

Meeting: LLC Board

Date: December 9, 2021

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
Lisa Winkler
Greg Wood

Observers/Guests:

Chris Box
Robert Sparks

Scribe:

Liz Flynn

Conflicts of Interest Declared:

None.

Part I: Open to the Public

1. Record e-vote results

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

a. The November board meeting 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: YES

b. The September 2021 financial statement was approved with the board e-voting as follows:

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

c. A two-year renewal of the AMS Secretariat/IT contract was approved with the board e-voting as follows:

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

2. Time allocations for Goldman Sachs quarterly updates & investment policy review

Sean Turner would like to set up regular times for the Board to have calls with Goldman Sachs to discuss their update reports and make any allocation decisions necessary. Quarterly investment review calls will be scheduled at the same time as a normal board meeting, but on a different week. Frequency and duration of these meetings will be adjusted as needed. Sean will

propose a specific schedule after coordinating with the Goldman representatives about the timing of their reports.

3. Update on IETF's technical work

Lars Eggert had no big updates to share. Work has resumed after IETF 112 and the IESG is busy with their ongoing work.

4. Executive Director report - Public

Public Executive Director Report

For the IETF Administration LLC Board meeting on 8 December 2021

This report is provided by the IETF Executive Director and is taken as read at the meeting allowing more time for questions or follow ups. This report is public confidential matters in a separate report.

1. Strategic Matters

Nothing to report.

2. Policies

Antitrust

The -01 draft was discussed at the gendispatch session of IETF 112. Very few participants were in favour of a detailed policy of this nature, with most favouring a short policy akin to that of the [W3C](#). No decision was made to dispatch this draft. The authors have gone away to revise their draft based on this feedback.

As noted before this meeting, a group representing online advertising companies have made formal [complaints](#) to regulators that the W3C is failing to comply with antitrust laws.

3. Finance

Budget

The comment period has now closed with no further feedback and no changes as a result of the feedback. I propose to provide a final budget for approval in the new year when the final level of endowment contributions is known and the matched funding expected in 2022 can be accurately forecast. There are likely to be some small changes as a result of our contract renewal cycle.

Endowment

We are building up some momentum here:

- The end of year campaign will start by the time of the board meeting.
- We have had some likely donors contact us and are working with them on their information requirements.
- We've had another useful contribution from a global host dedicating "unspent" global host funds to the endowment,

VAT

Two years ago we switched VAT companies as the previous provider was taking years to pay reclaimed VAT for European meetings. We are still waiting for them to pay reclaimed VAT for IETF 104 in 2019. Unfortunately our new provider was bought out and switched from a service focused company to a sales focused company and so we have once again switched providers.

Board members should be aware that the new provider is based in the UK and as Anti-Money Laundering (AML) rules have tightened there, you will be asked for a level of identity proof higher than before.

Audit

We have met with the auditors to plan the upcoming audit. They will be meeting separately with the board Treasurer.

4. RFPs and contracts

Brand Values RFP

A preferred bidder has been selected and at the time of this report we believe we have resolved the issues that delayed finalizing a contract. Signing is expected ahead of the board meeting with the work to kick off in the next 2 weeks.

Tools contract renewals

We have renewed our external development resource contracts for another year.

RFPs for 2022

We are planning some RFPs for early 2022:

- RPC tools renewal project manager/business analyst
- UI/UX design services

Tools workshops

By the time of the board meeting, the first of a series of tools workshops will have been held, this time on mail processing. These workshops are to enable co-design by the community and the tools staff of our future services and infrastructure.

5. Meetings

IETF 113

Contract negotiations with the venue continue and from the volume of changes they have proposed, it looks as if this will continue right through to mid-December. Until the contract is agreed we are keeping the venue city and country confidential.

I have produced a draft go/no-go assessment but this was a day after omicron was first listed as a variant of concern and now seems optimistic in light of

government responses to this new threat. Just when it looked as if we were reaching a managed state, things are once again very uncertain. If we do not have clarity by the time that the contract negotiations are complete we may need to switch IETF 113 to a full online meeting.

6. Tools/RPC/RSOC/RSE

Moving off tools.ietf.org

The timetable for this transfer may slip into the new year as we await our external contractors completing the replacement for the BibXML service. Two other key elements of the transfer are due to be complete on target in the next few weeks:

- The new authors.ietf.org documentation site
- A new author-tools.ietf.org online tools site

Server security review

This is now underway.

IT infrastructure and services

As a reminder, we agreed the following at the last meeting

.... that the outsourced IT infrastructure and associated management practices require significant modernisation, and that this modernisation should be complete by the time of the next contract expiry/renewal at the end of 2023. The board further agreed that these improvements should be documented in a new strategy for our IT infrastructure developed through a community process and that the community should have an ongoing role in determining this strategy.

This approach has now been communicated to AMS, who received it well and will be considering it further internally to decide how/if it fits with their way of working and their plans for the future.

7. IESG/IAB/IRTF/Trust

AD 360 survey

As a reminder, the IESG commissioned us to operate an experimental 360 degree review of all ADs and provide individual analysis to each AD. This review has completed and the final report [published](#).

IAB workshop on Analysing IETF Data (AID)

The IAB just held a [workshop on Analyzing IETF Data](#) (AID). Prior to this workshop I had a good conversation with one of the organisers, with whom I first discussed such matter some years ago, to explain our approach to data, what data we have available, what questions we would like answered and what use we could make of any outputs. One result of this conversation was that our external counsel, Brad Biddle, was invited to participate as he has a dataset of SDOs that could be mined for comparative analysis.

8. Communications/Outreach/Engagement

Website content updates

Content and site-wide layouts related sponsorship, fundraising and the IETF Endowment, as well as content maintained by the Education, Mentoring, and Outreach Directorate on the www.ietf.org website is being updated and refactored to make it easier to understand and find.

9. Miscellaneous

Nothing to report.

5. AOB

No questions or comments from observers.

Part II: Board + Staff

1. Executive Director Report - Confidential

The confidential report contained updates on a financial audit related issue and a legal matter, neither of which required any action from the board at this time.

Discussion: We learned that ISOC has, without the IETF LLC's knowledge, reached out to the IETF LLC's CPA firm and counsel and requested detailed information, which came as a surprise. This is likely due to the internal changes implemented quickly following the untimely death of ISOC's CFO and the appointment of new auditors. The ED has been asked to reiterate with our CPA firm and counsel that they work for the IETF LLC and while the end audit report is ultimately sent to ISOC, that is a matter between the IETF LLC and ISOC. The ED will also discuss this in detail with ISOC.

Part III: Board + ED Only

The Board discussed antitrust issues in greater detail. Concern was expressed that antitrust-related risks in the industry are rising and that we may be well-served to get additional legal advice on the IETF's current antitrust plan to insure we have considered the issue from a wider variety of perspectives and take into account the current state-of-play. The ED was asked to take this on and explore the issue further, including how these perspectives and updates could be included in the current training plans for working group chairs and Area Directors.

Part IV: Board Only

The Board discussed the plans for the ED's end of year review. The ED will be completing his self-assessment by the end of December 2021. The Board will then consider this and perform a review in January 2022, communicating the results to the ED and deciding on incentive compensation in January or February 2022.