

Meeting: LLC Board

Date: February 13, 2020

Attendees

LLC Board:

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

Staff:

Jay Daley
Alexa Morris
Greg Wood

Observers:

None

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 Col).

Part I: Open to the Public

1. Approvals

The minutes from the January 16, 2020 board meeting were approved and will be posted. The December 2019 financial statement was also approved and will be posted.

2. RFC Editor Conflict of Interest mitigations

Conflict of interest advice has been prepared and updated for Sean Turner and John Levine relating to the ISOC Board of Trustees, LLC Board, and RFC Editor intersections, by LLC Counsel. The IETF LLC Board suggested that the advice concerning Sean Turner be made more specific as to which “board” is referred to in different sections (ISOC or IETF LLC).

3. Revision to minutes policy

Because Board meetings have decreased in frequency from bi-weekly to monthly, the Board voted to approve a revision to the meeting minutes policy. Meeting minutes will now be approved within two weeks of a meeting. This policy revision will be posted on the IETF website. A formal vote to approve this policy revision was conducted. A message will be sent to the IETF community announcing this change.

4. Final Review - Communicating about the January 2020 retreat

The Board reviewed and approved a draft blog post to describe the highlights of January's retreat. Jason took the action item to make the requested changes and work with Liz to post to the blog and email the IETF community.

5. Approval of 2020 IETF ED goals

The Board reviewed and approved by formal vote the IETF Executive Director's 2020 goals. These will be reviewed and revised as needed on a quarterly basis. The Board also approved sending a summary version of the goals to the IETF community. Jason will work with Liz to send an email to the community.

6. Meeting planning at 107

The Board discussed plans for meeting in person at IETF 107. An "office hours" time will be scheduled for some point during the week.

7. IETF Executive Director Report

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 is no confidential report for this meeting.

1. Strategic Matters

Strategic retreat 2020

Following our strategic retreat, work is underway to write up the results into a strategic plan, with the aim of having a first draft ready for the board meeting.

Delegated authorities

The Delegated Authorities draft has been updated since the last board meeting and board approval is now sought.

2. Policies

Accounting policies and procedures

The draft policies (which predate the new ED) are with the new CPA firm for comment. After that they will go through another review and then be brought to the board for approval.

Whistleblowing policy

We have had a kickoff meeting with NAVEX Global and a draft reporting site has been implemented. We are aiming to have the final version up and running before IETF 107 Vancouver.

Covered persons and COI

Only a few more forms have yet to be received. These have been chased and a verbal update given at the board meeting.

3. Finance

New CPA firm and associated changes

The implementation of Bill.com has gone well and is bedded down. A number of our vendors have created accounts to manage their own bank account details, which reduces opportunity for fraud.

Implementation of Tallie, our new expense management system, will begin soon.

We have recently needed to make some cash transfers between our savings and checking account to cover outgoing bills, while waiting for income to be received. Currently this requires approval from the Treasurer, but with his agreement a line has been added to the Delegated Authorities that allows the ED to do this without approval and the Treasurer has been provided a login to our banking system to enable him to periodically check our balances and transfers.

The process of transferring management of our bank accounts from AMS to the ED has begun.

VAT Management

VAT (Value added tax) is charged whenever we hold a meeting in Europe and paid out on all local purchases and then we reclaim the difference, generally around \$40k in our favour. For

some years we have used a company to manage all of this process but we have found the experience suboptimal as we have waited years for a repayment to be received. We have now signed up with an alternate supplier (AccordanceVAT) who works in a simpler fashion, charges much less and promises significantly shorter repayment delays. AccordanceVAT are about to open discussions with the Spanish VAT authorities to see if we are eligible for an exemption.

4. RFPs and contracts

Security Review

This RFP has been reissued. In preparation for the reissue, the RFP process as detailed in the RFP has been revised to follow best practice and in doing so addresses some of the issues experienced in the most recent round. The key changes are:

- Using the terms 'preferred bids' and 'preferred bidders', which makes it clear that nothing is final until the contract is signed. Previously, proposals were 'accepted' before contract negotiation, which led some to claim that we had committed to sign with them, no matter what the contract said.
- Limiting any interaction about the RFP to a specified mailing list, which is archived, to ensure the integrity of the process is maintained.
- Stating clearly our requirements for transparency and COI disclosures.

5. Meetings

IETF 107 Vancouver

We received a request to extend the early-bird deadline in order to allow those affected by government travel restrictions aimed at containing 2019-nCoV time to see how the situation unfolds. Having considered this response it was felt that this would have a number of adverse unintentional consequences and so a decision was taken instead to offer a full refund for anyone unable to travel due to government imposed travel restrictions. Our host for this meeting, who could be seriously affected by the travel restrictions, has indicated this a welcome decision.

Otherwise, planning for this is going well.

Sponsorship

We are in the process of signing up a new Global Host as agreed at the last meeting. We also have signed up a sponsor for the Hackdemo Happy Hour for the first time.

8. Approval of Delegated Authorities

The Board voted to approve a matrix of Delegated Authorities describing who has decision-making authority for various topics.

Part II: Board + Staff

1. The Board reviewed a draft strategic plan and had a short discussion.
2. The Board asked the IETF Executive Director to send the IETF community information concerning child care availability at IETF-108, as well as information pertaining to long-term trends in meeting venue costs.

Peter Van Roste joined the meeting at 12:55 PST.

Part III: Board + ED Only

1. .ORG Issue Update

Sean Turner recused himself for this portion of the meeting. The Board discussed recent publicly known events concerning the proposed sale of .ORG by ISOC.

Part IV: Board Only

No items to note.