

Network Working Group
Internet-Draft
Intended status: Informational
Expires: October 7, 2018

J. Hall, Ed.
CDT
B. Haberman, Ed.
Johns Hopkins University
J. Arkko
Ericsson Research
L. Daigle
Thinking Cat Enterprises LLC
J. Livingood
Comcast
E. Rescorla
RTFM, Inc.
April 05, 2018

**Proposed Structure of the IETF Administrative Organization
draft-dt-iasa20-proposal-00**

Abstract

The IETF Administrative Support Activity (IASA) was originally established in 2005. In the intervening years, the needs of the IETF have evolved in ways that require changes to its administrative structure. The IETF Chair started an effort in November of 2016 to begin the process of changing the IETF administrative structure, starting with a set of virtual workshops to get input from the IETF community, and then encompassing a series of BOF sessions at IETF meetings to define the problem, develop requirements, explore potential options for changes, and a Design Team - the authors of this document - that would make recommendations. The purpose of this document is to collect all of the various materials that have lead up to the Design Team recommendation that IETF be a Disregarded Limited Liability Company (LLC) of the Internet Society.

Status of This Memo

This Internet-Draft is submitted in full conformance with the provisions of [BCP 78](#) and [BCP 79](#).

Internet-Drafts are working documents of the Internet Engineering Task Force (IETF). Note that other groups may also distribute working documents as Internet-Drafts. The list of current Internet-Drafts is at <http://datatracker.ietf.org/drafts/current/>.

Internet-Drafts are draft documents valid for a maximum of six months and may be updated, replaced, or obsoleted by other documents at any time. It is inappropriate to use Internet-Drafts as reference material or to cite them other than as "work in progress."

This Internet-Draft will expire on October 7, 2018.

Copyright Notice

Copyright (c) 2018 IETF Trust and the persons identified as the document authors. All rights reserved.

This document is subject to [BCP 78](#) and the IETF Trust's Legal Provisions Relating to IETF Documents (<http://trustee.ietf.org/license-info>) in effect on the date of publication of this document. Please review these documents carefully, as they describe your rights and restrictions with respect to this document. Code Components extracted from this document must include Simplified BSD License text as described in Section 4.e of the Trust Legal Provisions and are provided without warranty as described in the Simplified BSD License.

Table of Contents

- [1.](#) Introduction [3](#)
- [2.](#) Background [4](#)
 - [2.1.](#) Terminology [4](#)
 - [2.2.](#) Current IASA Arrangements [5](#)
- [3.](#) Problem Statement [6](#)
 - [3.1.](#) Lack of Clarity [7](#)
 - [3.1.1.](#) Responsibility [7](#)
 - [3.1.2.](#) Representation [7](#)
 - [3.1.3.](#) Authority [8](#)
 - [3.1.4.](#) Oversight [8](#)
 - [3.2.](#) Lack of Resources [9](#)
 - [3.2.1.](#) Volunteers [9](#)
 - [3.2.2.](#) Staff [9](#)
 - [3.3.](#) Lack of Transparency [10](#)
 - [3.4.](#) Funding/Operating Model Mismatch and Rising Costs [10](#)
- [4.](#) Goals [11](#)
- [5.](#) Legal Options for IETF Organizational Change [13](#)
 - [5.1.](#) Option 1 - Independent 501(c)(3) [13](#)
 - [5.2.](#) Option 2 - Type 1 Supporting Organization [14](#)
 - [5.3.](#) Option 3 - Disregarded LLC [15](#)
 - [5.4.](#) Option 4 - Activity of Internet Society [16](#)
- [6.](#) Design Team Recommendation (Option 3) [17](#)
- [7.](#) Important Remaining Issues [17](#)
 - [7.1.](#) Transparency [17](#)
 - [7.2.](#) IAO Board [18](#)
 - [7.3.](#) Input from the IETF Community [18](#)
 - [7.4.](#) Non-US incorporation [18](#)
- [8.](#) Acknowledgments [19](#)
- [9.](#) Informative References [19](#)

Authors' Addresses [20](#)

1. Introduction

The arrangements relating to administrative support for the IETF (referred to as the "IETF Administrative Support Activity" (IASA) ([RFC4071]) were created more than ten years ago, when the IETF initially took charge of its own administration. The arrangements have served the IETF reasonably well, but there's been considerable change in the necessary tasks, in the world around us, and our own expectations since the creation of the IASA.

