USENIX Board of Directors Meeting
October 28, 2003
Town & Country Resort Hotel, San Diego, CA
Minutes

The regular meeting of the USENIX Board of Directors was convened on October 28, 2003 at the Town & Country Resort Hotel in San Diego, CA, at 9:10 a.m.

Attendance:
Board of Directors:
Kirk McKusick, Chair
Lois Bennett
Tina Darmohray
Jon "maddog" Hall
Peter Honeyman
Mike Jones
John Gilmore

Absent: Avi Rubin

Staff:
Ellie Young
Catherine Allman
Anne Dickison (joined at 1:40 p.m.)
Dan Klein (joined at 1:45 p.m.)
Rob Kolstad
Jane-Ellen Long
Tara Mulligan
Toni Veglia

Guests:
Daniel Geer, Past President
Nick Stoughton, Standards Liaison
Geoff Halprin, SAGE

All were present at the beginning of the meeting, except where noted.

Previous Minutes

Jones moved and was seconded by Honeyman to accept as amended the minutes of the previous meeting as follows: add that Darmohray was present via phone on June 12th, and that McKusick called in an "aye" vote for the new format of the 2004 USENIX Annual Tech (listed on pg. 11) at a later date. Passed: In Favor: 7; Absent: 1 (Rubin).

Changes to the Agenda

Gilmore would like to discuss 2003 Reserve Fund allocations. Young and Hall would like to give the group a report on our joining the Free Standards Group.

Action Items
Most Action Items were discussed in the course of the meeting.

SAGE

Kolstad reported on SAGE programs, and that they had achieved their budget and reduced it by $7,000. He stated that SAGE has created a new logo/tagline "SAGE the People Who Make IT Work." They have also created a code of ethics. The upcoming goals for SAGE are marketing and growing the membership, enhancing the Web site, creating a SAGE store, and focusing on SAGE local groups. Bennett thanked him for his efforts.

USACO

Kolstad reported on the USA Computing Olympiad. USENIX has been a founding sponsor of the program, and recently SANS and ACM also assisted with funding it last year.

Bennett left at 10:00 a.m., and returned at 10:05 a.m.
Honeyman left at 10:05 a.m., and returned at 10:08 a.m.
Kolstad left the meeting at 10:05 a.m.
Young left at 10:05 a.m., and returned at 10:10 a.m.

Standards

Stoughton reported on the continuation of POSIX and his work therein, which is jointly funded by the Free Standards Group and USENIX. The Linux Standards Base and the FSG are looking to find a middle ground for standards in the future. Reports are given every 5 years, and Nick is beginning to think about the '06 submission.

The FSG offered two for one funding against USENIX funds. FSG would like to have a USENIX representative on their board, with Hall being the most obvious choice (he

would need to be elected by the FSG group). FSG would pay for the once per month teleconferences, and would cover expenses to the two annual in-person meetings (which Hall attends anyway).

Hall would like to see more cross-promotion between FSG and USENIX, with either talks given at each-other's events, or at least posting of each-other's event schedules. Hall and Gilmore both stated that they would like to see more students who are doing standards work receiving funding.

The Board agreed to vote to support the standards work at the recommended level of $23,400 ($2500 for TOG membership, and $20,900 funding for the time spent for POSIX IR, TOG, LSB, ISO Linux, and Misc/snitch reports.)

Break from 10:20 a.m. to 10:35 a.m.

Finances

2003 Year-End Estimates

Young went over the new format for the first page of the Statement of Revenue and Expenses that was well received. She also explained that while we had budgeted for a $146K deficit, we would have a higher deficit in operations ($250K) because of the 1) lower than projected attendance at Annual Tech, BSDCon, Security, and Mobisys, and 2) the large penalty fees with hotels for not meeting our room blocks. The deficit could have been a lot worse, but we exceeded sponsorship revenue for Linux Kernel. Summit, LISA tutorial attendance is up slightly vs. previous year; and LISA exhibits and sponsorships were higher than budgeted.

Young felt after two years of huge deficits, we will have a break-even year thanks to the stock market. She also expressed her appreciation to the staff for their efforts in reducing expenses, as well as taking on more work with less staff. She feels the current staff level is appropriate for the number of conferences being held in the coming year.

First Draft Budget FY 2004

Young went over the first draft with her recommendation that we attempt to break even on core operations (member services and conferences); continue to support SAGE for another year; and reduce some of our expenses in G&A and Projects/Good Works. The Board then went through and discussed/voted on the following items.

