

**moz://a**

# Mozilla Foundation Board Meeting

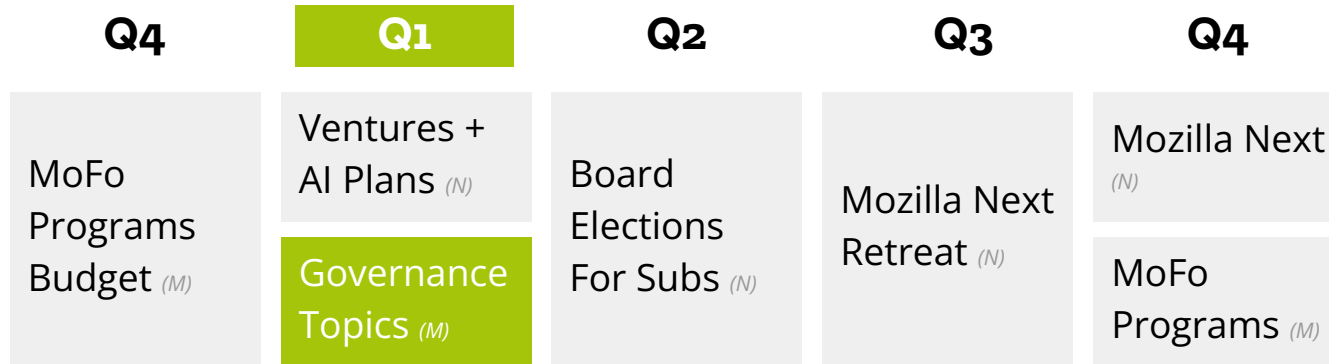
January 27, 2023

# Agenda

1. Board Business *(Mark)*
2. Mozilla Governance *(Mark + Mitchell)*
3. Mark Goals + Review *(Mark + Wambui)*
4. MoFo Programs ED *(Mark + Wambui)*
5. Mark Comp *(Wambui)*
6. Executive Session *(Wambui)*



# 2023 board workflow



Pending a proposal in this deck, an updated 'MoFo Programs Board' (aka program committee) will also meet quarterly in 2023.

