Meeting: LLC Board

Date: May 14, 2020

Attendees

LLC Board:

Maja Andjelkovic
Alissa Cooper
Jason Livingood
Sean Turner (late arrival)
Peter Van Roste

Staff:

Jay Daley
Alexa Morris
Laura Nugent
Greg Wood

Guests:

Steve Kim
John Pace
Yegveniy Sukhenko
Al Weber

Observers:

Ron Bonica
Joy Salazar

Scribe:

Liz Flynn

Conflicts of Interest Declared:

Sean Turner:
- I will recuse from any online and offline IETF LLC discussions related to .ORG. I will remove myself from the meetings during any non-public portion and will remain silent during any public portion. Rationale: I am on the Internet Society Board.
- I will recuse from any online and offline discussions related to the Temporary RFC Series Project Manager. I will remove myself from the meetings during any non-public portion and will remain silent during any public portion. Rationale: Standcore LLC is owned and operated by John Levine; he and I are both on the Internet Society Board.

Jay Daley:
- I am a board member of PIR (refer to existing CoI).

Part I: Open to the Public

1. Audit presentation

The LLC's financial auditors from RSM presented their findings from the 2019 audit. The auditors have the highest level of assurance that the IETF LLC financial statements are free of material misstatement.

2. Approvals

Audit

With a roll call vote, the Board accepted RSM's audit.

Financial statements

The Board approved the February 2020 monthly financial statement by consensus. The statement will be posted on the website. The March 2020 statement requires edits and an e-vote will be run to approve it once it has been updated.

Public Executive Director Report

For the IETF Administration LLC Board meeting on 14 May 2020

This report is provided by the IETF Executive Director, normally a week before IETF Administration Board meetings, and is taken as read at the meeting allowing more time for questions or follow ups. This report is public.

NOTE: There are two confidential reports for this meeting, one for meeting venue matters to be discussed in Board/Staff session and one for a confidential matter to be discussed in Board/ED session.

1.   Strategic Matters

ED Goals - updated following quarterly review

Following our discussion at the last board meeting it was agreed that I would update my goals. This is still outstanding.

Strategic plan 2020

Consultation has begun. At the time of writing a number of substantive comments have been made that will require a revised draft to address, and a request has been made to extend the deadline, which will be formally agreed to by the deadline.

2.   Policies

Document Retention Policy

The finishing off of the retention schedule is back on my task list after being set aside while managing the COVID-19 fallout.

Operational policies

I am in the process of discussing and publishing a number of operational policies in order to provide transparency around how we implement certain aspects of community consensus.

Some of these were drafted prior to my starting by AMS and so much of the work is already done. These operational policies include:

- How we manage objectively false IPR disclosures
- How we manage data breach incidents
- What checking we do of meeting sponsors

3.   Finance

Audit

The audit is complete and the auditors will be presenting at this board meeting.

Banking

We now have excellent service from our bank after the return of our key contact from paternity leave. The process of transferring control from AMS is almost complete. The new account admins will be the ED, Treasurers and a designated person at our new CPA firm.

General ledger

With the audit out of the way, our CPA firm is expected to begin soon on a proposed restructuring of the general ledger and possibly chart of accounts, which will come to the board for approval when ready.

Credit cards

My credit card is now active and in use. Until we have an expenses system in place, my bill is being signed off by the treasurer via email. There is no sign yet of the credit card for the Director of Communications and Operations but when that arrives, expenditure on that will be signed off by me.

VAT Registration for Spain

The requirements for a US company to register for VAT in Spain are quite onerous and this process is still underway.

4.   RFPs and contracts

The second SoW for the Automatic Schedule Builder has been signed.

I am developing a lightweight process for small contracts whereby we can approach suppliers and ask for quotes rather than follow an open RFP process. This would only apply to contracts below a certain value, which is yet to be determined but will probably be in the range $10k-$25k.

5.   Meetings

106 Singapore

The audit of our finances for IETF 106 Singapore required for us to qualify for a grant from the local tourism authority is underway.

107 Vancouver

We have initiated an insurance claim and are currently gathering the information needed.

108 Madrid

The following important work is underway to prepare for the possibility of switching to an online meeting:

- LLC/Secretariat/IESG/IRTF Chair have developed an assessment framework for making the decision on whether we should switch to an in-person meeting. This has been consulted on and a final version issued.
- LLC/Secretariat/IESG/IRTF Chair have issued a survey on planning for an online IETF 108. At the time of writing this survey is still open and has had 536 responses.
- Meeting venue team working with the venue to understand what precautions and special measures they are putting in place.
- LLC/Secretariat/Tools Team working with Meetecho to ensure integration is ready both for an online IETF 108 and any subsequent virtual interims, as well as developing new documentation for the community.
- NOC working with Meetecho on the infrastructure for a fully online IETF 108.
- Sponsorship team working to adapt our offerings for a fully online meeting and talking to sponsors about their commitment and expectations.
- Meetecho working on enhanced functionality.

