USENIX Association
Board of Directors Meeting
November 16, 2004
Atlanta Marriott Marquis
Minutes

Attendance:

Board:
Mike Jones
Matt Blaze (joined at 9:18 p.m.)
Clem Cole
Alva Couch
Jon "maddog" Hall
Geoff Halprin
Kirk McKusick
Ted Ts'o

Staff:
Ellie Young
Cat Allman (joined at 3:15 p.m.)
Anne Dickison (joined at 3:15 p.m.)
Dan Klein (joined at 4:45 p.m.)
Rob Kolstad
Jane-Ellen Long (via telephone)
Tara Mulligan
Toni Veglia

Guests:
Dan Appelman (USENIX Attorney)
Andrew Hume (Past USENIX President) (joined at 12:20 p.m.)
Michelle Suski (Certified Public Accountant)
Nick Stoughton (Standards Liaison)

The meeting was called to order at 9:12 a.m., with all of the above present, except as noted above.

Previous Minutes

McKusick moved and was seconded by Halprin to accept the minutes of the previous meeting as amended.
Passed: in favor: 7; absent: 1 (Blaze)

Changes to the Agenda

McKusick suggested moving the reports on Marketing, Sales and Executive Office prior to before the item on Conferences.

Ts'o requested that the Student Program Report be moved out of the Consent Agenda and into the Executive Office Report.

Blaze joined the meeting at 9:18 a.m.

Action Item List

Board and Staff members reported on their action items as either being completed, or will be discussed later in the agenda.

Cole elaborated on the attempts to communicate with the bio and medical informatics groups, and said he is struggling. He will continue to work on it. Couch offered to give Cole some academic contacts in this area.

Cole left at 9:25 a.m., and returned at 9:30 a.m.

Jones reported on the Computing Research Association activities. Their primary current issues are outsourcing and employment status. He felt that since USENIX is not an advocacy group, therefore we are not in the position to take action on these issues. However, if we decide to do so in the future, the CRA is an excellent resource. They are currently working toward government allowances that will enable skilled technology workers and students to be employed and study in the USA free of visa problems.

SAGE Activities

Kolstad went over his written report, and reviewed his activities on behalf of SAGE. He reported that the winner of the 2004 SAGE Outstanding Achievement Award is Brent Chapman.

USACO Funding Proposal

Kolstad reported that the USA Computing Olympiad is held in the USA, but includes participants from around the world. He would like to expand the training camp for the event, and hold an Invitational Olympiad for the best participants in June 2005 in Colorado, which will cost a bit more. If sufficient funding is not secured, the entire event will be scaled back to the "USACO Training Camp." Kolstad requested that USENIX consider funding $15,000 in 2005.

Legal Issues for Sys Admins Project

Kolstad reported that he has been working with John Nicholson, a lawyer and USENIX member, on joint interviews of CIO's of corporations, governmental departments, and banks, in order to compose a white paper on the top five to ten legal issues facing IT and Sys Admins. The interviews have revealed new issues that hadn't been considered yet, and some that are possibly undiscoverable due to certain corporations that won't discuss

legal problems, and some bureaucratic/government blocks. It was suggested that Appelman join the committee, and that the Electronic Frontier Foundation, OSDL, and analysts also be approached.

Kolstad left the meeting at 10:10 a.m.

Report and Funding for Standards Activities

Stoughton reported on recent activities and reviewed his report. He mentioned that POSIX as a group within the International Standards Organization disbanded, and a new advisory group has formed with Stephe Walli named as the chair. Stoughton reported that a huge amount of work went into preparing the recent releases of Linux Standards Base 2.0 and 2.0.1, and a lot more work is necessary, with more funds needed to continue. He asked that we consider returning to the funding levels of three years ago. Stoughton said that Jim Zemlin, Executive Director of the Free Standards Group, is working on getting matching support for the FSB to help fund this effort.

Stoughton reported that the adoption rate for the LSB release for system implementers is very good. Young suggested that *;login:* "snitch" reports be restored. Stoughton offered to write some, but not for every issue, and offered to recruit others.

