

2021-11-17 Steering Committee Plenary Meeting Notes

Agenda

Time	Item	Lead	Notes
2 min	Welcome & Antitrust Policy Notice	Judith Fleenor	
5 min	New Member Review	Judith Fleenor	
3 min	Communications Committee Review	Judith Fleenor	
10 min	Deliverables Approval	Judith Fleenor	
20 min	Budget Consideration presentation	Jory Burson, Program Director, Linux Foundation	
5 min	Creation of Operation Executive Committee	Drummond Reed John Jordan	
10	Open Discussion		

- **Recording**

[Link](#)

- Presentation (Google Slides)



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Notes

Call to Order

Judith Fleenor called the meeting to order at approx. 11:04 PT, announced the meeting would be recorded and took the official minutes. There were no objections.

Antitrust Policy Notice

Judith Fleenor reminded the Steering Committee of the Antitrust Policy.

Agenda

Judith Fleenor introduced the agenda. No additional topics were added.

Membership Review and Approval

Judith Fleenor presented a list of six new contributor members and six new organizations. There were no new Steering Committee members, so no approval required.

Communications Committee Update

Judith Fleenor presented there are new blog posts scheduled for this week and discussed the future posts scheduled for next week. Specifically the guardianship agenda which is part of the Good Health Pass.

Judith Fleenor mentioned we had a successful meeting with the Ontario Digital Identity Program and the joint statement of support for the Central Identifier Specification.

Judith Fleenor directed everyone to take a look at the website to review the interactive graphic that's newly updated featuring two different views. She also mentioned that there are discussion paper section in the drop down menu and encouraged participation from the ToIP community to engage in conversation and topic discussion via this forum. This enables members and non-members to make comments and contributions. TrustMart registration process is still being worked on with the subcommittee of the Communication Committee

Approval of Deliverables

Judith Fleenor presented to approve six deliverables for /Steering Committee meeting; (Introduction to Trust Over IP V2), (Design Principles for the TOIP Stack), (Do you trust me?-white paper) approved by the Steering Committee.

Judith Fleenor indicated that consensus had been reached and the following resolution was approved:

RESOLVED: *Introduction to Trust Over IP V2, Design Principles for the TOIP Stack, Do you trust me?-white paper*

Guardianship Addendum-approved pending seven day review period, *GHP Holder Wallet Requirements & User Experience Considerations* and *Paper Credentials Implementation Guide "Cookbook"* Pending seven day approval and resolution to approve via email.

Drummond Reed shared insights regarding the ToIP V2 deliverable, stating it was a Community writing workshop effort that actually had much more attraction and engagement than we thought, and we're super thrilled about this and the design principles that you'll see next and. I think several steering committee members also added some comments so we're just really eager to get the final graphics in there and get this out as soon as we can so that's it we're just we're just really happy to have a second generation of this paper.

Judith Fleenor mentioned Victor also gets extreme kudos for coordinating it as well. He's not on this call, but please thank him when anyone sees him, so I will open it up for any questions or comments, before I call for the resolution.

Drummond Reed shared his sentiment regarding Victor's contribution for helping facilitate all this. I'm really encouraging all the steering committee members if they haven't been able to have a chance to read through it all, because this ended up being a much longer document. 64 pages because it's really it's got some real depth to it and just some fantastic additions and in particular, one of the last additions that Principle number 15 on design for ethical values was submitted by one jang and it's a gym so I really yeah Thank you andres put that in there, so.

John Jordan also Thanked everybody. He mentioned his goal here from BC point of view, is to have these principles and the principles for SSI like referenced and baked into our digital identity and trust program has the principles we're designing toward because I don't think there's anything better.

Drummond Reed mentioned they spent a lot of time on tremendous Community engagement, totalling 20 contributors altogether. We have momentum going into what will be the fourth of the core deliverables, which is the Technology Architecture Specification and we're now holding that task forces meeting twice a week on Thursday or holding two calls a week on Thursdays for North America and and apac and we intend to get that out before the end of the year, and now with the fourth and the final of the core for.

