

Internet Society
Board of Trustees Meeting 163 - Day 1
26 March 2022
Transcript

>> TED HARDIE: Welcome, everybody. It is somewhat unusual to begin one of our meetings with an opening statement by the chair, rather than the usual welcome. These are, however, not usual times, and I believe I would be remiss if I did not address the current situation directly, as it has direct impacts on the Internet, our colleagues, and our way forward.

First, I am humbled by the work of the women and men of Ukraine who have labored to keep their people connected despite savage bombardment and relentless attack. Their success has been remarkable, earning them their government's recognition as "invisible heroes." The Internet's roll of honor has many luminaries, but few deserve their place upon it as much as they do, despite the fact we may never know their names.

Second, my heart goes out to the members of the Internet Society chapter in Ukraine. When they joined the Internet Society community in October of last year, it was with the aim that we would work together to grow, mobilize, and engage our communities to build, promote and defend an Internet for everyone. We understand that their members will necessarily have other priorities now. But I look forward to the day when we can take the work up together again.

Lastly, I feel the need to respond to those who have called for a partition of the Internet in response to the crisis. The Internet Society's guiding principle has for decades been that the Internet is for everyone. In this crisis, the need for that focus has never been more clear. In the run up to the invasion, the Internet shared photographic evidence of the build up and exposed empty promises of de-escalation. After the invasion, it has carried the heart-breaking images of the common people of Ukraine under attack and the stirring images of their response. It has carried the voice of President Zelenskyy across the globe to parliament after parliament, and it has coordinated the work of those helping refugees find shelter, find community, and find each other. From within Russia, it has carried the voices and images of those who have strenuously objected to the actions of their government. The brave actions of Marina Ovsyannikova were carried out on a live TV broadcast, but without the Internet's

ability to amplify the protest, it would have been lost in an instant. Similar actions by those documenting protests and responses have shown the world that many of the people of Russia want no part of war.

Partitioning the Internet closes off that traffic and loses us the opportunity to hear common voices. It is tempting in a moment of crisis to close off anything that you can, as a demonstration that you have done something. But this action empowers those who want the world to act in darkness and feeds the endless hunger of autocracy for control. Simply put, partition hands control to those who want their people to have no independent vision of current events or independent access to other voices. It will not silence governments; it will silence everyone else.

It is tempting as night falls to draw in and huddle in the darkness. But this is a moment for beacons and candlelight, for hearth-fires, and searchlights. We must keep the Internet whole to enable individuals to share with each other. We must enable the Internet for everyone so that the light of humanity and fire of truth can win out over the darkness.

My thanks to Andrew and to the staff who have made "defend the Internet" a core mission of the Society; my thanks to each of our members for their efforts as well. While some have called for the Internet Society to stand as a neutral provider of information, I believe we should be inspired by those unknown colleagues who have kept Ukraine connected; we should defend what we can and rebuild what we must.

We can then hand on this gift to the next generation whole and with the reaffirmed conviction that the Internet is for everyone.

Among those joining us as stewards of the Internet Society's mission today are two new chapters, five new special interest groups, and three new standing groups. Now, I'd like to turn to the happy duty of welcoming them.

So the purpose of this section of the meeting is to recognize the different ISOC chapters, special interest groups, and standing groups which have been approved since the last meeting of the board. The first is a resolution to recognize the new Internet Society of Romania and the new Internet Society of Suriname. May I ask for someone to move the motion, please?

>> JON PETERSON: So moved.

>> LUIS MARTINEZ: Moved.

>> TED HARDIE: So I saw Jon and Luis? I'd like to do this by acclamation so if you would clap, either through the tool or directly to do that. Welcome, indeed.

The next resolution is for new special interest groups. That's the interest groups for Affordable Internet Access, Cybersecurity, Internet for Education, the Internet of Things, and Online Safety. May I ask someone to move this motion please? So I saw Laura and Pepper. And again, I'd like to do this by acclamation so...

The third is to welcome the new standing groups. The Internet Society warmly welcomes the new standing groups for Accessibility, Gender, and Youth. Muhammed, since you have been a key part of building up at least one of these groups may I ask that you move this? Thank you, Muhammed. May I ask for a second, please? I saw Richard. Again, we'd like to do that by acclamation. We're certainly happy to see the growth in the Society and the growth in the different parts of it coming together and working together is always a pleasant thing to see.

The next item on our agenda is the receipt of community reports and the first of those - it's with our colleague Glenn Deen.

>> KEVIN CRAEMER: He should be joining momentarily. There he is.

>> GLENN DEEN: Hi, everyone. Good? Too low, too high?

>> KEVIN CRAEMER: You're good.

>> GLENN DEEN: Okay. Are you going to run the slides?

>> KEVIN CRAEMER: Yes. I can do that.