The system has experienced various challenges and frustrations along the way. IETF participants have experienced some questions over administrative choices made for the organization (e.g., meeting venue selections, hotel availability and costs), and then voiced concerns about the seeming lack of transparency and responsiveness from the components of IASA, or even clarity about who is responsible for the decisions, or who to follow up with to address stated concerns.

The IETF community has discussed and continues to discuss these topics, most recently on the "IASA 2.0" mailing list and BOFs at IETFs 98, 99, 100, and 101. The IETF Chair convened a small design team (the authors of this document) in 2017 to start evaluating potential options. The purpose of the design team is to provide material that informs the community discussion, both in terms of providing a bit more worked through solution ideas, as well as supporting analysis of the implications of those options.

To be clear, the community is in charge of adopting any recommendations or making any decisions. This draft, the output of the design team's considerations, merely collects the activities around IASA 2.0 and the Design Team's work into one place. It should also be noted that IETF administrative matters have been organized jointly with ISOC, and it is important that ISOC continue to be involved in IETF's reorganization.

It should of course be acknowledged that there is no perfect, or even great solution. Changing the IETF organizational structure will not fix every problem and may bring new problems of its own. But it seems that the current structure is brittle and the issues around lack of staff and authority, clarity, and responsibility are sufficiently serious to explore different options.

This document defines a problem statement and a set of goals for the IASA 2.0 effort in terms of an abstract administrative structure, called IETFAdminOrg (or IAO). Then, it discusses four possible legal structures of IAO and describes specifically how the LLC model (what

this document refers to as Option 3) addresses the goals. In no case does IAO have anything to do with defining, changing, or operating the IETF's standards process and structure (participants (not members), WGs, IESG and so on), which remain as they stand today.

As a base for this document, there was a good articulation of the set of problems we are facing after an initial set of virtual workshops in early 2017 in [[I-D.hall-iasa20-workshops-report](#)] and a number of drafts describing problems from specific perspectives: [[I-D.daigle-iasa-retrospective](#)], [[I-D.arkko-ietf-iasa-thoughts](#)], [[I-D.arkko-ietf-finance-thoughts](#)]. The Design Team specified the types of organizational models and recommendations in [[I-D.haberman-iasa20dt-recs](#)] for IETF 100, and proposed elements of a specific structure in [[I-D.hall-iasa2-struct](#)] for discussion at IETF 101. Some of the content from these documents has been incorporated into this document.

The next two sections ([Section 2](#) and [Section 3](#)) describe the background and summarize the challenges noted in the community discussion. The two sections after that ([Section 4](#) and [Section 5](#)) describe the goals and discuss the primary legal options for changes. The following two sections ([Section 6](#) and [Section 7](#)) discuss, respectively, the Design Team's rationale for recommending the LLC option (Option 3) and issues that will need to be carefully considered by a Working Group established to further specify the new organizational structure.

[2. Background](#)

[2.1. Terminology](#)

The following acronyms are used in this document:

- o IASA - IETF Administrative Support Activity - An organized activity that provides administrative support for the IETF, the IAB, and the IESG.
- o IAOC - IETF Administrative Oversight Committee in the current IASA system - A largely IETF-selected committee that oversees and directs IASA. Accountable to the IETF community.
- o IAOC committees - Recognizing the need for specialized attention for different branches of work requiring IAOC oversight, the IAOC expanded its support by creating committees. Currently, the committees do the heavy lifting on specific tasks, while the IAOC is the one responsible for final decisions.