Andre Kudra shared his feedback and then inquired; How do we work against the targets set in the road ahead because I actually like them a lot, particularly the near term and three year term or things. So is this kind of an official a strategic decision now that we want to work against or how do we drive this.

Drummond Reed responded: such a great question that's one of the reasons they were in there and then they drew a few comments made a couple adjustments, otherwise I would propose, yes, we do, and I will i'm happy to say that the technology stack working group has taken one set of those are goals for next year and actually. You know, put together a roadmap for meeting them by I would pose since I know we have a full agenda today to actually make sure that in a subsequent meeting or even a you know, maybe the one well I don't know there's quite a bit on the next one as well, but we, we have a meeting devoted to that and we look at those and we talked about how much that that's really good great point Andre.

Judith Fleenor mentioned getting the steering committee members together to have an in person planning session. She mentioned coming together to create a written document or agreement on what the key elements of our mission for the year and creating a plan to implement them with the goal being to clearly define the direction to go ideally before the holidays, but otherwise at the beginning of the new year.

Judith Fleenor transitioned the discussion to the OIX memo of understanding that was sent out and has been discussed starting in June. The main thing is and initially there was no negotiation for a free representative from ToIP and so I felt that was unbalanced because they could join us for free and participate, but we had no way of joining them to participate and they're working groups, and so they have agreed that if there is a specific working group we think we should have a voice in or would it where it would be helpful the only thing is, if the person isn't already a member, they will need to sign. The Non Member agreement which is no different than ours. I think it's a good start to a collaboration, so I just open it up for discussions with regards to this, or are we okay going forward and signing this Member agreement.

Bryn Robinson-Morgan shared, I spoke to our legal team just to get their view of things and their comments were particularly around the top of the document being more specific (i.e. mentioned both parties by name). They also said that they use non-binding but doesn't have anything about jurisdiction. That non binding statement either it's taken into account or it's not taken into account so they recommended having the jurisdiction in there. It also has references to things by notice but doesn't have anything about what that notice is specifically. However, you want to frame that term termination was put in, but should probably come out into a separate clause. The annex says that we will include references and their suggestion was to change to *we may* include references to our next documents so it's less binding on us.

Judith Fleenor responded to gain clarification on where the language specifically in question lives on the document and then engaged with Jory for guidance.

Jory Burson chimed in and to what you were about to say Judith about what can be changed here in this MOU you so I co authored this MOU you with our legal team and we're applying it across all projects at this point and you are absolutely welcome to modify the document to include, for example, the note of who needs to be notified in the case of termination. If you prefer to do an email to a say operations or to your Executive Director for notification that sort of thing is perfectly acceptable, but the bulk of the edits for, especially on kind of what we like to refer to, or some people like to refer to as the Barney the Dinosaur MOU this is the aspirational you know what we hope to accomplish together but are okay, if you know, for example, if I don't get round to doing that that project together as we planned, is to keep this fairly lightweight and fairly open for the projects to be able to make adjustments as need be.

Judith Fleenor shared the document and specified that we're referring to the top section and specified where we cannot make changes.

Bryn Robinson-Morgan specified the points she previously made, based on her conversation with Counsel: 1. Specifying the organizations to ensure clarity between both parties 2. The MOU is non binding.

Jory Burson stated that all JDF agreements and jurisdiction falls under the state of Delaware. We can consult our legal counsel about adding jurisdiction.

Bryn Robinson-Morgan mentioned her counsel advised we define what notice means and then on close to it's got a statement about public announcements and then tied down to the end it's got the mo you may be terminated that seemed like something that.

Judith Fleenor explains that we mentioned this on our documentations but that previously we had no agreement.

Bryn Robinson-Morgan clarifies again it's whether this is one time or whether again it's suggesting that we will always do it so for the sake of a word change change it to me. The conversation continued with an example from that recent reciprocation point, but I don't think that's hugely problematic yeah.

Steve McCown chimed in regarding that last bullet that's highlighted in yellow yes unless I'm over looking at it, it looks to say that. Trust over IP representatives participating need to sign their participation agreements but it's not reciprocal. The X representative participating and ToIP wouldn't need to sign whatever agreements we require as well.

Judith Fleenor clarifies we can add that.

