Attendees at the meeting were:

Officers
- Plevyak, Tom
- De Marca, Roberto
- Horn, Ron
- Miki, Tetsuya
- Siller, Curtis
- Anderson, Ross
- Howell, Jack

Members-at-Large
- Cerchio, Laura
- Cimini, Len
- Cohen, Roberta
- Derby, Jeff
- Fettweis, Gerhard
- Hartman, Paul
- Kincaid, Mike
- Robinson, Bill
- Sobol, Hal
- Taylor, Des
- Tranter Bill

Directors
- Bessai, Horst
- Clarkson, Trevor
- Desmond, Celia
- Kincaid, Mike
- Lee, Byeong Gi
- Mouftah, Hussein
- Suda, Tatsuya
- Tranter, Bill

Invited Guests
- Cheung, Nim
- Lee, Lin-shan
- McDonald, Jack
- Pape, John
- Saracco, Roberto
- Weinstein, Steve
- Worthman, Bruce

Invited Guests
- Daut, David

Absent
- Ahmadi, Hamid
- Armor, Dale
- Bose, Ron
- Glisic, Savo
- Wilches-Chaux, Leonor
- Zuckerman, Doug

Recording Secretary
- Swaim, Carole

1. Opening Remarks - Tom - (Attachment 1 - Agenda)

Tom called the Board of Governors to order at 8:10 a.m., welcoming/introducing members and guests with a special welcome to new Members-at-Large - Laura Cerchio, Len Cimini, Roberta Cohen, and Bill Tranter (already serving on the Board as Director – Journals).

The minutes of the Board of Governors meeting held November 11, 1998, in Sydney, Australia, were approved. The agenda order for the day’s meeting was approved.

1998 revenue/expenses were summarized as follows: net revenue was $1,632,
increase over budget was mainly due to unrealized investment gains of $546K, advertising revenue was $100K higher than budgeted, conference surplus was $400K higher, and administrative expense was $100K under budget.

2. Reports and Issues

A. Strategic Planning Committee – Nim (Attachment 2)
The following mission statement was approved today (in the consent agenda): "The IEEE Communications Society promotes the advancement of science, technology and applications in communications and related disciplines. It fosters presentation and exchange of information among its members and the technical community throughout the world. The Society maintains the highest standard of professionalism and technical competency."

B. Fiftieth Anniversary Advisory Board (FAAB) – Jack McDonald (Attachment 3)
Jack presented the final recommendations of FAAB. The goal of the celebration is to create special value to our members (and the communications industry) through activities/events promoting ComSoc’s role as the world’s leading venue for technical presentation.
The BoG will review the recommendations, consider cost/implementation factors, and bring additional suggestions to FAAB. At Tom's request, Jack agreed to keep the Advisory Board in place; it may participate in implementing appropriate program elements.

C. Policies and Procedures - Tom/Steve - (Attachment 4)
Policies/procedures for the Nominations & Elections Committee will be presented at OpCom and approved by the Board in December. (action 99:10, new)

Steve and Jack Howell will bring recruitment descriptions for elected positions to the BoG in December. Jack will work with the Vice Presidents to prepare job descriptions for each Director.

Tom "declared victory" on ComSoc’s nearly-completed policies and procedures; the submitted/approved documents will provide the foundation for our Policies & Procedures Manual. Carole will oversee publication of a manual and posting it on the web.

D. Executive Director - Jack (Attachment 5)
Jack presented the recommendation of the ad hoc travel policy committee. The recommendation includes a cap of 3% of budgeted expenses and permits business-class travel. Jack projected this would increase ComSoc’s 2000 travel budget by $50K. Tom restated his objection to business-class travel at ComSoc expense, advocating "advance purchase/coach class to any destination."

Jack moved "that the committee’s recommended travel policy be accepted as presented." Ross amended "that the one-in-three rule be eliminated (sentences 2 and 3 of the final section) and that the policy apply to all, effective January 1, 2000." (motion 99:7) Approved (10); opposed were Hal, Paul, Jeff, Des, and Bill Robinson. Travel reimbursement requests will be approved on a case-by-case basis.

Jack moved "that the travel procedures be accepted as presented." (motion 99:8) All approved. (Post meeting note: At their meeting in London, the IEEE BoD tabled all actions related to business-class travel. This means that current IEEE policy continues unchanged; e.g., any upgraded travel by IEEE entities must have prior approval by the TAB Chair with the concurrence of the IEEE President.)

Jack moved "that the BoG approve the following proposals on eCommerce:

- Extend the market test of the ComSoc "Industry New Cache (INC)" another 6
months (+$30K) and investigate key word linkage to portions of our Electronic Periodicals Package.

- Fully fund the Phase III publications infrastructure development plan. This plan was provided for information to the OpCom in April. (Full funding may require a budget authorization of $20-30K in addition to the $50K already budgeted for online improvements in 1999.)

