2014-2016 BOARD

June 18, 2014

Minutes, 06/18/14

Attendance:

Board:
Carolyn Rowland
Brian Noble
David Blank-Edelman
John Arrasjid
Dan Klein
Cat Allman
Kurt Opsahl
Hakim Weatherspoon -- by phone

Previous Board:
Margo Seltzer
Dan Wallach
Niels Provos

Staff:
Casey Henderson
Toni Veglia (except during executive session)
Julie Miller -- by phone (except during executive session)
Natalie DeJarlais -- by phone (except during executive session)
Michele Nelson -- by phone (except during executive session)
Camille Mulligan -- by phone (except during executive session)
Gayle Roberts -- by phone (except during executive session)
Rik Farrow -- 4:09pm ET

Guests:
Dan Appelman - by phone 1:31pm-2:10pm ET

BOD meeting for USENIX with prior notification to the BOD.

Agenda for Part B:

B1. Changes to the Regular and Consent Agenda (5 minutes) (Noble)

B2. Board Handbook Introduction (to be distributed onsite) (10 minutes) (Noble)

Casey Henderson gives new BOD members an introduction to the *Board Handbook*, distributed to the new Board members in the meeting. Discussed changes such as the switch from BOD liaisons to USENIX liaisons as well as the role of the USENIX liaison vs. program chair.

Henderson also runs through the staff and what their roles are within the organization. Staff who are present (via phone or in person) are introduced.

Overview of the Audit committee:
President, Treasurer and ED are ineligible for the audit committee. Need to determine new audit committee members. Audit committee members work well if they are in the Bay area so they can easily meet in the office.

- Cat Allman, volunteered
- John Arrasjid
- Niels Provos, happy to continue to serve on the audit committee.
- Eric Allman (unconfirmed)

Cat Allman will sit in on the current audit committee meeting (5pm ET after BOD meeting) for transition.

Henderson performs a quick review of the various parts of the BOD binder.

Henderson reviews changes to the bylaws: Any BOD member can call a meeting, added electronic voting as a future possibility, and minor wordsmithing to clarify some areas of the bylaws. For bylaw changes, USENIX notifies the membership providing a time period to respond with issues.

Henderson encourages the new BOD members to read their newly received handbook.

B3. Committees and Conference Liaison Assignments (15 minutes) (Noble)

Noble asks past BOD members if they would like to continue as liaison to conferences:

For 2015

FAST - Seltzer (continuing)
INFLOW - Seltzer
HotOS - Seltzer
CRA liaison - Seltzer
EVT/WOTE - Wallach
Security - Yoshi Kohno - Wallach is willing to assist Yoshi
HotSec - Provos - Might be good to get Bailey or Fabian Monrose
WOOT - Provos - Dan Boneh - revisit for 2015
NSDI - Noble
HotCloud - Arrasjid
HotStorage - Noble
LISA, Rowland, Blank-Edelman
SREcon - TBD - *[Later determined to be Klein and Blank-Edelman] - addition by Rowland*

The number of liaisons per event will be limited to 2 per Noble. He also asks the BOD to consider how to leverage other interested parties as non-liaisons or having a third liaison for events such as SREcon; to discuss later in the afternoon.

B4. Board Member Legal Overview (30 minutes) (Appelman)

Dan Appelman joins 1:31pm ET.

Dan Appelman joins the call to remind old BOD members and informing new BOD members of legal duties of the directors.

Appelman: BOD members have been elected to a Legal entity that is a corporation. State law has duties that all Directors must conform to. Appleman talks about responsibilities of the BOD including the duties of loyalty and due care. This conversation covered dealing with conflicts of interest, staying informed, and disclosing information relevant to the other BOD members.

The BOD asked when a BOD member would contact USENIX counsel directly. Appleman responded that BOD members should start by raising the concern with the ED to determine if it should rise to the level of counsel, unless the issue involves staff or the ED or is too sensitive to bring to the ED.

USENIX does have Directors and Officers insurance. Insurance will only cover a BOD member who has not breached fiduciary duty.

Moving into executive session. 1:53pm ET
Resume general meeting 2:11pm ET
Dan Appelman leaves the call 2:10pm ET

B5. Fundraising (30 minutes) (Mulligan and Roberts)

Camille Mulligan discusses the USENIX fundraising committee.

