Meeting: LLC Board

Date: December 14, 2022

Attendees

LLC Board:

Maja Andjelkovic
Lars Eggert
Jason Livingood
Sean Turner
Peter Van Roste

Staff/Secretariat:

Jay Daley
Alexa Morris
Laura Nugent
Lee-Berkeley Shaw
Robert Sparks
Lisa Winkler
Greg Wood

Observers/Guests:

None

Scribe:

Michelle Cotton

Conflicts of Interest Declared:

None.

Part I: Open to the Public

1. Record e-vote results

One e-vote has been completed since the previous Board meeting.

a. The 16 November 2022 LLC Board minutes were approved with the board e-voting as follows:

>Maja Andjelkovic: YES
>Lars Eggert: YES
>Jason Livingood: YES
>Sean Turner: YES
>Peter Van Roste: ABSTAIN

2. Agreements from the Thursday, November 10, 2022 Joint IETF LLC Board and Trust Meeting

The IETF LLC Board and Trust met during IETF 116 in London. The following are statements agreed to by both the LLC Board and the Trust and entered into our minutes here for posterity.

1. Based on tax advice being positive on this question, the IETF LLC will be the sole source of funding for the IETF Trust - excepting small unsolicited donations (e.g. $100).

2. IETF Trust will provide updated budget numbers to the IETF LLC ASAP. In the meantime, the IETF LLC will set aside $311,000 for the IETF Trust in their 2023 budget.

3. STATEMENT FROM THE LLC: The IETF LLC considers that it is an "interested person" under Virginia Trust law with respect to the IETF Trust and its trust agreement, and it is the fiduciary duty of the IETF LLC board to maintain the protections that status affords the IETF when the IETF Trust shifts to a new structure in 2023.
STATEMENT FROM THE TRUST: The IETF Trust is not sure they can agree that the IETF LLC is a beneficiary of the current IETF Trust, at least until it has the chance to conduct further legal assessments with their new counsel. The IETF Trust agrees that this is an important, though complicated point.
AGREEMENT: Both the IETF Trust and IETF LLC are committed to work together on how to resolve this.

4. The IETF LLC and IETF Trust will establish a schedule for joint meetings to connect on a regular basis starting in 2023. Each group will also be invited to the other's regular public meeting sessions in case they wish to attend.

5. The IETF Trust will continue its evolution to a new structure, as an IETF Trust 2.0. In 2023 or later, the IETF LLC will run a community consultation about future evolutions of that structure for version 3.0, since the IETF Trust agrees that is not their role and they wish the IETF LLC to lead the process. The IETF LLC will start working in 1Q2023 on what that consultation might look like and will of course solicit feedback from the IETF Trust, IESG, and other stakeholders.

3. Review & approve prior month's financial statement

No financial statement was ready for this meeting so review and approval will take place by email.

4. Update on the IETF's technical work

Lars Eggert reported that the IESG is reaching their self-imposed page limits for documents reviewed on the telechats. This means documents are progressing, which is good. They are in the lull between meetings, not hearing anything about preparations for Yokohama yet. Everything is going smoothly right now leading up to the holidays.

5. Executive Director Report - Public

Public Executive Director Report

For the IETF Administration LLC Board meeting on 14 December 2022

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

Annual budget - draft 2

The second draft of the budget is ready. This is to be discussed in the Board/ED session.

2.   Policies

Antitrust

Progress has again stalled. I hope to give a further update at the meeting.

3.   Finance

New bank accounts

The work on our side has now been completed and we are just waiting for the new accounts to go live.

4.   RFPs and contracts

Contract Renewals

Most of our expiring contracts have been renewed with one or two possibly going into January.

5.   Meetings

Survey feedback

After each IETF meeting we run a satisfaction survey and use the feedback in that to try and improve the meeting for the next time. As detailed in the follow up blog post

to the IETF 115 survey, there are a number of areas where improvements are proving tricky:

- Social interaction for remote participants. We're not succeeding in providing any decent social interaction opportunities for remote participants, nor in integrating remote participants into our onsite events. We are open to ideas but this may be an area where we need to wait for someone to invent something new.
- Side meetings. Part of the issue here is a disconnect between how some people want side meetings to be a full part of the agenda and how multiple IESGs have limited our support for very good reasons. For IETF 115 we invested in new AV equipment (the Owl 360s) and we will be buying more for IETF 116. We also have some ideas on how to improve the way that people can find these meetings, while still respecting the limits set by the IESG.
- Conflict avoidance. We're planning a much more active approach to address the conflict feedback provided by meeting participants and considering ways to provide more transparency.