Steve McCown mentions that since this is talking about reciprocity, there should probably be specified, to go both directions.

Judith Fleenor announced that because there's enough comments that I probably need to go back to Jory and to legal with on the upper part just to see if we can get those things in that makes a MasterCard lawyers more comfortable with it, so we will we will make those adjustments. She announced a vote in a future meeting and then introduced Jory to present on the budget

Jory Burson introduced herself and outlined her role within Linux Foundation and ToIP. She explained the goal to have an estimated budget approved before EOY and explained how our goal is to always have a balanced budget for all projects so that we can operationalize a plan for the upcoming year. Jory presented the numbers to date (January 1 through September 30) and explained that the October numbers will be available in the coming weeks. She explained that when forecasted there is a caveat, which is that it does not include outstanding dues, of which you have about 50 \$800 in unpaid membership dues, so that we're trying to collect on. She explained that we currently have another number that's not here on your screen, that you will find interesting if you know what your reserves are from last year and that number is about 150 K. She details items forecasted to lose 86 to create a gap of 86K, right now, as things are tracking for the actual. So I'm looking at what we suggest again, we want to turn in a balanced budget and talk about and a kind of what we're looking at in terms of revenue. We'll dive into each of these a little bit more in depth, but a current forecast for your membership revenue is about 230 \$4,000 that's more or less static. Jory explained the gap from year one to year two and the difference in revenue because of prorated memberships. She said we spend about 30K and Community engagement, which is a little less than last year 5K for legal 150K for staff board and travel 19K for development and then 21K is will be your GPA fee assuming. The 234K hold for your membership revenue, so you would have more or less a balanced budget plus 6K. Jory suggested, we make the decisions here, you get to say we want to spend X amount of money on why things let's make it so and we say okay we'll report it, but this, so this is just a suggestion as a.

Andre Kudra inquired on why we are reducing the staff. He said the budget or forecast we're losing arm 35K and staff expenses will not reduce the quality of service, so to save for trusted IP.

Jory Burson (LF): Great question so you actually had something very interesting happen in 2021, which is that you had. Jory explained that the cost from year one to year two were different due to the contract agreements with David and then Judith. She explained that we're renewing Judith's contract for a 6 month period, starting in January and that the PMO will be adding additional resources and scope to how we support the project.

Andre Kudra inquired on the term of Judith's contract

Jory Burson explained the limitation with contractors and employment law in California. She continued with the revised scope of the new contract

Jory Burson continued to explain that the drastic difference between 2020 2021 and then your estimate, assumes that everybody who is currently a member renewed their membership, we know that we're anticipating at least five of the 5K general members are not renewing and, but we also know that there's a new 20K Member who's who's very much interested in close to close to signing, so we think that the 234K membership number is quite accurate. She reminded the members that invoices for renewals will be going out December 1 So if you have any people in your organization, who kind of get these notices on behalf of the Linux foundation or trust over IP give them a heads up so they know they are looking for that.

Drummond Reed mentioned that if we're successful in recruiting additional steering members if that impacts our budget.

Jory Burson confirmed that's correct. She went on to explain that we would then be in a position to invest funds from the project to help you in some way to recruit other members. She mentioned that we can revise our budget in the future as we determine what type of additional aspects we want to invest to help the project grow. These revisions may be adjusted at anytime, based on increased membership revenue coming in.

Jory Burson explained that in 2021 you had allocated 33K, but it looks like you, the total expense will be at 750 so that's a significant non-spend and no allocation made for PR creative social media or other external services.

Judith Fleenor followed up with the the bounty gloss rebounding was 20k

Drummond Reed mentioned that we have not spent and we have not put out a contract. We basically delayed the work, however, we are now getting prepared and are very interested in doing it in 2022 so anyway that's enough said on that one.

Judith Fleenor specified this is not a "bounty" because the bounty means something else and it's actually a contract for work.

Jory Burson Yes, so if you're doing either way I'm not sure why it was put in your marketing budget it really shouldn't have been put in your marketing budget but that's how it was maybe captured. Because we do, we would put this as a different line item if it's a bug bounty program there's a whole you know thing for that, but. If it's a contractor that you're bringing in to do the work because you've just identified who that who that should be again we're going to probably pull that out into a different line items. We need 20k for glossary work.