Noble encourages the entire BOD to contribute actively to the fundraising to help support USENIX and asks the BOD to consider other organizations that could be supportive.

USENIX hired a fundraising consultant to review the USENIX donor program. USENIX is discussing internally the challenges of having a donor program while being a membership organization.

We need a couple of BOD members who think they would like to be part of this committee. President Noble will be talking to each BOD member about interest in serving in this capacity or names of people who would be good to approach for this committee. He will also be looking for a chair for this committee. Members of the committee are not limited to current or past BOD members.

The percentage participation number was important last year (100% participation from the BOD and staff). Everyone is behind this process.

Wallach shared his experiences from the prior year when he was looking for funding for one a workshop. He raised some good questions that BOD members could be asked in this situation.

B6. Who's Who at USENIX/Whom Do I Ask? (30 minutes) (Henderson)

Tabled for the break. Henderson brought flashcards with photos of the USENIX staff for the new BOD members. These were handed out at the break.

Anti-harassment policy from Wallach [Addition to the agenda]

Other communities have identified non-ambiguous policies and splashed them on large signs that cannot be missed. Community members also engage with the offender to make it stop. USENIX is working on the USENIX conference policy, which currently sounds like a workplace harassment policy, not a conference policy. There is an increasing movement of people who will not attend a conference that does not have a code of conduct. USENIX plans to release the updated code of conduct by mid-August in time for Security.

B7. Finance and Budget Introduction (30 minutes) (Henderson, Noble, and Veglia)

a. Risk and Exposure Report
b. 2014 Approved Budget

Noble introduced the topic by summarizing the USENIX financials. He covered open access, professionally-managed events, and how overhead gets applied within the budget. The reserve fund was introduced along with budget challenges.

Discussed impact of publication-based events and suggestions for improving these events.

;login; is offered as a print publication. Most of the cost is in the preparation, not the physical printing and distributing of the magazine.

USENIX has stopped offering print-on-demand proceedings. There are a few people who still print individual papers. We did offer print-on-demand recently and one attendee availed themselves of that service. There is no demand for paper anymore.

For years we made conference attendees members automatically. We switched to offering a membership discount for conferences. This switches us to a member organization where members actively want to be members.

USENIX is one of the primary places students publish papers. We continue to offer student grants that are popular.

For most events, USENIX does not publish poster information. LISA is different; USENIX publishes author, title, and abstract. USENIX can do that for high demand events.

Break at 3:30pm ET
Reconvened at 3:45pm ET

B8. Strategy vs. Tactics (30 minutes) (Henderson and Noble)

Reviewed reasons behind the strategy vs. tactics exercise. Then reviewed results from the three teams.

Where does the BOD get involved in decisions affecting USENIX and where are decisions left up to the ED/Staff? There are some obvious tactical examples that would fall under the Executive Director (ED), some obvious examples that would be BOD conversations, and lastly examples where a conversation should occur with the staff and BOD.

B9. Future Conferences Discussion (30 minutes) (Henderson and Noble)

Federated Conferences Week (FCW)

Discussed the FCW experiment and outcomes including co-located events such as WiAC and ICAC. Coordination between HotCloud and HotStorage was a big success so there will be more coordination for next year. ATC, HotCloud, and HotStorage has a large amount of cross-registration.

USENIX is no longer working with ICAC. There was a mismatch in models between the two organizations. [Noble]

URES is going to be co-located with LISA this year. WiAC has been running for 3 years along with WiAC events at individual conferences. The latter seems more effective. Sysadmin training here did not work probably because there wasn't the community here to make that work.

Expenses [Veglia]

Treat USENIX's money like your own. Shop early for flights and try not to choose the more expensive flight. Look for the best fare, regardless of airline (may not get miles).

Motion to adjourn [Klein], [Opsahl] [8,0,0] 5:00pm ET

B10. Next Meetings (15 minutes) (Henderson and Noble)
a. Monthly Meetings
b. August Meeting
c. December Meeting

Audit Committee Meeting: 5:00 p.m. in William Penn Board Room (E. Allman, Arrasjid, Henderson, and Provos; McSweeney and Associates)

Dinner at 7:00 p.m., Spasso Italian Grill, 34 South Front Street, Philadelphia, PA 19106