- Test market to the "Virtual ComSoc", perhaps using an alias other than <comsoc.org> to reach communications professionals. (Comsoc.org is Society member oriented; a different "look and feel" will be tested.) Software and programming costs not to exceed $15K.

- Issue an RFP and hire an "e-marketing" firm to develop the virtual ComSoc market and our use of contemporary e-marketing tools.

- Draft a business plan for a print publication that would attract readers and contributors from the "Virtual" community of communications professionals.

(motion 99:9) All approved. Curtis will oversee the program to acquire a supporting infrastructure to define, attract, and serve our virtual constituents. (action 99:11, new)

E. Management Structure Review Team – Roberto (Attachment 6)
The following motions (made by Roberto) resulted from the review team’s assessment of the volunteer structure:

- "that the Society Relations Council should continue with two Director positions – one dealing with related societies and the other dealing with all national societies." (motion 99:10) All approved.

- "that the Board approve a new Director – Marketing, effective January 1, 2000." (motion 99:11) All approved.

- "that the BoG approve the OpCom motion (99:1) stating: that the current appointed position of Director - Information Services Development change its reporting from the Vice President - Membership Development to the President, and that it remain an appointed position." (motion 99:12) All approved.

- Curtis moved "that the title Director – Information Services Development be changed to Chief Information Officer." (motion 99:13) All approved. This will be reflected in the Bylaws (Article 3).

A recommendation that the Awards Committee be moved from Technical Activities to Membership Development was not approved.

F. Treasurer - Ross/Bruce - (Attachment 7)
Ross will update the BoG (via e-mail) regarding the IEEE new financial model whereby IEEE Societies will be assessed an additional (estimated) subsidize $6M of Institute expenses annually; Bruce will highlight the affect on ComSoc.

Jack moved "that the BoG accept the 1998 financial report as presented, subject to audit." (motion 99:14) All approved. (Financials have subsequently been audited with no changes.)

Gerhard moved "that the member subscription price for IEEE Communications Letters remain the same ($20 for members/$10 for students/$10 for others)." (motion 99:15) Approved. This negates the OpCom motion (99:4) proposing that the Board approve a 10% increase in the member and non-member subscription rates of IEEE Communications Letters to cover the increased page count. Tom urged the Board to
spend its time on significant issues which address important member services in a time of healthy surpluses; not "feel good" decisions that depart from sound financial management.

Ross moved "that the BoG approve the periodicals pricing structure with member and non-member editorial page counts." (motion 99:16) All approved.

Bruce requested officers’ budgets for 2000. Officers were asked to complete a form detailing projected expenses for travel and special projects. Outgoing officers will submit budgets as if their term were continuing and work with incoming officers. Budget projections are due prior to OpCom in September.

IEEE’s process for electing a Division III Director does not allow time for a Director-Elect to learn the responsibilities of the position; therefore, Ross moved "that the title of Division Delegate-Elect/Director-Elect be established for Division III and the term of office be established at one year." (motion 99:17) Approved. This change requires a three-year commitment from candidates rather than two.

G. Marketing - John (Attachment 8)
The ½-year free new-member campaign continues in 1999. (Last year 11,000 members joined ComSoc; the retention rate was 41%)

Manu Malek’s Network Management tutorial – a 5-hour multimedia CD-ROM – is available to members for $199.

The Chapter "financial incentive" for promoting a "new member event" proved popular with 23 chapters participating. This program continues in 1999.

An updated Communications Society overview/presentation (PowerPoint) is available.

H. Society Relations - Tetsuya (Attachment 9)
Negotiations/discussions are underway with seven new sister societies; closure on these negotiations will bring the number of sister-society agreements to 18.

A Dual Society Membership Program was negotiated with IEICE-CS and a Group Affiliate Membership Program has been agreed to with CIC, CIE, and REV (Vietnam).

Tetsuya will add sister-society and regional liaisons to the Society Relations Council.

I. Membership Development - Ron (Attachment 10)
Ron announced continuation of the Chapter Visitation Program in conjunction with Globecom in Rio de Janeiro. Officers are asked to plan their travel accordingly.

The IEEE membership survey interim results are in; a report will be available at Globecom. Highlights include: ComSoc members in private industry – 65%, education – 12%; public/government – 9%. Primary reasons for joining are publications – 54%; belonging to an international technical society – 11%, events (conferences/workshops) – 9%. Interest in technical committees is directed at Internet – 47%, Computer Communications – 41%, Personal Communications – 39%.

Ron moved "that the BoG approve the OpCom motion (99:2) stating: that, in order to more accurately reflect our new organizational structure, the name of the Membership Activities Council (MAC) be changed to Membership Development Council and Article 4.5 of the Bylaws be amended to reflect the change." (motion 99:18) All approved.

