

**USENIX Association
Board of Directors Meeting
November 2, 2009
Baltimore Marriott Waterfront
Baltimore, MD
Minutes**

Attendance:

Board:

Clem Cole, Chairman
Matt Blaze
Brian Noble
Margo Seltzer
Alva Couch
Niels Provos
Jerry Carter

Staff:

Ellie Young
Anne Dickison
Dan Klein (arrived 10:00 a.m.)
Jane-Ellen Long (by phone)
Toni Veglia (by phone)

Guests:

Glenn Samson, USENIX Financial Advisor (by phone 9:15-9:53 a.m.)
Rik Farrow, ;login: editor (after lunch)

The meeting began at 9:10 a.m.

Minutes of the Previous Meeting. It was moved by Seltzer, seconded by Noble, that the Board approve the minutes of the August '09 meeting. Passed: 7 in favor; 1 absent (Evard).

Action Items. Everyone went over his or her items. Most were ongoing, completed, or will be covered in the agenda. Blaze reported that Jonathan Smith has agreed to form a steering committee for a software defined radio event. Cole asked the Board to consider bestowing the Lifetime Achievement Award less frequently as it has been difficult to identify potential recipients every year. Noble reported that some format of a Yahoo roadshow is likely to happen at ATC, and that it should be promoted to students to get enough submissions. Provos is looking for a contact at Apple to discuss having an iPhone event at ATC, and will get leads from Carter, Noble and Cole. Seltzer said she would follow up with the Berkman Center about their Ruby on Rails event, and will see if they would like to participate at ATC. She will also speak with the HPTS community about possible collaboration with USENIX. It was noted that the program chairs could help

identify journals where conference best papers could be submitted, and that the Board liaisons will contact the chairs about this.

Report on USENIX Endowment Portfolio. Samson reported that since 2000 the USENIX portfolio has had an average net return of 8.5%. Year-to-date 2009, USENIX returns were up 11%, which means that almost all of the 2008 losses (of 12%) have been recovered. The Reserve Fund has kept to a 50/50 stock/bond allocation, investing in high quality bonds and large US and International companies. Rebalancing of investments has added to this year's performance. Samson said that this was year one of a 3-5 year cycle that should yield pretty good returns.

Samson left the meeting at 9:53 a.m.

Klein joins the meeting at 10:00 a.m.

Report on FY 2009 Budget. Young noted that the 2009 budget had for the first time included a very large projected deficit in operations of \$740K, due to very conservative estimates for conference attendance and membership in 2009. This deficit is currently projected to be about \$100K less than budgeted, even though attendance at ATC was considerably worse than expected. The good returns from the Reserve fund will bring the overall net deficit close to break even. It was still too early to project year-end until the results of LISA are known.

First Draft Budget FY 2010. Young stated that the first draft of the budget was for discussion purposes. After this meeting it will be revised, incorporating changes made at the meeting and updated information on such things as conference attendance and expense projections, etc. The draft is based on what has happened in 2009, and has a similar operating deficit of \$637K. Young pointed out some factors that could increase the deficit, such as further drops in attendance. Noble suggested that we give the new format for ATC a few years to grow. Blaze wanted to know how much risk should be endured in experimenting with ATC. It was noted that the pricing model was still to be decided, and that it might be useful to define the metrics for success of ATC at our next meeting.

Proposal for Funding USACO. Seltzer said that our USACO sponsorship should be promoted more, especially to the younger generation, as it seems like this is USENIX's best-kept secret. She suggested a link from USACO to USENIX's student and Facebook pages. It was also suggested that USENIX consider a USACO intern program. Blaze suggested that we ask Kolstad what USACO could do to promote USENIX more if we sponsored USACO at a higher level. **It was moved by Seltzer and seconded by Noble to approve the \$20K funding for USACO in 2010. Passed: 7 in favor, 1 absent (Evard)**

Standards Activities. Cole said that the \$11K requested by Stoughton to cover standards meetings' travel and membership expenses in 2010 was a small amount to spend to put USENIX's name out there and keep a hand in standards activities. Couch said standards activities were good works, and that Stoughton is seen as an expert and is a good representative of USENIX in the standards area. Others felt that although USENIX's

participation in standards has been very valuable in the past, they questioned whether it was still true today. **It was moved by Couch, seconded by Provos to approve Stoughton's proposal for standards activities in 2010. Motion failed: 3 in favor (Provos, Cole, Couch); 4 opposed (Seltzer, Noble, Carter, Blaze), 1 absent (Evard).**

Executive Office Report. Young reported that Mulligan is doing a great job with sponsorships, and is pursuing bundles with our big contributors for 2010. She also said that USENIX had benefitted by increased sponsorship from NSF this year. Blaze said that NSF might not offer the same support next year, as their stimulus package money would likely be gone in 2010.

