UKNOF Governance Update

UKNOF 21 Meeting,
London
19th January 2012

Keith Mitchell
UKNOF

Current Status

- We have run 20+ successful meetings ☺
  ~40-110 attendees each time
- Mailing list of ~800 people
- Programme Committee
- Member Organisations
- Board
- Committed regular volunteers
- Secure ongoing financial base

UKNOF Remit

- ## From Charter:
  - *"To pro-actively support the sharing of knowledge, ideas and best practices to enhance the effective, stable and secure operation of the UK's Internet infrastructure as a whole."*
  - *"UKNOF's remit is technical, and any discussion or activities involving commercial, legal or political issues should be limited to where they have a direct impact on technical aspects of network operations."*

UKNOF Activities

- *"Distribution of clue"* ☺
- Meetings 3 times/year
  - Current, interesting, stimulating, relevant sharing of knowledge, experiences and best practices
  - Wider-ranging and less specific remit than other UK Internet bodies
  - OPEN to all, bring in new blood
  - Bring world-class international speakers to UK audience
- Mailing list, LinkedIn and Facebook groups
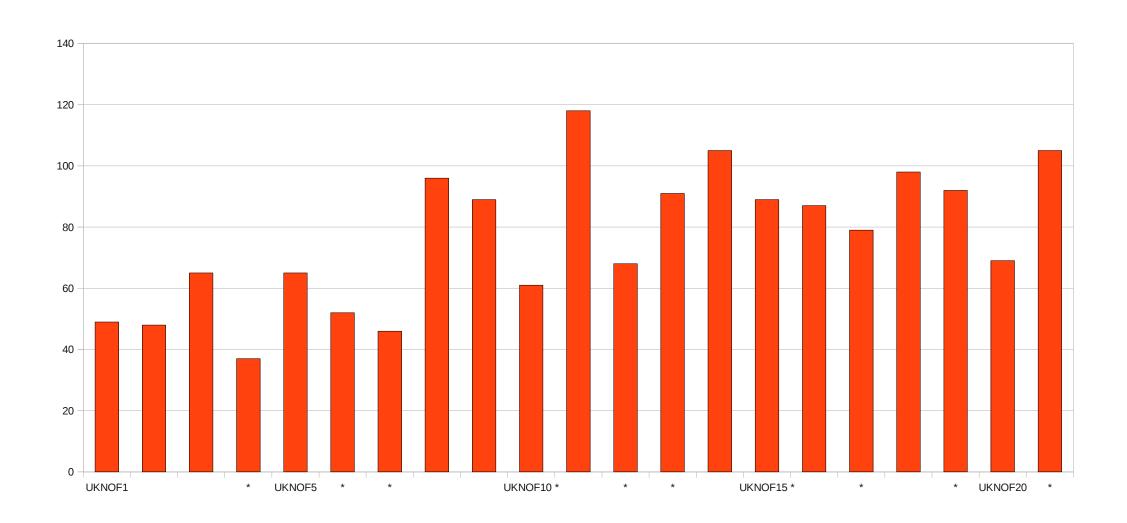 - Mostly announcements

UKNOF Meetings

- 3 times per year
    - At least one per year in London
    - At least one per year outside London
- Dates are now notionally 3rd Thursday of every Jan, Apr & Sep
    - subject to venue/calendar etc availability
- We are always looking for hosts/venues/sponsors

Meeting Registration

Programme Committee

- 13 volunteers
- Ensures supply of interesting presentations
- http://www.uknof.org.uk/uknof-pc.html
- We are **always** looking for interesting, topical, relevant speakers and presentations
- Now issuing CFP for each meeting to promote quality of material
- Submissions and suggestions to: <pc@uknof.org.uk>

PC Members

- Keith Mitchell (chair)
- Andy Davidson
- Bijal Sanghani
- Denesh Bhabuta
- Ian Meikle
- Ivan Beveridge
- Mike Hughes

- Nigel Titley (co-chair)
- John Lyons
- Neil McRae
- Rob Evans
- Steve Kennedy
- Will Hargrave

Our Valued Volunteer Helpers

UKN✳F

- Without whom it would not all be possible:
  - **Admin: Denesh Bhabuta, Mike Hughes, Fearghas McKay**
  - **Connectivity: Andy Davidson, Will Hargrave**
  - **PGP signing: Ivan Beveridge, Matthew Walster**
  - **VoIP: Steve Kennedy**
  - **Webcast: Brandon Butterworth, Tom Bird**
  - **Accounts: Willie Black**
  - **Social events: Ben Hedges**
- And all our speakers
- **THANK YOU !!**

UKNOF Facilities

- Web site, DNS and internal e-mail currently hosted on Keith's server
- Co-lo and transit for this donated to UKNOF by Jump Networks
- Mailman mailing list hosted by LONAP
- Various parties help with VoIP, meeting and webcast connectivity/archive

