Attendees at the meeting were:

**Board of Governors**

<table>
<thead>
<tr>
<th>Officers</th>
<th>Members at Large</th>
<th>Directors</th>
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<tbody>
<tr>
<td>R.L. Pickholtz</td>
<td>J. N. Daigle</td>
<td>M.J. Friduss</td>
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<tr>
<td>P. E. Green, Jr.</td>
<td>D. Dodd</td>
<td>E.J. Glenner</td>
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<tr>
<td>T.A.C.M Claasen</td>
<td>G. H. Estes</td>
<td>R.E. Mosher</td>
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<tr>
<td>L.B. Milstein</td>
<td>R. Frank</td>
<td>D. Ucci</td>
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<td>D.L. Solomon</td>
<td>E. J. Glenner</td>
<td>S.B. Weinstein</td>
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<tr>
<td>C. Lof</td>
<td>H. Murata</td>
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<td>R. P. Skillen</td>
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<td>S. Tashiro</td>
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<td>F. Tosco</td>
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**Parliamentarian**

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<td>R. Slayton</td>
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**Recording Secretary**

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<td>C.M. Swaim</td>
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**Invited Guests**

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<tr>
<td>R.J. Jaeger</td>
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<td>J. Kugler</td>
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**Observers**

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<td>R. Anderson</td>
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<td>M. Decina</td>
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<td>C. Desmond</td>
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<td>P. Fire</td>
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<td>F. Froehlich</td>
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<td>N. Kuroyanagi</td>
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<td>R. Laane</td>
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<tr>
<td>J. Lemp</td>
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<td>C. Manders</td>
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**Absent**

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<td>A.S. Acampora</td>
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<td>I. T. Frisch</td>
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<td>V.B. Lawrence</td>
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<td>J. C. McDonald</td>
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1. **Opening Remarks and Approval of Minutes (Attachment 1)**

Pickholtz convened the Board at 9:00 a.m. welcoming R. Frank for his first time in attendance at the Board of Governors. Green moved that the December 5, 1990, minutes be accepted with additional attachments from Slayton. Milstein seconded. Skillen moved that the minutes from the March 1 OpCom and the April 18 OpCom be approved. Tashiro seconded; approved unanimously.

2. **Information Items — Pickholtz**

A. Facilities and Investments
An ad hoc Facilities and Investments Committee has been researching the possibility of moving the Communications Society staff to the 11th floor of their current building as well as investigating appropriate uses for surplus reserves.

B. Awards Board
Ucci voiced concern over the many excellent awards that are never taken advantage of due to a lack of nominations. Pickholtz congratulated Green on his winning the IEEE Simon Ramo Award.

C. Elections
This year three Board of Governors' vice presidential positions are up for election: Member Affairs, Technical Affairs, and International Affairs. Also, J. Ryan and F.T. Andrews have been nominated for Division III Director.

D. Staff Move
Negotiations involving the staff move continue to proceed with difficulties.

E. Constitutional Amendment for Student on Board of Governors (Attachment 2)
This amendment was approved by majority vote with one negative and one abstention. The amendment will be in October's IEEE Communications Magazine. (action)

F. Technical Excellence Committee being set up by IEEE
Green will identify and recommend a list of world-renowned people to sit on the panel. (action)

3. Consent Agenda (Attachments 3 through 12)
Pickholtz reviewed the consent agenda items. Daigle moved that "the reports be accepted as presented." Green seconded; approved unanimously. Pickholtz asked that the minutes note Varetoni's fine work as Chapter Director and Green announced C. Desmond as the new Director of Chapter Activities. Pickholtz thanked Tom Varetoni, Judy Raposa Keller, and Carole Swaim for their excellent work in putting the Chapters Manual together.

4. Action Items
A. Overhead/Financial Planning -- Friduss, Kugler (Attachments 13 and 14)
• Friduss reviewed the attachment; the original 1990 budget surplus of $442,000 was missed by $270,000 due to IEEE Transactions on Communications page overruns. 1991 is currently on track to achieve a $437,700 surplus. Meetings and conferences could come in higher as revenues are running ahead of last year.
• The Board of Governors' original objective was to have a 30-40% reserve for safety purposes. Pickholtz requested that the Facilities and Investments Committee look into this percentage to determine a meaningful amount of reserves, including how much should be in cash and how much in other investments, and to report back to OpCom in September. (action) Pickholtz also asked the Strategic Planning Committee to get involved in this objective.
• Friduss stated that our financial objective should be published. Pickholtz received a letter from Engelson, Staff Director of TAB, explaining overhead charges. Overhead consists of two parts: charges for actual expenditures and charges for supervision. OpCom will decide if staff can assume TAB functions.