- o IAO - An abbreviation referring to the new IETF administrative organization (called "IETFAdminOrg" in past documents).
- o ISOC - The Internet Society - The organizational home of the IETF, and one that in the current IASA system assists the IETF with legal, administrative, and funding tasks.
- o IAD - IETF Administrative Director - In the current system, the sole staff member responsible for carrying out the work of the IASA. An ISOC employee.
- o IETF Trust - In the current system, the IETF Trust acquires, maintains, and licenses intellectual and other property used in connection with the administration of the IETF. Same composition as IAOC.

2.2. Current IASA Arrangements

The administrative support structure is intended to be responsive to the administrative needs of the IETF technical community.

[RFC 4071](#) [[RFC4071](#)] defines the current IETF Administrative Support Activity (IASA). It is an activity housed within the Internet Society (ISOC), as is the rest of the IETF. [RFC 4071](#) defines the roles and responsibilities of the IETF Administrative Oversight Committee (IAOC), the IETF Administrative Director (IAD), and ISOC in the fiscal and administrative support of the IETF standards process. It also defines the membership and selection rules for the IAOC.

As [RFC 4071](#) notes, IASA is distinct from IETF-related technical functions, such as the RFC Editor, the IANA, and the IETF standards process itself. The IASA has no influence on the technical decisions of the IETF or on the technical contents of IETF work.

Today, IASA's activities support a number of functions within the IETF system:

- o Meeting planning
- o Budget and financial management
- o Contracting with and overseeing the secretariat
- o Contracting with and overseeing the RFC Editor (together with the IAB)
- o Contracting with and overseeing IANA (together with the IAB)

- o Legal ownership of IETF materials, domain names and copyright
- o Ownership of IANA-related domain names and copyright
- o General legal support (including topics beyond domains and IPR)
- o The IETF website
- o IETF IT services
- o Tooling support, maintenance, and development (together with volunteers)
- o Meeting network support
- o Remote attendance support
- o Communications assistance for the IETF
- o Sponsorship and funding (together with ISOC)

3. Problem Statement

The purpose of this part of the document is to describe a few problem areas with enough detail to allow the comparison of potential IASA structure updates (among themselves, as well as comparison to the status quo) that must be addressed by IAO. This is intentionally illustrative, rather than an exhaustive enumeration of all possible and perceived issues with the current structure and implementation. Nevertheless, the examples are concrete and real. (For a fuller description of the perceived issues with the current IASA arrangements, see [[I-D.daigle-iasa-retrospective](#)], [[I-D.hall-iasa20-workshops-report](#)], [[I-D.arkko-ietf-iasa-thoughts](#)], [[I-D.arkko-ietf-finance-thoughts](#)], and ongoing discussion on the iasa20@ietf.org mailing list.)

In general, the range of IETF administrative tasks have grown considerably, our organizational structure is not as clear, efficient, or as fully resourced as it should be, the division of responsibilities between the IETF and ISOC continues to evolve, expectations on transparency have changed, and we face continued challenges related to funding IETF activities on a background of increasing costs and lack of predictability in our funding streams.

3.1. Lack of Clarity

In general, as the IETF has grown and aged, an increasing lack of clarity exists in a number of specific areas. We discuss four areas where this lack of clarity is specifically acute: responsibility, representation, authority, and oversight.

3.1.1. Responsibility

The line between the IETF and ISOC is not organizationally clear-cut, which has led to issues around transparency, allocation of staff time and priorities, budgeting, and clarity of who is responsible for what.

Often, it can be unclear what part of the IETF or ISOC is responsible for a particular function. Things as simple as ensuring there is a lanyard sponsor/coordinator, but also functions as important as fundraising and sponsorship development have suffered from a lack of clear responsibility.

IAO must have lines of responsibility that are clear enough for non-IETFers to understand where responsibilities lie, and how to make changes as necessary over time.

3.1.2. Representation

The respective roles of ISOC, the IETF chair, the IAOC, and the secretariat in representing the IETF to sponsors and donors and communicating with them are not clear.

