Meeting: LLC Board

Date: November 22, 2023

Attendees

LLC Board:

Maja Andjelkovic
Lars Eggert
Mirjam Kühne
Jason Livingood
Sean Turner

Staff/Secretariat:

Sean Croghan
Jay Daley
Sandy Ginoza
Jean Mahoney
Alexa Morris
Debbie Sasser
Robert Sparks
Lisa Winkler
Greg Wood

Observers/Guests:

Abdussalam Baryun
Andrew Campling
Azael Fernandez
Michael Richardson
Suzanne Woolf

Scribe:

Michelle Cotton

Conflicts of Interest Declared:

New Conflict of Interest forms have been posted for Lars Eggert and Sean Turner.

Part I: Open to the Public

1. Record e-vote results

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

a. The August 2023 Financial Statements were approved with the board e-voting as follows:

> Maja Andjelkovic: YES
> Lars Eggert: YES
> Mirjam Kühne: YES
> Jason Livingood: YES
> Sean Turner: YES

b. The October 11, 2023 LLC Board Meeting minutes were approved with the board e-voting as follows:

> Maja Andjelkovic: YES
> Lars Eggert: YES
> Mirjam Kühne: YES
> Jason Livingood: YES
> Sean Turner: YES

c. The Public Support Test Proposal (see Addendum 1 below) was approved with the board e-voting as follows:

> Maja Andjelkovic: YES
> Lars Eggert: YES
> Mirjam Kühne: YES
> Jason Livingood: YES
> Sean Turner: YES

2. Review & approve prior month's financial statement

September Financial Statements have been sent out for an e-vote. The board is on schedule for review and approval of financial statements.

3. Discuss IESG and IAB opportunities for collaboration

Jason Livingood has had some conversations with IAB leadership about various topics. Jason suggests setting some time aside during Q1 with groups (IESG, IAB, etc) to touch base on where we stand with funding and other important topics. Lars Eggert suggested presenting slides at the plenary at IETF 119 in Brisbane about an abbreviated version of the funding status and other board topics. After the new IAB and IESG are seated in March, we will do a more in depth review of the topics. Sean Turner suggested this could also be a retreat topic.

4. Update on the IETF's technical work

Lars Eggert reported it was a busy meeting. DULT BoF (Detecting Unwanted Location Trackers) got off to a good start/end and expect a working group on that shortly.
There was a large amount of interest in various administrative topics. Not only LLC related topics such as antitrust and meeting venue updates, but also removing expirations dates from Internet Drafts and whether the trust should make it possible for derivative works of RFCs to be generated. Specifically about removing the expiration date on Internet Drafts, there was a significant amount of support and he is waiting to get a charter proposal for a BoF or charter directly.

5. Executive Director Report - Public

Public Executive Director Report

For the IETF Administration LLC Board meeting on 22 November 2023

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 confidential matters are in a separate report.

1.   Strategic Matters

Consultation on Strategic Plan

The consultation has closed and a new version prepared with some changes and additions to respond to the [feedback](#) received. Some feedback has been received that I recommend the board does not agree to:

- That the IETF LLC should cease its long-standing role of managing the IETF websites and writing content for those. This is impractical and there is no evidence that the IETF LLC is doing a bad job.
- That the IETF LLC should not include any transformations that it is not directly responsible for. Doing so would significantly reduce transparency around the activities of the IETF LLC.

There are some open questions for the board to consider:

- Should the strategy include the aspirational goal of making meeting participation free for all participants?
- Does transformation 1 (which aims for "IESG and IAB use the LLC to provide professional support for their strategic planning, as required.") require pre-agreement with the IESG/IAB?
- Should the whole section on community engagement (page 6) be removed on the basis that the first transformation is largely delivered and the second is too operational?

A final draft will be sent to the board for review.

Experiences of Women in the IETF

The Secretariat are working through the list of recommendations and issues identified in the report and identify the part of the IETF (LLC, IESG, Systers, etc) most suited to addressing each one. This will then be shared with those groups for them to consider if they want to take responsibility for those recommendations and issues.

Jay Daley took an action item to come back to the Board with potential follow-up actions.

