

Meeting: LLC Board

Date: January 14, 2021

Attendees

LLC Board:

Maja Andjelkovic
Alissa Cooper
Jason Livingood
Sean Turner
Peter Van Roste

Staff/Secretariat:

Stephanie McCammon
Alexa Morris
Greg Wood

Observers/Guests:

Alvaro Retana
Barry Leiba
David Millman
Eric Vyncke
Lars Eggert
Rüdiger Volk
Robert Sparks
Sean Croghan
Warren Kumari

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

Maja Andjelkovic: YES

Alissa Cooper: YES

Jason Livingood: YES

Sean Turner: YES

Peter Van Roste: YES

b. The October 2020 financial statement was approved with the board e-voting as follows:

Maja Andjelkovic: YES

Alissa Cooper: YES

Jason Livingood: YES

Sean Turner: YES

Peter Van Roste: YES

c. The ISOC Funding Agreement Amendment was approved with the board e-voting as follows:

Maja Andjelkovic: YES

Alissa Cooper: YES

Jason Livingood: YES

Sean Turner: YES

Peter Van Roste: YES

2. IETF NomCom Update

The IETF NomCom has concluded its work and all candidates have been confirmed. Announcements will be made soon. Peter reported that the NomCom worked hard and efficiently and commended the Chair for outstanding leadership.

3. ISOC Funding Agreement Amendment readout for minutes

The ISOC auditor determined that the wording of the original agreement could cause ISOC to have to account for all of the six years of projected IETF operating expense contributions in the first year, leading ISOC to fail their non-profit public support test. An amendment was negotiated over the course of several days, in consultation with counsel, that created a decision point for ISOC's CFO in order to solve the accounting risk. There were no material changes in terms of the dollar amounts. The agreement amendment is [posted on ietf.org](#).

4. Update on LLC end of year survey

There were 37 responses to the end of year survey, with quite a few comments. Greg will share the results with the board.

5. Update on recruiting of fundraiser

The recruiters report there is a good pool of candidates, with submissions set to close Friday 15 January 2021. A time has been set for Jay to review the long list of candidates. Everything is on schedule.

6. Acting Executive Director Report -- Public

Public Acting Executive Director Report

For the IETF Administration LLC Board meeting on 14 January 2021

This report is provided by the Acting IETF Executive Director while the IETF Executive Director is on PTO and is taken as read at the meeting allowing more time for questions or follow ups. This report is public and there is no confidential report.

1. Strategic Matters

There are no updates on strategic matters for this report.

2. Policies

Compliance

The compliance video was completed by counsel at the end of December and will be made directly available to covered individuals in the coming weeks.

3. Finance

2021 Budget consultation

There have only been a few responses to the budget consultation, falling into two categories:

- Some have suggested that we plan for the impact of COVID differently. The IETF Executive Director is comfortable that our budget settings are

appropriate for the range of possible scenarios that we are facing and so no changes are recommended here.

- Questions were asked about the Administration section of the budget, which led to a review and some budget lines have been moved to provide a more accurate breakdown of costs, with no net impact on the budget. These changes are:
 - “Secretariat - IT” moved to the Tools Team section where it correctly belongs.
 - “Secretariat - Admin” split into two, based on advice from the Secretariat, with the new “Secretariat - Community Leadership” added to the Community Leadership section.

The updated budget therefore only differs from the pre-consultation draft in the presentation of figures on the summary page. Approval of this budget is now sought and if granted, the summary budget will be published after the board meeting.

Recommendation: *That the board approves ietf-2021-budget-draft-5 as the final 2021 budget.*

RESULT: The Board approved the 2021 budget with a roll call vote as follows:

Maja Andjelkovic: YES

Alissa Cooper: YES

Jason Livingood: YES

Sean Turner: YES

Peter Van Roste: YES

Endowment fundraising targets

The first two columns of figures below show the fundraising targets that were developed by the board as part of the negotiations with ISOC. During the discussion on the 2021 budget, a comment was made that the matched funding is only available during the life of the agreement (six years) and this therefore needs to be revisited to ensure that we raise sufficient funds during the agreement to get the maximum match funding of \$30m. The last two columns show one way of achieving that:

Year	Original target	Original matched	Six year target	Six year matched
2021	\$ 500,000	\$ -	\$ 500,000	\$ -
2022	\$ 1,000,000	\$ 1,000,000	\$ 1,000,000	\$ 1,000,000
2023	\$ 2,000,000	\$ 2,000,000	\$ 2,000,000	\$ 2,000,000
2024	\$ 2,500,000	\$ 4,000,000	\$ 3,500,000	\$ 4,000,000
2025	\$ 3,000,000	\$ 5,000,000	\$ 5,500,000	\$ 7,000,000
2026	\$ 4,000,000	\$ 3,000,000	\$ 8,500,000	\$ 7,500,000
2027	\$ 4,250,000	\$ 4,000,000		\$ 8,500,000
	6 YEAR TOTAL	\$19,000,000		\$30,000,000
2028	\$ 4,500,000	\$ 7,000,000		
2029	\$ 4,500,000			
2030	\$ 5,000,000			
2031	\$ 5,000,000			
TOTAL	\$ 36,250,000	\$ 26,000,000		\$ 30,000,000

The board is asked to agree a set of endowment fundraising targets.