*M = MoFo Board only, N = Mozilla Next Joint Board Meeting*

# Board business

# Board business

decisions

1. December 2022 Board minutes
2. Ventures Investment Committee Charter
3. Any other business?



# Mozilla Governance

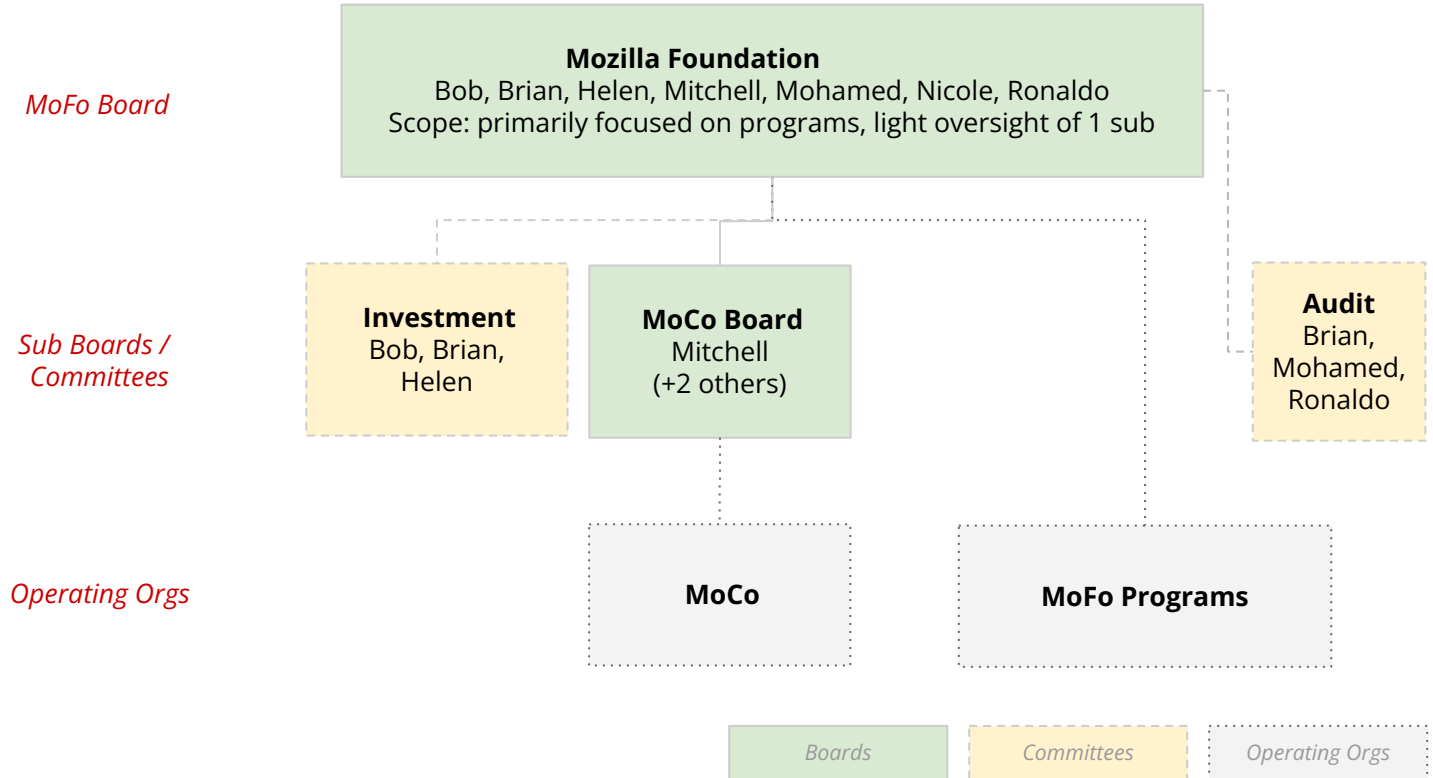


# Mozilla Governance *(summary)*

- The **MoFo Board's scope has grown dramatically** in last few years.
- In order to ensure proper support for programs + subs (and spread the workload), Mitchell and Mark suggest the following in 2023:
  - **Expand Mozilla Foundation board**, more people plus specific skills.
  - Further **evolve committee model** so MoFo Programs are well cared for.
  - **Research Pan Mozilla governance options** for the long term.
- By the end of 2023, we hope to be ready to make a more complete update to Pan Mozilla governance ... but these steps are needed now to keep us moving.

