

IETF Administration LLC

Face to Face Meeting
December 12-13, 2018



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Day 1: December 12, 2018



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Agenda – Open Session

- 9:00am Kick Off: Intros, Objectives, Agenda Review, Remote Roll Call
- 9:15am LLC Transition Status
- 9:45am Website Transition Status & Working Session
- 10:30am IETF CafePress Store
- 10:45am Break
- 11:00am G-Suite Review
- 11:45am Administrative Policies and Procedures – Working Session
- 12:30pm Separate Insurance for LLC – Update
- 12:45pm Adjourn Open Session



Meeting Objectives and Level Set

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IETF Transition Status

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IETF LLC Transition – Administrative Highlights

- LLC established August 27, 2018
- LLC is up and running!
 - Interim board seated with Chair established
 - Interim Executive Director assigned
 - Finance processes established, operating bank accounts set up/transitioned, review processes with board and ISOC established
 - Support contracts extended and in place, roles and responsibilities with AMS established
 - Templates created and finalizing business process for accepting charitable contributions
 - Contract assignments from ISOC to LLC underway
- Administrative work of the IAOC continues under the LLC

IETF LLC Transition – Administrative Status Details 2H’18

In support of requirements outlined in LLC Agreement:

Registration of Fictitious Name Certificates for IETF, Internet Engineering Task Force, IETF LLC



Establish DE office address, business process(es) for supporting functions



Prepare accounting reports in accordance with generally accepted accounting principles, applicable IRS rules and regulations, and Member’s (ISOC’s) reasonable accounting policies, and provide timely reports to Member



Establish a mechanism, reasonably acceptable to the Member’s Chief Financial Officer (CFO) or the CFO’s delegate, to meet its obligations to Member concerning the preparation of accounting reports



Establish an investment policy, reasonably acceptable to the Member’s Chief Financial Officer (CFO) or the CFO’s delegate, prior to the transfer of the one-time conveyances described in Exhibit B.

WIP

Acknowledgement letter and process defined: If and when the Company (LLC) engages in fundraising it will comply with Member’s policies. The Company will evaluate and facilitate the Company’s and Member’s compliance with applicable law with respect to such fundraising activities.



Account set up and administrative steps in support of Transfer of the Endowment to the LLC

WIP



IETF LLC Transition – Administrative Status Details 2H’18

In Support of initial tasks outlined in “Record of Proposed Structure of the IETF Administrative Support Activity (IASA), Version 2.0”

Established bank account to receive funds from ISOC



Transferred all necessary contracts from ISOC/IAOC to the LLC



Established & implemented a process to pay contractors



Transitioned IAOC responsibilities to the LLC



Additional transition items:

GDPR Compliance: Kicked off work item with Thompson Hine to update contractor agreements

WIP

Established respective responsibilities of IETF Administration LLC (IETF LLC) and Internet Society (ISOC) relating to three different programs: IRTF dinners, the Applied Networking Research Prize program and Applied Networking Research Workshop program



Website - Created landing page for IETF Administration LLC and performed other updates to support the transition of website links and content (AMS)

WIP

Implemented Document Storage (G-Suite), policies for document naming and version control (AMS)



Approved 2019 budget (Necessary to establish ISOC 2019 operating funds contribution)



Priority Tasks to Prepare for 2019

- Administrative:
 - Establish interim Investment Policy, set up account and perform transfer with ISOC's approval. Determine future milestones for review and updates to the Investment Policy, once permanent Board is seated
 - Establish logistics and account set up for transfer of endowment
 - Thompson Hine: completion of GDPR amendments for contractors
 - Finalize plans for registration as foreign entity in CA; update processes and communications/templates
 - Prepare for transition of permanent board
 - Obtain Commercial General Liability and other appropriate insurance policies, with agreed-upon coverage limits (once permanent board is seated and employment model established)
 - Additional priorities to be set as part of our discussions today
 - Prepare for various RFP processes (eg. Secretariat, Tools)

IETF LLC Transition – Legal Highlights

Formally Established New Entity

- LLC Agreement, TSSA
- State filings
- Fictitious Name documentation

Contract Review

- Coordinated substantial effort to review, identify requirements and properly document transfer of all contractual relationships identified in connection with IETF LLC's purview

Charitable Fundraising Analysis

- Evaluated state and federal laws related to fundraising
- Coordinated with ISOC and external counsel
- Investigated endowment transfer

IETF LLC Transition – Legal Status Details 2H’18

Transition Tasks:

Facilitated execution of LLC Agreement, Trust Services Admin Agreement and filed Certificate of Formation



Advised on process and prepared documentation for registering Fictitious Names Certificates



Retained registered agent for the company for service of process in DE



Performed contract due diligence, reviewing 40+ agreements and amendments, drafted and managed assignment documentation on all active agreements, and confirmed agreement on completion of assignment of all agreements w/ ISOC

WIP

Closed on transfer of equipment (i.e. meeting network equipment) to the LLC



Develop a compliance program, reasonably acceptable to Member’s CFO or the CFO’s delegate, with a goal of ensuring compliance with applicable laws, rules and regulations.

WIP

Legal Analysis Complete: If and when the Company engages in fundraising it will substantiate charitable contributions on behalf of the Member. The Company will evaluate and facilitate the Company’s and Member’s compliance with applicable law with respect to such fundraising activities.