Having ISOC represent the IETF to sponsors and donors:

- o creates confusion about why the IETF does not represent itself,
- o yields questions about why ISOC does not instead increase its IETF support and how donations can be guaranteed to be dedicated to the IETF,
- o can result in those soliciting sponsorships and donations having a lack of familiarity with IETF work, and
- o creates a lack of an integrated and understandable representation of the IETF. People not familiar with the IETF (e.g., potential sponsors) must be able to recognize when or how an entity speaks for the IETF.

3.1.3. Authority

Another significant problem concerns authority, and to what extent can IETF make decisions on its own in the current structure compared to decisions that require ISOC approval and agreement.

For example, due to IETF's lack of legal status, contractual agreements must be signed by ISOC on behalf of the IETF. There are occasions when a decision that is right for the IETF and desired by IETF leadership cannot be executed due to constraints posed by what ISOC can and cannot agree to itself. For example, when IETF sought to acquire a recent piece of software for business purposes, ISOC would initially not agree to entering into an agreement with the software provider. Ideally, IETF could make decisions free from operational and other constraints imposed by its relationship with ISOC.

IAO must have enough and appropriate authority to carry out the IETF's administrative requirements and activities in a timely fashion, and as the IETF desires (within reason of normal business and legal requirements).

3.1.4. Oversight

The IAOC is the primary oversight body in the current IASA model, but there can be confusion or mismatches in roles. For example, to the extent that ISOC staff besides the IAD become engaged in administrative work for the IETF, to whom do they report? The IAOC, the IAD, or their management at ISOC? Ultimately, any employee will recognize their primary responsibility to their employer (i.e., ISOC, and specifically to their ISOC management chain). Even in a well-balanced relationship between the IETF and ISOC, this leads to conflicting priorities and availability, with the ISOC staff person having to continuously explain and validate IETF priorities within the ISOC reporting chain.

Furthermore, when we're in a position where we need more staff support, it's not obvious what the most appropriate path is to obtain that support and how the IAOC's oversight fits into the kind of performance review and career planning that ISOC staff would expect. We have used a variety of models for acquiring staff support from ISOC in the past, ranging from the IAD informally soliciting help from others at ISOC, to the IAOC establishing more formal staff relationships with ISOC personnel, to ISOC taking responsibility for finding staff with an internal-to-ISOC reporting chain. The role of the IAOC with respect to such staff is not defined, nor is the mechanism for reflecting the work that they do for the IETF back to their ISOC management.

IAO's oversight and management functions must be complete and coherent. For example, it might either take on full oversight responsibility for staff employment functions (including reporting structures for management reporting and career development), or the oversight role must be limited to review input submitted to the external sources responsible for employment, leaving the question of competing priorities unsolved.

3.2. Lack of Resources

IETF faces growing constraints on resources essential for IETF to function, notably in volunteers and staff.

3.2.1. Volunteers

The IAD is the sole full-time employee for IETF, and the IASA arrangement encompasses a series of volunteer committees that help to work through issues such as finance, legal, meetings, technology management, requests for proposals, and sponsorship. These responsibilities are expanding in both time requirements, and scope. In some cases, the IETF is verging on requiring volunteers to take on actual work items -- which is beyond the scope of what is reasonable to ask of a volunteer. As a result, it is becoming close to impossible to find qualified volunteers who are willing to stand for open slots on the IAOC. In general, on both the IAOC and the committees, the time that committee members have to devote to the tasks at hand falls far short of what is required to do much of anything beyond keeping the organization afloat. At a time when the IETF is faced with administrative and financial challenges, barely having enough volunteers and volunteer time to keep the current operation running is not a sustainable model.

IAO must rely less on volunteers or be better assured of engagement of willing and capable volunteers.