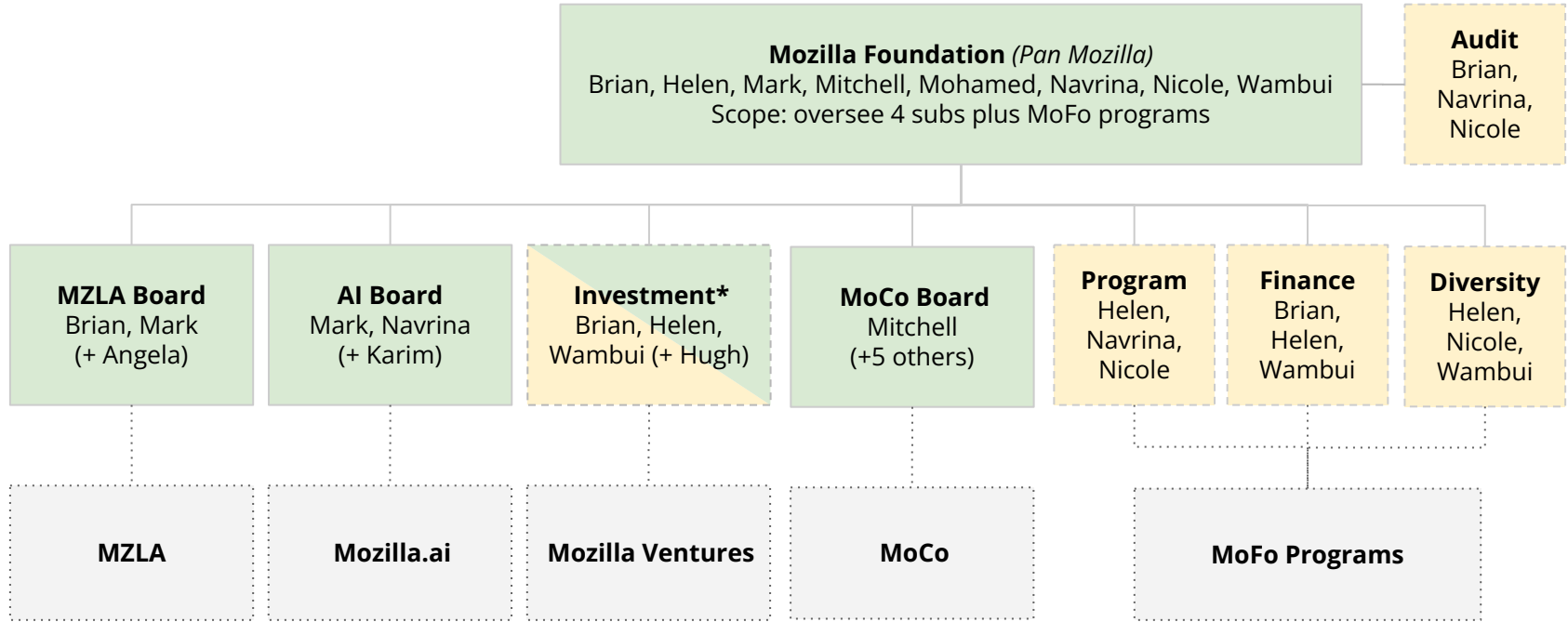


# MoFo Board Scope: 2019





# MoFo Board Scope: 2022 *(current)*

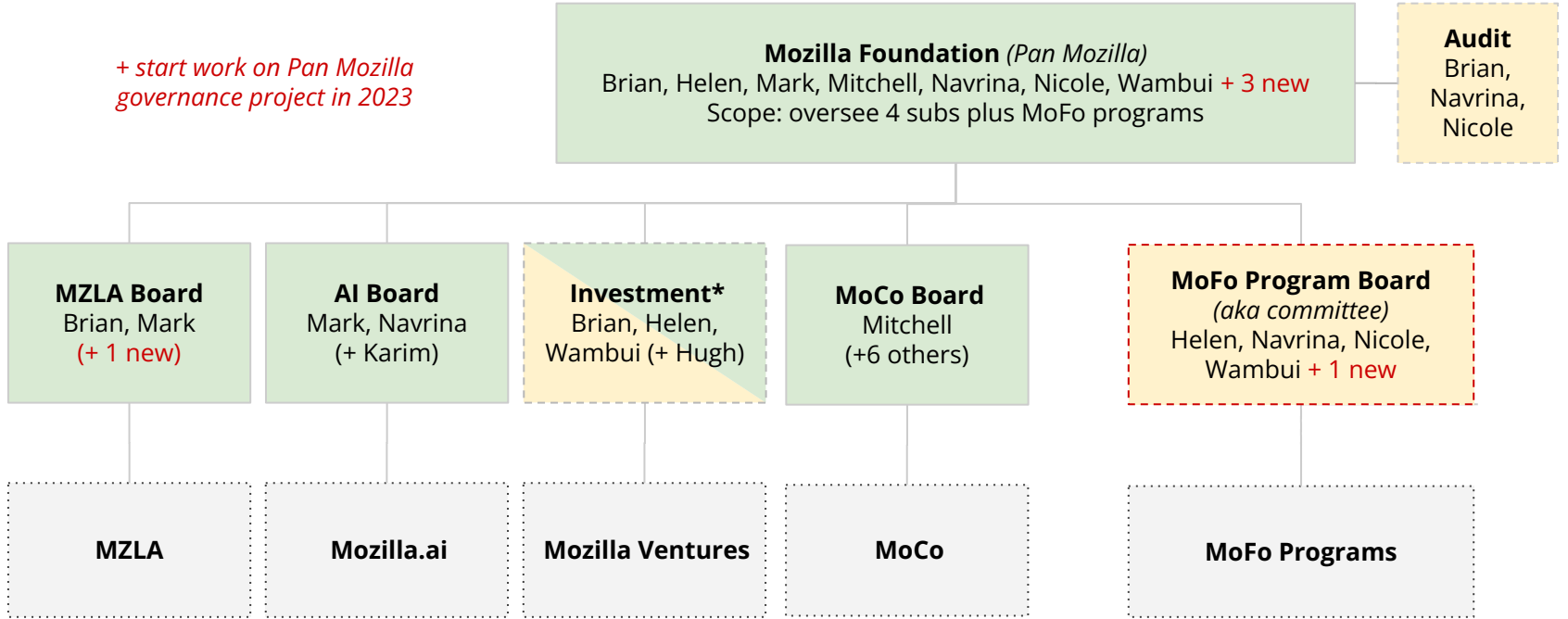


\* Note: Investment committee also serves a board of MVMGMT.