>> GLENN DEEN: Hi, everybody. I'm Glenn Deen from the IETF Trust. I can't remember which group I'm talking to. Good morning, wherever you are. Can you bring up the slides, please, Kevin? So this is a brief update of the - what the IETF Trust has been up to. Next slide, please. So the IETF Trust are these five individuals. One of which is in fact appointed by yourselves, currently John Levine holds that position. But there's myself, I'm the chair. Kathleen Moriarty is the treasurer. Joel Halpern, John Levine, and Stephan Wenger are the

other trustees. Rounding out we have five of us that keep the Trust up and running. Next slide please. A lot of people are really familiar with what the Trust actually does. Some people are very familiar because they themselves have been trustees in the past, but others are less familiar with what the Trust does and that's actually a good thing because the Trust deals mostly with legal things; licensing issues, trademark management, and protection of these things. When you don't hear from a trust, life is good because it's very calm and quiet and we're not dealing with anything that needs dealing with. When you don't hear from us, that's the very best situation to be in. When we do take care of business, we are responsible to a variety of parties. The IETF obviously, it's in our name. That's where we were born from, to take care of things like RFCs and copyrights there. That expanded also into IANA and ICANN and the RIR community when the transition happened a few years ago. The IETF Trust took on functions for all those parties to help protect those assets. So we manage domains, and what we mean by manage domains is we make sure that nobody else re-registers these domains and takes off with them. We make sure the changes that are approved and requested by the parties that actually run the domains get a second set of eyes to review them for changes so that we don't get any hijackings going on. We also take care of copyrights. Now, initially the mission of the IETF Trust IP materials are really to make them accessible and easy to use by everybody. So when we say we have copyrights we manage, what we really mean is we do protect those copyrights, we make sure that they're not lost through either some mismanagement and non-compliance with legal frameworks in the countries that we have to manage in or by somebody doing something which they shouldn't be doing such as, a great example would be taking an RFC. We give an open license for anybody that wants to take an RFC, the entire RFC and publish in however they like to do that, but we don't let them take subsections of the RFC. I'd say for instance, grab a few paragraphs and stick that into something else. That breaks up the copyright regime that we have to manage and that we protect. And lastly, we have these other two things which are our smaller portfolio: the trademarks and the software. Trademarks; you've got to protect them. If you don't defend them, you let them become generic or let other people misuse them, you can use them. So we also take a very serious approach to making sure that none of the marks we managed for the community are mismanaged and that we retain a full freedom of action around the trademarks. Next slide please. This is kind

of really boring information but it's going to come up in a few slides as to why it's important. Currently the Trust is a - a trust in the commonwealth of Virginia. It's an IRS non-profit. We also don't make any money from these things we manage, so it's very appropriate we're a non-profit because we don't have any profit. We're independent of both ISOC and the IETF LLC. We are a separate legal entity. We have our own website right there. We talked about the five trustees. The trustees, it's not requirement that you be focused on IP law and knowledge around a that space, but it's very useful. We're small budget. We're about \$100,000 and most of that actually goes towards legal fees for our various advisors. But we also pay for insurance and that'll come up in a minute and we - if you've ever been to an IETF meeting - and you know all those blue sheets that get collected? If you ever wonder where they go, we pay for the storage of those blue sheets in a cabinet. The ones that aren't digitized. Next slide, please. One of the important things I wanted to talk to you today, we started out talking to the IETF at their plenary this past week, is that there's a couple problems that the Trust is starting to face. Some of them we've been facing for a few years and we'd hoped it would get better but it's not. The first of which is our insurance coverage. If the - because we're a trust, there is a peculiarity where the trustees themselves are not just officers of the Trust, they're literally the owners of the Trust. That's the nature of a trust in U.S. law. The end result of that is that there's a lot of liability we all carry by being trustees. To help offset some of that liability, we do carry - and I know ISOC carries for yourselves as well - robust insurance to help offset the liability risk that we all take on. The problem the Trust has been facing the last few years is because we're a trust and not another kind of legal entity, insurance companies have been unwilling to either extend the amount of insurance we cover in order to keep pace with inflation and pace with rising risks to the trustees. But they've also - we see a decrease in the number of companies who actually even provide insurance to the trust market. Part of this is because most of the time in the U.S., trusts aren't used in the way the IETF Trust was set up. They tend to be more focused on managing real estate for families or wealth - generational wealth management, or tax optimization. For these reasons the insurance industry has looked at trusts and said, "Wow, you guys are very high-risk as a category because you get sued by other family members and other parties quite a lot, we don't want to be in that business." So they