With a name change from ‘International’ to ‘Global Activities,’ Ron moved "that the BoG approve the OpCom motion (99:3) as follows: that, in order to more accurately reflect our new organizational structure, the name of the International Activities Council (IAC) be changed to Global Activities Development Council and Article 4.6 of the Bylaws be amended to reflect the change." (motion 99:19) All approved.
In November the IEEE Branding Committee will recommend a new image/symbol for Institute to include those who are not necessarily electrical engineers.

**Information Services Development - Dale (via teleconference)**

With the reporting change for Information Services Development, Dale recommended that a minimum of one member from each Vice President’s area and at least one Member-at-Large be selected to serve on his ‘Board’.

Roberto recommended that Dale’s "Board/Council" be temporarily called an "ad hoc committee", thereby allowing Dale to move forward, as name changes affects Bylaws.

**J. Membership Services - Curtis (Attachment 11)**

**Publications – Magazines and Journals - Bill Tranter**

Tom announced that Vint Cerf has accepted his invitation to Chair the ComSoc Internet Steering Committee, overseeing IP direction/internet initiatives.

Bill Tranter will Chair the Wireless Strategic Steering Committee, overseeing strategic direction/wireless initiatives; he will report to OpCom in September.

The consensus of the Board is that negotiations proceed between Parity Computing and ComSoc to produce a fully searchable/comprehensive digital collection of all archival publications. Final Board approval is subject to a business plan for distribution/sale of the product aligning with our 50th Anniversary. *(action 99:12, new)*  Tom noted that this product may be an opportunity to serve members at low or no cost.

**Meetings & Conferences – Celia**

Celia moved "that the BoG approve the OpCom motion (99:5) stating: 'that, in order to more accurately reflect our new organizational structure, the name of the International Conference Policy Board (ICPB) be changed to Meetings & Conferences Board and Article 6 of the Bylaws (6.1 and 6.6) be amended to reflect the change.' *(motion 99:20)* All approved.

Celia moved "that the Director – Meetings & Conferences be authorized to make organizational changes within M&C and that he/she provide written notification to the BoG when such changes are made." *(motion 99:21)* All approved. Celia will bring Bylaw changes to OpCom. (OpCom was given authorization to approve the changes.)

**K. Technical Activities - Nim/Steve/Roberto/Lin-shan (Attachment 12)**

**Technical Information Committee (TIC):** Reporting for Doug Zuckerman, Nim moved "that the Bylaws be amended to include a Standing Committee on Technical Information with the following specific text: 'This Committee consists of a Chair, appointed by the President upon recommendation of the Vice President Technical - Activities, and not less than six (6) members, each of whom are appointed by the Chair upon the approval of the Vice President Technical - Activities for a three-year term, one-third of the members being appointed each year. This Committee will set the technical direction of ComSoc's online technical information references, including the related intellectual property issues and will maintain a high standard of technical excellence'," *(motion 99:22)* All approved. This will be reflected in the Bylaws Articles 3.5.2, 7.1, 7.9)

The electronic gateway will place technical information prominently on our web pages, include a search engine, and provide links to high-quality education/reference materials (both ComSoc and others).

**Standards Committee:** Steve proposed waiting to see if standards activities expand before determining whether approving a position of Director – Standards is appropriate.

**Awards Committee:** Lin-shan received Board consensus to proceed with a ComSoc/Information Theory Joint Outstanding Paper Award. The BoG recommended that his
Awards Committee bring procedures for establishing new awards to the BoG and recommend if they should be in the Bylaws or Policies & Procedures. (action 99:13, new)

**Technical Committees:** Roberto Saracco presented the report of the Technical Committees Recertification Committee on a comprehensive survey of wide ranging issues among the 21 TC's. The results indicate a need for better communications among technical committees and the BoG, staff, and local chapters. Tom thanked Roberto for an excellent report.

3. Consent Agenda - Tom

The BoG approved the consent agenda, consisting of the Management Retreat report, the OpCom Minutes of April 7-8, and parts 1 and 2 of the current BoG Meeting Agenda (Consent Agenda and Motions sections) with the following changes:

- OpCom motion 99:6 proposing that the Board approve allocation $24K to $32K in the M&C budget to fund a marketing test for MILCOM'99 was withdrawn.
- The Executive Director’s Operating Plan update was modified to reflect a 1999 membership growth goal of 15% (7,500) to achieve 80,000 members by 2002.

4. Future Meetings - Tom

Board of Governors, Rio de Janeiro, Brazil, December 8, 1999.
Management Retreat, Marco Island, Florida, January 19 - 23, 2000

5. Closing Remarks - Tom

Tom expressed his thanks to Board members and guests for their participation, with special appreciation to the new Members-at-Large for their active involvement.