Jones extended thanks on behalf of the Board to Stoughton for his hard work.

Break from 10:30–10:40 a.m.
McKusick rejoined the meeting at 10:45 a.m.

Review of 2003 Financials, Recent Legislation and IRS issues

Suski reviewed basic financial spreadsheets and how to read them. She outlined:

1. Reserve Funds – cash in and out of account for operating costs
2. Cash basis – the amount of funds in the bank
3. Accrual basis – income and expenses related to a time period, income expected

Suski reported that there is no debt in the USENIX liability right now, and this is a good, if not rare, occurrence. Most of the USENIX net assets are in the reserve fund. Our assets go up and down, but we do not ever have a "profit."

Suski felt that we should try to achieve a balanced budget, versus depending on our investments to accomplish this.

Suski said that finances are always evolving, and the spreadsheets can look different from year to year. She outlined three levels of review of finances:

1. Compilation – consists of dates and expenses and income, written out
2. Review – is analytical and extensive. Suski does this each year, though it is not "official"
3. Audit – involves full scrutiny and evaluation at the documentation level

Suski reported on new legislation in the California regarding non-profit organization audits, commonly known as the Integrity Act. This legislation is in California only for now, but may be extended nationally. The new law requires that NPO's have an audit every year. Therefore, USENIX must appoint an Audit Committee so that an audit of the 2005 finances can commence in 2006.

The Internal Revenue Service is also focusing on NPO's, specifically looking at fundraising activities and documentation, and unreasonable compensation. Suski said these are not areas that USENIX should worry about.

Legal Issues for Boards of Directors

Appelman stressed that the duties of Board members are extremely important because of increased scrutiny of NPO's from the government (in California and from the IRS).

He outlined the three primary duties of a Director:

1. Care - staying informed of organization's finances, minutes, etc.
2. Loyalty – one must not have conflicting interests
3. Confidentiality – this is especially important with regards to Executive Session information and salaries. Board members are not permitted to leak information.

Appelman stated that the purpose of USENIX as a 501(c)(3) is that of a charitable organization, set up for public benefit. USENIX received tax-exempt status because we are a scientific and educational entity. He cautioned against spending too much outside of the charter, as it could jeopardize our tax-exempt status. He stated that Directors are accountable to the public at large that would benefit from USENIX activities.

Appelman said that with regards to advocacy, USENIX has so far been safe. He would suggest that we don't strongly advocate, but rather be an influential voice on issues of import to our community, and consult with him prior to making public statements.

Addressing the issue of a Board member who serves on other Boards, either at a corporation or another NPO, Appelman stressed that conflicts of interest should be avoided. Board members should recuse themselves from votes where there could even appear to be a conflict. Immediate disclosure should be the policy, with the Board member first informing others of the issue.

Appoint Audit Committee

Young recommended appointing the Board Treasurer, Ts'o. It was decided that Ts'o, McKusick and Young will make a proposal for the next Board meeting with recommendations for this committee.

2004 Year-End Budget Report

Young went over her report and while we had budgeted for a nearly break-even year in operations, we could have deficit of up to $200,000. This is due to lower attendance at Annual Tech. We could, however, still come close to break-even depending on how OSDI and the stock market do by year-end.

Young reported on the difficulty of estimating accurately for attendance at our conferences. Our strategy in the past has been that a profit from Annual Tech and LISA subsidized the smaller conferences (those with less than 250 attendees). Young expressed dismay that Annual Tech has had a deficit the previous three years, and everything possible must be done to make it generate a surplus as it had in the past. Good hotel contracts kept us from being further in the red for 2004, along with sponsorship income from Linux Kernel. Young said that being in the black operationally should be our goal, so that we don't have to rely on the reserve fund.

It was explained that 5% of the Reserve Fund two-year quarterly moving average is designated by our policy document to be spent on special projects and good works, and that due to the economy, this has not been happening for the previous two years. Some felt that holding educational conferences that do not make a profit could be considered good works.

