      Proposed Structure of the IETF Administrative Support Activity (IASA),
                    Version 2.0 (for Discussion)
                     draft-hall-iasa2-struct-00

Abstract

   The IETF Administrative Support Activity (IASA) was originally
   established in 2005. In the intervening years, the needs of the IETF
   have evolved in ways that require changes to its administrative
   structure. The purpose of this document is to spur discussion by
   outlining some details of what an "IASA 2.0" arrangement could look
   like. The proposal is for the execution of the IETF's administrative
   and fundraising tasks to be conducted by a new administrative
   organization ("IETFAdminOrg"). The IAOC would be eliminated, and its
   oversight and advising functions transferred to the IETFAdminOrg
   board and a new IETF Administrative Advisory Council, respectively.

Status of This Memo

   This Internet-Draft is submitted in full conformance with the
   provisions of BCP 78 and BCP 79.

   Internet-Drafts are working documents of the Internet Engineering
   Task Force (IETF). Note that other groups may also distribute
   working documents as Internet-Drafts. The list of current Internet-
   Drafts is at https://datatracker.ietf.org/drafts/current/.

   Internet-Drafts are draft documents valid for a maximum of six months
   and may be updated, replaced, or obsoleted by other documents at any
   time. It is inappropriate to use Internet-Drafts as reference
   material or to cite them other than as "work in progress."

   This Internet-Draft will expire on September 6, 2018.

Table of Contents

1. Introduction

The IETF Administrative Support Activity (IASA) was originally
established in 2005 [RFC4071]. In the intervening years, the needs
of the IETF have evolved in ways that require changes to its
administrative structure. [I-D.haberman-iasa20dt-recs] discusses the
challenges facing the current structure as well as several options
for reorganizing the IETF's administration under different legal
structures. [ML-memo] further outlines the legal details of various
options, including three options - an independent 501(c)(3)
organization, a 501(c)(3) Type 1 supporting organization of ISOC, and
an LLC that is a disregarded entity of ISOC - that would entail
setting up a new organization to house the administration of the
IETF. This document outlines one way that such an organization could
be structured and describes how the organization could fit together
with existing and new IETF community structures. In this document
the new administrative organization is known as IETFAdminOrg.

The purpose of this document is to spur discussion by outlining some
details of what an "IASA 2.0" arrangement could look like. Some of
the details of the organizational structure are dependent on the
choice of legal structure, but others are not. While community
discussion of the legal structure continues, the point of this
document is to get community input about organizational approaches to

solving some of the challenges identified in
[I-D.haberman-iasa20dt-recs]. Ultimately, if the IETF community
decides to make changes to IASA, those changes will need to be
documented in an update to or replacement of RFC 4071.

In brief, the proposal in this document is to transfer most of the
responsibilities that RFC 4071 currently assigns to the IAD and ISOC
to the newly created IETFAdminOrg. The IAOC would be eliminated, and
its oversight and advising functions transferred to the IETFAdminOrg
board and a new IETF Administrative Advisory Council ("the AC"),
respectively. It would be the job of IETFAdminOrg to meet the
administrative needs of the IETF. It would be the job of the AC to
provide any advice that the IETFAdminOrg needs from an IETF community
perspective. And it would be the job of the IETFAdminOrg board to
ensure that IETFAdminOrg is meeting the needs of the IETF community.

Eliminating the IAOC means that there will need to be another way for
trustees to be appointed for the IETF Trust. The details of how this
is done are for further work.

The proposal in this document is depicted visually in [Diagrams]
showing the IETF Trust and [Diagrams-no-trust] not showing the IETF
Trust.

The document does not propose any changes to anything related to the
oversight or steering of the standards process as currently conducted
by the IESG and IAB, the appeal chain, the confirming bodies for
existing IETF and IAB appointments, or the IRTF.

If the community decides to make changes to IASA along the lines
sketched out in this document, normative changes to IETF processes
will need to be documented in an RFC. Additional legal documents
(e.g., articles of incorporation, bylaws, operating agreements)
relating to the legal entity would provide the official, legal
definitions of processes, roles, etc. Section 5 sketches some
initial thoughts about transition; publishing a detailed transition
plan would likely also be useful.

2. Differences from IASA 1.0

o The IAOC and IAD roles defined in RFC 4071 would be eliminated.

o The ISOC and IAD responsibilities described in RFC 4071 would be
   assigned to a new organization, "IETFAdminOrg." The legal
   structure of this entity is to be determined.

o The corporate board of IETFAdminOrg would assume the oversight
   responsibilities of the IAOC.

o A new IETF Administrative Advisory Council ("the AC") would be
   established, which would assume the advisory responsibilities of
   the IAOC.