B. Staff Expansion Proposal -- Pickholtz (Attachment 15)
• Green moved that "the Board of Governors approve the addition of four people to the Communications Society headquarters staff as presented by Lof in the organization chart: a Director of Programs and Administration, a Database Administrator, a Marketing Assistant, and a Secretary/Administrator." Weinstein seconded. Skillen, requested specifics on each position with financial and improved service benefits spelled out, and Claasen stated that the individual job descriptions should allow for more flexibility within the position.

• Estes moved that "the voting members of the Board go into Executive Session for ten minutes." Skillen seconded. The issue was tabled until the noon lunch break.

• Executive Session Results
  The Board of Governors approved an amendment by Green that "three of the four positions indicated on the organization chart be accepted: Marketing Assistant, Secretary/Administrator, and a Database Administrator." Approval for the Director of Programs and Administration was deferred to OpCom. (action) A detailed business plan will have been distributed to the Board of Governors for their comments before OpCom. (action)

C. Membership Development -- Green (Attachment 16)
  A workshop on membership development was held June 22 for the purpose of launching a campaign to increase the size of membership and member services. Green indicated that approval of the additional staff amounted to de facto approval of the membership development plan.

D. ICC/GCOM Paper Selection -- Murata, Anderson, Kuroyanagi (Attachment 17)
  Murata representing the Southeast Asian countries, discussed how to obtain quality papers from Southeast Asia. Kuroyanagi discussed his as well as TAC proposals. TAC has established a task force to investigate this issue.

E. Student Activities--Student on Board of Governors -- Milstein (for Frisch)
  Claasen moved that "the Board of Governors allocate a maximum of $3,000 per year to fund travel for the student member elected to the Board of Governors." Daigle seconded; all approved.

F. Dues and Fees -- Lof (Attachment 18)
  Daigle moved that "we accept the content of Lof's report on Dues and Fees." Weinstein seconded; all approved.

G. INTELEC -- Glenner (Attachments 19a and 19b)
  Jaeger reviewed the meeting with INTELEC leadership which feels that their interests are more allied to Power Electronics than to the Communications Society. INTELEC meetings, when held in the United States every two years, bring approximately $20,000 into the Communications Society. Pickholtz appointed Glenner to identify a member of GICB to sit on the INTELEC Board. (action) Green motioned that "the Communications Society approve the change in sponsorship of INTELEC to the Power Electronics Society and appoint a Communications Society representative to the INTELEC Advisory Committee." Glenner seconded; all approved.
H. Gigabit Networking/SUPERCOMM '92 -- Skillen (Attachment 20)

Skillen reviewed the March OpCom proposal for holding a gigabit network mini-conference during ICC/SUPERCOMM '92 which will be a special event collocated at ICC with a special registration fee of about $300. A special issue of IEEE Communications Magazine will focus on the subject. Skillen's committee would like to open up all the ICC sessions to Gigabit attendees, as they would not normally attend a ICC/SUPERCOMM conference.

I. TENCON/Meetings and Conferences -- Glenner (Attachments 21 and 22)

- The TENCON '92 conference to be held in Melbourne, Australia, in 1992 was discussed and supported by the Board. Glenner was asked to write the committee expressing interest and support. **(action)** Glenner will also get a mailing list compiled for advertising the conference. **(action)** Pickholtz stated that, if the conference committee needs seed allowance (which is returned), that the Board of Governors could arrange it. Claasen will select a representative from the Asian Pacific Committee to attend the conference. **(action)** He will also recommend someone from APC to sit on the International Advisory Committee for TENCON '92 and notify the TENCON committee. **(action)**

- Glenner reported on meetings and conferences.

- Dodd said that the Switching Committee has proposed that we develop an international conference on Universal Personal Communications to take place in September, 1992, in Dallas, Texas. A call for papers will go out in September, 1991. The Switching Committee also proposed that other committees be contacted for their participation and their joint sponsorship. Pickholtz emphasized the importance of the fast track to establish us as a leader in this field and suggested quick action. Pickholtz will write an article recognizing the conference in his next President's Column. **(action)**

J. Dues for Developing Countries -- Tosco (Attachment 23)

Several economic problems plague the countries in Eastern Europe, including difficulties with conference fees, travel, membership dues, and currency. Pickholtz asked Claasen to appoint a task force to look into ideas and come up with solutions. **(action)** Tosco will tell the people or Eastern Europe that this task force is being set up and has been charged with bringing ideas and possible solutions to the next Board of Governors meeting in December. **(action)**

K. Chapters Manual -- Pickholtz

Pickholtz again praised the completion of the Chapter's Manual as an excellent "first step in the right direction" and said it was key to establishing a network of communication to the chapters. He also noted that it will need continual updating in order to remain an effective and useful tool.

L. Policies & Procedures Manual -- Slayton

The Policies & Procedures Manual is approximately one third complete and should be finished by ICC '92. **(action)**
M. TAC, TCB (New chair, certification) -- Milstein

The TCB (Technical Committee Board) voted to recertify both the Multimedia Services & Terminals technical committee and the Committee on Networks Operations & Management. Milstein moved that the Board of Governors approve the TCB action. Claasen seconded; all approved.