First Draft Budget for 2005

Young outlined that this is a first draft, and it is required in our bylaws to approve the budget for operating purposes by the end of 2004. At the spring meeting, the final budget is approved. Young said that we should plan a balanced budget with Annual Tech generating a surplus.

Andrew Hume joined the meeting at 12:20 p.m.

Funding for the EFF, CRA-W, USACO, Standards

The proposals and amounts to support the various organizations and projects were discussed with the following suggestions:

Standards: $48,000
USACO-IOI: $15,000
EFF: $50,000
CRA-W: $40,000

Votes on the above items were tabled until after the lunch break. Young and Jones agreed to talk further with Carla Ellis at the CRA-W regarding how they are set up to take in donations.

Hume left the meeting at 12:30 p.m.
Break for lunch 12:30 p.m. – 1:35 p.m.

McKusick moved and was seconded by Hall that we appropriate $48,000 for standards efforts, per Stoughton's proposal.
Passed: all in favor

McKusick moved and was seconded by Cole to appropriate $15,000 to support the USA Computing Olympiad.
Passed: all in favor

Hall moved and was seconded by McKusick that we give $25,000 to the Electronic Frontier Foundation over the next four years.
Failed: in favor: 2 (Hall, McKusick); against: 5 (Cole, Couch, Halprin, Jones, Ts'o); abstain: 1 (Blaze)

Ts'o moved and was seconded by Halprin to allocate $50,000 in 2005 to fulfill our deferred obligation to the Electronic Frontier Foundation.
Passed: in favor: 6; against: 2 (Hall, McKusick)

Ts'o moved, was seconded by Blaze, and Jones amended the motion, to allocate $40,000 to support the CRA-W's Distributed Mentoring Program, with the funds designated for systems students.
Passed: all in favor

Conference Registration Fees

Young went over her proposal and the cost per attendee report. After some discussion, she recommended that we consider Proposal 1, as she believes small, incremental increases are better than large jumps.

Ts'o moved and was seconded by Cole that we raise tutorial/training fees by the amounts in Proposal -2, and technical session fees by the amounts in Proposal –1.
Passed: all in favor

The new fee structure for members in 2005 will be as follows:

Annual Tech & LISA Technical Fees:
1 day - $250
2 days - $500
3 days - $650
Students for 3 days - $270 ($90/day)

Annual Tech & LISA Training Fees:
1 day - $625
2 days - $1,200
3 days - $1,775
4 days - $2,300
5 days - $2,825
6 days (LISA only) - $3,150
1/2 day - $325
Students - $200 per day
3 day Tech & Training Package- $2,400
LISA: half Tech/half Train day - $425

Security Technical Fees:
Members - $675
Students - $270

Security Training fees:
1 day - $650
2 days - $1,250
Students - $200 per day

Technical Session Fees for all other 3-day conferences with no tutorials:
Members - $675
Students - $270

Member Dues

Young reported that USENIX used to regularly raise dues in small increments. However, because of the economy, we have not recommended raising them since June 2002. She asked the Board to consider Scenario 1 in her proposal.

Cole moved and was seconded by Hall that we raise membership dues to the following:

Individual: $115
Students: $40 (no change)
Educational: $250
Corporate: $460
Supporting: $2500 (no change)
Affiliates: $110

Passed: in favor: 7; against 1 (Halprin)

SAGE Committee Report

Jones reported that there has not been much communication between the SAGE Committee and the transition team, noting conference calls to which he was the only caller. He said there had been some discussion about whether the new SAGE would be better set up as a 501(c)(3) or a (c)(6). Appelman said he had discussions with SAGE legal counsel about SAGE registering as a 501(c)(6), and the problems with transferring assets to an organization that may not be appropriate for USENIX, which operates as a 501(c)(3).

Halprin said he believes the requirements of Step 1 of the Memo of Understanding regarding the SAGE transition approved by the Board in June 2004 are complete, though they are not documented.