3. IETFAdminOrg

3.1. Responsibilities

IETFAdminOrg would be established to provide administrative support
to the IETF. It would have no authority over standards development
activities.

The proposed responsibilities of the IETFAdminOrg are listed below.
Whether these responsibilities would be carried out by staff,
contractors, community volunteers, or a mix would be at the
discretion of the Executive Director and his or her staff (see
Section 3.3). The responsibilities are:

o Operations. The IETFAdminOrg is responsible for supporting the
   ongoing operations of the IETF, including meetings and non-meeting
   activities.

o Finances. The IETFAdminOrg is responsible for managing the IETF's
   finances and budget.

o Fundraising. The IETFAdminOrg is responsible for raising money on
   behalf of the IETF.

Housing these responsibilities at IETFAdminOrg is designed to address
the problems described in Sections 3.1.1., 3.1.2, and 3.1.3 of
[I-D.haberman-iasa20dt-recs] concerning lack of clarity around
responsibility, representation, and authority. By having
IETFAdminOrg manage the IETF's finances and conduct the IETF's
fundraising, confusion about who is responsible for representing the
IETF to sponsors and who directs the uses of sponsorship funds could
be reduced or eliminated. Having IETFAdminOrg reside in a legal
entity and take responsibility for operations would allow the org to
execute its own contracts without the need for further approvals from
ISOC.

The IETFAdminOrg would be expected to conduct its work according to
the following principles:

o Transparency. The IETFAdminOrg would be expected to keep the IETF
   community informed about its work and to engage the community and/
   or the AC, as appropriate, to obtain community input.

o Responsiveness to the community. The IETFAdminOrg would be
   expected to act consistently with the documented consensus of the
   IETF community, to be responsive to the community's needs, and to
   adapt its decisions in response to community feedback.

o Diligence. The IETFAdminOrg would be expected to act responsibly
   so as to minimize risks to IETF participants and to the future of
   the IETF as a whole.

The transparency and responsiveness principles are designed to
address the concern outlined in Section 3.3 of
[I-D.haberman-iasa20dt-recs] about the need for improved timeliness
of sharing of information and decisions and seeking community
comments. There is a need for agreement between the IETF community
and the IETFAdminOrg about the where to draw the line between
community's need for information and the need to keep some business
and personnel data confidential. The devil here is in the details
and it would be expected that one of the first tasks for the
IETFAdminOrg Executive Director would be to document how IETFAdminOrg
would engage with the community and to vet that proposal with the
community.

3.2. Board Formation and Responsibilities

The IETFAdminOrg board would be responsible for conducting oversight
of IETFAdminOrg's execution of its responsibilities, as described in
Section 3.1. This responsibility entails a number of concrete
functions analogous to those currently preformed by the IAOC:

o To hire, fire, and review the performance of the Executive
   Director of IETFAdminOrg.

o To provide high-level direction for the Executive Director's work.

o To ensure that IETFAdminOrg has the financial and business
   stability that it needs to be able to meet the needs of the IETF,
   including approving an annual budget proposed by the Executive
   Director.

o To ensure that IETFAdminOrg is run in a manner that is transparent
   and accountable to the IETF community.

The board would be purely an oversight body. Its responsibilities
would be limited to those listed above. It would not conduct any of
the IETF's administrative work.

The role of the IETFAdminOrg board would be to ensure that the
strategic orientation of IETFAdminOrg is consistent with the IETF's

needs - both its concrete needs and its needs for transparency and
accountability. The board is not intended to represent the IETF
community in defining the IETF's needs; to the extent that is
required, the IETF community should document its needs in consensus
RFCs (e.g., as the community is aiming to do in
[I-D.ietf-mtgvenue-iaoc-venue-selection-process]) and provide more
detailed input via the Advisory Council.

The description below outlines one way in which the board of
IETFAdminOrg could be populated. The specific details are less
important than the goals motivating this particular formulation,
discussed below. Depending on the legal structure of IETFAdminOrg,
some or all board seats may need to be appointments made formally by
ISOC [ML-memo], however it may be possible to encourage or require
ISOC to appoint people on the basis of recommendations from the IETF
by establishing an operational agreement between IETFAdminOrg and
ISOC. Thus the details of any proposed board structure may be
refined depending on the legal structure that is chosen; the proposal
below could just as easily be a framework for having the IETF
recommend board members as it could be for having the IETF actually
appoint them.

The proposed structure of the board of IETFAdminOrg consists of five
people:

o The IETF Chair

o One member selected by the IETF NOMCOM

o One member selected by the ISOC board of trustees from among the
   ISOC trustees appointed by the IAB

o Two members selected by the board itself

The goal of this structure is to balance the need for IETFAdminOrg to
be accountable to the IETF community with the need for this board to
have the expertise necessary to oversee a small corporation. The
first three seats listed above are all selected by the IETF
community, via NOMCOM and the IAB. The two board-selected seats are
there so that the board can bring in members with specific experience
or skills in non-profit management and finance needed to complement
the IETF-selected members.