2.   Policies

Antitrust

The in-person session at IETF 118 Prague to discuss [draft-halpern-gendispatch-antitrust](#) went well and [appears](#) to have closed one outstanding issue and reduced the other to a matter of explanatory text.

A separate antitrust question has been raised, that we are taking advice on, which is whether the IRTF policies are sufficient to protect us from antitrust issues. This has arisen because it has been pointed out that the IRTF publishes informational RFCs on such subjects as crypto algorithms that are then incorporated into IETF standards as normative references.

Safety Policy

As a reminder, in response to concerns about the legal risk to the IETF from a failure to act on credible concerns of participant security, I will be working with counsel on a draft safety policy for the board to consider. This is being coordinated with the IETF Chair given the potential impact on the standards process. Work has yet to start.

3.   Finance

VAT

Our French Counsel have written to our previous VAT agent regarding the promised payment for IETF 104 Prague that we are still waiting for. This received no response and so they are now initiating summary proceedings before the Paris Commercial Court.

We are currently in discussion with a number of VAT consultants in Australia regarding GST for IETF 119 Brisbane.

Budget 2024

The second and hopefully final cut of the 2024 budget is now available for board review. This will be provided separately as it contains confidential information.

The board is asked to **approve** the 2024 budget.

Action: A vote was held and the budget was unanimously approved.

ISOC Funding Agreement

The Board Chair and I met with the ISOC Board Chair and CEO at IETF 118 Prague to discuss funding. We agreed that it is not practical for the IETF to change its tax status to become a separate 501(c)(3) as that would cause significant problems with ISOC. ISOC agreed that currently planned donations will still come under the 2:1 match even if the new agreement changes the match at the end of 2022. We agreed to provide figures for the additional years being considered under the revised agreement.

4.   RFPs and contracts

Infrastructure RFP and Email Process RFP

These RFPs have now been awarded and new contractors have started work. The expectation is for our IT systems to be fully transitioned to a new infrastructure under new management by the end of March 2024.

Secretariat and RPC Contracts

These will be discussed in the Board/ED confidential session.

5.   Meetings

Meeting venue consultation

As a reminder, in May of this year we [issued](#) a number of venue assessment reports for community feedback. The feedback included some strong views about the appropriateness of meeting in some of those cities and the board put forward a [proposed response](#) to those concerns, which involves a change to the way venues are selected that is still compliant with the relevant BCPs. We then [sought feedback](#) on that.

There was a [useful discussion](#) on this that again demonstrated that there are some strongly differing views.

The key points raised in that discussion were:

a) A view that a meeting in some countries will mean too few "active contributors" (e.g. I-D authors and WG Chairs) being able to participate onsite and this will make the meeting unviable. It was noted that this is an explicit goal of RFC 8718.

    This issue had been foreseen in our proposed response, with a commitment to explicitly confirming with the IESG that the core objective of "Why we meet" will be met if we meet in a specific city. There were questions around the timing of such a determination by the IESG, how hard it is for the IESG to do that, the accuracy of any data collected to inform that decision and its impact on any contractual commitments made by the IETF LLC.

    My **recommendation** here is that we do one of two things: i) Stick with the plan of asking the IESG to make this determination and ask them, as soon as possible about the cities we are considering that might run this risk; ii) Change the plan, on the basis that this is not a practical or reasonable question to ask of the IESG and assess the risk ourselves and proceed or not based on that assessment. This second option is effectively what we do when we book exploratory meetings, for example the cost of travel to IETF 119 in Brisbane makes this a real risk for that meeting.

Action: The LLC Board agreed to continue the plan of asking the IESG.

b) Our proposed response was to not consider the security of devices in venue assessment, though the reasons for that exclusion were not articulated. A view was expressed that the IETF LLC should take this into consideration because it materially affects onsite participation and that this should rule out certain countries.

    My **recommendation** is to continue as proposed but provide a proper explanation, namely that i) this is highly subjective; ii) there is no official recognition of this as a problem in US State Dept travel advisories; iii) there are citizens/corporations of some countries who regard the US and other Western countries as unsafe for device security and such a consideration could therefore affect multiple countries.

Action: The LLC Board agreed with the recommendation.

c) The proposed response indicated that a goal is to "maximize the number of potential countries that the IETF can meet in" and some objected to this as not a goal in the relevant BCPs.