Appelman responded that though SAGE has applied for 501(c)(3) status, it is not yet known if it will be granted. He explained that the Internal Revenue Service issues a Letter of Determination within one to six months after an application is filed. The Letter of Determination provides temporary approval to a group to begin to act as non-profit organization of whatever status is determined, but final approval is not given for two years or so, when the IRS reviews the organization to be sure it is functioning in accordance with the requirements of status granted in the Letter of Determination.

Appelman believes the most likely outcome at this point is that SAGE will be rejected for provisional 501(c)(3) status, as the draft bylaws indicate an organization that will function more as a trade and promotional group than as a charitable, educational one. Appelman stated that it would be much easier for USENIX if SAGE becomes a 501(c)(3), as we will be able to easily transfer assets without excessive justification. Every 501(c)(3) is required to transfer assets to organizations with like purposes. If assets (particularly members) are transferred, and SAGE does not ultimately receive permanent 501(c)(3) status, the California Attorney General will very likely question the transfer.

Appelman stated that it is very important to make it clear in advance the order in which the transfer of assets will happen. It will also be better to transfer members after it is known what the NPO status of the new SAGE will be. Questions were raised about the risks USENIX would be taking if we begin to transfer assets to SAGE, and it does not get granted 501(c)(3) status. Appelman said that USENIX could theoretically transfer assets to an outsourced commercial company "in good faith." However, he cautioned that even if SAGE is given provisional 501(c)(3) status in the near future, and we proceed to transfer assets, there could still be serious issues in two years if permanent 501(c)(3) status is not granted, even though we have acted in good faith.

Appelman cautioned against proceeding with the transfer of member dues, even to an outsourced company. He said that the USENIX office could not be the organization to which SAGE services are outsourced. Halprin said he would find an external management company to which SAGE services could be outsourced. It was agreed that Halprin would draft an outsourcing agreement to be reviewed by the SAGE committee.

McKusick moved, was seconded by Cole, and Jones amended the motion, that there is a sense of the Board that the requirements of the SAGE transition Step 1, pending verification of documentation, have been completed. The Board will begin implementing Step 2, and the transfer of assets will commence, subject to appropriate formal agreements being approved by the Board.
Passed: in favor: 7; abstain: 1 (Halprin)

Appelman requested that Halprin send all "SAGE, Inc." documentation to the USENIX office. Suski handed a list to Halprin of the SAGE documents that need to be on file in

the USENIX office. It was requested that in the future, advance notification be given to USENIX of any documentation being filed, or actions being taken, by the new SAGE.

Jones opened the floor to other SAGE issues. Halprin requested clarification of the mandate of the SAGE Committee, and asked who has oversight of SAGE activities. Jones clarified it as follows:

- The SAGE Transition Team (Halprin, Parter, Harris, Cheswick) is responsible for the creation of the new SAGE organization
- The SAGE Committee (Jones, Hall, Halprin, McKusick, Parter) is responsible for overseeing the SAGE transition and liaising with the Transition Team
- The USENIX staff is responsible for the provision and maintenance of SAGE services. Until they are transferred in an orderly fashion, SAGE activities will remain a function of USENIX.

Jones stated that unless the Board votes that Kolstad and Young don't represent SAGE, they remain in charge. He said the transition team may provide input, but they have no oversight authority of SAGE activities. It was agreed that this issue be further discussed by the SAGE Committee at a later date.

Stoughton left the meeting at 3:00 p.m.
Break from 3:00–3:15 p.m.
Dickison and Allman joined the meeting at 3:15 p.m.

Mentorship Proposal

Blaze discussed the merits of Peter Honeyman's contribution to our community, particularly his mentorship of students, and asked that the Board consider action that would not only honor him, but encourage others to mentor students as well. Blaze suggested that the USENIX Lifetime Achievement Award criteria be expanded to include mentorship, and that Honeyman be the first recipient to be recognized for this. Others on the Board expressed that while they like the idea of the Award including mentorship, that it should be expanded to include service to the community, not just to students, and that perhaps it would not look appropriate to award the next Flame to recent Board member. Hall said he would take this up with the Awards Committee, and Blaze offered to work with the committee on the wording.

