

**Meeting:** LLC Interim Board

**Date:** September 10, 2018

**Interim Board:**

Gonzalo Camarillo

Alissa Cooper

Glenn Deen

Ted Hardie

**Guests:**

Brad Biddle

Vigdis Bronder

Katie Burns

Alexa Morris

**Scribe:**

Liz Flynn

**0. Meeting Level Set**

The LLC board has a requirement to be transparent. Its meetings will be open to observers and minutes will be published.

Decisions of the interim board will not be made by formal resolution, but by simple majority and recorded with clear statements of the action.

**1. Legal Orientation: Brad Biddle**

The LLC now exists. We've adopted language from a corporate board but technically the board members are managers of a manager-managed LLC. The role of a manager is similar to a traditional corporate director; they have fiduciary duties and an explicit standard to act in good faith to promote the best interests of the LLC. They have a responsibility to identify and escalate any potential conflicts of interest. We will write out a conflict of interest policy in the future, but in the interim the concept is relevant and we will address it in an ad hoc way.

On a future meeting, Brad will give a refresher course on understanding employer / contractor relationships.

Portia is understood to be the Executive Director as defined in the LLC agreement even as her internal title with the IETF is different. We will need to update the documentation on the IETF side to clarify Portia's and Alexa's job titles and responsibilities.

## **2. Decisions**

- Chair of LLC Interim Board: Glenn Deen.
- Executive Director of LLC: Portia Wenze-Danley.
- Engagement of Biddle Law PC and Thompson Hine LLC: Confirmed. The LLC formally recognizes itself as a client of Biddle and Thompson Hine. Brad has a plan to come back and review the agreement.
- Other officer roles: No other officer roles have been appointed at this time. Glenn will be a second signer for bank accounts, etc.

## **3. Standing down the IAOC**

- Assuming responsibility of the IETF Budget: The IAOC Finance Committee is in the process of finalizing its recommendation for the 2019 IETF budget. The Finance Committee will complete its budget work and then be dissolved.
- Assuming responsibility of the IETF meeting selection process / Venue Review Committee: The IAOC Venue Review Committee will continue operating, with approval by the LLC. After the full LLC board is seated, they will decide what to do with the committee.
- What to do with the IAOC Legal Committee: No immediate change; discussion will continue.
- Target date of standing down the IAOC: The end of October is our target.

## **4. Meeting Logistics and Next Steps**

The LLC interim board will use the former IAOC meeting slot, Thursdays at 1600 UTC. The next meeting will be September 20.

## **5. Document Storage**

AMS has compared several options for file storage and online collaboration, and recommends G Suite. The recommendation was approved by the board and Alexa will start the process of setting up the account.

## **6. Executive Session**

At 20:32 UTC, the board entered a closed executive session.