The idea of living papers accompanied with online discussion capability was discussed again at length. Most of the feedback was negative and this idea was tabled.

Marketing Report. Dickison reported that USENIX has new exchange partnerships with Comptia and LPI for the purpose of cross-promotion. There is a new LISA blogger program, and speakers will be interviewed. She is also increasing USENIX activity on Facebook and Twitter. She reported that there would free streaming of the LISA sessions, and the recordings would be available to members.

Break for lunch 12:10 p.m.

Resume meeting 1:20 p.m.

Proposal to Restructure USENIX Member Benefits. The proposal from the staff will add more content to our members benefits, which will hopefully attract new ones. We would also offer new categories of membership, with different dues and benefit levels, along with more SIGS, in areas such as Sysadmin and Storage. Young asked if this would be a good time to rebrand the SAGE SIG as "LISA". Couch said a "LISA" SIG could have broader uses.

Seltzer expressed concern that USENIX would be making other people's work our own, and asked how USENIX would be adding content and value. Long said that USENIX added value in back-end work and structure. Blaze stated the since USENIX would provide open access to the materials and maintain the services, it would okay to charge for them. Carter said there would have to be sufficient content to back up any new SIG.

Blaze stated that more SIGS could segment the community, and exclude people from the larger community. Seltzer said that reaching out to people in their own language might be more successful, that for example, someone might find "Storage" more relevant than "USENIX", and that attendance at USENIX conferences showed the people were interested in focused topics rather than a broad variety of topics such as those presented at ATC. Different membership categories were discussed, from SIGs only membership up through one membership level allowing access to all benefits and SIGs. Cole suggested that staff come back with a proposal for membership classes and dues, and take into consideration our current membership's conference attendance patterns, and how online-only memberships dues might affect USENIX.

It was moved by Noble and seconded by Seltzer to change the name of the SAGE SIG to LISA. Passed: 7 in favor; 1 absent (Evard). Young will propose a revision to the guidelines for SIGs in the USENIX Policies document.

Registration Fees for FAST and NSDI. Young proposed an increase in registration fees for FAST and NSDI, in part to cover higher catering costs in 2010. **It was moved by Blaze, seconded by Seltzer, to approve the recommendation to increase the 2010 FAST and NSDI tech registration fees by \$20 to \$760, the student fees by \$10 and \$20 to \$295; the workshop fees by \$30 to \$250, and the FAST tutorial one-day fees to \$285. Passed; 7 in favor, 1 absent (Evard)**

Shaw joins meeting at 2:25 p.m.

Report on Conferences

LISA. Klein reported that LISA tutorial attendance was down 30% and four tutorials had been cancelled. Even so, classes felt comfortably full. He noted that higher and lower than expected attendance in certain tutorials was confusing, as it followed no pattern. Klein reported that four tutorials were lined up for FAST'10. He also said that although there were no tutorials planned for ATC, he planned to contact Ousterhout about the possibility of holding classes linked to the WebApps workshop. Klein described the idea of having some "mini" or "short topic" ¼ day tutorials at LISA'10. These could be of a "how to" or "hit the ground running" nature, with some addressing advanced topics, and could be sold on a "mix and match" type of ticket. He said he'd speak to instructors at LISA about this before proceeding.

Shaw reported that the room block at the Baltimore Marriott had been reduced by 25% to avoid attrition. She said she is also negotiating with the LISA'10 venues to reduce those blocks as well. We were also able reduce room rates for FAST and NSDI by about \$50.

Couch reported that LISA'09 had 39 paper submissions, the lowest ever, and said this could be due to the full paper submission requirement. He talked about having a HotAdmin workshop next year, with an edgy program that would create a buzz, and a later submission deadline than LISA. Cole suggested that the steering committee be encouraged to solicit more controversial, exciting content in 2010.

Young reported that Security went well, the quality of the papers was high, and the attendance of 415, of which 100 were Canadian, was about the same as the previous year. She said that the participants of the workshops from 2009 want the workshops to repeat in 2010, and that a new workshop, HealthSec, will be added. Young said that the FAST program committee received 91 papers and was meeting later in the week. Provos agreed to attend SustainIT, as Couch would be unable to do so. Young noted that Noble had agreed to contact the NSDI program committee regarding guidelines about conflicts of interest. Young reported that the OSDI'10 Call for Papers was out. She said that the HotPower Workshop would co-locate with OSDI, and asked what other workshops the board would like to see there. There was discussion about what attendance numbers would

be needed to make a workshop viable. It was decided that there would be a NetEcon Workshop, and Seltzer said she would be the liaison, and that perhaps a workshop on SSV might be a good fit to co-locate with ATC rather than OSDI.

