

IETF Administration LLC

Board Director Role

The Internet Engineering Task Force Administration LLC ("IETF LLC") provides a corporate legal framework for facilitating current and future activities related to the IETF as well as its sister organizations, the Internet Architecture Board ("IAB") and the Internet Research Task Force ("IRTF"). IETF LLC exists to provide administrative support to these organizations. Its responsibilities are:

- Operations. IETF LLC is responsible for supporting the ongoing operations of the IETF, including meetings and non-meeting activities.
- Finances. IETF LLC is responsible for managing the IETF's finances and budget.
- Fundraising. IETF LLC is responsible for raising money on behalf of the IETF.
- Compliance. IETF LLC is responsible for establishing and enforcing policies to ensure compliance with applicable laws, regulations, and rules.

Relation to the Internet Society

IETF LLC is organized as a “disregarded entity” of the Internet Society ("ISOC"), which means it operates as a branch or division of ISOC for tax purposes. ISOC is a US 501(c)(3) not-for-profit organization founded in 1992 that supports and promotes the development of the Internet as a global technical infrastructure, a resource to enrich people’s lives, and a force for good in society.

IETF LLC Board Overview

All board directors are unpaid volunteers.

The board is responsible for setting broad strategic direction for IETF LLC on administrative, legal, financial and other non-technical areas. The board is responsible for hiring and supervising an Executive Director. The Executive Director is responsible for managing the day-to-day affairs of IETF LLC, including hiring staff to carry out the LLC’s responsibilities.

The board’s other responsibilities include adopting an annual budget, adopting employee benefit plans, consulting the IETF community on matters as appropriate, and approving entering into agreements that meet a significant materiality threshold. Ideally, some board directors are positioned to play an active role in helping to secure financial resources for the IETF and to leverage personal connections that help the staff identify and solicit potential funders. The board’s work is high-level and strategic; the board is expected to delegate management of day-to-day activities and related decision-making to staff.

Candidate Experience

Ideal candidates for the role of board director should have prior professional experience with:

- Executive management, compensation, and performance review;
- Financial management and budgeting on a seven-figure scale;
- Working with legal counsel to address organization-related legal and compliance issues;
- Fundraising in the non-profit sector;
- Working with geographically and culturally diverse colleagues and populations;
- Communicating with a variety of audiences to build support for the mission of the IETF or a similar organization.

Preference may be given to candidates with non-profit or corporate board experience and/or experience with the IETF or other similar technical or standards development organizations.

It seems unlikely that each candidate will bring all of this experience individually. Thus, the NomCom may wish to focus on selecting directors with complementary skills and experience.

Candidate Requirements

Requirements for the role of board director include:

- Taking on legal and fiduciary responsibility for IETF LLC.
- Familiarizing him/herself with the IETF's mission, history, structure, and culture.
- Traveling to board meetings multiple times per year. The number of meetings per year, their locations, decisions about co-locating them with IETF meetings, and availability of travel funding will be decided at the board's discretion with input from the IETF community.
- Attending regular conference calls, potentially in different time zones outside of normal business hours.
- Preparing for board meetings and calls in advance and actively participating in board discussions.
- Making heavy use of email and other online communications tools as key means for advancing the work of the board and conversing with staff and IETF participants.
- Operating transparently and engaging openly with the IETF community and staff.
- Acting in compliance with all applicable laws, regulations, and board policies.

It is anticipated that board directors will spend an average of four hours per week on the board's work.