

USENIX Association  
Board of Directors Meeting  
November 5, 2010  
San Jose Marriott Hotel  
Minutes

Attendance:

Board:

Clem Cole, Chairman  
Margo Seltzer  
Brian Noble  
Matt Blaze  
Niels Provos  
Alva Couch  
John Arrasjid

David Blank-Edelman – via telephone

Staff:

Ellie Young  
Dan Klein  
Casey Henderson  
Anne Dickison  
Jane-Ellen Long  
Tony Del Porto  
Toni Veglia

Guests:

Dan Appelman – joined meeting 9:20 A.M.  
Glenn Samson

The meeting began at 9:12 A.M.

**Minutes of the Previous Meeting.** It was moved by Seltzer, seconded by Noble that the Board approve the minutes of the June 2010 meeting. Passed: 8 in favor.

**Changes to the Agenda.** Young suggested that the Reserve Fund Policy discussion be moved up in the agenda to follow the financial reports.

**Report on USENIX Endowment Portfolio.** Samson reported that the forecast looks better than it did in June, and he's cautiously optimistic that we're in a slow recovery. Fixed income investments are stable, and dividend stocks are yielding about 3%. In light of the low interest rates in fixed income, Samson has moved 5% of the portfolio into equity, putting total equity investments at about 60%. Samson advises that we keep equity at this level until interest rates increase, and this is also out of the range specified

in the Policies Document. **It was moved by Seltzer and seconded by Noble to change the Securities Guidelines in the Policies Document to move Reserve Fund equity investments to 45%-60%, and fixed income to 40%-55%. Passed: 8 in favor.**

**Recommendations for Changes to Policies Document.** Young reported that per agreement with Suski, the spending policy in the Policy Document should be replaced with wording that reflects the current practice, where we in fact fund good works out of the operating budget. Seltzer said the good works spending policy had to change because we're not following it, and as for governance of a non-profit, the policy needs to be transparent in order to explain why we as a non-profit can sit on a reserve of six million.

Appelman said that there currently is a lot of scrutiny of 501(c)(3) non-profits, and that we need to have transparency to the public we serve and to regulatory agencies. He also said that where money is concerned, spending can change at any time, but a change in policy should be on record with a Board vote on it. This is an ethically good idea.

Seltzer suggested that we try to call out the dollar amount in budget that's spent supporting good works, such as stipends. It was noted that the dollar value of complimentary student stipend registrations does not appear in the budget, but it is shown in a separate report.

Noble felt there should still be some text in the policies about limit on the reserve, and Margo would email new wording for approval. Issue was tabled until after the break.

Cole thanked Samson for his work.

**Legal Issues for Board Members.** Appelman discussed considerations to keep in mind while serving as Board members. He said that Board members have the responsibility of oversight and due diligence to make sure the organization operates within the not-for-profit Charter. He pointed out that even though Board members are volunteers, they are not exempt from legal liability. Appelman said the duties of a Board member are: Fair Dealing, which includes revealing conflicts of interest; Loyalty, which is acting in the best interests of the Association; Due Care, which includes being ready to serve, becoming educated about the Associations finances, following assignments and attending meetings, and setting and overseeing policies (however, it doesn't have day-to-day oversight of fulfillment of those policies). He also said that it is important to document important decisions, so that if there is a challenge, we can point back to guidelines that have been documented.

Cole said that Board members must recognize that as a Board member, it is important to make it clear when you are speaking for yourself, not for the entire board. Appelman said that if there is Board consensus, then members can speak about it. Couch said that when serving as liaison to a conference, one needs to make it clear that you are speaking for yourself, and to also tell people that issues will have to be brought back to the Board.

Blank-Edelman asked if there were any topics that the Board is restricted from speaking

about. Appelman said that Young would give the Board information concerning any legal settlements having to do with the Association.

Young brought up the topic of lobbying, and Appelman said that 501(c)(3) organizations are prohibited from endorsing candidates for office, but are not prohibited for supporting positions on issues. However the Board should take positions infrequently, as this is not the primary mission of the Association. Young said that if the Board had questions on legal issues, to bring them to her and Cole.