    There were a few who considered this from the principle of "spreading the pain" and agreed that the proposed response did that, but noted that this very

much depended on the frequency of meetings in various countries. However, nobody expressed a need to constraint the IETF LLC on that.

My **recommendation** is to replace the statement on maximizing potential countries with a better explanation - that RFC 8718 sets a "Core value" that "We meet in different global locations, in order to spread the difficulty and cost of travel among active participants" and we cannot do that if we exclude certain countries based on strong resistance from some parts of the community.

Action: The LLC Board agreed with the recommendation.

d) Our proposed response included a change from using external sources to assess such things as safety for the LGBT community to using the lived experience of IETF participants. In general this was supported, but some minor tweaks were recommended including an explicit acknowledgement that this will require trusting the IETF LLC staff to protect against abuse or the inability of local people to share their experiences safely.

My **recommendation** is to accept these tweaks.

Action: The LLC Board agreed with the recommendation.

The board is asked to make **a final decision** on the way forward. That will then be followed up with a draft rewrite of the blog post for final approval.

Meeting financial statements

We are close to finalising meeting statements for IETF 113 Vienna, IETF 114 Philadelphia and IETF 115 London. These should be published by the time of the board meeting.

IETF 118 Prague

This meeting went very well and the registration numbers were notably higher than budgeted, though insufficient to compensate for the lack of a meeting host. There were a number of reports of COVID and we are collecting data on that.

IETF 119 Brisbane

Plans are well underway. Due to the high costs of travel to Brisbane, we have put in place a tighter requirement for approving who travels and at what cost, for both staff and contractors.

Revision to RFC 8718/8719

The Board Treasurer and I published a new version of the [Internet-Draft on this subject](#) and this was discussed in the genarea session at IETF 118 Prague. My report back to the list on this session contains the key points:

1. Exploratory meeting process

As a reminder, the proposed new rotation policy will be withdrawn as most of the feedback is that it is too restrictive. New text will be proposed that only covers the decision making on an exploratory meeting, switching it from requiring community consensus to an LLC decision.

Everyone seemed happy with this plan. Nobody pre-empted the forthcoming text by objecting in principle to such a switch so it seems likely it will come down to the specifics in the text.

2. Hotels and Facility

Recommendation to add to the proposed new definition, a distance limit.

Concerns raised that switching the room block requirement from "one third" to "meet expected demand" will lead to room blocks selling out. The intent of this change is explicitly to prevent too many rooms or two few rooms rather than the very crude one-third that might be too large or too small. That may need to be made clearer in the text.

3. Unfiltered Internet

People generally happy with the proposed text.

Recommendation to explicitly include ability to connect to work servers etc - others think this is already covered in RFC 8718.

Recommendation that this should apply much broader than the facility. My initial response was that goes beyond the objective of this work, which is to tidy up and remove friction in the venue selection process, not change the fundamentals of the existing policies.

Recommendation to publish what we know about filtering in Brisbane asap.

Finally, I noted a couple of times that our first cut at this had tried to have the community write the I-D but the feedback was for the LLC to do it and that was why I was working on it and presenting. This was met with many approving nods.

Following that, one person has raised an objection onlist to the proposed text around Internet filtering. If we cannot resolve that then the GEN AD will need to make the decision on whether or not that person is in the rough..

6.   Tools/RPC/RSWG/RSCE

Accessibility of RFCs

The RFC Series Consulting Editor is investigating RFC accessibility and with IETF LLC support has commissioned a [report](#) from a specialist accessibility firm. This shows some significant issues, some of which are relatively straightforward to fix.

RPC Tools Refresh Project

This project continues at a good pace. At IETF 118 Prague the Tools Team demonstrated the extensions they are adding into Datatracker that will allow the RPC to track the editorial process for RFC, replacing their existing database. Initial reports are that they were very pleased with what they saw.

7.   IESG/IAB/IRTF/Trust

IETF Trust - Response to bylaws changes

This is now resolved and has been announced to the community.

8.   Communications/Outreach

Working Group chair training

This year's edition of chairs training, the first open and advertised to any interested IETF participant, has concluded. Two sessions were offered for each of three classes (Promoting Contribution, Resolving Conflict and Building Consensus), and these received relatively high interest with more than 120 individual session-registrations. However, participation attendance and participation was significantly lower. The classes received very high Net Promoter Scores (NPS), with an overall score of 73 for all three classes. (An NPS of above 50 is generally considered excellent.)