Strategic Directions

Verified Voting

Couch reported that he has been sitting in on meetings with groups working toward making every vote count. He said the context of the research being done is sociological and technical. What constitutes "acceptable error" is being discussed. Couch would like USENIX to consider writing a letter of support of the research that VerifiedVoting.org is doing, acknowledging it as valuable and worthy of government funding. Jones asked

Couch to draft a letter for review by Appelman, that we would send to them, and post on our Web site.

It was also suggest that USENIX hold a workshop at one of our conferences on this, and Couch said he would approach VerifiedVoting.org about that.

GRID Computing
Cole reporting on the Supercomputing conference he recently attended, noting that there were several labs and academic organizations that had booths. He said the conference aspect of the conference is lightweight. He had not gotten far in talks with the GRID folks. Couch commented that GRID computing programmers are underserved, and feels there is a huge opportunity for furthering the state of the art. He said standards issues play into this as well, and that there are many out there using simulators instead of real GRIDS. Couch believes we should offer training for GRID.

It was agreed that Cole, Couch and Young would bring this up with Dan Klein to develop GRID into the tutorial program.

Future Venues for USENIX Annual Technical Conference
Young reported on the variations of training and technical sessions that have been tried at recent conferences, saying that Annual Tech '05 will have 5 days of training, and 3 days of technical sessions with 3 tracks: Invited, General and Freenix.

Young said there is pressure now to sign for conference venues in the future, beyond 2006, because the economy is improving. She is on the verge of signing a contract for Annual Tech in Santa Clara in 2007. If that is done, and Annual Tech is dropped after 2006, USENIX liability will be $150,000. Contracts beyond 2007 do not need to be signed until after April 2005.

Young said that Annual Tech continues to be difficult to market and find sponsors for because it is too "general" and is in competition with our smaller, focused events. Young asked that Board spend time discussing Annual Tech at the strategy session that would be held in April 2005.

Blaze moved and was seconded by McKusick to have Young sign the contract Annual Technical Conference 2007 in Santa Clara.
Passed: all in favor

Executive Office Report

Office Activities
Young reviewed the report on office activities. She would like to consider more outreach to other organizations to achieve better cooperation. Halprin mentioned that the AUUG has been in decline for a while, with their membership dropping. Young mentioned that with we've never been able to get on the Association for Computing Machinery portal pages. McKusick feels if we approach ACM with a concrete proposal of what we want,

it may work. If not, we can approach Dave Patterson, their new President, directly. Long will investigate the possibility of having metadata listed on the ACM Web site in the future.

Proceedings
Young said that 80% of the respondents to the ATC '04 attendee survey did not want paper proceedings. They expressed interest in having tutorial materials on paper, and perhaps having the proceedings on the CD. Blaze suggested that we offer an option on the registration forms for conferences giving attendees an option as to how they would like to receive proceedings, and request $20 or $30 dollars for those who want both a CD and paper proceedings. It was agreed that options for paper and CD proceedings would be offered as an experiment.

Student Programs
Mulligan reported that Campus Representative Program is doing well, and that we would like to focus on getting more faculty involved (a little over half of the current representatives are full-time faculty, the remainder are sys admins or other university staff). She will be going to OSDI to promote the program. Blaze suggested that more concrete information be sent to Campus Reps about the Stipend Program.

Mulligan reported that the Student Stipend Program is doing "more with less." In 2002, the funding for the program was greatly reduced, resulting in USENIX offering far lower grants to assist students with hotel and travel. Even so, most students accepted their awards, and we continue to fund over 50% of the requests. In 2004, we were able to accomplish this because of the amount of stipend sponsorships received. McKusick asked if $5,000-$10,000 more in the budget for stipends would be helpful, and Mulligan replied that it would.