RESULT: The Board approved preliminary fundraising targets that will be reviewed & revised as needed after the fundraiser is hired with a roll call vote as follows:

Maja Andjelkovic: YES

Alissa Cooper: YES

Jason Livingood: YES

Sean Turner: YES

Peter Van Roste: YES

Director of Fundraising recruitment

The recruitment process remains on track. The recruiter reports that a good field is starting to emerge, and expects it to grow further as candidates tend to confirm as the closing date approaches.

4. RFPs and contracts

All key tools contracts have been rolled over another year, where the provider intends to continue. The Remote Participation Services contract is still being drafted. The RPC and Secretariat contracts have another year until renewal.

5. Meetings

IETF 107 Virtual and IETF 108 Online insurance claims

The claims for these meetings have been finalized, submitted, and are currently under consideration by the insurance carrier.

Global Hosts and sponsorships restructuring

A new brochure reflecting the updated sponsorship approach has been produced and will begin to be used in conversations with prospective sponsors, pending final approval to use existing sponsor logos.

6. Tools/RPC/RSOC/RSE

Nothing to report.

7. IESG/IAB/IRTF/Trust

Nothing to report.

8. Miscellaneous

Helpdesk systems

Implementation of the new JitBit-based helpdesk system is in progress and expected to be substantially complete by the end of this month.

7. Discussion: Contingency planning for technical issues at IETF 110

Jay published a technical retrospective of IETF 109 which included a number of specific action suggestions that are already underway for IETF 110. Sean Croghan will serve as integration manager, to make sure all the tools are ready and tested at scale, and he will also act as an

incident controller during the meeting so that he can coordinate response to any issues that come up across all platforms and tools. There will also be additional external monitoring and the new ticketing system, which will improve processes during the meeting.

Sean Croghan reported that there are currently no worrying issues. The plan is ongoing and on track.

Jason noted that if the NOC team requires any additional funds for tooling or support, that they should not hesitate to ask for what they need.

8. Discussion: When and how to set up “office hours” for IETF 110

The board will set up some office hours during IETF 110 in Gather. They will aim to spread out over as many time zones as possible, with at least two board members present at a time and Jay coming in and out as he can. Liz will set up a Doodle for the board to select coverage times.

9. Discussion: Timing of decision-making for IETF 111 and 112

When Jay returns from vacation the board would like him to review the timing necessary to make decisions about the upcoming meetings, and to discuss with the board whether to act sooner rather than later about moving 111 to an online meeting. Similarly, for IETF 112, the board would like to review whether this assessment and decision might be made further in advance of the meeting. This question arose as Jason noted that the global distribution of COVID-19 vaccine is proceeding more slowly than expected in many countries and so as a result it seems that “return to normal” may be further off than expected, perhaps sometime in 2022.

10. Closing FY2020 books & annual audit

The accountants anticipate being able to close the books by 13 February, which will give Jay until around mid March to review. Sean is hopeful that the whole year can be wrapped up by April, including the annual audit.

Part II: Board + Staff

1. AOB

Maja suggested that the board receive regular updates from the IETF Chair about how the work in the IETF is progressing, so that the board members who are not as involved in the technical work can understand any major updates. The IETF Chair provides similar reports to the ISOC Board of Directors and can start giving this information to the IETF LLC Board as well. Liz took an action item to add this to the monthly meeting boilerplate.

Part III: Board + ED Only

The board discussed the need for focusing on 1:1 meetings between the Executive Director and contractors and volunteers in 2021 and will follow-up with Jay on this.

Part IV: Board Only

1. Annual review: In 2020 the Executive Director completed their self-assessment and the board worked on draft feedback. In this meeting, the board discussed and finalized the Executive Director's 2020 annual performance assessment & incentive compensation. An e-vote will be issued by Liz after the meeting to approve the annual review & incentive compensation. After approval, Sean will work to ensure the compensation is paid by the payroll processor.
2. Discussion: On-boarding for 1 or more new board members in 2021 was discussed. Alissa noted she has already prepared extensive on-boarding materials for the next IETF chair. The board also agreed to reach out to the next IETF chair after their appointment is announced so that they may attend future board meetings and work to schedule other briefings & introductions. The board agreed that board members should also arrange 1:1 meetings with the new IETF chair. Alissa also noted that board members signed a letter accepting board responsibilities when they started and we need to determine when one will be prepared for her replacement and whether she will need a letter of release from counsel. Jason took an action item to investigate this.
3. Discussion: Annual retreat. The board discussed the need for a retreat to cover a range of strategic issues such as the IASA2 assessment, fundraising strategy and other matters. Due to COVID-19 this will be a virtual retreat, likely spread across two or more days. A Doodle poll will soon be sent to select dates & times after the IETF 110 meeting.

4. AOB: The board discussed the status of preparations for IETF 110 and noted an open action item to follow-up on with Jay after this vacation - whether there will be a large-scale test of Meetecho or a new service level agreement with them.