Audit: McKusick stated that audits historically been done by an outside accountant, and suggested that perhaps we could do only “written assurances” (a review) each year, as opposed to a full audit, and do a full audit every three or four years.

Honeyman moved and was seconded by Bennett that the Treasurer be directed to have a full audit every four years, immediately prior to the election of new officers. Passed: In Favor: 7; Absent: 1 (Rubin).

Bennett moved and was seconded by Darmohray to allocate $10,000 for a Strategy Meeting in March 2004. Passed: In Favor: 7; Absent: 1 (Rubin).

Association Marketing and PR: Allman reported that the goal is to increase the visibility of the organization via members, and more vendors and sponsors. If the Board approved this amount, they would come up with a plan. Allman also stated that a $10,000 allocation would expand the PR work to all USENIX events, not just our three major conferences. It was agreed that we should not expand PR at this time.

Jones moved and was seconded by Honeyman to allocate $25,000 to Association Marketing. Passed: In Favor: 6; Opposed: 1 (Gilmore); Absent: 1 (Rubin).

Jones moved and was seconded by Hall to fund the Standards effort at the recommended level of $23,400 ($2,500 for TOG membership, $20,900 for standards activities). Passed: In Favor: 7; Absent: 1 (Rubin).

Bennett moved and was seconded by Jones to provide $8,000 for CRA membership and travel to CRA conferences. Passed: In Favor: 7; Absent: 1 (Rubin).

Gilmore moved and was seconded by Jones to budget $35,000, plus whatever is raised from the outside, to support Student Stipend Programs for USENIX conferences. Passed: In Favor: 7; Absent: 1 (Rubin).

Hall moved and was seconded by Bennett to sponsor USACO at $15,000 in 2004. Passed: In Favor: 6; Opposed: 1 (Gilmore); Absent: 1 (Rubin).

Reserve Fund: Gilmore stated that USENIX hasn't followed its policy in the past few years of allocating the throw-off from the reserve fund to good works, and he proposes that we do so. McKusick explained that the policy was put in place by recommendation of the accountant when the reserve fund was growing, in order to keep it at a level that was not too large per general non-profit organization guidelines. McKusick hopes to be able to start putting money back into the reserve fund, but believes it is fiscally irresponsible during financial crises to spend it on good works programs.

Break for lunch 12:10 p.m. – 1:40 p.m.

Anne Dickison joined meeting at 1:40 p.m.
Dan Klein joined meeting at 1:45 p.m.

Gilmore moved and was seconded by Honeyman that we spend 5% of the 2-year quarterly moving average of the value of the Reserve Fund to be appropriated to the annual budget to be spent on good works and special projects. Motion failed: in

Favor: 1 (Gilmore); Opposed: 4 (Honeyman, McKusick, Hall, Jones); Abstain: 2 (Darmohray, Bennett), Absent: 1 (Rubin).

2004 First Draft Budget (continued)

Scholars/Student Research Grant Program: Honeyman stated this program would not be easy to jump start with $50,000, and suggested that we implement it in a way that it costs less and isn't so much work on behalf of the Scholastic Committee. He mentioned that the awards are not need-based, but are given on the merits of individual projects. The Board agreed to explore this issue in the future.

EFF: Young reported that this was a grant of $150,000 made three years ago, to be paid in three annual $50,000 installments. The first payment was made, followed by two years of deferments due to the economy. Gilmore (who is also on the Board of the EFF), said that if it is painful for USENIX to make the payments, we shouldn't. Honeyman said this is why multi-year financial commitments are a mistake.

Bennett moved and was seconded by Honeyman that we defer our $50,000 pledge to the EFF in 2004. Passed: In Favor: 6; Abstain: 1 (Gilmore); Absent: 1 (Rubin).

Hall suggested that perhaps there are other ways in which USENIX can assist the EFF, such as giving them a complimentary Supporting membership.

Honeyman moved and was seconded by Hall that the EFF be made an honorary USENIX Supporting Member. Passed: In Favor: 6; Abstain: 1 (Gilmore); Absent 1 (Rubin).

Honeyman moved and was seconded by Darmohray that we fund travel to SANE conference(s) in the amount of $5,000. Passed: In Favor: 7; Absent: 1 (Rubin).

Internet Measurement Conference Stipends: Young reported that this is a Sigcomm sponsored event, and our primary liaison is Bala Krishnamurthy at AT&T. It is a workshop for about 150 attendees, many of whom are students who get funding from other sources as well.

Gilmore moved and was seconded by Bennett to budget $5,000 to the IMC for Student Stipends. Passed: In Favor: 7; Absent: 1 (Rubin).