Drummond Reed explained that would leave 10K for other marketing services of which we are not sure what we need there, but will it feels good to have 10K for that.

John Jordan asked if more expenses would come in this year for finishing up the graphics work.

Judith Fleenor explained that's this number it's already accounted for on the budget because half of it was paid last year.

Jory Burson continued sharing the suggested budget for 2022 and mentioned that legal is another big area for a lot of our projects, and so you had not allocated any funds for this in 2021 there was some discussion about. Maybe a trademark or maybe some other kind of legal support that might be needed for you know you know, working with bringing in other projects outside. Projects like and you know digital trust or whatever so recommend than to just allocate a small amount, and for you you know your own fyi. From our trademark brand Council costs about 25K sorry not 25 and 20 \$500 \$2,500 to register one mark in one primary region for a year, so if you're thinking about trademarks that's a nice rule of thumb about. 2500 per mark per region is how you can think about that, but. She details the amount outlined for staff travel and board, so you have a couple of differences and this is really your largest expense category for sure, and in 2021 and you had a mix of folks helping out the project and beginning with David for so she's still on through under her current contract through December 31 and they also have that's that's leadership is David and Judith effectively for 2021 for 2022 that's just just you to.

Jory Burson explained that for leadership and PMO obviously that you keep Judith and that we add additional support and the form of more of Elisa's time for operations and more of the time of a more senior PM someone such as myself or Brian Warner.

Andre Kudra raised concern about Judith's contract and suggested that we try to get creative with ways to ensure she remains on board for the duration of the year.

John Jordan explained that we're working on that a bit and shared an example, to some leadership and this committee and the steering committee as the you know practical means by which her work in developing new members and understanding the marketing market landscape and bringing that into the Steering Committee. He then mentioned the idea of establishing an Executive Committee. A small group that can liaise with the PMs function, so that you can focus on. This group would report to us as a steering committee and assist us and Linux Foundation will report to the Executive Committee.

Andre Kudra agreed and appreciated the clarification.

Drummond Reed mentioned we are short on time, but it would be ideal if we can pass an executive committee resolution here, which should be fairly straightforward. He explained that they would help take actions and work on this, you know, between now and the next meeting so I'd love to see us see if we can move on that, even though I know we're almost out of time.

Judith Fleenor agreed and put a resolution forward that we can all agree on how to get that executive committee.

Drummond Reed made a resolution to establish an Executive Committee and volunteered to be one member. he asked if anyone else on the call that was interested in being part of that we can put your hand up now you.

Wenjing Chu raised his hand to join the Executive Committee.

Andre Kudra raised his hand to participate on the Executive Committee as his schedule allows

John Jordan suggested participating asynchronously as possible.

Jory Burson asked a quick question of clarification: is this an Executive Committee specifically to and to workshop and then present and the four votes to the group the budget, or is this something that's more ongoing, I just want to.

Drummond Reed clarified that the Executive Committee of the Steering Committee, just so we have a smaller group that can assist you know John and Judith and and the PMO on actions in between board meetings, and you know just standard executive committee function.

John Jordan stated that since we're short of time, why don't we and we want to be fair, I think, in the sense that let's do a short write up about what this committee would do yeah kind of a little terms of reference and we'll send that around on the private channel to solicit members and and form it in the next, as we can with the vote.

Drummond Reed agrees and took the action to create the write up and send it out.

Jory Burson said that she sent the slides as a PDF so it was fairly late last night to Drummond, John Judith and Elisa

Judith Fleenor took the action to send it out for review

Judith Fleenor announced the upcoming meetings which I will just tell you that the next Steering Committee meeting is scheduled for December 10 that will probably be a steering committee private meeting to finalize the budget and discuss it, I will not be at that meeting, because I will be on a plane at the time of the meeting.

Judith Fleenor thanked everyone and closed the meeting.

Adjournment

At approx 22:00 PT, Judith Fleenor adjourned the meeting.

Topic: ToIP - Steering Committee - Plenary (Slot A)

Start Time: Nov 17, 2021 11:55 AM