backed away from providing insurance into that marketplace and so we've, the last few years, tried to increase our limits or switch to another company and we've been unable to. We're starting to look at that landscape, well how do we fix this? Obviously, it's a - it's unacceptable to lower our insurance and we run the risk by the way - because the marketplace has gotten so small, we run the risk that the current insurance provider could decide to stop providing us insurance. The Trust would then be left operating without any insurance at all and that is an unacceptable situation. Next slide, please. Related to this is the trustee's personal liability. So when you become a trustee one of the things you get to do is you sign an agreement. I will tell you; the advice was passed to me. I passed it on to other people. This is one agreement you definitely want to read. This isn't just like, "Sure, I'll be a trustee" type of agreement. You are taking a lot of personal liability and risk on when you become a trustee because we own the Trust and the assets around it. If the Trust were to get sued, it isn't that you're suing some abstract entity, you're literally also suing the trustees themselves. So that's a real problem. We have in discussions with members in the community, a number of people have actually identified that they won't be a trustee because they won't take on that personal liability risk that comes with that job. So this creates a real problem for us. We can't procure more insurance to cover people. We have people that are now saying, "I'm not really comfortable being a trustee with the risk that I have to take on," and so we've been looking at what are our options going forward to improve the situation? We've observed that corporations - not-for-profit corporations - their directors have a lot of protections under the law and significantly reduced liability. Plus, they're able to get insurance because insurance companies recognize such entities and they understand the risk liability around providing insurances and it's a much easier marketplace. Next slide please. If we are considering making some changes to the structure of the Trust, possibly becoming a not-for-profit corporation, one of the questions that first comes up from a lot of people is "Why don't just fold under the IETF LLC?" We created this over the IETF a couple years ago, we put a lot of work into it. It's a well-run organization and why not just fold all these assets underneath there and be done with it? This is very common of other standards organizations. They wouldn't have a separate entity that manage their IP rights. I'll point out that the IP rights we manage go beyond the IETF because of the

IANA transition. So it isn't just the IETF community we're talking about anymore but for this particular question, there are two really important things in the history of the Trust that we have to focus in on. The first one is the actual agreement that created the Trust in 2005. With it, an agreement was set up - it was set up and signed by CNRI and ISOC who at the time each had pieces of what would become the Trust asset base. In that agreement, there is a specific requirement that upon dissolution of the Trust neither party is able to inherit the assets from the Trust. If we were in fact to fold the Trust under the LLC one of the things we have to pay attention to is the fact that the LLC in fact is a disregarded entity of ISOC so we would then be putting the Trust assets closer to ISOC ownership. Possibly even considered to be direct ownership and this would be in violation of that original Trust agreement. Some people will point out well trustees could sort of - because we have the power of the trustees - we could alter the rules of that agreement that they're set under. The trustees have discussed this and we're not comfortable doing that. We do not believe that that is the intent of the spirit of the original agreement, or the intent of the community at the current moment. A related problem is that when the IANA transition was done in 2016 and IANA assets were transferred to the IETF Trust for management, a big reason and some of the people on this call were in fact involved in the negotiation, so you know even better than I - the Trust was selected as a neutral third party for a lot of these assets and that people could sort of say, "I don't want you to have it. I don't want you to have it. But these other guys, they're okay to have it. They're a mutual third party." If we were to fold under LLC, IANA assets would ultimately then end up under ISOC as well and ISOC itself through PIR is a registry operator. That's also getting a little bit crossing our wires. So looking at these two things, the trustees do not believe that folding under the IETF LLC is in fact the right way to respect these agreements or the right way to move forward. So next slide please. What are we doing? Well, we've been exploring what it would take, how much of the cost, and is it even possible to convert the Trust legal registration from a trust to a not-for-profit corporation? Our advisors say yes, this is something that can be done it's not a trivial thing. It requires some work. It requires creating a new not-for-profit corporation that would be registered in Delaware. It requires creating a set of foundational documents that would establish the by-laws for the new entity. We have taken the step of actually working with our

consulting attorneys to create a draft set of such by-laws to see what they would look like and what we would have to change. So after having done that, what we've discovered is the following: it is possible to transfer all the IETF Trust assets to that new entity. All the current licenses as they currently stand would ultimately be able to be transferred without modification. One big change is the trustees would no longer be owners of these assets. They would be demoted to only becoming directors and I can speak for all five trustees; we're quite happy, quite comfortable, getting the demotion to only a director from the current owner of these assets. We would be very happy for this to happen. The other change we would like to do is move it from Virginia where the Trust is originally set up today, over to Delaware. This is because, just like the IETF LLC and many other corporations, Delaware is a good state to incorporate in under U.S. law and it also establishes - going back to the insurance companies - as something they would recognize and understand how to work with and how to provide proper insurance coverage for. Things that will stay the same: the role and the service the IETF Trust provides to the IETF and joint communities, they'll hold everybody. We'd stay exactly the same. That will not change. The IP licenses will remain the same. We're not trying to become a - turn this into a for-profit set of assets. They're just going to stay the same and transfer over and the same spirit that the Trust has always operated under of making these things easy to use without payment, free use, it's something we will continue to do. It would stay a non-profit. Part of the exercise here is to create the corporation and then register it with the IRS to become a 501(c)(3) non-profit. So part of the timeline if we do this transfer would in fact be to set up the corporation, apply for a 501(c)(3) status and once that has come through, then begin the work of transferring the assets over. So this is not a fast thing. This will probably take at least a year. And the selection of directors would follow the same spirit and processes of RFC 8714 which lays out how the trustees today are selected. We're not trying to change that. That's working just fine. We haven't had anybody in the community say, "We need to alter the selection process to create more directors, fewer directors, or directors from different places." That's all going to stay the same. So in the end, really, it's a registration - it's almost a legal paper change, but the actual functional role, purpose of the Trust, all stays the same. We're also working hopefully to keep the name. It turns out the - we've applied for and explored will we