Young said that so far the ATC'10 program to date consisted of the USENIX tech sessions, WebApps, WOSN, HotCloud, and HotStorage. She said that more content was needed to fill the five days scheduled, and stated that the event needed a new name. Seltzer suggested that Facebook, Android, and iPhone. Provos will look into possibilities with Android, and will ask Couch and/or Noble for contacts for iPhone; Noble will look into Facebook participation. Seltzer suggested having something relating to the games market, and will look into this. Seltzer will also follow up with the Berkman Center about a Ruby on Rails event.

Young reported that the PGAS organizers had contacted USENIX regarding co-location. The Board discussed the possibility of co-locating this event with HotPar. Young said that the Codecon organizers had also contacted USENIX about participating in their event, and Provos said he would follow-up with them.

Executive Session begins at 5:05 p.m.

Regular meeting resumes at 5:34 p.m.

It was moved by Seltzer, seconded by Noble to approve the first draft budget.

Passed: 6 in favor, 2 absent (Blaze, Evard)

Next Meeting. It was reconfirmed that the next Board meeting would be on March 12 in the Cambridge/Boston area, and that there would be a dinner the evening before.

It was moved by Carter, seconded by Noble to adjourn the meeting. Passed: 6 in favor, 2 absent (Blaze, Evard)

The meeting was adjourned at 5:55 p.m.

Actions Taken by the Board after the November 2nd meeting:

A regular meeting of the Board of Directors of USENIX Association was held on November 30, 2009. A quorum was present. The following resolutions were approved:

It was announced by the Secretary of the meeting that the purpose of the meeting was to consider resolutions pertaining to the amendment and restatement of The Company's 401(k) Savings Plan and Retirement Plan & Trust to make the changes required by recent pension legislation known as EGTRRA and to make certain other changes, including the addition of 401(k) safe harbor provisions to the Plans. A copy of the 401(k) Savings Plan and Retirement Plan & Trust was introduced, read and reviewed by the Directors, and a copy of the documents was ordered filed with the Minutes of the meeting.

After full and complete discussion, the following recital and resolutions were adopted:

WHEREAS, these Directors have determined that The Company's 401(k) Savings Plan and Retirement Plan & Trust must be restated to comply with recent law changes.

NOW, THEREFORE, IT IS RESOLVED, that the USENIX Association 401(k) Savings Plan is hereby amended and restated, effective January 1, 2002, in the form of the Jordan & Associates Retirement Services Defined Contribution Prototype Plan and Trust, including "good faith" amendments to comply with the Final 415 Regulations and the Pension Protection Act of 2006, as evidenced by documents attached hereto and incorporated herein by reference; and

FURTHER RESOLVED, that the USENIX Association Retirement Plan & Trust is hereby amended and restated, effective January 1, 2002, in the form of the Jordan & Associates Retirement Services Defined Contribution Prototype Plan and Trust, including "good faith" amendments to comply with the Final 415 Regulations and the Pension Protection Act of 2006, as evidenced by documents attached hereto and incorporated herein by reference; and

FURTHER RESOLVED, that, in order that the 401(k) Savings Plan be a "safe harbor" 401(k) plan for the plan year beginning January 1, 2010, the written safe harbor notice prescribed in Internal Revenue Notice 98-52 shall be provided to each participant eligible under the Plan immediately and the same written notice shall be provided to any future participants in the Plan during 2010 no later than the date on which each such individual becomes a participant in the Plan; and

FURTHER RESOLVED, that the Secretary is hereby authorized and directed to deliver to Eleanor J. Young, Trustee, the Plans and Trusts submitted to and considered at this meeting with such changes in form as are deemed appropriate and hereby acknowledges her fiduciary capacity with respect to the Plans; and

FURTHER RESOLVED, that by her signature below, Eleanor J. Young, Trustee of the USENIX Association 401(k) Savings Plan, hereby confirms the right of each participant in the Plans to direct the Trustee with respect to the investment and re-investment of the assets comprising the participant's accounts in accordance with Section 7.03 of the Plans from among the choices available under the Plans through American Funds; and

FURTHER RESOLVED, that by her signature below, Eleanor J. Young, Trustee of the USENIX Association Retirement Plan & Trust, hereby confirms the right of each participant in the Plans to direct the Trustee with respect to the investment and re-investment of the assets comprising the participant's accounts in accordance with Section 7.03 of the Plans from among the choices available under the Plans through Northwestern Mutual Insurance; and

FURTHER RESOLVED, that the proper officers of The Company are hereby authorized and directed to take any actions necessary to continue the qualified status

of the Plans including, without limitation, to execute such amendments to the Plans as may be necessary to comply with all laws relating to such plans, to correct clerical or drafting errors, and to clarify the language of the Plans to carry out the intent of The Company.

Eleanor J. Young, Executive Director, Trustee

Secretary

Date