

ISOC Document

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## INTERNET SOCIETY

### Joint meeting of the Board of Trustees of the Internet Society, the IESG and the IAB

30 September 2004

Minutes by Scott Bradner & Geoff Huston (with help from Sally Floyd)

Members of the ISOC Board of Trustees, the IESG and the IAB met in Dulles Virginia on 30 September 2004.

The following members of the ISOC Board of Trustees, the IESG and the IAB were present at the meeting:

Harald Alvestrand (IETF Chair),  
Rob Austein (IAB),  
Fred Baker (ISOC BoT Chair),  
Steve Bellovin (IESG),  
Steve Crocker (ISOC BoT),  
Leslie Daigle (IAB Chair),  
Rosa Delgado (ISOC BoT),  
Patrik Faltstrom (IAB),  
Bill Fenner (IESG),  
Sally Floyd (IAB),  
Ted Hardie (IESG),  
Bob Hinden (IAB),  
Scott Hollenbeck (IESG),  
Russ Housley (IESG),  
Geoff Huston (IAB - via telephone)  
David Kessens (IESG),  
Allison Mankin (IESG),  
Veni Markovski (ISOC BoT),  
Desiree Miloshevic (ISOC BoT),  
Thomas Narten (IESG),  
Jon Peterson (IESG),  
Pete Resnick (IAB),  
Glenn Ricart (ISOC BoT & Treasurer),  
Jonathan Rosenberg (IAB),  
Lynn St. Amour (ISOC President),

Margaret Wasserman (IESG and ISOC BoT),  
Bert Wijnen (IESG),  
Alex Zinin (IESG)

Also present were:

Scott Bradner (ISOC BoT Secretary),  
Ed Juskevicius (Facilitator)  
Carl Malamud (Consultant - via telephone)

## **Proposed Agenda:**

9:00: Start  
9:15: Intros.  
9:30: ISOC Overview.  
10:00: Q&A, Discussion  
10:30: IETF Admin. Restructuring  
12:20: Report on IETF Poll.  
12:30-1:30: lunch.  
1:30: IETF (continued)/Next Steps  
2:30: Wrap-up, formal close.  
3:00: Adjourn

## **0. Start**

The meeting was called to Order by Ed Juskevicius at 9:01am. Ed welcomed the group and introduced himself. He said that he would be the meeting facilitator. He also reviewed the agenda.

## **1. Introductions**

Fred Baker also welcomed the group. He mentioned that he requested the meeting because he felt that the ISOC board has had some communications issues with the IESG & IAB. He expressed the hope that this meeting would overcome these problems.

Harald Alvestrand said that he and others were trying to fix the administrative problems currently being experienced by the IETF.

Leslie Daigle noted that we are at an important point in IETF restructuring efforts and we need to figure out what to do next. She wanted to use today's meeting to get over some rough spots.

Lynn St. Amour said that she agreed with the other welcoming statements. She also said that the ISOC wanted to continue to help the IETF as the ISOC had been doing for a while now.

Ed Juskevicius asked if anyone had any agenda items.

- It was suggested to add a discussion of the results of the IETF Scenario C vs Scenario O poll that concluded this morning. That topic was added to the agenda after the presentations about Scenario C & Scenario O.

- Lynn St. Amour suggested adding a discussion of the ISOC Fiscal Year. That topic was added to the agenda.

## 2. Overview of ISOC

Glenn Ricart presented an overview of ISOC. ([See slides](#))

By 1991 Larry Landweber have been running a series of international academic networking workshops to introduce the Internet and Internet technology for the past 5 years. At the same time there was concern that the IETF needed a legal home that more accurately reflected its international nature.. The ISOC was formed in 1992 to provide the IETF domicile, and to continue the workshops. Today ISOC is headquartered in Reston Va and in Geneva Switzerland, has an annual budget of about \$3.5million, 10 FTEs worth of employees (5 of which are located in Switzerland) and the current CEO and President is Lynn St. Amour. Budget support came mostly from organizational membership dues and from the Public Interest Registry (the operator of .org) with some small amount of funds coming from paid individual members.

The ISOC mission statement is "To assure the open development, evolution, and use of the Internet for the benefit of all people throughout the world." The basic purposes of ISOC are as stated in Section 3 of the ISOC [Articles of Incorporation](#). ([RFC 2134](#))

ISOC currently has some 19,000 individual (free) members, just under 200 paid individual members, and 120 organizational members. Organizational members include vendors, networks, Regional Internet Registries (RIRs) and a variety of other organizations. ISOC also has 88 chapters around the world. The ISOC has also commenced a class of professional individual members but has not yet started to advertise the fact. It was noted that, in addition to CEO and President Lynn St. Amour, ISOC Officers included James Galvin (VP Chapters) and Mike Nelson (VP Public Policy). The terms of Trustees are 3 years, He also showed a list of the current ISOC with a third of the board slots up each year.

