

USENIX Board of Directors Meeting

Thursday, July 9, 2020, 11:00 a.m - 1:00 p.m. PDT/2:00 p.m.-4:00 p.m. EDT

via Zoom video conference

Minutes

Attendance

Board:

Cat Allman
Kurt Andersen
Arvind Krishnamurthy
Laura Nolan
Kurt Opsahl
Amy Rich
Hakim Weatherspoon

Staff:

Natalie DeJarlais
Casey Henderson
Ginny Staubach

Not present:

Michael Bailey

Rich called the meeting to order at 11:04 a.m. PDT/2:04 p.m. EDT

Agenda

1. Welcome to the 2020-2022 USENIX Board of Directors

Rich welcomed the new USENIX Directors Arvind Krishnamurthy and Laura Nolan.

a. USENIX Staff Organizational Chart

Henderson explained staff roles and shared USENIX's Organizational Chart.

b. Important People/Companies

Henderson shared a list of people and companies important to USENIX and their roles.

c. Legal Responsibilities of Nonprofit Boards

Henderson shared BoardSource's third edition Legal Responsibilities of Nonprofit Boards ebook and encouraged the Directors to read it.

d. Legal Orientation Presentation

Henderson introduced Tenenbaum, USENIX's attorney specializing in nonprofit law. Tenenbaum presented training on the duties and responsibilities of serving as a Director on a non-profit association Board and on the laws governing nonprofits.

*Break 11:54 a.m. PDT/2:54 p.m. EDT until 12:00 pm PDT/3:00 p.m. EDT
Reconvened at 12:02 p.m. PDT/3:02 p.m. EDT*

e. Finance Orientation

- i. Year-to-Date Budget Forecast Update**
- ii. Virtual vs. In-Person Conferences: USENIX ATC**
- iii. Risk/Exposure Report**

Henderson welcomed Burton Li and Robin Smith of Sutro Li, USENIX's accounting service. Li reviewed the current financial systems, noting that the 2020 budget that was approved was based on pre-pandemic predictions. Revised 2020 budget projections were presented. Li and Henderson addressed questions posed by the Directors and discussion ensued.

Andersen noted that new Directors may not be aware of regular Board meetings vs. Executive Sessions. Henderson clarified the differences and noted that Robert's Rules of Order are employed when making motions and voting.

2. Minutes of the Previous Meeting

Rich called for a motion to approve the minutes.

Allman moved to accept the minutes of the previous meeting as written. Andersen seconded the motion. All voted in favor; none opposed. Motion carried.

Opsahl brought up the matter of a member who objected to the Black Lives Matter statement. Rich suggested that this person contact the Committee via the email address found on the statement and the Committee will respond.

3. Upcoming Events

a. Overview of Upcoming Events

i. SREcon20 Americas Status

Henderson presented recommendations for SREcon20 Americas.

Nolan moved to cancel SREcon20 Americas and hold it as a virtual event and to rebook the venue for another event in 2023. Andersen seconded the motion. All voted in favor; none opposed. Motion carried.

b. Code of Conduct Committee

Rich noted that revisions to the Code of Conduct are needed to cover virtual events. The Code of Conduct Committee already exists, but it has been several years since membership has been updated. Rich asked for volunteers to participate in the Committee for this revision. Opsahl and Allman offered to participate. Nolan volunteered to chair the Committee and asked whether her employment would pose a conflict. This policy is not specific to any platform so there was general agreement that there is no conflict.

c. Ethical Vetting of Sponsors

Rich explained that the Board may need to vote on whether or not to accept sponsorship from a particular company and requested that the Board review the ethical vetting of sponsors document produced at the October 2019 meeting and be prepared to vote on this issue.

Henderson reported that she, Krishnamurthy, and Weatherspoon are working together on changes to USENIX's systems research conferences and will keep the Board apprised.

Andersen moved to adjourn. Allman seconded the motion. All voted in favor; none opposed. Motion carried.

Meeting adjourned at 12:57 pm PDT.

A handwritten signature in cursive script, likely belonging to the person who moved to adjourn the meeting.