

EXHIBIT 8

**MINUTES OF THE MEETING OF
THE BOARD OF DIRECTORS OF
NOVELL, INC.
THURSDAY, MAY 23, 1996**

A regularly scheduled meeting of the Novell, Inc. Board of Directors was held, pursuant to notice duly given, on Thursday, May 23, 1996 commencing at 9:00 a.m. Pacific Time. The meeting was held in the Board Room of Novell's Executive Briefing Center in San Jose California. Seven of the Eight Directors were in attendance for the meeting namely: Bob Frankenberg, Alan Ashton, Ian Wilson, Elaine Bond, Hans Werner Hector, Jack Messman and John Young. Also, present by invitation were David R. Bradford, Mary Burnside, Jeff Turner and Jim Tolonen. Christine Hughes, Vic Langford, Stewart Nelson, Cheryl Coppens, Mike DeFazio, and Sheri Anderson, also joined the meeting during the time that each presented information to the Board.

Mr. Frankenberg served as Chairman and David Bradford served as Secretary for the meeting.

APPROVAL OF PAST BOARD MINUTES

Mr. Frankenberg asked Mr. Bradford to review the minutes of the Board Meetings held on April 9th and 10th. Alan Ashton made some recommended changes to the Minutes of the April 10th Board Meeting which recommendations were adopted. Then upon motion made, seconded, and unanimously carried, the minutes were approved.

REPORT OF THE BOARD'S COMPENSATION COMMITTEE

John Young then reported on the Meeting of the Board's Compensation Meeting held earlier in the day. He outlined proposals for a stock ownership plan. He recommended that Mr. Frankenberg review this program with the top 50 managers in the Company.

He then reviewed guidelines for Board review of proposed senior management hires. The head of the Board's Compensation Committee will help review future executive hires.

Mr. Young then outlined some recommendations for measuring on-going employee performance. Emphasis was placed on holding managers responsible for product release dates. Mr. Ashton then asked some questions regarding employee retention efforts. A discussion ensued.

NOVELL FINANCIALS FOR THE SECOND QUARTER

Jim Tolonen next distributed preliminary financial results for the Company's second fiscal quarter. He discussed two major events that occurred during the quarter namely the close of the Corel transaction and the reduction of Channel Inventory. The directors asked a number of questions respecting the anticipated reaction of the financial community to the results. A discussion ensued.

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FORECAST FOR THE 3RD AND 4TH QUARTERS

Mr. Tolonen then discussed the Company's forecasts for the upcoming quarters. Novell Japan and the perception of the Company as a long-term player were identified as risks. Mr. Frankenberg outlined a plan of attack to assure revenue production.

UPDATE FROM MR. HECTOR

Mr. Hector next disclosed some issues related to a personal Trust arrangement recently announced in connection with stock he owns in SAP.

MAY 29TH ANALYST MEETING

Mr. Tolonen next outlined plans for a May 29th Meeting in New York with Financial Analysts. Mr. Messman and Mr. Ashton emphasized the need to be absolutely prepared for this event. Mr. Ashton asked about key strategic alliances under negotiation. Mr. Frankenberg and Mr. Tolonen responded to these questions.

MARKET MESSAGES

Christine Hughes then provided an overview of how Novell plans to get its message out. She discussed the allocation of Novell's marketing dollars among Corporate Marketing, Channel Marketing, and Product Marketing. She also discussed seminars, trade shows, advertisements, product launches, and Novell positioning statements. Stewart Nelson then outlined plans for the launch of GroupWise XTD.

CORPORATE PROCESS TEAM

Cheryl Coppens next gave a presentation on the work being carried out to improve corporate processes. She outlined selected Company efforts to improve in the following areas: (1) Product Life Cycle; (2) Organizational Dependencies; (3) Training; (4) Infrastructure Improvement; (5) Performance Management; (6) Information Architecture; and (7) Internal Communications. Sheri Anderson took some time to explain the work being carried out by the IS&T team. Mike DeFazio next discussed the Product Life Cycle review efforts. He emphasized efforts to improve the effectiveness and efficiency of the Company's products.

SAN JOSE BUILDING PROJECT

Mr. Tolonen then proceeded to outline some alternatives for improving the facilities situation in the San Jose, California area. He discussed the relative merits of consolidating Bay Area employees into one location. He then outlined the possible areas to build a new single facility.

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Mr. Hector asked questions about traffic conditions and taxation considerations. Ms. Bond asked questions about the ability to adjust building plans in the event of a substantial change in the Company's business outlook. A broad discussion ensued. Mr. Frankenberg promised to have management prepare a recommendation for presentation by the next Board Meeting.



SALE OF DOS BUSINESS

The sale of Novell's DOS business next came before the Board. Mr. Bradford indicated that at least three bidders had expressed interest in purchasing this asset. Mr. Bradford then reviewed with the Directors various implications of selling this business. The Directors discussed the potential antitrust lawsuit against Microsoft related to DOS and considered the relative merits of the case again.

The Board Members once again declined to take legal action on this matter citing a variety of factors. A thorough discussion was had.

Mr. Bradford was then directed to proceed to sell the asset to the Buyer which presented the best overall bid to the Company taking into consideration price, the ability to avoid a Derivative action against the Company in the future, and the one which may provide some indirect financial benefits to the Company.

STOCK OPTION GRANT

The Board then considered the grant of stock options to various Novell employees. Then, upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

RESOLVED: That Novell, Inc. grant to the employees listed on Exhibit "A" non-qualified stock options of 547,350 shares vesting 25 percent after one year and vesting quarterly thereafter at the rate of 6.25 percent per quarter at an option price of \$14.75 per share representing the closing price of the stock as of the last trading date (May 22, 1996) before the date of the Board Meeting; the term of said option is to be 10 years. With all of said options to be issued in accordance with the Novell, Inc. 1991 Stock Plan as amended.

EXECUTIVE SESSION

The Directors then met with Bob Frankenberg in an Executive Session of the Board.

ADJOURNMENT

There being no further business to come before the Board of Directors, Mr. Frankenberg declared the meeting adjourned at 2:15 p.m.

SIGNED: _____

David R. Bradford, Secretary

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