# MoFo Board Scope: 2023

+ start work on Pan Mozilla governance project in 2023



\* Note: Investment committee also serves a board of MVMGMT.



# MoFo Board Recruitment

decision

- With Mohamed's departure, we are down to five (5) independent MoFo Board members. Also, Mozilla Next / Programs split has increased Board workload.
- In order to address these gaps, we **propose recruiting up to three new MoFo Board members over the next 18 months**. Initial considerations include:
  - Two Board members with skills we need at the Pan Mozilla level (e.g. managing an endowment, running umbrella org w/ many subs).
  - One Board member with deep experience in online mobilization or issue marketing. Will also serve on MoFo Program Board.
  - At least one new Board member should be from outside North America.
- Process: form search committee. Develop spec and start recruitment in Q1-23.



# MoFo Programs + Committees

decision

- Context: as the Board has focused on Mozilla Next, support and **oversight of MoFo Programs has been delegated to committees** (finance, diversity, program).
- While this is a good general direction, it isn't working yet. We **propose merging the work of these committees into one Program Board** to ensure:
  - MoFo Programs are well cared for
  - Board can look at program work holistically
  - Board and exec time is used efficiently and effectively
- This would work much like the pre-2020 MoFo Board, supporting program execs through quarterly meetings. The MoFo Board would still approve an annual budget.
- Also, we could take **different approach to working w/ community advisors** (e.g. grant committees, etc.). Current advisors would drop off Program Committee.



# Mark Goals + Review



# Mark Goals + Review

- As in previous years, we will **undertake Mark's 2022 review and set 2023 goals** in sync with the MoFo review process. Wambui will lead this process.
- Step 1: Board provides general input and guidance on proposed 2023 goals. *(today)*
- Step 2: Mark provides 2022 self review and refined 2023 goals. *(February 6)*
- Step 3: Board members provide feedback on 2022 performance and final goals. This includes a 360 survey, which will arrive on February 8.
- Step 4: Wambui and Helen finalize goals with Mark, and writes review letter. Board approves based on recommendation from committee. *(by March 3)*
- Note: There will be no merit increase as comp will just have been increased via job scope change. This true for all staff receiving increases from new comp framework.



# Proposed 2023 Goals

discussion

1. Mozilla Next maintains momentum, we address governance.
2. Mozilla.ai has mindshare as AI tech player, and early traction.
3. Our brand is supercharged via Mozilla 25 (aka 'next chapter') story.
4. MoFo Programs has plans and leadership it needs for long term success.
5. Mozilla continues to become a more diverse, inclusive and open org.

*More detailed draft goals and key results emerging in this doc.*



# MoFo Programs Executive Director

*(succession planning)*





# Context

- We've built a **strong, stable MoFo Programs group** with two core capacities:
  - **Philanthropy:** invests in movement orgs, brings in outside grant revenue
  - **Advocacy:** mobilizes public, brings in large number of small donations
- These capacities are **currently pointed at the goal of advancing trustworthy AI**, each applying different tools towards the same strategic end.
- Assumption: these are now core Mozilla capacities (just like 'product'), but the strategic focus of the work (e.g. trustworthy AI) will evolve over time.
- As Mark moves to focus on Pan Mozilla work, we need to **recruit a new MoFo Programs ED to mature this work and update our strategy for the next era.**



# For reference: Mark's Current Role

Mark currently **divides his time between Pan Mozilla and MoFo Program leadership**, with 50% of his time going to each role. Will be 100% Pan Mozilla by 2024.