Middleware Stipends and Travel: Young reported that Honeyman has been very active in this event. In 2001 we spent $7,500, in 2002 we spent nothing, in 2003 we spent $3,000. USENIX is an "in co-operation" sponsor. Honeyman believes it's a high quality event, and he is on the Steering Committee as the USENIX representative.

Honeyman moved and was seconded by Jones that we budget $5,000 for stipends for the October 2005 Middleware conference. Passed: In Favor: 7; Absent: 1 (Rubin).

Conference T-shirts: The Board discussed offering conference T-shirts to attendees for sale, and decided to continue to leave it as it is and continue to provide them free of cost.

Conference Proceedings: The Board discussed continuing to offer printed Proceedings to all attendees or provide them only online, and decided to continue to provide them in print.

Jones left at 2:20 p.m. and returned at 2:25 p.m.

Conference Registration Fees

Gilmore expressed concern that student registration fees to USENIX events were increased the previous year to half of the standard member registration fees. Jones said that he never bought into the argument that student fees need to be so low, and contends that they still come to conferences. Young recommends lowering fees by $50 at our smaller/academic conferences.

Jones moved and was seconded by Honeyman that we reduce registration fees to technical sessions by $50 for Security, OSDI, FAST, VM, and NSDI, and reduce student fees by $110 for Annual Tech, LISA, and Security. Passed: In Favor: 7; Absent: 1 (Rubin).

Jones moved and was seconded by Hall that we no longer offer a $50 discount for registering on the Web, and instead reduce the technical session registration fees by $50. Passed: In Favor: 7; Absent: 1 (Rubin).

Review of Portfolio

Gilmore questioned adjustments to the portfolio that state fixed income. He suggested that we give Samson leeway to move investments back toward equities as the market changes.

Gilmore moved that we change the portfolio allocations to 40% fixed income and 60% equity. No second. McKusick feels it may be better to redirect Samson in March 2004; Young will invite Samson to that meeting.

Report on Conferences

Tutorials

Klein said that things are going well with trying out new speakers, and that although they are knowledgeable, they aren't always as dynamic as some of the more seasoned instructors. He felt that the year overall hasn't seen great attendance at tutorials. He is working on the USENIX '04 event slate. Klein reduced the CD royalty as low as possible. He and Young decided to reinstate full instructor fees in 2004.

Honeyman left at 3:05p.m, and returned at 3:08 p.m.
Klein left at 3:10 p.m.

Break from 3:10 p.m. to 3:25 p.m.

USENIX Annual Tech 2003 and 2004: Young went over her report on efforts to reformat/reinvigorate this conference. Program chairs for the general track and Freenix had been confirmed. She was working on signing up chairs for the SIG sessions and Invited talks. She cautioned that the new format with moving the tutorials so they are up against the conference is a gamble.

Security 2004: Young reported that Matt Blaze has the Call for Papers out. She had a discussion with Blaze, Rubin and Paxson on why attendance dropped at 2003, and the consensus was that there is more competition.

Linux Kernel Summit: Young, Hall and Allman attended this event, which is traditionally held in Ottowa during the summer. Allman reported that many vendors were eager to sponsor. The possibility of moving it in the future was discussed. Ted Ts'o would have to be consulted.

BSDCon: McKusick reported that the talks were fantastic, but attendance was low. Some Board members suggested that if we ever organized one again, it may a good one to test the "camping conference" venue with.

LISA 2003: Young reported that the total registrants as of 10/27 were 1148. Potentially 2 speakers will cancel due to the fires. Young hopes the final attendance will be over 1200. She said the hotel has been fantastic in dealing with our concerns. Young stated that Frisch has been a great Program Chair.

LISA 2004: Young reported that Lee Damon will be the Program Chair, and that Deeann Mikula will be a chair of the invited component. Hall offered to be the liaison for the event, which will be held in Atlanta.

NSDI 2004: Young has been given warnings to not let this event become "another SOSP." Jones will discuss with the steering committee diversity issues.

OSDI: Jones reported that the coming year authors/presenters can be rejected from ASPLOS, and still submit to OSDI. There are strong UC Berkeley affiliations with this event.

NordU: Young reported that they want our help finding a Program Chair for 2005. This event is run by a variety of Nordic groups and USENIX, and will be held in Copenhagen, Denmark in late January. McKusick offered to be the liaison to the event, as he will be in Denmark.

Middleware: Honeyman reported that this event will be held in Toronto, and the CFP will be out soon.

