Attendees at the meeting were:

<table>
<thead>
<tr>
<th>Officers (voting)</th>
<th>Members-at-Large (voting)</th>
<th>Directors &amp; CIO (voting)</th>
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<tbody>
<tr>
<td>De Marca, Roberto</td>
<td>Anderson, Ross</td>
<td>Armor, Dale</td>
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<td>Desmond, Celia</td>
<td>Aoyama, Tomonori</td>
<td>Aoyama Tonomori</td>
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<td>Bessai, Horst</td>
<td>Bernstein, Larry</td>
<td>Cheung, Nim</td>
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<td>Gelman, Alex</td>
<td>Cimini, Len</td>
<td>Clarkson, Trevor</td>
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<td>Siller, Curtis</td>
<td>Cohen, Robbie</td>
<td>De Campos, Marcello</td>
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<td>Zuckerman, Doug</td>
<td>Lee, Byeong Gi</td>
<td>Desmond, Celia</td>
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<td></td>
<td>Freeman, Harvey</td>
<td>Karol, Mark</td>
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<td></td>
<td>Saracco, Roberto</td>
<td>Lee, Byeong Gi</td>
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<td></td>
<td>Tranter, Bill</td>
<td>Ohta, Naohisa</td>
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<td>Robinson, Bill</td>
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<td>Saracco, Roberto</td>
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<tr>
<th>Invited Guests</th>
<th>Officers (non voting)</th>
<th>Absent</th>
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<tbody>
<tr>
<td>Ray Findlay</td>
<td>Howell, Jack</td>
<td>Adams, Beth</td>
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<td></td>
<td>Freeman, Harvey</td>
<td>Cerchio, Laura</td>
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<td>Guerin, Roch</td>
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<td>Kurose, Jim</td>
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<td>Rowbotham, Tom</td>
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</tbody>
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| Recording Secretary    |                                               |                                |
|------------------------|                                               |                                |
| Swaim, Carole          |                                               |                                |

1. Opening Remarks - Roberto de Marca (Attachment 1 - 3)

Roberto called the Board to order at 2:00 p.m., noting the Fall OpCom scheduled for Venice, September 13 - 14, and restating new procedures for approving next year’s budget prior to the IEEE Board of Directors’ meetings in June.

Roberto highlighted major ComSoc developments in Membership Services, Membership Development, and Society Relations, also noting IEEE's $1.7M reduction in ComSoc reserves to meet part of IEEE's overall 2000 year-end deficit.
Roberto invited Ray Findlay, 2001 IEEE President-Elect, to update our Board on IEEE Finances. Ray presented IEEE's a proposed overhead administration recovery process to distribute income and expense fairly/equitably and implement prudent business practices to develop long-term financial policies/procedures for IEEE and its units. An extensive discussion with Board members followed this presentation.

Approval of Minutes, current Agenda, and Consent Agenda
The minutes of the Board of Governors meeting held in San Francisco in 2001 November were approved. The agenda for this BoG meeting was approved; the consent agenda was approved after OpCom motions 01:4, 01:5, 01:6, 01:7 and 01:8 were removed and placed on main agenda.

Following motions approved via Consent Agenda:

01:3 "that OpCom approve up to $20K in 2001 to support the keywords initiative (with Parity Computing) and up to 30K in 2002 to continue the activity."

01:9 "that OpCom accept the publications' page budgets as presented."

01:10 "that OpCom increase Member/Affiliate dues from $23 to $25 and Student/Other members from $10 to $12 in year 2002."

01:15 "that OpCom approve the Meetings & Conferences travel policy as presented and amended."

01:16 "that ComSoc's contribution to the Industry initiative be determined and processed through normal IEEE TAB (Technical Activities Board) channels, rather than directly through the Society."

2. Reports and Issues

A. Budget Recommendations - Harvey Freeman (Attachment 4)

IEEE/TAB has requested that all the Societies increase their budgeted surpluses by specific amounts to achieve an overall IEEE balanced budget. The increase in net for ComSoc is $1,802K + $930K equaling an overall projected net surplus of $2.732K. After discussion, Robbie moved "that the $930K additional surplus requested by IEEE/TAB be taken from ComSoc's projected surplus for 2002." (motion 01:17) All approved.