<i>Pan Mozilla (President)</i>	<i>MoFo Programs (Executive Director)</i>
Develop long term Mozilla strategy: grow scope, influence and sustainability. Drive MoFo Board agenda (w/ chair), connect to other Boards. Recruit and develop leaders of new Mozilla orgs. Communicate Mozilla's 'big picture story'. Fundraise at Pan Mozilla level (e.g. major gift, investments, endowment).	Lead philanthropy and advocacy programs. Drive agenda for MoFo Program Committee. Recruit and develop MoFo Programs execs that can expand influence, funding and impact. Define annual goals and budget. Champion diversity, equity and openness across MoFo's teams and programs.

See full detail in full job spec approved in July 2022.



# MoFo Programs ED Recruitment

decision

- With Mark transitioning into Pan Mozilla leadership role by 2024, we need to find and onboard a new MoFo Programs Executive Director.
- Proposal: **recruit a new MoFo Programs Executive Director who will ...**
  - Mature our philanthropy and advocacy programs.
  - Update our focus and strategy for the next era of Mozilla.
  - Act as lead fundraiser for our charitable programs.
- This new role would report to the MoFo Programs Board.
- Process: form search committee with two Board members + Mark. Define search criteria in Q1 23. Start search in Q2-23. New ED in place by Q4-23 or Q1-24.



# What kind of MoFo Programs ED do we want?

discussion

## **What should the MoFo Programs Executive Director role look like going forward?**

What are the most important skills? What kind of person are we looking for?

### *Profile:*

Seasoned non-profit exec who with a deep understanding of Mozilla's issues and culture.

### *Assumption:*

The Executive Director role should include all the elements currently in Mark's 'MoFo Programs' scope. E.g. define program strategy, oversee philanthropy and advocacy.

### *Questions:*

What skills are most important? Strong voice on Mozilla's issues? Experience in philanthropy?  
... advocacy? ... technology? Fundraising track record? International experience?



# Next Steps

- Q4 - 2022: existing MoFo VPs promoted to take on bigger scope. *(Mark)*
- Q1 - 2023: ED search committee formed, recruitment criteria developed. *(board)*
- Q2 - 2023: Executive Director search begins. *(committee)*
- H1 - 2024: New MoFo Programs ED in place, program evaluation starts. *(board)*
- H1 - 2025: Update MoFo Programs strategy / focus developed. *(New ED)*



President /  
Executive  
Director  
Comp



# Overview

- The Board approved a **new Mozilla Foundation President (Pan Mozilla focus) and Executive Director (MoFo programs) job spec** in July 2022.
- The Board also agreed that Mark should phase out of the Executive Director portion of this role, focusing 100% on Pan Mozilla activities by 2024.
- As a follow up to this, we agreed to:
  - a) **update Mark's compensation based on his new scope**
  - b) *and*, tie this to the new MoFo compensation framework
- The following slides look at the (nearly completed) MoFo framework and options for Mark's compensation based on his new scope.
- **Wambui will present a proposal for Mark's updated comp in exec session.**



# MoFo Compensation Framework *(part one)*

- **MoFo is updating its compensation framework for the whole org**, with slightly different approaches for staff and execs. The exec comp study is in the Board Book.
- New MoFo framework uses foundation (70%) and for-profit tech (30%) benchmarks for non-exec staff. Old framework used peer non-profits instead of foundations.
- Execs include a slightly different mix: **peer non-profits (35%); foundations (35%) and for profit tech (30%)**. The inclusion of peer non-profits helps with IRS 'reasonableness' test, which we need to consider for exec salaries.
- Using this benchmark set, the framework uses the **60th percentile of the market for all roles**. In the old framework, all roles were at the 75th percentile.
- There are currently no plans to add performance bonuses or long term incentive plans, although this may be added later.





# Moving Forward

- The main thing needed from the Board is approval of the updated comp for Mark based on the comp study and advice from Michael.
  - Drawing on the material in the previous slide, **Wambui will present a proposal for Mark's updated comp in the exec session.**
- As agreed upon last year, Mark's updated comp will be backdated to July 2022 when his new job spec was approved by the Board.
- Also to note: the Board will need to approve other MoFo exec salaries once the overall comp framework is finalized. In February, Mark will share recommended exec salaries for discussion and approval by email.



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