

Meeting: LLC Board

Date: June 12, 2024

Attendees

LLC Board:

Roman Danyliw
Jason Livingood
Sean Turner
Shauna Turner

Regrets: Mirjam Kühne

Staff/Secretariat:

Jay Daley
Sandy Ginoza
Stephanie McCammon
Karen Moreland
Laura Nugent
Debbie Sasser
Robert Sparks
Greg Wood

Observers/Guests:

Divya Gadre
Bron Gondwana

Scribe:

Michelle Cotton

Conflicts of Interest Declared:

None.

Part I: Open to the Public

1. Record e-vote results

Two e-votes have been completed since the previous Board meeting.

a. The May 8, 2024 LLC Board Meeting minutes were approved with the board e-voting as follows:

Roman Danyliw: YES
Mirjam Kühne: YES
Jason Livingood: YES
Sean Turner: YES
Shauna Turner: Abstain

b. The LLC Board Succession Planning Statement was approved with the board e-voting as follows:

Roman Danyliw: YES
Mirjam Kühne: YES
Jason Livingood: YES
Sean Turner: YES
Shauna Turner: YES

Action Item: Create board post or blog regarding the Succession Planning

2. Review & approve prior month's financial statement

Debbie Sasser reported that the April 2024 Financial Statements have been circulated. Michelle Cotton will start an e-vote. May 2024 Financial Statements will be sent to the board in a few weeks.

3. 2023 Audit Review by BDO Auditors

Divya Gadre reviewed the audit process. With the help of Jay Daley and Debbie Sasser the audit went very smoothly this year. The external accountants GRF are working appropriately and the numbers are getting closed appropriately, they are in good standing. No material weaknesses, significant deficiencies have been identified.

All of the audit work is now completed. They are working on the final draft. IETF LLC management was always available to the auditors and responses were given in a timely fashion. A new accounting standard related to credit losses was adopted, however there was no impact on the financial statements.

4. Update on the IETF's technical work

Roman Danyliw reports the I* is prepping for IETF 120. The IESG is finalizing the BoF requests using a multi-step process. The IESG and IAB will have a retreat in London at the end of June. Roman will report on the retreat at the next meeting. A posting rights (PR) action on the last call list is currently running.

5. Executive Director Report - Public

Public Executive Director Report

For the IETF Administration LLC Board meeting on 12 June 2024

This report is provided by the IETF Executive Director and is read through at the meeting as it is not available to observers. This report is public and there is no separate confidential report.

1. Strategic Matters

Nothing to report.

2. Policies

Board Handbook

The Board Handbook has been extensively revised.

Risk register

The risk register has been updated following a recommendation from IETF Counsel that our unusual IPR arrangements represent a risk that should be registered (see risk 3.5).

As a reminder, all IPR generated by the IETF LLC or its contractors (generally copyright) is assigned to the IETF Trust and then licensed back to the IETF LLC. This includes important things such as the registration data. The only IPR that the IETF

LLC owns directly is for material created by the IETF LLC that is only for internal use. This is codified in a legal agreement between the IETF LLC and the IETF Trust and all our contracts explicitly include this IPR assignment. However, the IETF Trust have the right to terminate this agreement with six months notice if they consider we have materially breached it and therefore rescind our licence to use this material.

The mitigation proposed for this risk is for us to negotiate irrevocable licences with the IETF Trust, on the basis that the community should decide if the LLC is fit for purpose and not the IETF Trust.

Action: For the Board to approve the update to the Risk Register.

3. Finance

Audit

The audit is nearing completion and the auditors will be presenting their findings at this meeting. In the last couple of weeks, the auditors raised questions about our approach to capitalisation and have asked that we collect greater data to evidence our capitalisation in future years. This is in hand.

Legal advice on Internet Society 501(c)(3) public support test

The legal advice asked for by the Board at its recent retreat is in the process of being obtained. IETF Counsel will be using external specialist counsel.

4. RFPs and contracts

Nothing to report.

5. Meetings

IETF 120 Vancouver

The registration stats as of 4 June are:

Onsite: 623

| | |
|--|------------|
| Remote: | 181 |
| Overall Total Registrants: | 804 |
| Hackathon | |
| Onsite: | 269 |
| Remote: | 13 |
| Total: | 282 |
| Fee Waiver Issued: | 61 |
| Fee Waivers Used: | 58 |
| Donations Total: | \$1,422.00 |
| OFAC List investigations: | 4 |
| Days Remaining: | 46 |
| Trending higher than 119 and trending less than 118 at this time | |

As noted previously there is a known issue with a lack of affordable rooms for IETF 120 Vancouver, particularly on the Friday before the meeting, that we are trying to tackle with additional room contracts. This has arisen because the meeting was originally booked in 2017 for a 2020 meeting, which was rescheduled due to COVID, and at that time the Hackathon was much smaller and the demand for rooms on the Friday night was much less.