be allowed to keep the name? So far it looks like we will but it's tricky because if we become a corporation and you call yourself a trust, what does that mean? So we're asking for - because we've been using that term since 2005 when we were established - we've asked for permission from the state of Delaware if we were to create this corporation, could we keep the name? Next slide, please. We're not going to do this in isolation. A discussion we presented to the IETF of the plenary meeting this past week, the talk today, are sort of the opening rounds of consulting with the broader community on what our plans are and what we're going to do. The next stage of this is we plan to - in April - to have a Webinar where we basically will open up and say, "Here's what we're planning to do. We'll talk about the reasons behind it. We'll talk about the details and we will invite people to comment and participate in the discussion." We're also going to be using the TLP-Interest list over at the IETF for an anchor point for the conversation. We debated creating a new list. This one's been established in the past for discussing IETF Trust-related activities so we thought let's just keep it there, keep it simple. So we're going to use the TLP-Interest list. That's it. Next slide is just our contact information and discussion, questions, comments?

>> TED HARDIE: First, thanks very much for including us in the consultation and for your report today. We really appreciate your time. Now are there any other questions to Glenn?

>> JON PETERSON: Yeah, Glenn, sorry. This is Jon. I'm running around at the moment. Has there been any discussion of the implications? Is there like a change in the implications of it being a U.S. company that owns this - the corporation would become versus the Trust?

>> GLENN DEEN: We did explore the question of well, does it makes sense to keep it in the U.S. or would this be an opportunity to do something else because that question does come up a lot in these Internet matters. The trick right now is these assets are in fact U.S. based assets and to "dissolve the Trust, transfer the assets and do it internationally" would add a significant complication to how we do this exercise. We also, by the way - I know a lot of people don't like U.S. copyright law on the Internet but on the - I will point out that it is actually a pretty easy system to navigate and well known. If you own the copyright which we do and we want to provide them with

easy access to people around the world, the U.S. system is actually a pretty good system to do that under.

>> JON PETERSON: There hasn't been any pushback you've received from people that would be concerned about it being in particular a U.S. corporation? Especially for the NTIA transition...?

>> GLENN DEEN: No. I'll point out we are currently a U.S. based trust.

>> JON PETERSON: Yep. Yep. I just didn't know if it was different now that it's a company.

>> GLENN DEEN: No, no. So far, no pushback. Again, the Trust is pretty boring and a lot of people don't get too excited about it because we don't have much money, we don't have a lot of power. We just make stuff available for people to use easily.

>> JON PETERSON: Okay, thanks.

>> TED HARDIE: Laura?

>> LAURA THOMSON: I want to ask about - I think there are other folks who have questions about like why to do this but I have questions about costs if we're doing this. If we were to convert, how many zeros is that going to have after it?

>> GLENN DEEN: Not many. Not zero. Not zero zeros. We estimate the total cost might come in around \$20,000 and most of that frankly is spent in crafting things like the by-laws and lawyer time to do that write up. Lawyers to do the process of creating the - actually filing the corporations' papers, and then applying for the non-profit 501(c)(3) status. So we've already spent a little bit of that money. We had a special fund that we tapped earlier this year to pay for the upfront cost to do the analysis. Then we - the remaining funds would be used for the remainder. So total, maybe \$20,000 or so is our estimate. Maybe \$25,000 on the outside.

>> LAURA THOMSON: There will probably be a cost for re-branding, community communications and all those kinds of things so don't discount that. I'm also interested in the ongoing costs so let's make sure we document that too. Like, what difference we're making..

>> GLENN DEEN: Yes, so we do anticipate change to the ongoing cost really. The only real change might be that since we

will be able to buy proper insurance, the amount of insurance we buy hopefully would go up and that may cause cost to go up. On the other hand because the basis of trust obtaining insurance already is a highly risky endeavor. We pay a fair amount of money for the coverage we currently get as a corporation - it's very likely that may stay the same or even go down to get more coverage.