Harvey moved "that the BoG approve ComSoc's membership/subscription pricing structure for year 2002 as presented." (motion 01:18) All approved.

Harvey moved "that the BoG approve the ComSoc 2002 Operating Plan/budget subject to changes made by the Board during this meeting." (motion 01:19) Approved; Larry opposed. Budgets yet to be approved include the 50th Anniversary, Education Department, Marketing Operations, Society-Relations travel, and ComSoc Portal.

B. Portal Project - Status and vendor selection - Alex Gelman (Attachment 5)

After a rigorous RFP process, the ComSoc Portal Team selected Vistronix as vendor for our portal (based on Plumtree Portal technology). Decision was based on superior functionality and ease of use, lowest initial cost, lowest ongoing/upgrade costs, and, lowest administrative overhead.

The report and decision was accepted. Note: a conference call with the IEEE Portal Development (IEEE/Corporate Communications) staff was held following adjournment of the session. Matt Loeb indicated that IEEE/CC would investigate
Helsinki, Finland

an Institute-wide solution in collaboration with the ComSoc Portal Committee.

C. Internet Society (ISOC) Activities - Nim Cheung, Bill Robinson (Attachment 6)

INET '01 was attended by Nim and Bill to familiarize themselves with ISOC's major conferences and to discuss joint projects/conferences with its leadership. Discussions focused on benefits of cooperation, comparing the two societies, ISOC's patron program, and also ISOC's focus on training individuals from developing countries in various aspects of Internet technology. (action 01:5 closed)

Bill proposed that ComSoc allocate a sum of money to fund an education project in a developing country jointly with ISOC, subject to an acceptable project plan. Larry amended "that the BoG consider funding a substantial project, in conjunction with ISOC to help a developing country via an Internet technological education program." (motion 01:20) Approved; Curtis opposed; 2 abstained.

D. 2002 ComSoc Budget - Roberto de Marca/Harvey Freeman (Attachment 7)

Membership Development - Doug Zuckerman (Attachment 8)

Budget Items
Doug moved "that the BoG approve the marketing operations budget as presented in this meeting." (motion 01:21) Approved.

Harvey moved "that the BoG remove the $50K Disney project from the 2002 ComSoc budget." (motion 01:22) Approved.

Report - Frequent Customer Program
Doug reviewed past customer loyalty programs (conference rebates, etc.) and will now investigate on-line programs. His conclusion is that an on-line version would have wider use and could be easily implemented on the Portal. (action 01:4, closed)

Chief Information Officer (CIO) Capital Budget - Dale Armor (Attachment 9)

Report: Dale presented his IT budget and work plan for the next 12-18 months:
· Redundant access equipment - Addition of failover and management to our Internet router and firewall appliance;
· Security - Strengthening ComSoc's security with proposals from vendors on web auditing, intrusion detection, and security break-in analysis;
· Test network - Server equipment replicating our environment for application testing, OS testing, software implementation, etc.
· Business Continuity Plan - Financing a disaster recovery computing system to ensure ComSoc remains operational.

Budget: Harvey moved "that the BoG approve Dale's bottom-line capital budget as presented." (motion 01:23) All approved. Dale will e-mail a development plan to Bruce Worthman. He will also investigate an anti-virus protection package for e-mail (about $2K) and make a recommendation to OpCom.

Executive/Membership Services - Jack Howell, Mark Karol (Attachment 10)

50th Anniversary Celebration
ICC '02 is scheduled in New York City (birthplace of ComSoc) creating a significant increase in expenses. Mark recommended that the BoG approve additional funding in 2002 to cover 50th Anniversary and NYC location-related
expenses.