Funding Model

- Non-profit
- We prefer to avoid charging meeting registration fees if at all possible
- This has been possible through per-meeting vendor sponsors
- Used idea of "subscriber sponsors" to help build operating reserves in early days
- We now have a good operating cash buffer so this is less critical

UKNOF Running Costs

- Typically about £6k per meeting:
  - venue ~£2k
  - catering ~£2k
  - admin, misc expenses ~£2k
  - connectivity, webcast

  - around £65/head/meeting
- About 10% FTE Chair's time
  - contributed by ISC, as part of their public benefit remit
  - Keith's day job is VP of Systems Engineering at ISC
- About 15-20 days/yr Admin time
- Detailed accounts available on request

Governance Changes Re-cap

- Presentation at UKNOF18 a year ago:
  - http://www.uknof.org.uk/uknof18/Mitchell-UKNOF_Governance.pdf
- Background blog post:
  - http://www.isc.org/community/blog/201108/uknof-20what-next
- Open Governance meeting held on 8th September
  - http://www.uknof.org.uk/gov/board-minutes-2012_Sep_08.txt

UKIF Ltd and UKNOF

- The UK Internet Forum (UKIF Ltd) was set up as an alternative Internet trade association in 2005
- Hosted UKNOF secretariat as part of a number of proposed activities
    - Does bookkeeping, invoicing, holds bank accounts, and provides legal entity for UKNOF
- In practice supporting UKNOF has been its only activity for past ~5 years
- Public company limited by guarantee

UKNOF Governance

- Idea is to put things on a more formal footing, without overthinking or creating structure with too much overhead
  - "if it ain't broken don't fix it"
- UKNOF has effectively done a "reverse takeover" of UKIF Ltd
- UKIF legal entity is now dedicated to supporting UKNOF

Finances

- UKIF accounts closed out at end-2010 so they no longer have any residual non-UKNOF elements
- Residual UKIF assets have been transferred to UKNOF
- We have reserves for around a year of meetings
- 2010 accounts signed off:
    - Http://www.uknof.org.uk/gov/accounts-2010_final.pdf

UKNOF's Members

- UKIF Ltd Membership opened up to UKNOF stakeholder *non-profit* Internet organisations that contribute in some way to UKNOF's operation

- Member appointment is by invitation from and approval by existing company members
    - Members sign a simple MoU

- Previously, UKIF's members were it's Directors – at Board meeting on 8th Sep, they appointed the new members

- Membership in perpetuity unless resign or terminated for cause

Membership

- These organisations were appointed in recognition of their support to UKNOF:
    - BBC
    - ISC
    - LINX
    - LONAP
    - JANET(UK)
    - RIPE
- *Other possible candidate member organisations might include ISPA, ISoc, Nominet...*

UKNOF/UKIF Board

- Was appointed by members on 8th Sep
- Directors:
  - Denesh Bhabuta *(Executive)*
  - Willie Black *(Chair)*
  - Steve Dyer
  - Mike Hughes
  - Keith Mitchell *(Managing Director)*
  - Nigel Titley
- 1/3rd of board must step down for reappointment each year, each Director must do so every 2 years

Member and Board Powers

- Company members can:
  - elect new board members
  - remove board members
  - be legal entities or natural persons
- The Board:
  - can appoint and remove programme committee members
  - signs off finances
  - can be natural persons only
  - has usual Company Director fiduciary duties

Supporting UKNOF

- Company Members are not expected to make an ongoing financial commitment to UKNOF, but are expected to devote time and other in-kind resources needed for its smooth operation
- A new category of "supporters" can be created for commercial organisations that help UKNOF materially on an ongoing rather than per-event basis - these would receive recognition but not membership
- Individual membership for meeting attendees is something we considered, but we're not quite in shape to support that yet
- In the meantime we believe that our member organisations are accountable to the wider community through their own stakeholders

Other Details

- While in principle could change entity name of *UKIF Ltd* to *UKNOF Ltd*, this is a lot of paperwork for mainly cosmetic gain
  - currently effectively "UKIF Ltd trading as UKNOF" works
- Programme Committee remains as is
  - but gains formal "new blood" mechanism
- Former *"Funding Council"* replaced by company Members and Board

Board Work Items

- Finalise Member MoU text and get sign-off
- Review Articles and amend if needed
- Define volunteer, speaker expenses policy
- Review Programme Committee composition and create appointment/rotation guidelines
- Create sponsor/supporter framework
- Review governance model in a year and explore possibility of an individual member model

Next Meetings

- **UKNOF22**
  - 3rd May 2012, York
  - Hosted by Bytemark
- **UKNOF23**
  - Sep/Oct 2012
  - Seeking host/venue/sponsors

Contact Details

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