Meeting: LLC Board

Date: May 11, 2022

Attendees

LLC Board:

Maja Andjelkovic
Lars Eggert
Jason Livingood
Sean Turner

Staff/Secretariat:

Jay Daley
Lee-Berkeley Shaw
Robert Sparks
Lisa Winkler
Greg Wood

Observers/Guests:

Allison Cheng
Divya Gadre
John Pace
Yevgeniy Sukhenko

Scribe:

Liz Flynn

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 April board meeting minutes were approved with the board e-voting as follows:

Maja Andjelkovic: YES
Lars Eggert: NO VOTE
Jason Livingood: YES
Sean Turner: YES
Peter Van Roste: YES

2. Review & approve prior month's financial statement

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

3. Update on the IETF's technical work

There are already several BOF requests for IETF 114 that the IESG and IAB will evaluate. Lars reported that IESG telechats have not reviewed many documents lately; it may be because there's a lull after the prior meeting and he has encouraged ADs to help accelerate some drafts.

4. Draft audit presentation and financials

The 2021 audit is nearing completion. The BDO auditors are working to clear up an inconsistency with how some of the IETF endowment money has been categorized in previous years. BDO is working with the LLC, the accounting firm GRF, the previous auditors, and ISOC to ensure everything is correct and clear up any inconsistencies.

There are two issues that were discussed:

1. BDO identified at least one instance of potentially incorrect general ledger accounting entries. The dollar amounts were not significant and these appeared to simply be data entry errors, which will need to be corrected.
2. The IETF's Endowment fund is currently identified as a donor-restricted endowment, which has a specific meaning under GAAP/FASB rules. That classification has been used since the IETF LLC was formed and two accounting firms and a prior auditor agreed. BDO has asked whether it should instead be considered a Board-designated endowment. In both cases it is still an endowment and this is really just a question of the specific accounting designation. BDO is conferring with their internal experts and we will then confer with counsel. This issue is not financially material - it is more down to the details of an accounting designation of one sub-type of endowment or another.

5. Executive Director Report - Public

Public Executive Director Report

For the IETF Administration LLC Board meeting on 11 May 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

The content of the annual report is now ready for board sign off. Please note:

- This is the content only - it will go into the usual glossy format after approval
- Each section has been reviewed by the relevant responsible person/body.
- The financials will be replaced by the audited financials
- Once approved at this meeting, the report will be produced and distributed, without further approval:

2. Policies

Carbon offset

We have contracted with a carbon consultancy, Ernst & Young, who will be working with us to build an in-house emissions calculator based on recognised global standards, and to identify a suitable offset strategy. By the time of the board I will have announced the next steps to the community and opportunities for them to be involved in both areas of work.

DMCA

Our counsel have reviewed our DMCA compliance position and made some recommendations. For more details on DMCA, see this helpful presentation provided by counsel.

On their advice, we have registered a DMCA Designated Agent for the LLC and listed the various IETF, IAB, IRTF web properties as the LLC is legally responsible for the content of those sites. The registered agent is our Director of Communications and Operations, Greg Wood. Our [DMCA page](link) (which is in effect our takedown policy) has been updated with his details.

The advice is also that we should have a statement on the above about action we will take against repeat copyright infringers. This is for discussion in Board/ED alone time.

Gender data collection and preferred pronouns

A [consultation has now started](link) with two proposals, one to create a private gender field in the registration system used for contact and data analysis, and one to create a public preferred pronouns field in the Datatracker. The consultation closes on 23 May.

3. Finance

Audit

The audit is largely complete and the auditors will be presenting their draft report at this meeting.

4.   RFPs and contracts

RPC tools refresh project manager

I have had discussions with a number of potential candidates and will be discussing further in Board/ED alone time.

5.   Meetings

IETF 114

By the time of the board meeting, registrations will have opened for IETF 114 Philadelphia.

In its latest [update](#), the city of Philadelphia strongly encourages masks to be worn in indoor public spaces but does not require it. It allows private businesses to set their own rules, including requiring vaccination or mask wearing. Initially, we will go with the same restrictions as for IETF 113 and then consult on whether or not to reduce them.

IETF 114 is the first meeting where we will be providing childcare. We will evaluate how it goes and possibly consider alternative approaches for IETF 115.

6.   Tools/RPC/RSOC/RSE

Moving off tools.ietf.org

It is hoped that we will move late May or early June..

RSCE recruitment

The advert for the role has now gone out and the brochure is available to candidates who [register an interest](#) with our recruitment company.

7. IESG/IAB/IRTF/Trust

IESG/IAB retreat

The agenda for this retreat is almost complete. The morning session on Wednesday 18 May includes the LLC and has the following topics for discussion (times i:

- 9:30 Photo competition
- 10:30 Break
- 11:00 Review of Meetecho and remote participation practices (Jay/Meetecho)
- 11:30 Use of chat tools aka slack vs zulip (Mirja/Lars)
- 12:00 Update on EMODIR 2022 plans (Greg)

AD 360

We will again be supporting the IESG with their 360 degree review of ADs.

8. Communications/Outreach/Engagement

Nothing to report.

9. Miscellaneous

Nothing to report.

---

6. AOB & Questions from Observers

There were no other discussion topics or questions from observers.

Part II: Board + Staff

1. Update on Asia location meeting agreement

Jay updated the Board on some contracting challenges that are arising with our next planned Asian meeting venue due to lingering uncertainties around budgeting for COVID-19 measures. Laura Nugent is working to finalize the contract as soon as possible.

The Board acknowledged that there remains COVID-related uncertainty and this may expose the organization to new contractual commitments, incremental costs, and cancellation fees than would be normal pre-COVID. This is the reality of the external environment and so the best we can do is manage and minimize financial risks/commitments to the extent possible. It is also too late to pivot to a different location.

2. Fundraising update

Lee-Berkeley gave an update on her development plan and prospect pipeline and discussed some potential donors she may meet in the upcoming months in the Bay Area at the IAB/IESG retreat, in Washington DC before IETF 114, and at the upcoming ICANN Policy Forum.

Part III: Board + ED Only

1. Discussion on contracted services

The Board and ED discussed some upcoming contractor services. One contract in particular was discussed at a high-level and the Board authorized the ED to proceed. But the Board did ask the ED to have certain contractors update their respective Conflict of Interest disclosures as appropriate.

2. Discussion on policy for serious misuse

In order to comply with laws like the Digital Millennium Copyright Act (DMCA) and other relevant laws, the ED suggested we develop a policy on how to manage misuse of IETF systems. The Board discussed this and felt that a policy of graduated response was appropriate. In addition, the Board suggested that there should be the usual community review period once a first draft of the policy was ready.

3. Additional discussion of comments on the IETF Trust consultation

The Board reviewed the current draft of comments to the IETF Trust in their consultation on structure. Jason agreed to review the redline and circulate a final draft for approval. Once the comments are sent to the IETF Trust, they will also be added to the meeting minutes of our next meeting for transparency.

4. AOB

N/A

Part IV: Board Only

1. AOB

N/A