>> LAURA THOMSON: Okay. I think I had another question but...

>> GLENN DEEN: By the way, we're very lean. We have no full-time staff. We have five trustees and we have a sliver of some people from AMS that help us keep everything rolling under the covers. Like I said, most of our money actually goes to lawyers that we have on retainer.

>> LAURA THOMSON: Would we need staff if we moved over? Would we need at least one full-time staff?

>> GLENN DEEN: I don't think so. We're not changing what the Trust does or it's function. We're really only changing how it's registered as an entity.

>> TED HARDIE: Richard?

>> RICHARD BARNES: I'd just like to - for folks' background - kind of clarify what the relationship is between ISOC and Trust. The Trust - Glenn, correct me if I'm wrong - the Trust is an independent entity. It's not legally, formally connected to ISOC at this point. It's just that we have some history together and we've traditionally provided funding. Is that right?

>> GLENN DEEN: Yes. When the Trust was created, I wasn't around during the negotiations. I suspect we have the history of some people in the room may be more familiar. So forgive me if I get some of it wrong because I'm getting it second hand because I wasn't there but in back in 2005, CNRI had ownership or claimed ownership around a set of the assets that are now under the Trust management. Likewise, ISOC also claimed and owned some of the assets that were under the Trust management. The two parties came together and said, "Well how do we keep this going forward with neither one of us actually taking over ownership and control for this new thing?" So this independent entity was created. The original signees of the creation were in fact ISOC

and CNRI. They then came together - the first trustees were appointed, and it's operated that way since 2005. At the time, there was also a restriction for 10 years that the trustees themselves could not make changes to that agreement. That ultimately expired in 2015. That's - period went over. So that's part of the reason we think that keeping this as an independent entity is the right thing to do. It avoids a lot of complications that would come from joining up. By the way, since the Trust was created and those original assets came in, we've taken on a lot of new assets. We've taken on - people have transferred old RFCs that they owned way back in the early days are now transferred over to the Trust. So we've expanded what we manage on behalf of the community. So it's very complicated and keeping it separate we think is the very simplest path forward. It may get much more expensive if we try to do something else.

>> RICHARD BARNES: Thanks for that background. Have you had conversations with some of the other stakeholders here, for instance the IANA folks about the various options here?

>> GLENN DEEN: We have not. Again, this is the start of the consultation so we just sort of unfurled the banner last Wednesday to the IETF. We're talking to you today. We're going to be reaching out to the RIRs and the IANA-ICANN communities to let them know about this proposal and hopefully have good conversations. We're not trying to rush this through, by the way, right? So we've done the prep work to know what it would look like, get a sense of the cost and the steps, but we're not trying to rush this. Even if we said today, if everybody said go ahead and do it. We expect it's at least a year because we have to create the entity, and then apply for 501(c)(3) status because what you don't want to do is create the entity, transfer a bunch of assets over to it, not get the 501(c)(3) status, and then go, "Oh, gosh. We now have this other entity which owns all these assets, but it's not a not-for-profit. What do we do with those assets and how do we transfer them back?" We don't want to go there. So it'll be methodical, slow, well thought out and hopefully really simple when we get all done.

>> TED HARDIE: Well, thanks again for letting us know where you are in the process right now. We will look forward to getting the invitation to the webinar when you have some time. Those of us who are concerned with it will no doubt continue to be part of the process. I think in the meantime though our action item is to continue to provide a designated member of the

Trust when that's needed and to continue to support the Trust as appropriate and to watch the evolution. Again, since we're not actually interlocked organizations at this point, it's a bit at one remove.

>> GLENN DEEN: That's good, Ted. Thank you for the invite to come talk to you. I look forward to doing it some time again.

>> TED HARDIE: Thank you. So I'm going to ask that we do a quick agenda bash at this point. There are a couple of committee reports that actually require resolutions and because Laura has promised to go and teach (Inaudible) scout troupe, she might or might not be able to stick with us through the discussion of some of the community reports, so let's take the committee reports now so that she can be here for those. Then since the community reports are more of a free-flowing discussion we can do those and go on from there. I think the first one of those - could we do the PIR Nomcom, Richard?

>> RICHARD BARNES: Sure. Kevin, can you pull the report up? Sorry, I just got this in at the last minute. But I think you're pretty much all aware of what's in the report. So we know we opened our call for nominations in November after having had some good discussions with the PIR board about what they were looking in addition to what the ISOC board was looking for. Got several - a very strong candidate pool with fairly robust diversity along both geographical, gender, professional experience sort of axis. I was pleased to see when I ran numbers that was persistent through the interview process. We ended up interviewing a fairly diverse set of candidates and then selecting a fairly diverse set of candidates. So we're pleased to announce as the board has already voted on by e-vote the appointment of Lena Beck Rørvig, Keith Davidson, and Mike Silber to the PIR board of trustees. That was approved by e-vote on March 17, a few weeks ago. I think there we are. I think they will start at the summer board meeting and we'll be off to the races. Thanks to the committee for your participation in this, this was a lot of fun going through this process. Thanks to the board for your consideration and your input on these nominees as we went through.