IETF 125 Asia

The site inspection report for Shenzhen has now been completed and the results of that are presented for discussion in the Board + Senior Staff section of the agenda.

6. Tools/RPC/RSWG/RSCE

Mailing list upgrade and migration

The mailing list software has been upgraded from Mailman v2 to v3, bringing with it multiple new features and improvements. This is also being migrated into cloud under the management of a specialist contractor, Sirius Open Source.

This upgrade has had a few issues, and there is much work to be completed on rewriting some of the supporting tools and migrating the infrastructure to the cloud. When/if that is done, work will begin on new mail management features and the important-news list that the IESG requested last year.

Infrastructure migration

This project continues to struggle and has now missed three deadlines for completion. Following the LLC tools team review, the following actions have been taken:

- The target infrastructure has changed from AWS to DigitalOcean and Azure
- Multiple tools considered more suitable for much larger infrastructure have been dropped and simpler approaches implemented.
- Our sourcing arrangements have changed significantly to reflect these changes.

The new target for the completion of the main migration is for the end of June, making a total project overrun of three months.

RPC SLA

At our most recent monthly call with the RPC they were pleased to advise that the service is currently meeting the SLA after many quarters of a missed SLA. As a reminder, the SLA was developed several years ago under very different conditions and is no longer fit for purpose. It is due to be reviewed when the RPC Tools Modernization project is delivered.

NomCom eligibility bug

A small bug has been discovered in the interface between the registration system and the datatracker that has caused some ~320 people to be marked as volunteers for the 2024 NomCom who have not actually volunteered. This has been fixed and the affected people will be contacted so that they can volunteer if that is their intent.

7. IESG/IAB/IRTF/Trust

IESG assessment of feasibility of a meeting in China

I am still assisting the IESG in this task.

IETF meeting fee waiver for IETF Trust

The IETF Trust have asked for an IETF meeting fee waiver for an onsite IETF Trust meeting at IETF 120 Vancouver. The IETF Trust have been asked to pay for this as this

is a Trustee expense, and to avoid pulling the IETF LLC into the contentious area of providing fee waivers to IETF participants based on some judgement of the value they provide to the IETF.

Open source licensing and the IETF Trust

As a reminder, we were approached by some IETF participants who are heavily involved in the open source community to see if we could assist with concerns around the openness of IETF tools if they include content that is copyrighted by the IETF Trust and is not licensed under a recognised open license. Discussions with the IETF Trust are continuing and approaching a conclusion.

8. Communications/Outreach

Website refresh

The www.ietf.org website has had another update that includes a new footer to aid navigability and add links to IETF social media accounts.

9. Fundraising

Sponsorship

This will be discussed in depth in the Board + Senior Staff section of the agenda.

10. Miscellaneous

Nothing to report.

6. AOB & Questions from Observers

None

Part II: Board + Staff

1. China Venue Review

The LLC Board was provided with a Site Inspection Report, Network inspection report and an updated Public Meeting Venue assessment report for final decision. The board agreed to proceed with a meeting, subject to the IESG decision on the “why we meet” principle as recommended in the report.

Roman Danyliw reports that the IESG formed a design team’s recommendation to propose a process for the IESG to assess the “why we meet” principle for IETF 125, as requested by the IETF LLC, and this design team proposal has been presented to the IESG. Discussion continues on this proposal. The IESG hopes to make a final decision for the IETF LLC by September 1, 2024.

Jay Daley also noted uncertainty regarding the cost and availability of event insurance for a meeting in China, and that work is ongoing to clarify the situation. When there is more information Jay Daley will report back to the board.

2. Sponsorship Update

Jay Daley and Stephanie McCammon provided an update on sponsorship efforts and outreach to companies with significant participation at IETF meetings. There is a large amount of effort and complexity that goes into the process. The focus was on companies that send a large number of people to IETF meetings, but are at the lower end of the sponsorship scale, or in some cases are not sponsors.

Stephanie McCammon will follow up with some Board members who volunteered to help identify good people to approach.

Part III: Board + ED Only

1. Risk Register Update

The Board agreed to add a new risk to the risk register regarding the IPR rights granted to the IETF LLC that it requires in order to operate, and the potential for those rights to be withdrawn independently of any community process.

2. Review of legal advice on tax status

A final review of this issue was discussed.

3. RPC contract renewal discussion

A strategy for moving forward was discussed and agreed.

4. Mailing list abuse issue discussion

Some recent abuse on mailing lists and related legal matters were discussed.

5. AOB

N/A

Part IV: Board Only

1. IAB request for ICANN board liaison

The board discussed what they wanted to communicate to the IAB.

2. AOB

N/A