*Break 10:20 A.M. - Samson left the meeting.*

*Resume 10:40 A.M. - Appelman left the meeting.*

**Reserve Fund Policy. It was moved by Provos and seconded by Blaze to accept the wording as proposed by Young and Suski, replacing the word "disaster" with "circumstances", and inserting Seltzer's text as the third paragraph, as follows:**

**The Reserve Fund is a clearly segregated, professionally managed investment account. These monies have been set aside over the years from donations and operating excesses in good times, to serve as a reserve for the Association in tough economic times, and when unforeseen circumstances occur.**

**It is the Board's intention to add to the Reserve annually whenever possible. The Board also may choose to draw on the Reserve to subsidize the operating budget when times are lean, and it is difficult to otherwise balance the operating budget. As part of the budget approval process, the Executive Director shall make a recommendation to be approved by the Board, to either appropriate funds from the Reserve, or plan to add to it.**

**It is not the intention of the board to allow the Reserve Fund to grow without bound. Should the fund grow beyond a size deemed by the Board to be prudent for stabilizing ongoing operations and providing security for the Association, the Board will endeavor to use excessive surplus to support and nurture activities consistent with the goals of the Association.**

**In addition, there are substantial funds designated as Operating Funds. These funds provide working capital to the operations of the Association. Since these funds must carry the Association's activities comfortably through their heaviest working capital needs, the level of cash needed will depend heavily upon the conference schedule for the upcoming year and the size of the cash flow swings. If the Operating Fund requirements change, the Executive Director may ask the Board to allocate funds to or from the Reserve, on a temporary or permanent basis.**

**Should an emergency arise requiring an immediate transfer of money from the Reserve fund to the Operating Funds, the Executive Director shall convene a meeting of the Board of Directors, either in person, telephonically, or via electronic mail to approve the transfer. If, after due diligence, such a meeting cannot be**

**convened in the necessary amount of time, the Executive Director and Treasurer, after consulting with all available Board members in whatever manner is feasible, are jointly authorized to transfer the funds. In any case, any such transfer shall be immediately communicated to the Board and a report on the current fiscal status of the Association shall be communicated to the Board as soon as practical but in any event no later than the next Board meeting.**

**Passed: 8 in favor.**

**Action Items.** Most items are covered under agenda items herein.

Blaze said that he and Provos asked for input at EVT and Security about interest in electronic voting for USENIX Board elections, and they got thoughtful responses from the community. It was suggested that when USENIX comes up with a policy, that we consider making a policy statement regarding electronic internet voting for say, a Presidential election. Blaze wants to see what happens in the IACR election using the Helios voting system. Cole asked Blaze to bring back a proposal for a policy change on electronic voting.

Cole said he has had no traction regarding a MeeGo developer event.

Couch said that HotAC is gone.

Blank-Edelman said that the first HackKid conference was successful, had about 190 registered, and got good reviews. They may want to replicate this event in DC or SF. Sessions at this event target kids, with pod casts, talks about safe internet, talks about 3D printers, and programming classes. USENIX was one of two sponsors.

Noble said that VEE is doing fine, we're in-cooperation with Mobisys, HotStorage will happen w/ATC, and IPTPS is not interested in doing it again.

Provos said that Security '11 will have double-blind submissions.

Seltzer said HPTS has an event planned for Fall 2011, and she needs to talk to them about bringing it under USENIX's wing.

*11:15 A.M. - David Blank-Edelman left the teleconference.*

**Report on '10 Budget and Est Y/E.** Young reported that USENIX is doing well, especially considering the original Budget's projected deficit. Camille garnered lots of participation in exhibits, sponsorships, and bundles, surpassing our conservative revenue projections. There is good revenue from SAGE booklets. FAST and Security had higher than expected attendance & sponsorship. OSDI had higher attendance but also higher catering expenses due to venue and exchange rate. USENIX Federated's attendance was higher than projected, but expenses were relatively high because of added lunches and

receptions. The event was a vibrant, great experience, and 30% of attendance was from the local Boston area.

Arrasjid asked about the SAGE salary survey, and Young said it had been suspended for a couple of years. He felt it was beneficial. Couch said we could rebrand it as the LISA salary survey. Arrasjid and Couch have as an action item to get in touch with Long and Kolstad about doing another survey.

