

Meeting: LLC Interim Board

Date: February 6, 2018

LLC Interim Board:

Gonzalo Camarillo

Alissa Cooper

Glenn Deen, Chair

Ted Hardie

Portia Wenzel-Danley

Incoming Board:

Jason Livingood

Sean Turner

Peter Van Roste

Maja Andjelkovic

Guests:

Alexa Morris

Brad Biddle

Vigdis Bronder

Scribe:

Liz Flynn

Section I. Open to Observers

1. November 2018 financial statement

All board members have reviewed the November 2018 financial statement and it will be posted on ietf.org.

2. Preparing for transition - admin steps

Liz, Alexa, and Portia are preparing onboarding materials for the new members.

Incoming board members have been invited to observe board meetings beginning now and will also be given access to the IETF G Suite document management system.

The LLC board retreat is tentatively scheduled for May 7-8, 2019, in the Washington DC area. Further details are TBD.

It's unclear how many of the incoming board members will be attending IETF 104.

Further discussion is needed to determine if there will be an in-person board meeting during IETF 104 or if the first meeting and selecting officers will occur at a virtual meeting before or after IETF 104.

Greg Wood is working on making a press release to announce the new board members with a target date of early March.

Section II. Closed to Observers; Board + Staff + Contractors

1. Ombudsteam training engagement letter
Portia is preparing to contract with a firm for some ombudsteam training, which will take place before IETF 104. This training is within budget.
2. Association for Computing Machinery MOU
Portia has also prepared an MOU with the Association for Computing Machinery relating to ANRW support. The board and counsel have reviewed and approved the MOU.
3. Overall accounting relationship with ISOC
Karen and Portia are working with ISOC to prepare the 990 for 2018. Portia is in regular contact with their accounting and fundraising staff and they are working in sync.
4. Legal topics
 - a. Endowment
ISOC has agreed that the endowment can be transferred. The next step is for ISOC to complete documentation and reconciliation efforts. For now there is no action for us as we wait for those inputs from ISOC.
 - b. Compliance program
The legal team is working on developing a compliance program to comply with the requirements laid out in the LLC Agreement. Counsel should have proposed policies ready for the incoming board to review and adopt.
 - c. In-kind contributions
We will need to coordinate our accounting policies with ISOC's, given our financial relationship with tax filings. The IETF LLC needs written policies and procedures to deal with in-kind donations.
 - d. Employment
The permanent ED will be an employee and there is a question of whether or not the IETF LLC is a control group of ISOC for the purposes of US employment regulations and what our legal requirements are in terms of hiring.
 - e. California registration
We believe that although AMS is located in California, the IETF LLC does not need to register as doing business in California. Portia will get input from tax experts to confirm.
 - f. Contract assignments
Almost all contracts have been reassigned to the IETF LLC, except for a couple of outliers we are still waiting on. The new assignment letters to contracts posted on the website will also be posted.

- g. Legal committee transition
The old IAOC legal committee has been transitioned to a legal advisory committee and mailing lists have been changed. Legal@ietf.org now points to a smaller group of people, and the members of the old IAOC legal committee are now on legal-consult@ietf.org and will share their wealth of knowledge as needed.
- h. Trust IP license
Brad held a meeting with reps from the LLC and Trust and is developing license terms. The goal is to close before the new board is seated.
- i. Subpoena
A grand jury subpoena was received and the IETF had no relevant information to disclose. The ad hoc approach to addressing the issue worked okay, but a formal policy is warranted. Brad will discuss with David Wilson and the legal advisory committee.
- j. Legal team travel
It would be difficult for Brad to travel to Prague for IETF 104, but it doesn't seem like he would be needed there anyway. He will plan to attend the board retreat.

Section III. Board Only Executive Session