The plan for making the decision on whether or not to switch to an in-person meeting is as follows:

a. On or about **11 May 2020** the IETF Executive Director will produce a draft report using the assessment framework set out below with a recommendation on whether or not an in-person meeting can be held. This draft report will be confidential and distribution

restricted to the IESG, IRTF Chair, IAB Chair, LLC, Secretariat and meeting host primary contact.

b. On **12 May 2020** the IESG, IRTF Chair, IAB Chair, LLC and Secretariat will meet to discuss the draft report and any changes that need to be made. The objective will be to get consensus on the report's recommendation among the IESG, the IRTF Chair, the IAB Chair, the LLC Board, and the IETF Executive Director.

c. By **14 May 2020** the IETF Executive Director will produce a final report. At this stage the final report will be confidential and distribution restricted to the IESG, IRTF Chair, IAB Chair, LLC, Secretariat and meeting host primary contact.

d. On **14 May 2020** the LLC Board will meet and officially sign off the recommendation. The LLC will then officially inform the IESG of its recommendation.

e. On **15 May 2020** the decision will be announced and the final report made public

109 Bangkok

We have agreed with the venue to ease the timetable for implementing a network upgrade to minimise the risk to the hotel of that investment going unused if we are forced to cancel.

Carbon footprint analysis of meetings

I am intending to reach out to the firms previously contacted to restart this project.

6.   Tools and NOC

NOC engagement

A new mailing list has been set up to support NOC/LLC/Secretariat coordination and I have a regular call set up with the NOC lead.

Temporary RFC Series Project Manager support

I have been helping the Temporary RFC Series Project Manager and Tools Team develop a new process for prioritisation and solution design, which will be trialled shortly.

Tools Architecture and Strategy Team

This new team met for the first time and the follow up from one of the co-chairs explains the role of this team very well:

> *What I got from this was that there is a desire to understand less of the mechanics of the process, but more of the overall user experience and how the various tools integrate. More generally, our first task might be to ensure that we have a vision for how the process works and the tools to support that.*

We immediately identified the document lifecycle as central to this, but then we also identified important supporting functions like authoring, discussion (mail), discussion (meetings), management (status tracking, evaluation, review), and finally publication (RPC).

I might even up-level and say that the business of the IETF is fostering communities that strive to reach consensus and that we use documents to capture the state of that consensus. That places greater emphasis on the communication channels and less on the document production side of things; documents might be the focal point of our energy, but the means by which we direct that energy is more important: email, GitHub issue discussion, meetings, and side discussions.

7.   Miscellaneous

501(c)(3) pricing for IT services

Contrary to my previous report, it looks as if there is a benefit to us from being able to access 501(c)(3) pricing for IT services and so we continue to pursue this, this time with the help of an intermediary who understands the law and knows the people at TechSoup.

Support to IANA/IETF Trust on protocol parameter licensing

A community member raised an issue regarding the licensing of protocol parameter licensing with me, IANA and the IETF Trust and I have provided support to help resolve this issue.

IETF 2019 Annual Report

This report is ready and will be published shortly.

Note: Sean Turner arrived at the meeting during the ED Report section.

4. Miscellaneous topics

The 2020 Budget needs to be re-forecast due to COVID-19 disruptions. Jay will aim to complete this by the end of June. Sean has been communicating with Goldman Sachs regarding investment strategies and he will continue those discussions. Jay is revising the timing of the ED's 2020 goals and will share with the Board when completed. The Board also needs to choose a NomCom liaison for this year.

Part II: Board + Staff

1. IETF 120 Venue

Jay presented his recommendation for an IETF 120 venue and the Board approved it by consensus.

2. IETF 113 Venue

Jay presented his recommendation for an IETF 113 venue and the Board approved it by consensus.

3. IETF 112 Venue

Jay presented his recommendation for an IETF 112 venue and the Board approved it by consensus.

4. Preapproval to sign contracts

The Board received documentation of suggested maximum rates for certain meeting costs (meeting space, F&B, A/V, hotel networks) and by consensus, the Board agreed to pre-approve the Executive Director signing contracts with venues where the site report has been approved by the Board and the costs do not exceed the maximums given.

5. IETF 108 recommendation

Jay presented his paper and recommendation that the in-person IETF 108 Madrid meeting should be replaced with an online meeting. The Board approved this recommendation by unanimous vote. The full recommendation will be posted online.

Part III: Board + ED Only

Following the conclusion of the attempted sale of PIR by ISOC, the board reviewed Jay's current CoI statement and discussed Jay's continued service on the PIR board.

Part IV: Board Only

The board continued discussion of Jay's current CoI statement from the Board + ED section above.

Due to Sean's ISOC CoI, he was excused from the meeting prior to the final discussion topic. The board explored the timing and manner of outreach to ISOC to discuss a long-term funding agreement. Jason was assigned the action to take the next steps with ISOC based on an agreed fiscal 2021 budget and longer range financial projections.