USENIX Association
Board of Directors Meeting
June 1, 2006
Boston Marriott Copley Place
Minutes & Other Votes Taken as of July 28, 2006

Attendance:
Board:
Mike Jones, Chairman
Matt Blaze
Clem Cole
Alva Couch
Remy Evard
Niels Provos
Margo Seltzer
Ted Ts'o
Staff:
Young
Allman
Dickison
Klein (joined at 4:08 p.m.)
Long
Mulligan
Guests:
Dan Appelman, USENIX Attorney
Kirk McKusick, ex-officio Board member

The meeting was called to order at 3:40 p.m., with all of the above present except as noted.

Legal Responsibilities of a Board member

Appelman spoke about the responsibilities of serving on a board, specifically, that board members have:

> • Duty of loyalty: One cannot make decisions on behalf of the Board that don't further the interests of the organization.
> • Fiduciary interest: One must be informed and make responsible decisions.

Appelman explained the USENIX non-profit organization status. He stated that daily operations are managed by the Executive Director and staff, while decisions regarding finances and organizational direction are made by the Board. In order to pass a motion, the majority of a quorum of voting members must pass it. A quorum consists of five Board members.

Dan Klein joined the meeting at 4:08 p.m.
Executive Session was held from 4:06 p.m. – 4:42 p.m.

Committees and Liaisons

Jones explained that the purpose of liaisons to Program Chairs is to act as a go between with them and USENIX staff if needed, and to provide guidance. The purpose of committees is to make decisions and provide guidance on specific board functions. New liaison's and committees were determined (see Appendix 1).

Future Meetings

Young explained that there are usually three in-person meetings per year, usually in the Spring, Summer, and late Fall. The next meetings will be:

Thursday afternoon, August 3, and Friday morning, August 4, at the Security Symposium in Vancouver.

Tuesday, December 5, 2006; in Washington D.C. at LISA.

Future of Annual Technical Conference

Young requested direction from the board regarding the 2007 Annual Technical Conference, and said a CFP is being put together for the refereed paper track, and also a program committee is being formed. She said that two of the three tracks need to be decided on in the near future, and asked the board to consider ideas between now and August so that we can discuss it in more detail then.

Agenda for Open Board Meeting

Jones asked that the Board solicit comments from members regarding emerging topics.

Cole moved and was seconded by Provos to adjourn the meeting.
Passed: 8 in favor

The meeting was adjourned at 5:30 p.m.

Other Votes Taken by USENIX Board of Directors via email from June 2 through July 28, 2006

On June 22, 2006 it was moved by Couch, seconded by by Seltzer, that USENIX contribute $10,000 this year to help fund a position to drive the CRA's Task Force on the Imagine of IT.   Passed: 8 in favor.   And there was a   sense of the Board that we intend to do continue this level of support for the next two years assuming satisfactory program progress and no financial exigencies.

On July 3, 2006 it was moved by Provos, seconded by Couch, that we support AsiaBSDCon in the $2000-$5000 range. Passed: 8 in favor.

Appendix 1

USENIX COMMITTEES & BOARD LIAISONS * (rev. 06/12/06)

Executive <execcom@usenix.org>: Jones, Ts'o, Cole, Provos
A subset of the Board that may make Board level decisions between meetings. The Executive Director consults this committee in cases of personnel termination and hiring of senior staff. Some members have signature on bank checking accounts. Usually the President and at least one member located in the SF Bay Area serve.

Audit Committee: McKusick, Ts'o, Dan Geer, Young. Engages a firm to conduct the annual audit of USENIX financial statements and review same.

Awards Committee <awardscom@usenix.org>: Cole (chair), Blaze, John Gilmore, Jim McGinness, Keith Packard, and others to be announced per June '06 meeting. Makes proposals about instituting awards to celebrate special achievements in the community. It also seeks nominations for and does subsequent selection of Flame and STUG annual awards.

SAGE Committee <sagecom@usenix.org>: Couch (chair), Jones, Evard. Oversee and liaise with the Board regarding SAGE activities and services.

Nominating Committee: In the summer of the year preceding the election, the Board of Directors appoints someone to serve as chair. The chair will then put together a committee (all of whom agree that they will not run for office in that particular election).

BOARD LIAISONS:

USENIX Conferences:

SRUTI '06, San Jose, CA	Cole
Linux Kernel Summit '06	Ts'o
Security '06, Vancouver, B.C., Canada	Blaze
HotSec '06, Vancouver, B.C., Canada	Blaze
E-Voting '06, Vancouver, B.C., Canada	Couch
WORLDS '06, Seattle, WA	Jones
OSDI '06, Seattle, WA	Jones
HotDep '06, Seattle, WA	Jones
LISA '06, Washington DC	Couch
FAST '07, San Jose, CA	Cole
NSDI '07, Cambridge	Seltzer
USENIX '07, Santa Clara, CA	Ts'o
HotOS '07, San Diego, CA	Seltzer
Security '07, Boston, MA	Provos

Other Conferences (USENIX-related or co-sponsored):
SANE	Honeyman
Hot AC '06, Dublin, Ireland	Couch
VEE '06, Ottawa, Canada	Couch
MobiSys '06, Uppsala, Sweden	Jones & Young
Middleware '06, Melbourne, Australia	Cole

Other Liaisons:
CRA	Jones
CRA Funding Task Force	Blaze
FSG	Ts'o
LOPSA	Couch
Standards	Jones/Ts'o

 *Note: Young is the Staff Coordinator for each of the committees and is included on each mailing list.

_____   _____
Secretary   Date