

Meeting: LLC Interim Board Retreat
Date: December 12, 2018, 0900 PST

LLC Interim Board:

Gonzalo Camarillo
Alissa Cooper
Glenn Deen, Chair
Ted Hardie
Portia Wenzel-Danley

In- Person Guests:

Alexa Morris
Brad Biddle
Vigdis Bronder

Scribe:

Liz Flynn

Remote Observers during Open Session:

Katie Burns
Stephen Farrell
Kathleen Moriarty
Greg Wood
Dan York

Section I: Open to Observers

1. LLC Transition - High Level Status

The LLC will have established bank accounts and transferred reserves from ISOC by the end of the year. The endowment transfer is in process. Business is continuing in the meantime and the LLC is up and running.

The IETF has been compliant with GDPR since May as required. The necessary GDPR contract amendments and contract reassignments from ISOC to the IETF LLC are happening concurrently and that work is underway.

On the legal side, the foundations have been laid but we still have a lot of work ahead of us. Please see detailed information on the meeting materials which have been published as well.

2. Website Transition Status and Working Session

All mail lists and aliases with "IAOC" in the name have been deprecated. The IAOC and IAOC Venue Review Committee mail archives are intact and password protected. The full LLC board will determine the best path forward regarding access to these archives.

A wrapper has been put on iaoc.ietf.org indicating that the website is archived and is no longer being updated. Almost all content has been archived or transferred to ietf.org as appropriate. Legal requests and policies and procedures will be discussed later in this retreat.

3. Misc - IETF CafePress store

The topic of the CafePress store came up recently and the interim board decided this would not be a high priority item for the full board and a decision could be made now. The interim board decided to remove all but one item from the store and keep the CafePress account and URL <www.cafepress.com/ietf> to ensure that no one else can use the name. If the transition would take no more than one day of staff time, the account will be transferred from ISOC to IETF. If it will take longer, the account will be closed.

4. G-Suite Overview

The IAOC began the process of investigating document management systems to improve administrative documentation, and the interim board has approved the recommendation of G Suite. Ted Hardie recused himself from this decision. The Secretariat and interim board looked at the new G-Suite folder structure and account/access details.

5. Administrative Policies and Procedures

The IAOC had several policies and procedures on its website and the interim board looked at each one to decide if it would be adopted by the LLC board as-is, adopted after revisions, or deprecated and archived. Staff will propose revisions to the legal request fee structure and board procedures, and Alissa will ask the IESG to look at the meeting rooms policy.

6. Insurance

Because the LLC is currently sufficiently covered under ISOC's insurance policies, any further decisions about obtaining separate insurance coverage for the IETF LLC has been deferred to the full board. The board discussed the possibility of submitting initial insurance applications now so the full board will have some options on the table and decided that this topic should continue to be deferred to the full board.

Section II: Interim Board + Staff Only

The remote observers all left the meeting.

7. Endowment Transfer Analysis/Update

ISOC and the IETF LLC are in the process of transferring control of the endowment to the LLC. The administrative implementation is slightly complicated. The full board will determine a long term path forward for the endowment, and the interim board is making sure the transfer happens.

8. Trust IP License

The IETF LLC is currently operating under an implicit license of IETF marks from the Trust, but a formal license does need to be obtained. There are some conflict of interest issues because the same counsel represents both the LLC and Trust. The interim board agreed to waive the conflict and would like to proceed using existing counsel to craft an agreement if the Trust is also willing to waive the conflict.

9. California Registration Follow Up

The IETF LLC is registered in Delaware and there has been a question of whether or not to register as doing business in California, where the Secretariat is based. The decision of whether or not to register will be deferred to the full board and in the meantime, Brad Biddle and Portia will do more research into the matter.

10. IAOC committee transition deep dive: Legal committee plans, transition details

The full board will determine how they will handle committees. Until they are seated, the IAOC legal committee will be repurposed as an advisory committee, and the interim board chair will be added as a member.

11. Compliance Program Plan Overview

The LLC Agreement specified that the IETF LLC would have a compliance plan. The interim board discussed strategies with counsel and Brad and Vigdis will continue work on developing a compliance program.

Part III: Interim Board Only

Alexa, Portia, and Liz left the meeting.

12. Employees vs Contractor Overview

The board discussed the issue of hiring employees vs. contractors for the LLC, with Brad and Vigdis to provide details.

Day 1 of the interim LLC retreat concluded.

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Greg Wood

Remote Guest:

Laura Nugent (during meeting-related agenda items 4 and 5)

Section I: Open to Observers

1. Finance Communication Process, Policies and Procedures Review

The LLC will need to keep an eye on our operating cash flow. Before, bills were paid by ISOC and came from their operating cash flow; this is something the LLC now needs to pay attention to. If we ever become stretched financially it may become an issue. We plan to have two meeting cycles' worth of cash on hand.

The LLC agreement specified that we would use Generally Accepted Accounting Principles. Portia has prepared a draft accounting procedures manual and discussed several topics with the board like timelines for approving monthly statements, policies to handle in-kind donations, and yearly audits. The interim board members will read through the whole document and ask any further questions over email. Portia will make sure the ISOC CFO has signed off on these draft procedures to make sure we are fulfilling our obligations to ISOC.

The interim board has adopted ISOC's investment policy as an interim measure and the full board will decide on a permanent policy.

II. Section II: Interim Board + Staff Only

The remote observers left the meeting.

2. Charitable Contributions Legal Analysis and Business Plans

The IETF LLC can solicit charitable donations under ISOC's state and federal registrations. Further investigation is needed about how international charitable donations would work. The LLC has received its first charitable contribution and that will be announced soon as a milestone moment for the new LLC.

3. 2019 Schedule - Anticipated RFP Processes

Portia has made a draft calendar of all contracts with anticipated RFP schedules for those that will expire in 2019. She will produce a version for public posting to the community. The interim board will begin the process of preparing draft SOWs/job descriptions so the full board will be well prepared to continue the RFP process when they are seated in March.

4. IETF 103 Retrospective

The interim board discussed survey feedback and preliminary financials from IETF 103 in Bangkok.

5. Venue Pipeline

Laura Nugent presented some venue options in the pipeline for future meetings.

6. Miscellaneous

Reporting out from this retreat -- Liz will prepare minutes and post the materials from the public sections of the retreat. Portia will write a draft blog post about the 2019 budget.

Next interim board meetings -- The interim board will meet three times before IETF 104: February 6, February 28, and March 18. Call-in details will be posted to the website.

Hotel contracts -- Since the authority to negotiate the IETF 110 contract derived from the IAOC, which has since been disbanded, the IETF LLC wished to confirm the venue details. The interim board reviewed the venue details for IETF 110 and affirmed the IAOC's previous decision to approve negotiations. Laura Nugent, as agent for the LLC, will negotiate the necessary arrangements and Brad Biddle, as counsel, will review the contracts.

Part III: Interim Board Only

The interim board went into executive session.