4. New Business

- Offshore Conferences -- Claasen
  
  IAC (The International Advisory Committee) suggests that the Board of Governors have rotating regional conferences between Latin America, Asia, and other offshore areas to better serve the members in those regions. Pickholtz summarized the feeling of the Board of Governors: "it is the sense of the Board that we review the method of selecting conference sites."

- Personal Communications Workshop -- Tosco
  
  Claasen moved that "the Board of Governors approve a grant of $5,000 to support an International Workshop on Personal Communications in Hungary." Green seconded; all approved.

- Logo (Attachment 24)
  
  Pickholtz stated that the new logo for our fortieth anniversary will begin to be used by the next OpCom.

- Promotion
  
  Pickholtz congratulated Jaeger who will be IEEE's Congressional Fellow in Washington, D.C.

- Division III Director
  
  Jaeger recommended that the Division III Director be made a voting member of the Board of Governors. Pickholtz will bring this issue up at OpCom. (action)

- Monetary Recognition
  
  Jaeger suggested monetary acknowledgement for high ranking officers including retirees (i.e., travel and living for conferences, etc.). Pickholtz stated that such action would require a constitutional amendment.

- Ex Officio Members of the Board of Governors
  
  Green moved that "the bylaws be changed to allow any member of the Board of Governors to introduce motions." Claasen seconded; all approved. Slayton will check into whether this is consistent with Robert's Rules of Order as well as our own procedures. (action)

Green moved to adjourn the meeting at 3:25 p.m. The next OpCom meeting is scheduled for Friday, September 6, 1991, in New York City.
LIST OF MOTIONS WHICH PASSED

1. Consent Agenda
   "That the consent agenda reports be accepted as presented."

2. Executive Session
   "That the voting members of the Board go into Executive Session for ten minutes."

3. Staff Expansion
   "That the Board approve the amended motion that three of the four positions indicated on the organization chart be approved: Marketing Assistant, Secretary/Administrator, and a Database Administrator."

4. Student Activities
   "That the Board of Governors allocate a maximum of $3,000 per year to fund travel for the student member elected to the Board of Governors."

5. Dues and Fees
   "That we accept the content of Lof's report on Dues and Fees."

6. INTELEC
   "That the Communications Society approve the change in sponsorship of INTELEC to the Power Electronics Society and appoint a Communications Society representative to the INTELEC Advisory Committee."

7. TAC Recertification
   "That the Board of Governors approve the TCB action recertifying the Multimedia Services & Terminals technical committee and the Committee on Network Operations & Management."
8. **Personal Communications Workshop**

"That the Board of Governors approve a grant of $5,000 to support an International Workshop on Personal Communications in Hungary."

9. **Ex Officio Members of the Board of Governors**

"That the bylaws be changed to allow any member of the Board of Governors to introduce motions."

**LIST OF ACTION ITEMS**

1. Lof will publish the constitutional amendment for a Student on the Board of Governors in the October issue of the *IEEE Communications Magazine*.
2. Green will identify and recommend a list of world-renowned people to sit on the Technical Excellence Committee being set up by IEEE.
3. The Facilities and Investments Committee and the Strategic Planning Committee will investigate the Communications Society's 30-40% reserves to determine a meaningful percentage.
4. A business plan for staff expansion will be distributed to the Board of Governors before the next OpCom.
5. The staff position of Director of Programs and Administration will be decided at OpCom.
6. Glenner will identify a member of GICB to sit on the INTELEC Board.
7. Glenner will write to the TENCON committee expressing interest and support.
8. Glenner will compile a mailing list for advertising TENCON '92.
9. Claasen will select a representative from the Asian Pacific Committee to attend TENCON '92 and notify the TENCON committee.
10. Claasen will recommend someone from APC to sit on the International Advisory Committee for TENCON '92 and notify the TENCON committee.
11. Pickholtz will write an article in his next President's Column recognizing the international conference on Universal Personal Communications.
12. Claasen will appoint a task force to look into ideas and solutions regarding economic problems in Eastern Europe and will notify the people of Eastern Europe that this task force will report their suggestions to the Board of Governors in December.
13. Tosco will tell the people of Eastern Europe that a task force is being set up which will bring ideas and possible solutions regarding the economic problems to the next Board of Governors meeting in December.
14. Slayton will have the Communications Society's Policies & Procedures finished by ICC '92.
15. Pickholtz will bring the issue of the Division III Director being made a voting member of the Board of Governors to OpCom.
16. Slayton will check into whether ex officio members of the Board making motions is consistent with Robert's Rules of Order as well as our own procedures.

Respectfully submitted,

Carol Lof
Secretary