**Draft Budget F/Y 2011.** We are budgeting for a \$344K deficit in operations, and overall a \$114K deficit. There is also \$60K less in investment returns due to low interest rates. The office systems upgrade is winding down but we will need to propose more expenditures in the 2011 budget to complete it. When there is no OSDI, overhead spreads over more events, resulting higher expense per event. Another thing that could increase deficit would be not enough attendance at USENIX Federated. We are not proposing to raise any fees or dues right now. Dickison and Young may propose different registration packages at the next meeting. The Budget will be revised with more current information by March.

**Executive Office Report.** Young recommended that we not move the office to a smaller space since the mve would cost more than we would save in rent. Del Porto said the upgrade was started a year ago, with the goal of reworking database, registration, and the web. The member database was moved to Sales Force for mapping, and we've been in the sandbox for the last six months. We are working on reporting that will be useful and able to answer more complex questions. We are getting ready to move from the sandbox to production, with a soft launch in December, and then testing as if in production to nail down integration features. A hard launch is expected in March. Henderson said we've been working on Drupal integration since April, and are moving along at a good clip, with lots of content. A tool was developed to port information to Drupal. ZivTech has been subcontracted, and will be working through December on the website. Registration packages with Cvent don't work very well. Data migration from Cvent is poor, their documentation is unusable, and they don't provide support for integration. We are looking into other solutions. Long said there is a new design for ;login:, and it will debut with the February 2011 issue.

*Break for lunch 12:30 P.M.*

*Resume 1:35 P.M. - Blank-Edelman rejoins the meeting.*

**Marketing Report.** Dickison reported that we have full length talks on our own YouTube channel, and there have been 3000 views, with more people subscribing. She went over events and how she directed marketed using mailing pieces, emails, etc. Dickison said that the videos started having a new format at Security, with bigger slides and better quality. We have new media partners, Mashable and O'Reilly, and we have a presence on Linked in, Twitter, and Facebook. For LISA, we used YouStream to broadcast interviews that were viewed live and as videos later. Peter Mui worked on local promotion for LISA, which has about 40% local attendance. She said that overall

LISA attendance is better than last year.

**Recommendation for Tutorial Remuneration Policy Change.** Klein wants to change the policy as stated in the current Policies Document to provide him with more flexibility in fees paid to tutorial speakers, and to allow him to award bonuses for some instructors. **It was moved by Couch and seconded by Arrasjid to change the policy wording to: "Compensation for tutorial speakers is at the discretion of the Education Director, but shall in no event exceed \$2,300 per full-day tutorial without the written approval of the Executive Director. The Education Director will have discretionary authority to award cash bonuses of up to \$1,000 with oversight by the Executive Director, for instructors whose enrollment is unusually high. Instructors may also be paid up to \$300 per full-day of tutorial notes appearing on the tutorial USB (or CD) handout."** Passed: 7 in favor, 1 abstain (Bland-Edelman).

Klein noted that speakers retain the copyright to their tutorial notes.

**Proposal for Funding USACO. It was moved by Seltzer and seconded by Noble to fund USACO in 2011 at the current level of \$20,000. Passed: 8 in favor.**

**Education Director's Report.** Klein said LISA tutorial registrations are up from last year, and 30%-40% of those offered are new. SANS is presenting two days of tutorials at LISA, and using their list to get the word out about LISA. Klein discussed having vendor tutorials where USENIX provides rooms, a/v, and lunches. Blaze suggested that vendor tutorials might be risky, and if we lose money, it might look as if interest in USENIX is dwindling. Cole questioned whether a failure would reflect on USENIX.

*2:45 P.M. - Blank-Edelman leaves teleconference*

#### **Report on USENIX Conferences.**

**Security** – Young said that the program was excellent, and the co-located workshops are an excellent addition. She said that attendance seems steady at about 410 annually. Blaze said that HotSec had record high attendance, WOOT much higher attendance than expected, CSET also higher with 87 attendees. The CSET attendees were excited about event, and half of them went to Security. HealthSec was good, going for a “Hot” format, with lots of “cross fertilization” of different disciplines .

**OSDI** - Noble and Seltzer said it was better than it had been for years. The “monster” poster session was a huge success. Feedback on the workshops included: Diversity had few women attendees; NetEcon attendance didn't do as well as they proposed; HotDep was good. SLAML had low attendance. Couch suggested moving HotPower next to HotCloud.