>> TED HARDIE: Thanks very much. Are there questions for Richard before we move on to the resolutions? Okay, I didn't see any questions. So the resolutions are fairly simple; accepting the committees report. May I ask for a motion, please?

>> RICHARD BARNES: So moved.

>> TED HARDIE: So Richard and then Laura. Can you signify assent by raising your hand either in the tool or via...?

>> RICHARD BARNES: To be fair, I'm not trying to vote twice.

>> TED HARDIE: Okay, I think that's everyone who voted, voted yes. Muhammed, did you mean to vote? Okay. So we'll assume not in this case and move on. The next one is the Compensation Committee report. Would you mind putting that up please, Kevin? Gosh, what a lovely selection of fonts I put in there. This is a yearly report that describes the work of the committee to approve the variable compensation and therefore the overall compensation of the folks in the Internet Society who are disqualified persons which as Luis and I looked up earlier today, essentially means that from a tax perspective because they have sufficient control over some aspect of the Society's finances or activities that they're considered by the tax folks to be in a category that means that we should pay close attention to them. And Ilona I see your hand up to correct my extremely - how shall I put it - loose definition with a correct one. Ilona.

>> ILONA LEVINE: I actually - this wasn't about correcting but just quick question to ask if you can ask about conflicts?

>> TED HARDIE: Oh, yeah sorry.

>> ILONA LEVINE: No, it's okay. Thank you.

>> TED HARDIE: No, actually this is a great one. Before we get to this one, I should have earlier asked if there was anybody who had any conflicts of interest to declare for this meeting. Okay. Seeing none we will call that no conflicts of interest declared. My apologies, Ilona. Yes, you did remind me of that. I should have done it earlier. Anyway, for the Compensation Committee, that meant that we reviewed Andrew's total compensation including his variable compensation and then reviewed his evaluation and conducted some additional evaluation of those who are listed here. Sally Wentworth, Rinalia Abdul Rahim, Sae Park and Ilona Levine. Lastly, it approved the proposed 2022 performance objectives, both for the CEO and for the disqualified persons. Are there any questions about the committee's report? Okay. So there's again a simple resolution for this one which is just to accept the committee's report. May

I ask for someone to move it? So Pepper and Jon. So we'll have Pepper as Move and Jon as Second. If you could signify assent to this by raising your hand either personally or in the tool, I would appreciate that. Okay. We have enough to declare that as passed. The third of these is not going to require resolution but why don't we take it at this moment and that's from Brian and it's the ongoing report from the CEO's Succession (Planning) Committee. So this work is still ongoing. I will just characterize it myself since I happen to be on the committee, that it's taken the success profile and has tried to turn it into a set of profiles that relate to different categories. The reason for that is there's an increasing sense from the committee that there may in fact be more than one job here in the future that we may have a CEO who needs an additional executive supporting her or him to carry out the full set of duties so we wanted to lay out the full set of duties and characterize them into clusters so that those clusters could then be evaluated. That is not done and therefore this is an interim report and it won't be - there'll be no request for an acceptance for it and no resolution probably until the AGM. Obviously, Brian isn't here but if there are any questions that the other committee members on this that might respond to, please let us know now. Okay. Thank you. Let's return to the agenda and pick up, I believe, with the written reports that we received from different parts of the committee. So we received a number of them in writing from the IAB chair, the IETF chair, the OMAC, and one in particular I wanted to call out because the OMAC report had advice for the board. Kevin, could I ask you to pull that one up? Thanks very much. So in addition to reporting some of the great work that they've been doing in holding round tables and otherwise engaging with the community, there's a set of advice to the board that we probably want to take note of and possibly discuss. So the Internet Society's Action Plan 2022 projects could further seek org members views and inputs. I think that's probably advice for Andrew. This approach could help the Internet Society and Organization Members develop new ways for organization members to become more active in supporting the deliverables and that the Society's timely reactions to Internet policy proposals that could impact the ecosystem are very welcomed by the organization members, and those are an opportunity for continued engagement. I'd like to open the floor for discussion of these points from the OMAC. Okay, I will just say that I think one of the things that we struggle with kind of consistently is how to act as a Society

where we bring all of the different parts of the Society to act together and while this particular set of advice to the board is a small piece of that puzzle, I think it's important to note that I see that as them also saying we would like to act together. We would like to be part of the overall Society and what I think we're looking for as a general thing, not just for these particular action items, but as a general thing is for more ways in which we can bring the actions of the different parts of the Society together to move forward. I think the policy engagements that they asked for are certainly something which Andrew and his team have done a great job in putting together and knowing that those are of interest to OMAC and working with them after they have been released so that they can help amplify them would be something that might help us there. I see Luis, you had a comment.