The presentation covered the key ISOC activities, which are separated into three pillars - standards, education and policy. This separation is an accounting procedure adopted for budgetary clarity.

The standards pillar consists of ISOC's support for the IETF. While ISOC has played a supporting role for the IETF since 1992, it was the IETF's Poised process in 1996 that formulated the position that ISOC was the organizational home for the IETF. This process scripted ISOC for a number of specific IETF-related duties including appointing the chair of the IETF Nominations Committee (nomcom), approving the slate of IAB candidates produced by the nomcom and acting as the final step in the IETF appeals process for certain types of appeals. In addition, the ISOC provides funding support for the RFC Editor (at the direction of the IAB), support for IAB phone calls, discretionary funds for the IETF and IAB chairs, insurance to cover individual liability in relation to IETF activities for certain roles within the IETF, and, most recently, specific funds to support the IETF administrative restructuring activities (including funding for Carl Malamud, who was hired as a consultant at the direction of the IETF and IAB chairs). Funding this year includes \$US600K for the RFC Editor, \$US100K for

discretionary funds, including insurance and IAB support and \$US709K for the administrative restructuring activities.

The Chair of the ISOC Board, Fred Baker, indicated that ISOC was committed to funding what IETF says it needs and delegate the management of the funds to a management framework as defined by the IETF.

Glenn's presentation covered ISOC's public policy and education activities. The aim of ISOC's public policy work is to provide policy-related information with technical considerations and perspectives to policy makers. The ISOC education effort grew out of the Landweber Workshops and has included 18 Network Training Workshops around the world in 4 different languages, a workshop resource center, 11 iNET conferences in 9 different countries, the annual NDSS symposiums, recent ccTLD and IDN workshops and 85 member briefings and tutorials to date. ISOC member and chapter services include a monthly newsletter, a daily Internet report, 5 discussion groups, an informational website and 14 member surveys to date that help the ISOC in the public policy process.

The Public Interest Registry (PIR) (operator of .org) is separately incorporated from ISOC. ISOC is its sole member and appoints the Board of the PIR. The Board members are individuals, and no serving ISOC Trustee is currently on the Board of the PIR. The ISOC CEO is an ex-officio member of the PIR Board. The ISOC CEO, Lynn St. Amour, noted that the PIR model was not one that had been considered for an IETF/ISOC relationship. since the IETF would need to be far more autonomous. PIR currently manages some 3 million domain name registrations. PIR operating surplus funds come to the ISOC to be used for public service purposes consistent with the agreement with ICANN that awarded the .org contract to PIR. PIR's current contract with ICANN runs to 2008.

Glenn then mentioned that the ISOC Board of Trustees had been in a strategic retreat for the past two days and that the one of the topics was ISOC's priorities. It was noted at this retreat that ISOC's priorities should be:

1. support for the IETF,
2. policy and education with a clue for technical audiences and separately for public policymakers, and
3. empowering ISOC chapters.

The Chair of the ISOC Board, Fred Baker, then discussed the way the ISOC controls work on projects. He mentioned that the ISOC budget has three pillars: standards, education, policy. For the period 2000-2003 ISOC has not had a large pool of resources to support various activities, and only the primary obligations received funding. It was expected that with the PIR-based revenue stream there is funding for more ISOC activities. From the ISOC point of view the highest priority activities were the funding for the RFC Editor and other IETF support activities. The operation of this arrangement are that the IAB works with the RFC Editor to develop a work plan and the ISOC funds the RFC Editor according to a contract based on this statement of work. Additional ISOC funded activities for 2004 and in following years include enhanced capability projects, such as

a membership management system as infrastructure to support policy and education.

For IETF administrative restructuring, ISOC allocated \$US709K at the request of the IETF and IAB Chairs, supported by the ISOC Board. The activity is the engagement of a consultant to undertake further work on the IETF restructuring effort. Carl Malamud was subsequently hired as the consultant. This position is funded by ISOC, but takes direction from the IETF & IAB Chairs. Fred Baker said that he expected that the existing process will continue to be followed in the future, with the general framework that ISOC will develop and manage the education and policy work and the IETF will request funding for IETF activities and manage the funds the ISOC provides.