Marketing and Sales Reports

Marketing
Dickison reviewed her report. She said that both the full brochure and emails are the best methods for getting the word out about our larger events. She is focusing on pushing our training program under the tag of "learn from the experts." Dickison mentioned that is still difficult to set up marketing exchange agreements with potentially valuable organizations because we won't allow e-newsletter sponsorships (placing other companies' links in our electronic messages to our members). It was the impression of the Board that though they recognize this is a problem; they still don't want to allow that. The "churn rate" of attendees was discussed; it is currently, and historically has been, about 50%. Dickison will be looking into ways to get more attendees to return. She will be promoting the USENIX 30th Anniversary at Annual Tech '05.

Sales
Allman went over the highlights of her report. She said she is receiving sponsorships for 2005. She mentioned the primary challenge facing her is how to sell Annual Tech, and that Security, while a very hot topic, is also difficult to sell because the market is so

crowded with competition. She reported that she is also doing outreach and looking for sponsors and exhibitors at other events: USENIX had a presence at LinuxWorld in August, and we may do SCALE (the Southern California Linux Exposition) in February, and LinuxWorld in Boston in 2005.

Klein joined the meeting at 4:45

Report On Conferences

Tutorial Program
Klein felt that the program is doing very well, and that the 6-day format worked well at both Annual Tech and LISA. He has heard concern that the tutorial program pulls attendees from the technical sessions when they overlap, but he doesn't feel that it is enough to make a significant difference. Klein is looking for more hands-on wireless tutorials to offer. With regards to offering training-only events, the analysis has been that it isn't good for USENIX to launch at this time, and offering more training within our current program is the way to go.

Appelman left the meeting at 5:00 p.m.
Klein left the meeting at 5:00 p.m.
Break from 5:00–5:10 p.m.

Current and Co-sponsored conferences

Young asked that all read her report since we are running short on time. The following events were discussed:

Linux Kernel Summit – Ts'o said that AMD and Intel chose to make first public disclosures of new hardware there. Hall has suggested to Ts'o that Monterrey, Mexico might be a good place to hold this event next year if the Ottawa Linux Symposium folks would come along. Ts'o will approach the OLS folks about this.

SUCON – Ts'o reported that they split the BSD and Linux speaker focus. He said it was an interesting and professionally presented conference, but very small.

USENIX Annual Technical Conference '05 – Young reported that the review of submissions is underway, and we are looking for keynote and closing speakers. She said that the Anaheim hotel wouldn't negotiate on the hotel rate, which is high.

MobiSys – Jones reported that submissions were way down, and communications have not gone well.

HotOS – Young reported that Seltzer is working on this.

FAST '05 - Young reported that the chair has not been as proactive as is needed, and that some changes may be necessary.

SANE – Honeyman sent a report via email.

Middleware – Honeyman sent a report to the Board via email on this event.

IMC (Internet Measurement Conference) – Young reported that USENIX would be providing more services (registration, Web site and proceedings) to this conference beyond our past support for stipends and help in promotion.

SRUTI (Symposium on Reducing Unwanted Traffic on the Internet) – A proposal was received from Bala Krishnamurthy for USENIX to fully sponsor a small workshop to be held at MIT in July 2005. It was agreed to do this, with Cole as the liaison.

International Venues
Hall reported that Monterrey, Mexico has a campus that may be well suited for USENIX events. He does not have a specific conference in mind to put there, but suggested Linux Kernel Summit.

Next Meetings

Board meetings in 2005 were scheduled as follows:

- April 11th in Anaheim at Annual Tech '05, regular Board meeting
- April 12th in Anaheim, strategy session with Board and others
- August 2nd in Baltimore at Security '05, regular Board meeting
- December 5th in San Diego at LISA '05, regular Board meeting

If warranted, a Board meeting may be held between now and April to discuss SAGE decisions and long-term planning.

The regular Board meeting ended at 5:50 p.m.
Executive Session was held from 5:55–6:25 p.m.

McKusick moved and was seconded by Blaze to approve the Draft Budget for 2005.
Passed: all in favor

Summary of Actions Taken by USENIX Board of Directors via e-mail and teleconferences from November 2004 – April 5, 2005

On January 26, 2005 it was moved via email by McKusick and seconded by Blaze, that USENIX spend $2000 of good works money to be a sponsor of CodeCon 2005.
Passed all in favor.