>> LUIS MARTINEZ: Yes, Ted. Thank you. Yes, I also perceive in this recommendation - sorry - in these recommendations some sense of disassociation with the rest of ISOC. Yes. I have been at some round tables of OMAC and I'm very satisfied of the work they are doing and the way they are discussing their involvement with ISOC. But when I read these recommendations, I feel that they do not feel integrated into the rest of the organization. I was wondering yesterday that maybe we can propose to them to study the way to support the chapters in developing new projects because OMAC members, they have a lot of experience on developing Internet projects, Internet-related projects. So maybe chapters can use this experience in developing new proposals and OMAC members that wish to participate can provide guidance or simply ideas to their new proposed thoughts. Thank you.

>> TED HARDIE: Thank you. Are there any other thoughts on this topic? Okay. Let's move on. I did want to call out one thing from the IETF LLC's report. It's on page 13 of that report, if you wouldn't mind, Kevin. We discussed this a little bit earlier in terms of their endowment and our pledge to the endowment. I just wanted to call out a couple things from that. One, that they were able to raise \$239,000 which will fall under the match that we've set aside for that. The second is there is actually now a director of development - Lee Berkeley Shaw - at the staff of IETF who's primary role is to actually look for ways in which the endowment can be made to grow. They do have a pretty aggressive target here. As you can see, their goal is to try and get this to \$50 million by 2027. I just wanted to put

that up as a reminder to everybody that they have a relatively small start in this year with \$239,000 but a very big goal. The impact on our funds of maintaining the match may go up substantially from this year in future years. That came up during Sae's report earlier but I thought it might be good to just go directly to the report and show that. Any other points on that particular report on the IETF LLC report? The other thing that would be possibly good, Kevin, if you could bring up the IETF Chairs report and show the slide that shows participation. Yep, thanks. So actually, I think if you go down there's a graphic of the - ah, okay it must be in one of the ones linked off of here but what's interesting about this that I was going to call out which I guess is in the linked one in the agenda is that the actual number of people participating in this IETF was remarkably consistent with other IETFs held in Europe in the past at the same time. What was very different of course was that this was a hybrid meeting with about 300 or so onsite participants and a much larger number of folks participating from off venue. What's interesting about that is that this may mean if this is sort of the pattern that goes forward, a pretty serious difference in how the IETF needs to think about how it collects funds because this was one of the first - thank you very much for pulling that up. This is not the same one I was thinking of but it actually has the same information. Not quite such pretty graphics but don't worry about the graphics. The interesting information for this is that if this is consistent and I think this is a little bit older than the one I was looking at, we will see a serious change in how the IETF has to collect its own funds. Historically, remote registrations were all free because there were a relatively small number and onsite registrations not only paid for the onsite activities, but were usually collected at a rate that would help defray the cost of the secretariate along with the donations from ISOC and others. In this case, the move to collecting for hybrid registrations and instead of simply making those all free having fee waivers for those who required them is a substantial change in how they're managing their money. I think if we see this trend of them being hybrid meetings maintained, I think it's useful for us to understand that they are thinking about how to manage the income that's specifically associated with meetings and the meeting costs in this way. Any questions on this? Luis.

>> LUIS MARTINEZ: So the - so what do you think that if there should be a cap on waivers or waivers still must be considered in the same way that have happened in the past?

>> TED HARDIE: At least for the past few, the waivers have been covered by specific donations and the donations have been to help encourage diversity. So there's a diversity and inclusion program that's maintained by the IETF for donors. Providing these waivers is a way to increase the diversity because they're making sure that you don't have to be sponsored by a company or from an economy for which this is not a huge amount of money in order to participate. So at the moment at least, specific donations are covering that. It might be that that would change in the future but at least for the moment there's no sign of needing a cap.

>> LUIS MARTINEZ: Okay because the - for example, GAIA, which is Global Access Internet for All, usually it's comprised by people that have no sponsorship, neither by a company, neither by a grant because it is not part of the granting activities. So essentially the participation relies a lot on waivers. We will appreciate a lot if that can continue. Thank you.

>> TED HARDIE: Okay. Paul.

>> PAUL EBERSMAN: Just another (Inaudible). I suspect we're going to need to keep watch on this because remote participation I think is going to become more prevalent even post decided-Covid. There are way too many companies that were looking at their travel budgets and spending tens of thousands to hundreds of thousands of dollars that didn't for a couple of years and recovering those travel funds is going to be interesting. So I think we're - I think this is going to be a continuum for a while so I think that charging for remote to buffer it is probably a prudent move.