Carbon emissions

An initial draft of the report and calculator covering IETF carbon emissions have been delivered, including the calculation of a baseline emissions amount for 2022 operations based on already-available data. We now are working to finalize the report and operationalize the calculator. The decision about whether to proceed with the proposal for a stand-alone calculator to allow IETF participants to calculate on their own and then provide to us their CO_2 emissions equivalent for meeting participation (mentioned last month) will be taken after we have gained experience with the existing toolset.

6. Tools/RPC/RSOC/RSE

Datatracker updates

Before IETF 115 a new meeting agenda page was launched, which provided the same feature set as before but built on modern web technology and thereby supporting more devices and easier to use. Just this week a new HTMLised[1] document view has been added, developed by the IETF Chair.

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[1] Where a Plain Text document is processed to make it into a functional web page

The Tools Team have completed a major change to the internals of Datatracker by making all the dates/times it stores "timezone aware", which both supports the international nature of the IETF and enables us to migrate to a database platform more suited for our usage. There are a few more large areas of technical debt to tackle that will enable us to build more advanced features.

Wiki migration

We are engaging additional resources to complete content migration in January 2023.. The current plan is to retire Trac wikis before IETF 116. We continue to implement/use new features to improve the community wiki (e.g. providing a "dense" mode for table display).

7.   IESG/IAB/IRTF/Trust

Nothing to report.

8.   Communications/Outreach/Fundraising

Development Update

Planning is ongoing for an End-Of-Year (EOY) Fundraising Campaign focused on support for the IETF Endowment. By the time of this board meeting, a request for support will be distributed on the Announce Mailing List to all subscribers, and a social media campaign will have commenced on Twitter and LinkedIn. A blog will also be posted on the IETF website. All previous Endowment donors will receive an email directly from the Director of Development with a request for support, as well as a follow-up prior to the end of the year if they've not responded. This campaign will last through the month of December. A thank you email will be sent in early January, as well as annual gift summaries for tax purposes.

Outreach continues to select prospects who may be able to make end-of-year gifts to the Endowment, and cultivation continues for prospects identified at IETF115 and beyond.

The implementation of the Salesforce database is nearing completion, with a functional instance expected by the end of December, and a completed project due no later than the end of January.

IETF Community Survey

The second annual IETF Community Survey should have gone out by the time of the board meeting. This is an evolution from the first survey based on our experiences of that survey and analysing/using the feedback received.

WG chairs training

By the time of the Board meeting all live sessions of this year's WG chair training will have been held. A total of 80 individual registrations were received for the 3 classes. (Each class was held twice.) Feedback surveys were conducted after each class and, as was done for the 2021 edition of the training, a final report/dashboard will be published and reviewed by the community Advisory Group this month. On-demand versions of the classes will be finalized by 20 December 2022 and then available as an ongoing-resource, including at https://chairs.ietf.org.

9.   Miscellaneous

Nothing to report.

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6. Nomcom Liaison Update

Jason Livingood reports that the Nomcom is now having regular meetings. Deliberation meetings have begun and are scheduled through January 2023. Lars Eggert asked if the Nomcom will be staggering out sending the nominations to the confirming bodies or will they send them as they are ready. It would be nice to have deadlines for the confirming bodies. Having overlap is helpful so that incoming people can shadow their predecessors.
Jason will inquire with the Nomcom Chair, Rich Salz, as to what that process will be.

7. AOB & Questions from Observers

TBD

Part II: Board + Staff

1. Future IETF discussions

Discussed contracting updates for IETF 119 and IETF 121.

Part III: Board + ED Only

1. In-Depth budget discussion

There was a brief discussion about actuals and variances and a potential pro-forma view. Removing external forces like gains/losses from investments and only focusing on where Jay has control. The Board agreed it would be helpful to have such a pro forma view in addition to typical financial statements.

The Board also asked Jay to get a line-item budget for the IETF Trust that will be included in our budget file on the website, as we are covering their budget and 2023 is a uniquely high cost year due to their planned change in structure.

The Board approved the 2023 budget.

2. Discuss meeting registration fee levels

The Board discussed a plan to *potentially* have a fee increase presentation at the plenary of IETF 116 in March 2023, after more data has been collected and appropriate justification prepared. The Board suggested putting in place a process for annual review and revision of fees in the future, so that we did not need to do large percentage increases every 5 or 10 years.

3. Finalized terms of extension of ED's contract

The Board agreed with ED to extend his service.

4. Discuss ED's EOY performance and finalize rating & incentive compensation

The Board and ED discussed the ED's performance self-assessment and discussed compensation.

Part IV: Board Only

1. Review ED's EOY performance and determine incentive compensation

The Board discussed the ED's annual performance review. The Board agreed on an EOY rating, an EOY bonus, and a change in compensation for 2023 as a result of inflation since the time of the ED's original contract.