Budget Item: Roberto moved "that the BoG allocate up to $1M for expenses for the ComSoc 50th Anniversary celebration; spending of this money will be determined by the Anniversary Committee." (motion 01:24) Approved; Larry opposed, 2 abstained. $500K is already budgeted; the additional $500K will be taken from our reserves.

Nick Maxemchuk, Des Taylor, and Bill Tranter were appointed co-Editors-in-Chief for the special 50th Anniversary Journal issue.

**DVD Pricing**

Budget Item: Jack moved "that the BoG accept the DVD business plan that includes pricing as shown here and includes DVD's in the registration fees as modified in presentation (attached)." (motion 01:25) Approved; 2 abstained.

Conference sales strategy will be to include DVD's in full and limited registration fees and to offer DVD's as an optional purchase to others for $69. This will be listed as an "option" on conference registration forms. Conferences budgets will not be charged for the DVD's sold to registrants as part of the registration fee.

**Staff & Facilities**

Jack moved "that the BoG approve the Staff & Facilities recommendation to hire an additional marketing person." (motion 01:26) Approved; Larry opposed. This person will coordinate exhibit activities with the ComSoc Exhibit Manager; administer marketing database activities; update current data presentations, analyses, and data selection; manage e-mail marketing efforts for membership, subscription, and product e-mail/web sales efforts.

Budget: Jack moved "that the BoG approve the administrative office budget as presented." (motion 01:27) All approved.

Jack moved "the BoG recommend that the IEEE Facilities Committee investigate 'rent versus buy' for ComSoc's office facility." (motion 01:28) All approved.

A Public Relations expert has been hired to work for ComSoc on a project-by-project basis. (action 01:2, 01:6, closed)

**Membership Services - Horst Bessai, Mark Karol (Attachment 11)**

John Silvester resigned as Director - Education reporting to the VP - Membership Services. Horst will assume the responsibilities of that position through 2001.

**Budget Items:**

To stimulate research and applications development as the mobile computing field matures, Computer Society proposes to launch a new quarterly publication in the first quarter 2002. Mark moved "that the BoG approve ComSoc being co-sponsors with Computer Society on the new magazine, IEEE Pervasive Computing; a net loss of $79K in 2002 is anticipated." (motion 01:29) Approved.

Horst moved "that the BoG approve the operations budget for the Education Department as submitted here." (motion 01:30) Approved. Larry will pursue an education workshop during Globecom to "jump start" a ComSoc education program.

(Also reference OpCom budget motion 01:13.)

**Society Relations - AlexGelman (Attachment 12)**
Budget: Harvey moved "that the BoG approve the Society Relations budget for 2002 as presented in this meeting, which includes an additional $6K for officers' travel." (motion 01:31, also reference OpCom budget motion 01:12) All approved.

Treasurer's Report/Motion - 2002 ComSoc Finances - Harvey Freeman

Budget: Harvey moved "that the BoG approve the ComSoc 2002 Operation Plan/budget for 2002 as presented and modified in this meeting, showing a projected net surplus of $889K." (motion 01:32) Approved; reference earlier BoG budget motion 01:19. This includes the OpCom budget recommendations for motions 01:11, 01:13, and 01:14.

E. Communications Society "Field of Interest" - Steve Weinstein (Attachment 13)

Curtis moved "that the BoG approve a new "field of interest" for the Communications Society as presented in this meeting by Steve Weinstein." (motion 01:33) All approved. This "scope" represents a change to our Constitution and must now be approved by IEEE's Technical Activities Board, every Society, and ComSoc's membership before becoming effective.

F. Technical Activities - Curtis Siller - (Attachment 14)

Curtis will bring the following proposals to Roberto to present to the BoG for e-mail ballot:
- Committee for Business Relations and Programs
- Emerging Technologies Charter
- Electronic "Volunteer Leaders and Staff" Directory

(Also reference OpCom budget motion 01:11.)

3. Future Meetings - Roberto de Marca

OpCom, Thursday/Friday, 13 - 14 September 2001, Venice, Italy.

4. Closing Remarks - Roberto de Marca

Roberto commended the Board for their active participation; meeting adjourned 12 noon.