>> TED HARDIE: Thanks for that point. Jon, you have brought a pet to the meeting. You must introduce the pet.

>> JON PETERSON: This is Kit Senai, he's just looking for somewhere warm to sit this morning.

>> TED HARDIE: Thanks for bringing your pet. The Internet, as we know, is for cat videos. Thanks for participating. So were there any other points people wanted to make about the written reports that we received? Okay.

>> KEVIN CRAEMER: Andrew's hand is up.

>> ANDREW SULLIVAN: Thanks. So I guess I have a question since you pointed out that there was advice from the OMAC that was really a staff issue. What do you want me to do because that has consequences? I mean, if what we have to do is do a community consultation about every project that is proposed, the project planning procedures at the Internet Society are going to get about a year longer, and we will be doing two years out action plans.

>> TED HARDIE: So I'm not sure that the way I read it - and perhaps one thing we could do is maybe you, I and the OMAC chairs could have a meeting as a short-term action - but the way I read it was they would like to be more involved. Not necessarily that they want us to be consulted in such a way as to add time to the process. Somewhat like the way I read the policy side of that was they want to know how they could amplify the policy positions once they were made because they felt like the policy engagements were valuable and so working with them to amplify them would be sort of a post-facto engagement. Similarly, I was seeing this engagement as the action plans come to fruition, you get to a point in the action plan where you know what you're going to do and then say, "Okay, we've established what the priorities are. We know what the staff activity is going to be. Now we're going to go to OMAC and say this is what the staff activity is going to be. How can you amplify it and bring it to them as an action item rather than as a consultative step that prevents your action?" That's the way I was hoping it would go forward.

>> LUIS MARTINEZ: Luis, again. I also will think like an invitation rather than a new duty. Just taking their willingness to participate more in the whole community. Thank you.

>> ROBERT PEPPER: Yep, that was my interpretation as well. But I also think it would - might be useful for you and Ted just to have a meeting with the chairs just to confirm that. I don't - I at least didn't interpret it as wanting to add to a process.

>> TED HARDIE: Okay, so Andrew are you happy for me to take the action to set up a meeting for you, me, and the chairs and we'll discuss this more -

>> ANDREW SULLIVAN: Sure.

>> TED HARDIE: -- in depth then with the idea that what we'll be offering is saying, "Okay, when the action plan has reached a point of having established what the staff activity is we'll reach out to you to figure out how you can amplify it." Does that...?

>> ANDREW SULLIVAN: Yeah.

>> TED HARDIE: Okay. I think that probably works. Kevin, could you put the agenda back up again? So I fear that at this point, what you see in front of you is my terrible time planning because it looks like by assigning 15 minutes to each one of the different committee reports - none of which took more than three - we now have quite a lot of time that we're recovering back. So I guess I'm looking at this and am I reading it correctly that we would actually be able to recess now until tomorrow? Okay. So I guess I will ask the trustees if there's any other business for the good of the order in the most obvious way that if there was something you've been meaning to talk to us for an hour about now is really your chance. Although at this point, I don't promise to keep Robert Pepper awake since it's quite late where he is and it would be an unannounced agenda item. Is there anything else for the good of the order?

>> JON PETERSON: I just wanted to thank you Ted for the way that you opened the session and what you had to say.

>> RICHARD BARNES: Here here.

>> TED HARDIE: Well, thank you for the support and I'm sure we are all thinking along the same lines.

>> ROBERT PEPPER: Along those lines, I also wanted to thank Andrew for what he has said as well over the last several weeks. I think that the position that the Internet Society has taken and frankly extremely important. But Ted, the way you've framed it was actually very poetic in parts and very moving, so thank you.

>> LUIS MARTINEZ: I would like to comment that the - it sounds very good what you read. It will be nice to have a copy of that. It is very sensible and very politically correct words and also to share that the - within the chapters there has been a discussion also about some position in regarding the situation and currently there is a formal statement coordinated by staff which sounds also promising and supporting Andrew's position that he has expressed. So I think we are in the same route and

we have common positions. Even in organizations outside ISOC, they go into the same - I'm still worried about these people that claim that Russia should be expelled from the - or disconnected, which is a very radical and very improbable situation. But I think we have been providing the right position and the neutrality that we are supposed to have. Thank you.

>> TED HARDIE: Thanks, and when the chapters have done with their statement, please make sure we have a chance to commend them on that. Thanks.

>> LUIS MARTINEZ: Sure.

>> TED HARDIE: Okay. With that, thank you all, and we'll see you tomorrow. For those of you in Europe, I'll remind you that there's a time change. So it will be a different time of day, although the same time according to coordinated universal time. Thanks. See you tomorrow.

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