3.2.2. Staff

IETF faces serious constraints on staff capacity under the current IASA model. The one IAD role and support from contractors have been used to assure that capacity needed is for the most part in place. However, it seems clear that the IAD role is overly complex and taxing for a single human at this point, necessitating measures such as providing an administrator for the IAOC to better run that body and their meetings. IAO will require more paid employment support dedicated to IETF work.

3.3. Lack of Transparency

The IAOC has sometimes been perceived to operate less transparently than what is the norm for IETF processes and other IETF leadership bodies. This can be observed, for example, in the failure to publicly share agreed information in a timely fashion. The reasons behind this vary but can sometimes be caused by lack of resources to review and prepare material for community review, or even fear of community reaction to potential administrative decisions.

Work to increase transparency has made progress, but we must continue to address and improve this. At the same time, a balance must be struck to reach the right level of transparency, so that certain aspects of contracts, business terms, and negotiations can remain confidential, according to legal and business practice norms. It will be important for the community and any future IASA function to better define this in order to better meet well-defined, balanced community expectations on transparency and information sharing. IAO will be required to operated in a transparent fashion per community expectations set as part of this IASA 2.0 process.

3.4. Funding/Operating Model Mismatch and Rising Costs

The IETF is facing a changing financial landscape, and is ill-equipped to set itself up for the future.

Meeting fees are currently an important source of revenue, but the emergence of more viable remote participation tools and other factors are likely responsible for declining in-person meeting attendance going forward.

While there has been a lot of sponsor support for, e.g., meeting hosting, getting support for the full costs of operating the IETF is not easy. The costs are quite large, the value to sponsors is not always obvious, the IETF community is sometimes critical or unappreciative, and the same sponsors get tapped again and again for many related but different opportunities.

In addition, relying heavily on meeting-based revenue is somewhat at odds with the fact that much of the IETF's work takes place outside of in-person meetings.

Further exacerbating the situation, the IETF is increasingly relying on professional services to support its activities - in order to more efficiently operate the IETF's activities and better enable IETF participants to contribute to the IETF's core technical work rather than administrative and supporting activities work - which is also causing expenses to grow.

IAO must have appropriate expertise/resource to identify better funding models for the future for the IETF to deal with its evolving realities, as well as the authority and tools to implement them.

4. Goals

The IASA redesign effort needs to address the main issues listed above in {problem-statement}. More specifically, the future organizational structure needs to do at least the following:

- o Protect the IETF's Culture and Technical Work: Ensure that the future IASA organizational structure and processes preserve and protect the IETF's unique culture of individual contribution, clear separation of financial support from technical work, as well as the "rough consensus and running code" approach to the development of open Internet standards.
- o Improve the IETF's Technical Environment: Undertake changes to better enable technical contributors to focus more on that technical work and less on administrative work or support activities. This could for example mean directing more financial resources towards the creation of new or improvement of existing tools, which might be produced by contractors rather than solely by volunteers. As a result, volunteers could instead focus on developing the standards themselves. Thus, if the core competency of IETF attendees and their reason for participating in the IETF is to develop standards, then create an environment where they can focus exclusively on that activity and delegate to contractors, staff, or other resources the responsibility for creating and maintaining tools and processes to support this activity.
- o Clearly Define the IETF-ISOC Relationship: Define the roles of IETF and ISOC in a way that helps the above structure be as clear as possible, in terms of who does what, how are things accounted for, and who is in charge of adjustments and control (e.g., staff resources). This also includes consideration of a new funding model that takes into account the historical responsibility for the IETF that ISOC has had since its inception.
- o Support a Re-Envisioned Funding Model: Provide the staff support and resources needed to adapt the funding model of the IETF to changes in the industry, participation, and expenses. The structure should also allow for and be able to support new funding streams or changes to the proportion of funds from various sources.
- o Provide Clarity About the IETF-ISOC Financial Arrangements: A redesign needs to clear up ambiguities in the financial

arrangements between IETF and ISOC. It must also be clear to people outside the IETF and ISOC organizations (e.g., sponsors) what the arrangements are and what their contributions affect and do not affect.