MobiSys 2003 and 2004 (USENIX cosponsored this event with ACM Sigmobile): Young reported that the event will be held in early June in Boston. Young would like to talk at the next meeting about USENIX's sponsorship of this in future years. Honeyman was very unhappy with how SIGMobile performed in 2003, and felt that they did not do as much as they could in promoting attendance.

PKI: Honeyman reported that he didn't have much do in his capacity as liaison to this event. It seems to be taking care of itself, and USENIX simply lends its name. Honeyman feels that when we are financially able, we should offer money for stipends.

IMC: It was agreed to again fund stipends in the amount of $5,000 in 2004.

Tcl: Honeyman reported that this was a disaster, with only 50 attendees, and again, USENIX simply lent its name to the event.

WCSMA: Young reported that this event had 50 attendees, and was held in Santa Cruz. Reports were that it was very well received.

SANE 2004: Honeyman reported that he is active in getting Invited Talks. It will be held in Amsterdam in late September 2004.

Report on Sales/Exhibits/Marketing

Allman reported that USENIX has hired Anne Dickison as the Marketing Manager. Allman reported that USENIX received a grant from Google for advertising that is for three months. She and Dickison are working on posting further ads, and expanding the trade and media exchange program. Allman said she has discovered that the primary manner in which people learn about USENIX is through word of mouth. She asked for help from the Board in spreading the word about USENIX, particularly to the press, and she also requested that the Board provide her with any inside corporate contacts that they can.

Changes to Policy Document

Bennett retracted the proposal on Special Technical Group Executive Committee Removal, and she might revisit this issue at the next meeting. She feels she should have talked more with the Board prior to writing up the proposal, and that it wasn't ready in its current state.

Bennett moved and was seconded by Darmohray to accept changes to the Policy Document as follows:

- **Section 6.2-Invited Talk chairs will receive a complimentary registration.**

- **Section 6.2-Board members will receive fully paid attendance at all USENIX events.**
- **Section 6.6-Change conference fees per previous motion in Agenda 7c.**
- **Section 6.6-Approve multiple employee discounts at 5 persons instead of 10.**
- **Section 6.6-Accept the registration fee chart changes made in regards to the SAGE dues split.**
- **Section 2 (and all Sections in where it was referenced)-Accept SAGE membership requirements and dues changes.**
- **Section 1-Board of Director's, add a new section regarding ballots as follows:**

  1.11. Ballots

  1.11.1. Ballot paper: Two versions of the ballots shall be produced. The two shall be distinguished by paper color and shall vary otherwise only in the order in which candidates are presented.

  The ballot shall be divided into two sections. The first section shall list the officer candidates, arranged in the following order: President, Vice President, Secretary, Treasurer. If more than one candidate runs for an office, the candidate name order shall be varied in the two versions of the ballot. Beside each candidate's name one voting box shall appear.'

  The explanatory text for this part is:
  "For each officer position, mark at most one candidate. If more than one box is marked for a position, the ballot will be considered null and void. For each position, the candidate with the most votes is elected [see bylaws 3.4.5]."

  The second part of the ballot shall contain the candidates for Directors at Large. The candidate order shall be varied in the two versions of the ballot. Beside each candidate's name one voting box shall appear.

  The explanatory text for this part is:
  "Mark at most 4 candidates. If more than 4 boxes are marked for Director at Large, the ballot shall be considered null and void. The 4 candidates with the most votes are elected [see bylaws 3.4.6]."

  1.11.2. Ballot booklet: The ballot booklet shall contain the statement written by each candidate. The statement length may be limited by space constraints, at staff discretion, but candidates must approve their final statement before publication. If an approved statement has not been received by the announced date, no statement will appear for that candidate. A photo of the candidate may optionally be provided. The sections will be presented in this order: President, Vice President, Secretary, Treasurer, Directors at Large. If there are multiple

candidates for a position, they shall be presented in alphabetical order within the relevant section.

No explanatory text shall be included.

1.11.3. Ballot Web site: The Web site shall present the approved candidate statements and photos, in the order in which they appear in the ballot booklet. Extended statements may be provided for the Web site, at the candidate's sole discretion. The candidate may, if he or she wishes, also provide a URL and/or email address which will be included in the candidate's Web statement.

Passed: In Favor: 7; Absent: 1 (Rubin).

Resolution for Post Office regarding *;login:*

Young reports that this is simply a formal confirmation of what we have been posting in *;login:* for awhile.

Bennett moved and was seconded by Darmohray that it is resolved that a copy of each issue of *;login:* has been sent to each member of the USENIX Association, and that of each member's dues, $80 shall be for a year's subscription to the publication. Passed: In Favor: 6; Opposed: 1 (Gilmore); Absent: 1 (Rubin).