IETF Meeting communications and outreach

We are moving to further refine and extend planning around IETF meeting communications and outreach to better engage potential IETF participants, particularly those in the region of or local to IETF meetings. Previously, communications for an upcoming meeting generally began only after the conclusion of the last meeting. Going forward we expect to plan and begin regional and local outreach three meetings ahead. We began outreach related to IETF 119 in October and will soon begin planning for communications around IETF 120 and IETF 121 targeted to the regions in which they will be held.

9.   Fundraising

There are number of activities underway but nothing major to report:

- We are close to settling on a prospect research tool.
- The data in Salesforce has been greatly reduced
- We are in active discussions with ISOC about mutual cooperation
- We have a good new foundation prospect that we are investigating

10.   Miscellaneous

Nothing to report

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6. Readout on Public Support Test memo to ISOC & any associated actions, meetings at IETF 118, new funding agreement

A memo was sent to ISOC regarding the Public Support Test prior to IETF 118. The LLC board thinks there may be some potential tax advantages to the IETF LLC forming a 501(c)3 but is unsure of the extent of any benefit to ISOC's public support test. ISOC did not believe that would help their public support test, as an initial reaction. The LLC Board asked for ISOC to do an additional consultation with their tax advisors to check more thoroughly.

Action: The Board also asked Jay to engage a tax specialist to perform a further analysis of this question on behalf of the LLC.

ISOC is facing some challenges with their public support test that a non-profit must pass to maintain their tax free status. They have asked the LLC to revise some of our agreements. The LLC will get the ISOC board an updated draft of the revised support agreement.
The matching agreement went to a 1 to 1 matching to reduce the potential burden. This will be in effect from the end of this year. Verbal agreement to carve out any of the existing potential donors that were in the final stages of negotiation.

Action: Jason Livingood is circulating some text to the Executive Director and then it will go to the board.

The matching agreement currently goes to 2029, the operating support agreement ends in 2026. The LLC Board proposed that those agreements coincide. ISOC was agreeable to that change. The ISOC financial team projected that the maximum contributions they could give in those future years will increase by $400,000 per year - beyond which the public support test situation gets even worse.

Action: The Board agreed that they should present on this subject at IETF 119 in detail so that the community has a clear understanding of the severity of the situation and understands all of the implications and potential solutions. The Board also agreed to schedule detailed briefings for the IESG and IAB when the new groups are seated at IETF 119.

7. Discussion of potential work following recent report of women's experiences in the IETF

This item was discussed as part of the Executive Director's Report. See section 5.1 above.

8. Registration fees (added from IETF 118 Plenary Open Mic)

This issue came up at the plenary at IETF 118. The request was that before the pandemic there was no fee for remote attendance, now there is. The question was should we go back and revise that. In looking at the meeting fees, more people as a percentage are joining remotely, however we are not collecting lavish revenues from meeting fees. The IETF is doing a little bit more with a little bit less.

Jay Daley indicated that there is some conversation about remote fees, however there are others that are comfortable that our fee waiver system is working. There are some people who have not used the fee waiver system and may not understand how it works. Also of importance is the concern from Marc Nottingham's regarding the fee being disproportionate for people from different countries with a much lower average income. There was a question about if the IETF could adjust the fee based on someone's local income/currency. This is something for the board to consider.

Mirjam Kühne inquired if we have had fewer participants since we introduced the remote fees or if it was difficult to get this data because of the pandemic in between. Jay Daley indicated we

might not be able to effectively measure, however we do have the data. Jason Livingood indicated we do have more remote participants now than we did before.

Lars Eggert inquired if the comments by Marc Nottingham were regarding remote or onsite participation?   On the face of the suggestion it makes a lot of sense. However it becomes very difficult to determine the need and to be fair. Jason Livingood suggested that Jay Daley do some research with other trade organizations and if others are doing region specific fee setting. Maja Andjelkovic indicated the question could be, is it really the country or is the person? It may be a lot of work that may not be useful. An alternative is to encourage attendees to request waivers or partial waivers and grow that fund to cover costs for those who can not afford the meeting fees. It has the potential to be a slippery slope to eat into the revenues which we need to keep the meeting going. Sean Turner added that W3C has a membership based on country so that may be something to look into.