- o Clarify Overall Roles and Responsibilities: Ensure that all staff, contractor, and volunteer roles are clearly documented. This necessarily includes documenting how each of these parties may interact or interface with one another in order to conduct and support the business of the IETF. This also includes documenting key work processes, decision-making processes and authority (such as pertaining to meeting venue selection), etc. A key objective is to minimize ambiguity and uncertainty so that it is clear who is responsible for what and who has the power to make certain decisions.

There also needs to be a clear definition of what issues belong to the IESG or IETF Chair vs. the IASA organization or staff. In many cases that is not clear today, and the IETF Chair role includes a lot of administrative leadership responsibility beyond a rational scope for the position.

- o Define Support Staff Roles and Responsibilities: Clearly define the roles of the oversight entities and staff/contractors to match the expanded work scope facing the IETF. Ensure that any changes create a structure that can adapt flexibly to future growth and other changes (including changes in IETF community expectations, such as increased transparency or more rapid decision-making).
- o Re-Define the Role of the IETF Community in Relation to Administrative Activities: As the roles and responsibilities for support staff and volunteer roles are clarified more precisely, the role of the IETF community in relation to those staff and volunteer roles must be better defined. This should acknowledge the limited time and availability of IETF volunteers, better defining expectations around oversight of and involvement in strategic, operational, and execution tasks within the administrative efforts.

The new design needs to ensure that volunteers are not overloaded in such things as low level operational decisions, which are properly the responsibility of staff, and volunteers can instead focus on strategic changes, critical decisions, and so on. In particular, this should focus on clearly documenting the lines between responsibility, representation, authority, and oversight.

- o Define Improved Transparency Requirements: The general level of operational transparency and information-sharing between IETF

administrative staff and groups to the IETF community must be kept at an acceptable level, and improved where it makes sense in the future. This includes ensuring the timeliness of sharing of information and decisions, as well as seeking comment on prospective decisions. At the same time, we need to reset expectations around responsibility and authority so that once staff or an administrative support organization has been delegated certain authority by the definition of the new structure, it is clear that they are empowered to proceed in a particular area. This will improve organizational efficiency, reduce friction, and improve the pace of work and decision-making. However, it is clear that enabling a group or staff to act within their proscribed authority depends upon a clearer definition of roles and responsibilities, on improved transparency, on improved communications, and on trust (which is built upon all of those things over time).

- o Define a Transition Plan: Determine what new IASA structure we need and define a transition plan from the model the IETF has today to the new structure.

5. Legal Options for IETF Organizational Change

After IETF 100 in November of 2017, the IETF community clearly wanted more input on the various legal options available for IETF restructuring as well as the trade-offs among the various options. The Design Team working with the IETF Chair asked the Internet Society's tax law attorneys to outline a series of options based on the requirements developed in this process. The result is a memorandum [[ML-memo](#)] that outlines the various options and their trade-offs. In this section, we summarize those options. We also include a tabular summary for each option of the legal analysis from Morgan Lewis.

5.1. Option 1 - Independent 501(c)(3)

On one end of the spectrum is complete independence from ISOC. The natural choice for this would be for IETF to incorporate as an independent organization, incorporating as a non-profit in a particular state and then applying at the federal level to the IRS for tax exemption to achieve 501(c)(3) status. In this case, all functions of IAO would be legally independent of ISOC, including board appointments, hiring and firing, etc. IAO would face increased one-time and ongoing administrative complexities, including maintenance of tax-exempt status, separate audits, financial statements, and tax filing. ISOC could continue to provide funding to the IAO and ISOC could set the terms of funding through a grant agreement or contract.