IETF LLC Transition – Legal Status Details 2H’18

Transition Tasks:

Legal Analysis Complete: Support the LLC efforts to obtain Commercial General Liability and other appropriate insurance policies, with agreed-upon coverage limits. ✓

Legal Analysis Complete: Company and Member mutually agreeing that such transfer is consistent with applicable law and with the document titled “The Endowment for the Sustainability of the Internet Engineering Task Force Endowment Policy,” ✓

Legal analysis and recommendations: Obtain appropriate trademark license(s)

WIP

Additional Legal Team Accomplishments:

Assisted with interim board kick off and provided guidance on doing business as an LLC ✓

Educational material on EE vs. Contractors to aide in future employment-model related decisions ✓

Description of Purpose & Effect of Fictitious Names vs. Trademarks ✓

Prepared template(s) for LLC / contractor agreements for new contractor engagements ✓

LEGAL - Next Steps Going into 1H'19

Build out
Compliance
Program

Reboot the Legal
Committee

Wrap up Contract
Assignment

Finalize Trust IP
License

Ongoing Legal
Support for
Operational
Transition

Additional priorities
identified in this
F2F

Website Transition



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IETF LLC Transition – Website Transition Status and Working Session

- Wrapper for IAOC site has been implemented.
 - See iaoc.ietf.org
- IAOC email list transitions
 - iaoc-only@ietf.org: Has been closed. There was no archive.
 - iaoc-finance@ietf.org: All have been unsubscribed. Liz will remain on the list for a while in case anyone tries to send to it. No archive.
 - iaoc-venue-review@ietf.org: Moving to ietf-venue-review@ietf.org
 - iaoc@ietf.org: All have been unsubscribed. Liz remains as a moderator in case anyone sends to it. The private archive will be moved to a new URL and password protected so future board members can access.
 - [iaoc-chair](mailto:iaoc-chair@ietf.org) email alias
- IAOC website transfer: A couple of decisions need to be made. See spreadsheet here.

IETF CafePress Store



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IETF LLC Transition – CafePress Store

- CafePress store: <https://www.cafepress.com/ietf>
- In theory, an online IETF store seems like a good idea, and a practical way to make merchandise available around the world. In practice, CafePress has not worked as hoped, for several reasons:
 - Enthusiasm for the idea of an IETF store is not matched by a willingness to pay (e.g., there have been no orders placed in seven years)
 - There are anecdotal reports concerning quality of CafePress goods
 - CafePress lacks flexibility in design options (e.g., sleeve printing is not possible)
- CafePress is still connected to ISOC's bank accounts (i.e., we would need to manage the transition to LLC financial accounts)
- We recommend closing the IETF CafePress store instead of pursuing transition to LLC



G-Suite Review

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IETF LLC Transition – G-Suite Review

- The IAOC began investigation into an improved content management system for administrative documentation.
- The LLC board accepted the recommendation of G Suite as the best fit
- Overview of IETF G Suite
 - getting started and general “how to”
 - folder structure
 - access levels
 - sharing settings
- Need board discussion/decision about who will get G Suite accounts
 - How often to audit accounts/revisit



Administrative Policies and Procedures

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IETF LLC Transition – Administrative Policies & Procedures

Working Session

Policy	Date Adopted	Description	Status & Possible Next Steps
Fees Policy for Legal Requests	2012/09/06	Explains the decision to impose fees when document authentication is requested	Needs an owner to help with minor updates and/or a re-write. Not sure that this document is even necessary.
Fee Schedule	2012/09/06	Explains the current fees charged for document authentication	Does not require update (no reference to IAOC) but fee structure could be updated.
IAOC Administrative Procedures	2016/02/15	Describes various administrative functions of the IAOC (e.g. membership, meeting schedule, chair selection).	As the IAOC no longer exists, this document is OBE. Existing document might be used as outline for new LLC admin procedures document The IASA 2.0 WG doc and the LLC Agreement could be referenced where helpful.
Meeting Rooms Policy	2010/05/13	Policy regarding the use of the IETF meeting rooms, the approval process, and charges for the rooms and services based upon the category of the group requesting the room.	The policy link on iaoc.ietf.org links to the policy on ietf.org. At a minimum the references to IAOC should be updated and the policy formally adopted by the LLC. Given the recent growth of unofficial side meetings, the LLC (IESG?) may want to review the policy more closely and potentially revise.

IETF LLC Transition – Administrative Policies & Procedures

Working Session

Policy	Date Adopted	Description	Status & Possible Next Steps
IAOC Communications Plan	2014/02/20	"This Communications Plan identifies the information to be communicated to the community, the desired frequency and the preferred channel for those communications."	Document is OBE and should be deprecated. If desired, it could be used as an outline for a new LLC Communications Plan
Transitioning Mission Critical Tools	2013/11/06	Explains the steps used to transition "mission critical tools" to IETF management	Obsolete and, given the current system for management of all IETF tools, a replacement is probably not needed. Recommend archiving.
Statement Concerning Personal Data	2018/05/24	Essentially the IETF's privacy policy, this document explains how the IETF handles personal data it receives.	Document is posted on both iaoc.ietf.org and at ietf.org/privacy and was recently updated for GDPR . Recommend updating the single reference to IAOC in the version at https://www.ietf.org/privacy-statement/ .
Document Authentication Procedures	2017/09/07	Document describes the process -- and provides points of contact -- for making formal and informal legal requests to the IETF.	At a minimum, references to IAOC must be updated and address for service of process must be updated (from VA to DE).



Insurance for the LLC



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IETF LLC Transition – Insurance for the LLC - Initial Legal Analysis

Initial Legal Analysis Complete:

- Refer to Sept 6th memo of advice by counsel to the board

Main Takeaways:

- Briefed ISOC Insurance Broker on IETF LLC structure & activities
- Conclusion - **Currently sufficiently covered under ISOC's policies and separate event cancellation insurance**
- Any further decisions on separate coverage deferred until permanent board

Open Session Complete



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