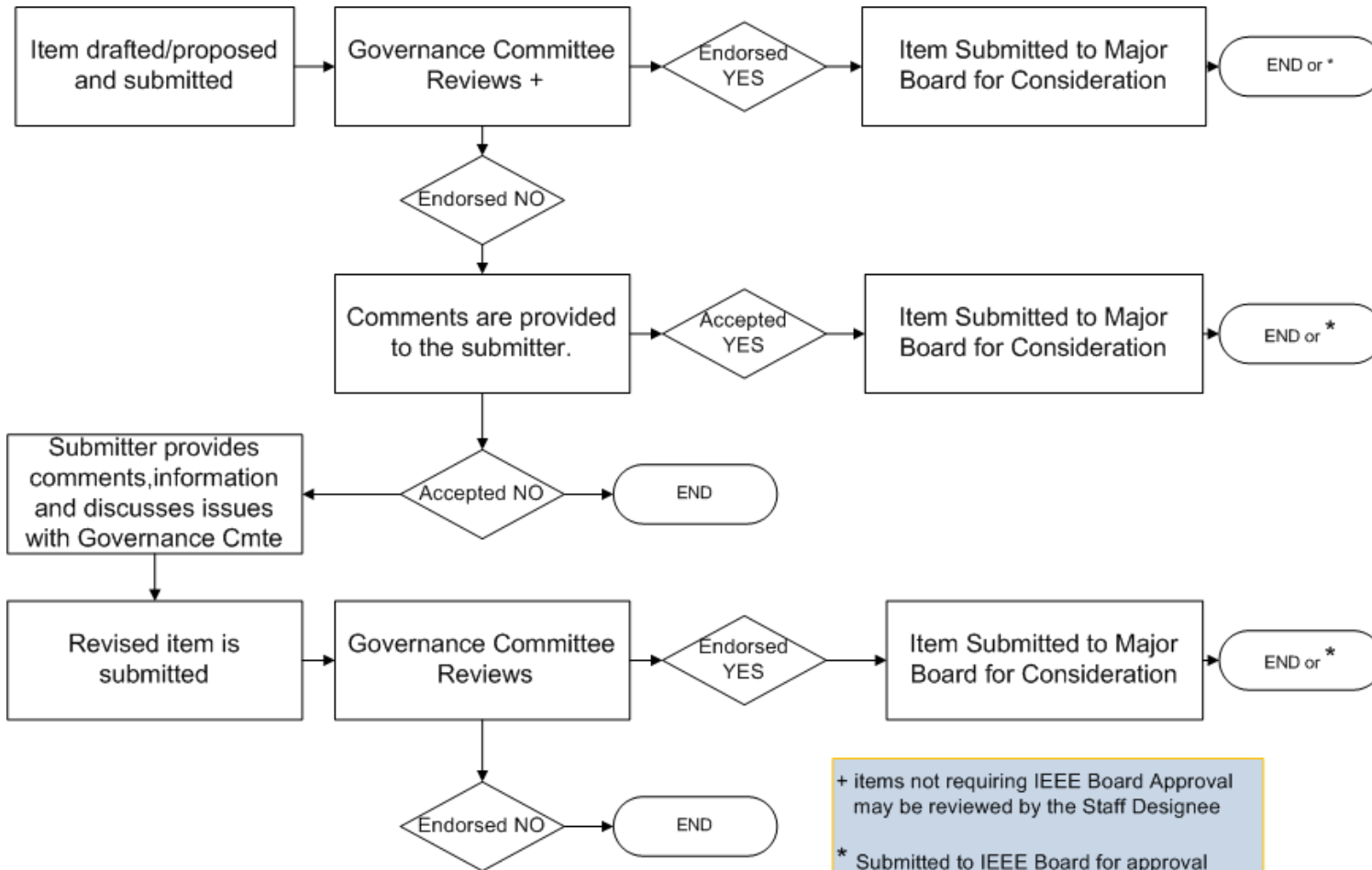
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Changes to the Major Board Operations Manuals that require IEEE Board approval continue to require the review of the Governance Committee prior to submission to the Board.

Those submissions should follow the schedule dates set forth in the "call for agenda" notifications, and are posted on the IEEE Board Resource page.

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Major Board Operations Manuals



+ items not requiring IEEE Board Approval may be reviewed by the Staff Designee

* Submitted to IEEE Board for approval when required

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What does the Governance Committee consider during the review?

- Consistency with higher level governing documents.
- Clarity that the revision reflects the desired change.
- Legal concerns or risks to IEEE.
- Conflicts with other OU documents and activities.
- Flexibility within procedures.
- Assure all necessary information is included on submissions so that the approving body can make an informed decision.

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The Governance Committee offers the following to assist the Major Boards and Standing Committees in this process:

- Assistance with the drafting of procedures and changes to the documents prior to final consideration.
- Advises on best practices with regards to governance.
- Identifies where improvements can be made in policy and procedure.
- To be a resource on all governance related matters.

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All information pertaining to the IEEE Governance Committee and its procedures are available on the IEEE website at URL:

<http://www.ieee.org/web/aboutus/whatis/Governance/GovernanceCommittee.html>

More detailed procedures on the submission of amendments to the Operations Manuals and item templates can be found at URL:

<http://www.ieee.org/web/aboutus/whatis/Governance/opm.html>