+-----+-----+		
Governance: 501(c)(3)		
+-----+-----+		
Is ISOC involved in appointing IAO Board?	No	
Can IAO Board hire and fire the IAO ED?	Yes	
ISOC liable for IAO debts and obligations?	No	
+-----+-----+		

+-----+-----+		
Finance and Fundraising: 501(c)(3)		
+-----+-----+		
Can IAO have separate bank account from ISOC?	Yes	
Can donors write checks to IAO?	Yes	
IAO needs to maintain its own non-profit status?	Yes	
+-----+-----+		

+-----+-----+		
Administration/Staffing: 501(c)(3)		
+-----+-----+		
Would IAO need to conduct its own audit?	Yes	
Would IAO need to file its own tax return?	Yes	
IAO ED can hire/fire, contract without ISOC approval?	Yes	
+-----+-----+		

5.2. Option 2 - Type 1 Supporting Organization

IAO could be set up as a Type 1 Supporting Organization of ISOC. In this model, IAO would be set up a 501(c)(3) organization but then list ISOC as the named supported organization, essentially specifying that it's a separate entity but one that works to support ISOC's mission. In this model ISOC would have to be the sole controlling parent entity, with ISOC retaining formal control of the IAO Board. This would require incorporation as a non-profit, filing for federal and state tax exemption, filing separate taxes, but audits and financial statements would be consolidated with those of ISOC.

+-----+		
Governance: Type 1 Supporting Org.		
+-----+		
Is ISOC involved in appointing IAO Board?	Yes(1)	
Can IAO Board hire and fire the IAO ED?	Yes	
ISOC liable for IAO debts and obligations?	No	
+-----+		

+-----+		
Finance and Fundraising: Type 1 Supporting Org.		
+-----+		
Can IAO have separate bank account from ISOC?	Yes	
Can donors write checks to IAO?	Yes	
IAO needs to maintain its own non-profit status?	Yes	
+-----+		

+-----+		
Administration/Staffing: Type 1 Supporting Org.		
+-----+		
Would IAO need to conduct its own audit?	Yes	
Would IAO need to file its own tax return?	Yes	
IAO ED can hire/fire, contract without ISOC approval?	Yes	
+-----+		

(1) ISOC would be required to appoint majority of the IAO Board, perhaps upon IETF recommendations.

5.3. Option 3 - Disregarded LLC

IAO could form a Limited Liability Company (LLC) that is a disregarded entity of ISOC, essentially treating it as a branch or division of ISOC for most tax purposes. The term "disregarded" here means that the LLC is disregarded by ISOC for some purposes; that is, while ISOC's non-profit status and tax exemption applies downward to the LLC, legal liability and financial impacts do not apply upwards from the LLC to ISOC. In contrast to the previous option, ISOC in this case could delegate the appointment of the IAO Board to a nominating committee within the IAO. This option would not require tax exemption filing, filing separate taxes, or separate audits or financial statements.

+-----+-----+	
Governance: Disregarded LLC	+
+-----+-----+	
Is ISOC involved in appointing IAO Board?	No(2)
Can IAO Board hire and fire the IAO ED?	Yes
ISOC liable for IAO debts and obligations?	No
+-----+-----+	

+-----+-----+	
Finance and Fundraising: Disregarded LLC	
+-----+-----+	
Can IAO have separate bank account from ISOC?	Yes
Can donors write checks to IAO?	Yes
IAO needs to maintain its own non-profit status?	No
+-----+-----+	

+-----+-----+	
Administration/Staffing: Disregarded LLC	
+-----+-----+	
Would IAO need to conduct its own audit?	No
Would IAO need to file its own tax return?	No
IAO ED can hire/fire, contract without ISOC approval?	Yes
+-----+-----+	

(2) ISOC can delegate responsibility for appointing all IAO Board members to IETF bodies, but must retain ultimate control of the LLC.

5.4. Option 4 - Activity of Internet Society

IASA is currently an activity of ISOC, so this option was included in the analysis to give a baseline for comparison of the other options.