There was then a discussion of the selection process for the ISOC Board of Trustees. The IETF names 3 trustees, ISOC's organizational members name 6 trustees and ISOC chapters name 3 trustees. Currently the board has 2 vacancies. An ISOC nominations committee develops a slate of candidates for presentation to the organizational members and the chapters. There is a petition process that can add further names to the slate of candidates. When the number of paying professional members reaches 500 (not likely this year) the nominations committee will also develop a slate of candidates from which the professional members will select one board member each year up to a total of 3 after 3 years. The size of the Board will increase to accommodate this growth. It was noted that both the IETF and organizational member Board selections would tend to feel that support for the IETF was an important IETF mission because of their involvement with the IETF or the Internet. Veni Markovski and others mentioned that many of the ISOC chapters were also strong supporters of the IETF.

### **3. IETF Administrative Restructuring**

Leslie Daigle introduced the scenarios relating to administrative restructuring currently being considered by the IETF. She described the process that produced RFC 3716 and Carl's draft. It was reported that the discussion since the San Diego IETF meeting has mostly been on the ietf mailing list, in public. That discussion had concentrated on two basic frameworks for restructuring, as a refinement of the four presented in the consultant's draft report. These two frameworks were described in separate messages to the IETF list under the names "Scenario C" and "Scenario O". A poll was run on the IETF list asking people to select which of the scenarios they preferred or if they did not want to indicate a preference. It was reported that the poll indicated a strong preference for Scenario O among those who responded. In the context of this meeting it was considered to be useful to present both scenarios in order to appreciate the motivations and line of thought behind these scenarios, and to help us to move forward.

Harald Alvestrand noted that he is often asked: "What problem are we trying to solve?" His response is to point out [RFC 3716](#), as the scope of the activity is sufficiently broad that it cannot be encapsulated in a single sentence. He expressed the view that both scenarios appeared to be workable and neither appeared to have gaping holes, but that the IETF was missing some input from ISOC. At some point ISOC needed to say what ISOC required in an ISOC / IETF relationship. For example, if ISOC

funds an activity, ISOC may wish to have to have a certain amount of insight into the conduct of that activity, or may wish to understand the current and future funding needs of that activity, and the impact of that activity on ISOC's fund raising programs, and the manner in which ISOC needs to maintain fiscal responsibility and consistency with its not-for-profit status under US taxation law. No specific response was being sought at this instant, but it was noted that in the context of developing a framework for the IETF's administration activities this would require some further thought and response.

### **3.1 Scenario C**

Bert Wijnen presented an overview of Scenario C to the meeting. ([See slides](#)) Scenario C proposed a structural model that fully disconnected fund raising and standards activities. It was not thought that Scenario C changed the IETF/ISOC relationship, in that it aimed for a continued strong relationship based on a regularly renewed agreement. Scenario C assumes at the outset that the IETF is a standards activity organized under the auspices of ISOC, and this relationship would remain essentially unchanged. Some existing administrative functions may be impacted over time. It may be a future option to channel RFC Editor funding through the new entity, for example. This was not seen to be an immediate requirement. The aim of Scenario C is a continued strong relationship with ISOC, with a well defined entity that arranges the IETF's administrative needs, The proposed body, the IETF Administrative Support Foundation (IASF). is a vehicle for administrative support of IETF. This is proposed as a limited base that includes the data tracker, secretariat service contracts, contract tools, documentation process and would be the holder of the "IETF way of doing things".

Scenario C assumes 1 employee to manage the activity and a lot of outsourcing to external entities. This is not altogether much different to Scenario O with the exception of organizational definition as a distinct entity. The IASF has a BoT with accountability to the IETF. ISOC continues to operate the fund raising activity. Also a well defined clearly documented roles responsibilities and interface between IETF, IASF and ISOC.

### **3.2 Discussion**

The meeting was informed of the results of an internal IESG/IAB survey in which 6 of the 26 IAB and IESG members responded. The results showed that the responders did not think there was much difference between Scenario C and Scenario O in meeting a set of requirements in most cases. The responders saw some difference in favor of Scenario C in having less risk for long term complications, a clearer accountability to IETF, a clearer authority when giving directions, and a better split fundraising/spending.

In the ensuing discussion the concept of a "pre-nuptial agreement" that dealt with the possibility of a future breakup of the IETF/ISOC relationship was brought up. A number of people thought that such a thing would be a good idea. Lynn St. Amour noted that an exit clause is one component of a pre-nuptial agreement, but not the only one.

Ted Hardie then reported on some lessons that he learned from his dissertation research about emigration applicants. He concluded that

people who focussed on where they were try to get to were more successful than people who focussed on what they were trying to leave, and indicated that this should be a useful method of considering these scenarios.

