

Voting Procedures Committee Report

AESS Board of Governors Meeting

May 12-13, 2017

Seattle, WA

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Background

- Last BoG meeting, the committee was tasked to rework the tabled motion presented on Board Voting Procedures
- The committee changed the motion to cover just what needs to be done by the BOG to meet/match current IEEE requirements/policies on voting. The new motion is attached as well as supporting IEEE documentation. The original motion is to be withdrawn or left on the table.

Objective

The purpose of this motion is to make AESS Board of Governors (BOG) procedures consistent with the IEEE attached documents:

- 1) Best Practices for Conducting Meetings by Email, Guidelines on IEEE Board of Directors Policy and Procedures, IEEE Bylaw I-300.4(4) (“e-mail voting by-law”), 2003, and
- 2) IEEE Policy and Procedures, Section 9.10, Parliamentary Rules and Procedures, Paragraph 2, Nov 2016.

The motion defines:

- 1) that AESS BOG balloting by e-mail is to be considered “open” and
- 2) the number of BOG members needed to request roll call voting during open meetings of the BOG is twenty percent of those present

Motion

That the AESS BOG approve the processes for electronic voting of the BOG and for roll call voting in open sessions of the BOG, as defined in the following three paragraphs:

- All ballots conducted over e-mail are considered open and members' vote tallies are to be made public to all voting members of the BOG promptly at the end of the voting period. The motion and its disposition shall appear in the minutes of the BOG.
- The BOG shall approve, as exceptions to this motion, secret e-mail balloting for elections, as defined in the AESS by-laws, and for any other matter for which it is deemed necessary.
- At open sessions of meetings of the AESS BOG, the affirmative vote of at least twenty percent of those present shall suffice to order the taking of a vote by roll call on a topic other than nominations, individual personnel matters, or awards.

Other ideas not part of the motion: Possible Actions to Generate More Member Interest in BoG Activities

- Highlight results from BOG meetings in the QEB and include the URL to BoG minutes
- In the BoG minutes, record actual vote counts instead of just that a motion passed or failed
- In the minutes, explain motions if necessary. Allow BoG members to make comments for the record
- Highlight AESS Strategic Plan in QEB (or Systems) and the activities developed by BoG to achieve Strategic Plan goals
- Other ideas??

Attachments

- 1) Best Practices for Conducting Meetings by Email, Guidelines on IEEE Board of Directors Policy and Procedures, IEEE Bylaw I-300.4(4) (“e-mail voting by-law”), 2003, and
- 2) IEEE Policy and Procedures, Section 9.10, Parliamentary Rules and Procedures, November 2016.

Attachment 1 (relevant section in red)

■ **Best Practices for Conducting Meetings by Email**

■ **Governance**

- In late 2003, the IEEE Board of Directors approved revisions to IEEE Bylaw I-300.4(4) Action of the Board of Directors and Committees. This amendment to the IEEE Bylaws is sometimes referred to as the "email voting bylaw." The change permits the transmission of votes using email and other electronic means. However, it also changes the voting requirement needed when a board or committee is taking an action without holding a formal meeting.

■ **Guidelines**

- The IEEE Board of Directors and the boards and committee reporting directly to the Board of Directors are required to have unanimous written consent on matters acted upon between regular or special face-to-face meetings. The IEEE Board of Directors adopted a less stringent voting requirement for those committees and boards that do not report directly to the IEEE Board of Directors. For these organizational units, unanimous written consent is not required when an action is taken without a formal meeting if votes are cast via mail service, email, or other electronic means. As noted above, the IEEE email voting bylaw also specifies that the minimum required vote to take action shall be the affirmative vote of a majority of ALL the voting members on the committee or board.
- Organizational units should keep in mind that it is often preferable for deliberative discussions to take place at formal meetings, be they in-person or via teleconference, when all participants can hear one another. The intent of IEEE Bylaw I-300.4(4) is not to eliminate those important discussions from the deliberative process. All actions to be acted upon without a formal meeting should be vetted thoroughly, and there should be a clear sense that the group has had an adequate opportunity for discussion, albeit by electronic means, to reach a consensus on the matter.

The following guidelines and best practices should be followed by those organizational units that adopt procedures to permit actions in accordance with the IEEE email voting bylaw:

- Adoption of these procedures should be considered at a regularly scheduled meeting.
- Further restrictions and the parameters associated with taking an action without a formal meeting should be incorporated into the organizational unit's governing documents.
- Clarification of the rules and procedures in the organizational unit's governing documents should specify at a minimum the following matters:
 - The required number of affirmative votes to take action. The IEEE email voting bylaw states "an affirmative vote of a majority of all the voting members" is required to take action. Therefore, does the organizational unit want to adopt a more restrictive vote, such as requiring an affirmative vote of two-thirds of all the voting members?
 - Items which the organizational unit has determined shall not be acted upon other than in a formal meeting (e.g., nominations and appointments).
 - The minimum voting period allowed (e.g., the voting period shall be no less than seven days).
 - The person or persons authorized to determine if and when a motion will be voted on via email, and approve the motion and all relevant information for distribution (e.g., the board or committee Chair, the secretary when applicable, or a member of the board or committee designated by the Chair).
 - The person or persons responsible for distribution of the motion and tallying the electronic vote (e.g., the board or committee Chair, the secretary when applicable, or a member of the board or committee designated by the Chair).
 - The process and format for distribution of proposed resolutions and the collection of votes. For example, it is recommended that allowances be made for any voting members of the organizational unit who may not access email regularly. No voting member should be disenfranchised from voting on matters brought before the board or committee.
- **Specifications regarding public or secret balloting. The board or committee should determine if all ballots conducted over email are to be considered secret ballots, or if members' votes are to be made public to all members of the board or committee.**
- A requirement that a written record of such a vote shall be recorded as minutes of the board or committee.

Attachment 2

IEEE Policy and Procedures, Section 9.10, Parliamentary Rules and Procedures, Paragraph 2, November 2016

At meetings of the Board of Directors, the affirmative vote of at least twenty percent of those present shall suffice to order the taking of a vote by roll call on a topic other than nominations, individual personnel matters, or awards.