The board is smaller than the current IAOC and the other leadership
bodies of the IETF. Part of the motivation for keeping the board
small is to keep the board focused on its rather limited set of
tasks.

This board structure, together with the staffing proposal below, is
designed to overcome the challenges described in Section 3.1.4 of
[I-D.haberman-iasa20dt-recs] concerning oversight. It establishes a
clear line of oversight over staff performance: the board oversees
the Executive Director's performance and has actual legal authority
to remove a non-performing Executive Director. The Executive
Director is responsible for the performance of the IETFAdminOrg.

Finally, the board would be expected to operate transparently, to
further address the concern raised in Section 3.3 of
[I-D.haberman-iasa20dt-recs]. As with the IETFAdminOrg, the board
would need to establish up front how it would fulfill this commitment
and how and when it would inform the IETF community about its
actions. These commitments and procedures embodying them could be
encoded in the board's governing documents (e.g., bylaws).

Note also that the board formation rules of IETFAdminOrg would be
defined in its corporate documents, e.g., its articles of
incorporation and bylaws.

On a small board, board member term lengths and appointment cycles
need some careful thought to ensure some continuity on the board and
to account for external term limits and appointment cycles of the
IETF Chair and the ISOC trustees. One way to arrange this would be
to have the IETF Nomcom-appointed member's term be two years and
shifted a year from IETF Chair's term. Setting the term for the ISOC
trustees-selected member to two years would provide some additional
continuity. The two members appointed by the board itself should
have terms that do not both end at the same time.

3.3. Staffing

IETFAdminOrg would be led by an Executive Director chosen by the
board. The Executive Director would determine what other staff and
contractors are required by IETFAdminOrg. Allowing for the division
of responsibilities among multiple staff members and contractors
should hopefully address some of the concerns raised in Section 3.2
(Lack of Resources) and Section 3.4 (Funding/Operating Model Mismatch
and Rising Costs) of [I-D.haberman-iasa20dt-recs].

Based on the amount of work currently undertaken by the IAD and
others involved in the IETF administration who are not currently in
contracted roles, it is anticipated that the Executive Director would
hire multiple additional staff members. For example, there will
likely be a need for dedicated staff to manage fundraising, to manage
the various contractors that are engaged to fulfill the IETF's
administrative needs, and to support outreach and communications.

The IETF currently benefits from the use of contractors for
accounting, finance, meeting planning, administrative assistance,
legal counsel, tools, and web site support, as well as other services
related to the standards process (RFC Editor and IANA). The IETF
budget currently reflects specific support from ISOC for
communications and fundraising as well as some general support for
accounting, finance, legal, and other services. The division of
responsibilities between staff and contractors would be at the
discretion of the Executive Director and his or her staff.

The IETF has a long history of community involvement in the execution
of certain administrative functions, in particular development of
IETF tools, the NOC's operation of the meeting network, and some
outreach and communications activities conducted by the EDU and
Mentoring Directorate. The IETFAdminOrg staff would be expected to
respect the IETF community's wishes about community involvement in
these and other functions going forward as long as the staff feels
that they can meet the otherwise-stated needs of the community.
Establishing the framework to allow the IETFAdminOrg to staff each
administrative function as appropriate may require the IETF community
to document its consensus expectations in areas where no
documentation currently exists (see Section 5).

4. IETF Administrative Advisory Council (AC)

The AC is proposed to advise the staff of IETFAdminOrg about how
their work can best support the IETF. If the staff and contractors
find it desirable, the AC may also advise the contractors.

The AC is conceptualized as a body of IETF community members who can
serve as a sounding board in situations where the IETFAdminOrg staff
or contractors need to gauge community opinion or have questions
about how administrative decisions might be viewed by the IETF
community. For major administrative decisions, the IETFAdminOrg
could be required to consult with the AC to gauge community opinion
prior to deciding. Major administrative decisions might include the
selection of a meeting venue or the award of a contract in excess of
a certain fraction of the annual IETF budget.

The AC would not have decisional authority, but the process for the
IETFAdminOrg to engage the AC would be documented, and the
IETFAdminOrg would be expected to inform the community about how AC
input was incorporated into its decision-making. A requirement to
provide this kind of information could be included in the
IETFAdminOrg bylaws. The oversight responsibilities of the
IETFAdminOrg board would include ensuring that the IETFAdminOrg was
complying with documented processes, and generally maintaining an

appropriate level of engagement with the AC and the broader
community.