### **3.3 Scenario O**

Leslie Daigle and Margaret Wasserman then presented Scenario O. ([see slides](#))

Scenario O attempted to set up a pre-nuptial agreement in many areas. It was considered important that the IETF needs ISOC input to determine how to meet the IETF's administrative needs, that it needs to know that it will actually receive enough funding for the agreed set of activities and the scope of each activity, and wants to have ultimately responsibility for judging whether the IETF needs have been met. One principal goal in this scenario was a continued close relationship with the ISOC and another was a continued separation between administrative support of the standards activity and fund-raising. The presenters noted that they appreciated that ISOC needed an appropriate level of oversight on how its funds were used.

Scenario O included a largely IETF-selected committee (IAOC) to oversee the IETF administrative support activity. This committee would be directly responsible to the IETF community. Scenario O also included an IETF Administrative Director (IAD) who would be the ISOC staff person responsible for carrying out the IETF administrative support activity.

It was represented that Scenario O avoided the costs and risks of setting up a new corporation. Scenario O did present some risks including a potential for unclear separation, or line of control for staff (e.g., the IAD doesn't know which authority to follow), or that ISOC gets unavoidably distracted elsewhere and the ISOC and IETF evolving in different directions. The presenters noted that these last two risks were also present in Scenario C and that these risks have mitigations including a clearly defined separation of responsibilities. There was a need for clarity of responsibility, and a workable system in any scenario.

The presentation included a straw work plan for moving forward that is based on using the IETF BCP process to ensure IETF consensus before moving forward.

### **3.4 Discussion**

Leslie and Margaret represented Scenario O as being somewhere between the current situation of non-transparency of activities undertaken internally within ISOC and the full separation of Scenario C. They felt that Scenario O could be fully accountable to the IETF community and would bolster the relationship between the IETF and ISOC.

## **4. Overall Considerations**

Ed Juskevicius facilitated a discussion of the issues raised by the presentations and asked what needed to happen by November 2004.

After a short discussion of the risk differences between the scenarios, in which it was clear that people felt that there were differences in risks but it was hard to detail them, Harald Alvestrand asked the question he had brought up earlier in the day: "What are the ISOC's requirements on the total IETF/ISOC function and how do they relate to today's conversation?"

In the ensuing discussion a number of people said that one of the factors ISOC uses in fundraising was ISOC's relationship to, and support of, the IETF and that a separate IETF-related organization would confuse the issues and might weaken the perception of the ISOC's mission. A number of people also said that Scenario C would be seen as increasing the distance between the IETF and the ISOC and that any increase in the apparent distance would hurt the ability of the ISOC to influence governments and policy makers. Others felt that Scenario C would not be all that different than the current situation where CNRI/Foretec is performing the IETF's administrative functions. It was also pointed out that few observers outside of the IETF, and possibly not many within the IETF would understand the difference between incorporating an organization to support the administrative functions of the IETF and incorporating the IETF itself, and in the case of Scenario C most people would assume the latter.

Most people felt strongly that there needed to be a clear separation between any fundraising effort and the IETF standards process. The question was raised of why should all the money flow through the ISOC. Lynn St. Amour said that multiple organisations attempting to 'sell' sponsorship of the IETF is a disastrous model. She said that, in order to be successful in fundraising, one needed a clear message, a clear method of support and a clear line of funding.

## 5. Next Steps

Harald Alvestrand then asked the meeting what steps would be needed to get us from where we are now to the point of ISOC signing contracts with service providers if we were to assume Scenario O.

It was pointed out that Scenario O included a roadmap that included the development and approval of a BCP, the selection of the oversight group, which would then begin a search for the IETF Administrative Director. It was also pointed out that there needed to be an ongoing dialogue with CNRI and Bob Kahn during this process.

The view was expressed that an IETF BCP document would not necessarily be binding on the ISOC Board of Trustees. It was noted that such a document would also need to be adopted by the ISOC Board of Trustees by a formal motion of resolution and vote of acceptance, and in such a case the document would be binding on ISOC. A suggestion was made for ISOC to add language to the ISOC [By Laws](#) or the [Articles of Incorporation](#) as a stronger form of resolution, as these basic instruments require a super majority to adopt and subsequently change. The proposal of altering the basic instruments of ISOC's identity and procedures to underline the role of ISOC in relation to support of the IETF is to be considered further as a possible option here. **Pete Resnick** took an **action item** to consider this possibility in further detail and to propose specific language. Legal advice may be needed in the context of this activity.

In terms of immediate actions, Harald Alvestrand noted that the IESG and IAB needed to quickly agree on a recommendation to the IETF community to reduce the fears and uncertainties that were currently being felt about the future of the IETF. Others pointed out that the recommendation needed to include a plan of action and that the recommendation needed to go through an IETF Last-Call to be sure of the level of IETF consensus.

There was a general feeling in the room that there was support for proceeding on the basis of Scenario O, as at the least, as an interim base for proceeding with related administrative restructuring activities.

The meeting concluded at 2:56pm