9. AOB & Questions from Observers

Abdussalam Baryun commented about the strategic plan and that the most important thing for the IETF is increasing participation and support. There doesn't seem to be a clear plan for increasing participation. Jay Daley indicated that there is no goal on maximizing the number of people who participate. The LLC is not meant to be doing anything for bringing new people to the IETF, that is meant for the IESG and IAB. The LLC can support any specific request from the IESG.

Abdussalam Baryun asked more about getting support and more people to comment on Internet Drafts. Sean Turner indicated that it's often the responsibility of the proponent of the draft to get support. Lars Eggert agreed and described the role of the Area Director as more like a gatekeeper at the end to make sure there is consensus. Mirjam Kühne also suggested that the Working Group Chair can also assist with helping in what to do.

Abdussalam Baryun is looking for what type of support for the process there is for the organization so that people continue to participate in the IETF and volunteer. Are there any statistics regarding attendance at the IETF, who is using our standards and why going to the IETF meeting is more important than going to another meeting? Mirjam Kühne suggested that the IAB is also doing outreach to the public and they now have a dedicated person for that activity.

Based on some of the comments submitted on the strategy document, Andrew Campling asked if there was limited engagement between the LLC and the IAB. Sean Turner pointed out that Mirja Kühlewind had submitted those comments as an individual. Jason Livingood said there is not limited engagement. Lars Eggert explained that there is more communication between the IESG and the LLC because of the nature of the work. Usually there are joint retreats to collaborate on issues but the last one was not possible. For 2024 it makes sense to plan one.

Part II: Board + Staff

1. Confidential Executive Director Report

The board discussed a number of confidential items related to the registration data and upcoming meeting fees. In particular, an individual that has previously behaved unprofessionally has for several meetings clicked "other" for gender and entered offensive and unprofessional text into the form. The Executive Director recommended that this be referred to the Ombudsteam and the Board agreed.

Part III: Board + ED Only

1. Review/approve 2024 budget (Debbie and Greg to attend)

The budget was approved.

2. Readout from ISOC discussion re funding and tax arrangements

Jason provided additional details on the latest revision of the ISOC agreement and committed to send an updated redline version to ISOC before the end of the week.

3. Readout from discussion re SDO liaison problems

Jay updated the Board on a meeting that he and Jason had with some members of the IETF community that felt the IETF should improve our engagement with other SDOs.

4. AOB

N/A

Part IV: Board Only

1. NomCom discussion and new board appointment process discussion

The Board discussed the timing of the current NomCom process and the expected need for a new Board member with fundraising expertise after Maja's term ends. The Board discussed the

potential of appointing someone but decided to wait to see who the IETF NomCom selected before taking further action.

Part V: Addendums

1. Memo to ISOC

To: Internet Society Board
From: IETF LLC Board
Subject: Public Support Test Proposal
Date: 6 November 2023

We are aware of the challenges that the Internet Society (ISOC) faces regarding your ability to meet the 'public support test' required to maintain non-profit charity status. To help on this, we are working to approve a change to the ISOC-IETF donation matching program agreement by reducing the amount of matching, as proposed by ISOC. We anticipate signing this agreement in November 2023, shortly after the IETF-118 meeting.

We at the IETF have done some research and wish to propose a tax change that we believe may alleviate ISOC's public support test challenges based on our limited understanding of the issue. While we have certainly done due diligence on this issue, it clearly will require more detailed analysis by ISOC to see if it could achieve the desired tax results.

We propose that the IETF LLC changes its tax status from a disregarded entity to a separate taxable corporation and applies for its own 501(c)(3) determination. This application for 501(c)(3) status could be made as a separate charity under 509(a)(1) / 170(b)(1)(a)(vi) or as a supporting organization under 509(a)(3) if that is more appropriate.

We believe the IETF LLC would have a 68% public support percentage in 2024 under such a structure. At the same time, we believe that such a change would have a positive impact on ISOC's public support percentage, though further investigation is needed to determine the quotient.

We look forward to discussing this proposal further.