**LISA** – Couch said that accepting experience papers led to higher submissions; these papers give a venue for the “rank and file”. Young said that Data Storage Day, Zenoss, Oracle and Open Solaris meetings would be co-located with LISA. Couch was worried that USENIX might not be seen as vendor neutral. Cole said other groups could also co-

locate with USENIX. Seltzer suggested approaching Oracle about having a HotSQL event.

**FAST '11**– Seltzer said that for 2011 the quality was up, while the number of submissions was down. She suggested looking at having the IFS User group at FAST'11.

**NSDI'11** – Young said program committee meeting would be in early December in Berkeley. She said the steering committee was concerned about competition from other events in that space, so they will be doing more invitations and comp registrations to get more people to attend.

**HotOS'11** – Young said the chair is soliciting submissions.

**HotPar'11** – Young – it will be at UC Berkeley again. The steering committee wants to expand the event, but time isn't right.

**USENIX Federated** – Young said the ATC CFP got off to slow start, and WebApps is on track. HotCloud needs a steering committee, and there is no CFP yet. The Board appointed a steering committee composed of Arrasjid, Seltzer, Sambit Sahu, and Erich Nahum. The HotStorage CFP is out. Games came up as a topic, e.g. Nintendo, X-Box, Sek, PopCap, Facebook Games. Also suggested were writing Facebook Apps, and "connect" and Arduino tutorials. Blaze, Klein, Provos, Noble and Cole offered to take on getting people from more communities to participate in USENIX Federated.

**WOSN** – Margo felt this could be big, and not in its current form. Bala is supposed to get back to us on November 17th about whether he wants to repeat it with USENIX. If not, she asked how could USENIX proceed, and who are our contacts in that community? Dan Klein said he could help come up with suggestions for the board about possible chairs, and said we might have tutorials on Twitter, Facebook, YouTube.

**TaPP** – Seltzer said that TaPP is going to co-locate with ACM SIGMOD at FORTH in Crete in June 2011, and it will be two full days. We should think about getting them sponsorship, from organizations dealing with regulatory issues and health care.

**Awards.** Cole suggested that the LISA (formerly SAGE) award be brought into the USENIX awards committee. Need to add some leaders in the sysadmin area to the committee. He also said we should add all former nominees to a database for reference. Cole has an action item to propose a few people in the LISA community to join committee. Couch suggested Aeleen Frisch, Tom Limoncelli, and Doug Hughes as possibilities. Arrasjid, Noble, and Klein offered to help.

**CRA.** Couch said there were two new groups in addition to CRA-W: CRA-D for diversity in computing, and CRA-E for undergraduate education in support of research in computer science. He noted that CRA does a lot of lobbying for NSF money, and has a very close relationship with the ACM. Couch felt he was effective at Snowbird, put USENIX and HealthSec on their radar, and told them about our open access to papers

policy. Couch said his reason for participating with CRA was to get CRA on board to influence undergraduate education so that undergrads will want research positions, and want to pursue research careers.

*4:10 P.M. – Break – End of regular meeting.*

*4:32 P.M. – Executive session begins.*

*5:55 P.M. – Young left the meeting.*

*6:10 P.M. – Blaze left the meeting.*

*6:30 P.M. – Exec session ends.*

**Next meetings:** Friday, April 1, 2011 in Boston, and Monday, June 13, in Portland.

**It was moved by Seltzer and seconded by Arrasjid to accept the budget with the changes made during the meeting. Passed: 6 in favor, 2 absent (Blaze & Blank-Edelman).**

**It was moved by Noble, seconded by Provos to adjourn meeting. Passed: 6 in favor, 2 absent (Blaze & Blank-Edelman).**

The meeting ended at 6:35 P.M.

#### **Actions taken by the Board after the November 5, 2010 Board Meeting**

**On March 17, 2011 it was moved by Blaze, seconded by Blank-Edelman, that the registration fees for the following conferences be changed as follows:**

**USENIX Federated Conference Week: a raise of \$10 to \$305 for a one-day rate.**

**HotOS: an increase of \$50 to \$790.**

**Passed: 8 in favor.**