

USENIX Association

Board of Directors Conference Call

July 11, 2013, 2:00-3:00 p.m. ET

Minutes, 7/11/2013

**Attendance:**

**Board:**

Margo Seltzer  
Carolyn Rowland  
David Blank-Edelman  
Dan Wallach  
John Arrasjid - phoned in

**Staff:**

Casey Henderson  
Anne Dickison  
Toni Veglia

**Guests:**

Jim Roberson  
Zack McSweeney  
Amanda Apple?

*Meeting started at 2:11 pm ET*

AGENDA

1. Minutes of the Previous Meeting (5 minutes) (shared by Carolyn via Google Docs--please ping her if you didn't receive them)

Motion to accept previous meeting minutes, seconded. All present, motion carried by 4 BOD members present.

2. Audit (20 minutes)

Independent auditor Jim Roberson gave a short presentation. Estimate for audit was \$23,700 (out of pocket expenses currently \$4,100) Currently at around \$28K for the project.

Mandatory under state law that audit committee review financial statements with independent auditor. Jim's firm is waiting for Niels to respond regarding scheduling this meeting. Looking for reasonable assurance that financial statements are free from financial misstatement.

Action Items:

- **Schedule meeting with audit committee and independent auditor. [Niels]**

*John Arrasjid joined the call at 2:17pm ET*

- 1) View about risks of fraud.
- 2) Whether the committee has any view on alleged, suspected fraud within the association.
- 3) Whether the committee takes action on fraud risks.

The independent auditor provides an opinion on the financial opinion of USENIX, the results of cash flow. Did field work on week of May 20th. Dated report is June 13, 2013. Final financial statements have been issued to USENIX.

In addition to the audit. We provide comments and suggestions in a management comment letter. This letter is pending, you should see it next week. We are available to answer questions throughout the year. Letter will detail suggestions such as need for audit committee to be more active and to record minutes as well as finalizing implementation of policies and procedures handbook.

### 3. Bylaws and Policies (20 minutes)

Short discussion of proposed changes to bylaws and policies. As these were previously discussed and approved, there was no need to vote on the changes. This was just an update of that effort.

Discussed make-up of the BOD and potential to add an advisory board or additional members to increase breadth. Without the full BOD present, we decided to table this discussion for a future meeting.

Motion to amend bylaws in draft document previously discussed. Motion seconded and carried [all present approved, 5 BOD members]. -- Addendum: Will be put to a re-vote at the August 16th in-person BOD meeting where there will be more BOD members present. -Rowland 8/15/2013

*Veglia leaves call at 2:53pm ET*

### 4. Office Update (15 minutes), including a discussion of future "call" apps such as Google Hangout

Action Items:

- **Send hotel information for August 16 in-person BOD meeting by Monday July 15, 2013. -**

Most of the FCW videos are up on the web site.

Security is in a few weeks.

LISA the program is in. Marketing effort has started. Program will go on the web site mid-August. Discussed timing of the program posting to better align with DC-area gov't community whose fiscal year closes September 30th. Many purchase deadlines have already passed making it hard for Federal Government attendees to get funding and approval for the conference.

NSDI will be in Seattle next year. The CFP should be coming soon.

Motion to adjourn. Motion seconded and carried by all 5 BOD members present.

*Meeting adjourned 3:07pm ET*