For other more minor administrative decisions, there would be no
requirement that the staff consult the AC about any particular
decision, but there would be the expectation that the staff could
consult the AC whenever they felt it necessary.

The virtue of the AC would be that for matters where the staff feels
confident that they understand the community's desires and direction,
they could execute their tasks without additional delays or
approvals. For matters where they are unsure, they could seek
opinions from the AC before proceeding. And for major decisions
there would be a well-defined process for the IETFAdminOrg to
understand a community perspective. The AC could also provide advice
about situations where bringing a proposal or decision to the full
IETF community for discussion would be warranted. It would be the
staff's responsibility to bring those proposals to the community and
manage those discussions, however.

(TODO - How is it formed? And how to deal with the likely need for
the AC to review confidential information?)

5. Transition Considerations

Conducting a transition as envisioned in this document would
encompass many different aspects and would require action from the
IETF community, the IAOC, the IAD, ISOC, the newly hired IETFAdminOrg
Executive Director and staff, and newly appointed IETFAdminOrg board
members. This document sketches some thoughts on the subset of tasks
that would entail some IETF community involvement or review (as
opposed to, say, the transfer of administrative assets).

There are a number of tasks under this proposal that would require an
initial bootstrap:

o Defining the articles of incorporation and the bylaws of
   IETFAdminOrg, including provisions about how those documents may
   be amended in the future.

o Populating the IETFAdminOrg board. The initial board for an
   organization is usually specified in its founding documents (e.g.,
   articles of incorporation), along with a mechanism for replacing
   the initial board. The current IETF Chair can be included in this
   initial set, and the NOMCOM-appointed and ISOC-board-appointed
   members can be seated as the appointing bodies are able. It
   remains to determine how to select the initial board-selected
   members.

o Hiring the Executive Director. This would presumably be
   undertaken by the IETFAdminOrg board once its membership is
   sufficiently well established.

o Defining the operating procedures and administrative support for
   the board. The board would need to have processes defined for
   selecting a chair and conducting its work. The board would also
   need to define how it would fulfill its transparency obligations
   to the community.

o Defining the operating procedures and administrative support for
   the AC. The AC would need to have processes defined for selecting
   a chair and engaging with the IETFAdminOrg.

Once the Executive Director and any additional staff are hired, it
would be expected for IETFAdminOrg to:

o Document how it will fulfill its commitment to transparency and
   how it will engage with the IETF community.

o Do a thorough review of existing contracts, community volunteer
   arrangements, and administrative assets to determine the need for
   initial changes.

At the same time, there may be areas where the IETF community needs
to document its consensus, e.g., expectations about community
involvement in NOC or tools efforts.

(TODO: Document how to unwind the existing structures.)

6. Acknowledgments

Thanks to Jari Arkko, Richard Barnes, Alissa Cooper, Brian Haberman,
and Sean Turner for discussions of possible structures, and to the
attorneys of Morgan Lewis for their advice on possible legal impacts.

7. References

7.1. Normative References

[RFC4071] Austein, R., Ed. and B. Wijnen, Ed., "Structure of the
           IETF Administrative Support Activity (IASA)", BCP 101,
           RFC 4071, DOI 10.17487/RFC4071, April 2005,
           <https://www.rfc-editor.org/info/rfc4071>.

7.2. Informative References

[Diagrams]
           Barnes, R., "IASA 2.0 Strawman Diagram", n.d.,
           <https://ipv.sx/iasa2.0/IASA-Strawman.pdf>.

[Diagrams-no-trust]
           Barnes, R., "IASA 2.0 Strawman Diagram, IETF Trust Not
           Shown", n.d.,
           <https://ipv.sx/iasa2.0/IASA-Strawman-NoTrust.pdf>.

[I-D.haberman-iasa20dt-recs]
           Haberman, B., Arkko, J., Daigle, L., Livingood, J., Hall,
           J., and E. Rescorla, "IASA 2.0 Design Team
           Recommendations", draft-haberman-iasa20dt-recs-01 (work in
           progress), October 2017.

[I-D.ietf-mtgvenue-iaoc-venue-selection-process]
           Lear, E., "IETF Plenary Meeting Venue Selection Process",
           draft-ietf-mtgvenue-iaoc-venue-selection-process-12 (work
           in progress), February 2018.

[ML-memo] Morgan Lewis, "Options for New Organization to Conduct
           IETF Administrative Support Activities", February 2018,
           <https://mailarchive.ietf.org/arch/msg/iasa20/
           XT_3vfd3OWVFCW335mRrvWuusaI/>.

Authors' Addresses

   Joseph Lorenzo Hall
   CDT

   Email: joe@cdt.org

   Jason Livingood
   Comcast

   Email: Jason_Livingood@comcast.com