Executive Director's Report

Young said that much of what is in her report was discussed elsewhere during the meeting. She pointed out that the SAGE dues split was major time investment on behalf of the office staff. Long mentioned that it is now possible for the two organizations to be completely separated, and the cost of the dues separation work is being divided equally.

USENIX discussion/action site idea

Geer questioned the intertwining of USENIX and the open source community, and whether a good work should be considered. The Board would like more details on what the open source community would like in the way of support, and suggested that Geer seed a message on the USENIX discussion site.

Next Meeting

The long-term strategy meeting is slated for March 1st, followed by a regular meeting on the 2nd, 2004 in the San Francisco Bay Area. The following meeting will be on June 27, 2004, with the newly elected Board, at the Annual Technical Conference in Boston.

The regular meeting adjourned at 4:55 p.m.

Executive Session commenced at 5:00 p.m.

Honeyman moved and was seconded by Bennett to approve the changes to the first draft budget as discussed. Passed: In Favor: 6; Opposed: 1 (Gilmore); Absent: 1 (Rubin.)

Meeting adjourned at 6:15 p.m.

USENIX COMMITTEES & BOARD LIAISONS * (rev.11/25/03)

Executive <execcom@usenix.org>: Jones, Darmohray, Gilmore, McKusick
A subset of the Board that may make Board level decisions between the 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 who is located in the SF Bay Area serve.

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 who agree that they will not run for office in that particular election). The chair appointed for the 2004 Election is Dan Geer.

Awards <awards@usenix.org> : Hall (chair). 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 Review Committee: Hume, Parter, Hall, Kolstad, Young. Formed in May '02 to review the working relationship between USENIX and SAGE, especially as it relates to the SAGE Executive Director being able to accomplish his or her mission.

Scholastic Services <scholastic@usenix.org> : Mary Baker, Darrell Long (chair), Rubin. Work on developing this program and evaluating submissions for research grants, scholarships, and software projects. (Program suspended in 2002).

STG Committee <stg@usenix.org> : Hume, Jones, Hall, McKusick
Makes proposals to the Board for new STG's, and evaluates current program.

Long Range Strategy Committee: McKusick (facilitator), Hall, Bennett, Jones, Darmohray, Young. Work on the planning, agenda, and guest-list of a long-term strategy meeting to be held in the SF Bay Area in early March 2004.

BOARD LIAISONS:

CRA: Jones

SAGE: Hall

SAGE Interim Certification Board: Bennett

USENIX Conferences:

NSDI '04, San Francisco, CA	Honeyman/Jones
FAST '04, San Francisco, CA	Honeyman
VM '04, San Jose, CA	Bennett
USENIX '04, Boston, MA	Hall/Honeyman/McKusick
Security '04, San Diego, CA	Rubin
LISA '04, Atlanta, GA	Hall
OSDI '04, San Francisco, CA	Jones

Other Conferences (USENIX-related):

IMC '03	Young
WCSMA	Young
NORDU '04	McKusick
MOBISYS '04	Honeyman/Jones
SANE '04	Honeyman

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

USENIX Board of Directors
Summary of Actions Taken October 29, 2003 – February 18, 2004

The Board approved by a unanimous via email vote on December 2, 2003 to increase stipend support for the Internet Measurement Conference in the amount of $5,000.

The Board approved by a unanimous via email vote on November 4-5, 2003 to be a sponsor of the 2004 CRA-Snowbird Conference in the amount of $3,500.

On a January 26, 2004 teleconference attended by all Board members except John Gilmore, registration fees for the 2004 Annual Technical Conference were approved as follows:

	Member	**Non-member**	**Student member**	**Student, non-member**
Event Type				
Annual Technical Conference	1-day: $250 2-day: $450 3-day: $600 4-day: $700 5-day: $775	1-day: $350 2-day: $550 3-day: $700 4-day: $800 5-day: $875	1-day: $75 2-day: $145 3-day: $210 4-day: $270 5-day: $325	1-day: $105 2-day: $175 3-day: $240 4-day: $300 5-day: $355
Annual Tech Conf Tutorial rates	1-day: $600 2-day: $1100 3-day: $1550 4-day: $1950 5-day: $2300 6-day: $2600	1-day: $600 2-day: $1100 3-day: $1550 4-day: $1950 5-day: $2300 6-day: $2600	1-day: $150 2-day: $300 3-day: $450 4-day: $600 5-day: $750 6-day: $900	1-day: $150 2-day: $300 3-day: $450 4-day: $600 5-day: $750 6-day: $900