+-----+-----+	
Governance: Activity of ISOC	
+-----+-----+	
Is ISOC involved in appointing IAO Board?	Yes, as today
Can IAO Board hire and fire the IAO ED?	No
ISOC liable for IAO debts and obligations?	Yes
+-----+-----+	

+-----+-----+-----+	
Finance and Fundraising: Activity of ISOC	
+-----+-----+-----+	
Can IAO have separate bank account from ISOC?	Yes
Can donors write checks to IAO?	No
IAO needs to maintain its own non-profit status?	No
+-----+-----+-----+	

+-----+-----+-----+	
Administration/Staffing: Activity of ISOC	
+-----+-----+-----+	
Would IAO need to conduct its own audit?	No
Would IAO need to file its own tax return?	No
IAO ED can hire/fire, contract without ISOC approval?	No
+-----+-----+-----+	

6. Design Team Recommendation (Option 3)

After discussion and consideration, the design team recommended at the IASA 2.0 BOF session at IETF 101 that we pursue Option 3, the disregarded LLC option.

In our view, this option gives increased independence without the full administrative complexity of the other options. Notably, this option is easier to set up than the non-profit corporation options and also has simpler annual reporting requirements; that is, the LLC option does not require state-level incorporation, does not require filing for state and federal tax exempt status, and it allows IETF to continue to benefit from ISOC's tax exempt status and financial reporting and auditing. IAO will be a legal entity that can have and control its own bank accounts and sign contracts without involving ISOC. Crucially, this option allows the operating agreement to delegate the task of appointing a board to a committee (likely the IAB) of IETF.

7. Important Remaining Issues

7.1. Transparency

The issue of increased transparency was important throughout the IASA 2.0 process, with little to no dissent. It was recognized that there will naturally be a confidentiality requirement about hotel contracting, personnel matters, and other narrow areas. At IETF 101

in the IASA 2.0 BOF, the design team proposed the following default transparency rule:

Whatever doesn't have a specific justification for being kept confidential, should be made public. There must exist a public list of confidential items, describing the nature of the information and the reason for confidentiality.

7.2. IAO Board

The composition of the IAO Board requires careful thought and deliberation. An earlier draft from the design team discussed a small 5-member board, and list discussion saw proposals that included 7 and 9 members, with some mix of the IETF Chair, IETF-appointed ISOC Board members, NOMCOM-appointed members. Discussion of composition, term lengths, types of experience needed, liaisons, officers, are all details the design team will leave in the hands of a chartered IETF working group in the near future.

7.3. Input from the IETF Community

The current IAOC also involves a structure of 7 substantive committees (Finance, Legal, Meetings, Technology, RFPs, Sponsorship, and Venue Review) where IETF community volunteers can contribute to the administrative work of the IETF. Under a new structure, much of this activity will be performed by paid IAO staff, potentially limiting the nature and quantity of feedback that the IAO gets from the IETF community. One option discussed heavily and mostly rejected was the potential notion of an Advisory Council, that could be a venue for directly marshaling community feedback into the IAO structure.

It is unclear what kind of feedback mechanism - other than email sent in response to an ietf@ietf.org mailing list post - would be important to ensure that IAO has a good, ongoing sense of the community, so we leave this to future deliberation.

7.4. Non-US incorporation

Finally, the community rightly challenged the design team in terms of exploring organizational options in non-US venues, e.g., non-profit incorporation in Europe or Asia. However, given that ISOC even under a complete independence model will still need to be heavily involved in the business of IAO, there were no clear options that seemed strictly better given the problem statement and goals outlined above.

8. Acknowledgments

Thanks to Richard Barnes, Alissa Cooper, John Levine, and Sean Turner for discussions of possible structures, and to the attorneys of Morgan Lewis for their advice on possible legal impacts.

9. Informative References

[Diagrams]

Barnes, R., "IASA 2.0 Strawman Diagram", February 2018, <<https://ipv.sx/iasa2.0/IASA-Strawman.pdf>>.

[Diagrams-no-trust]

Barnes, R., "IASA 2.0 Strawman Diagram, IETF Trust Not Shown", February 2018, <<https://ipv.sx/iasa2.0/IASA-Strawman-NoTrust.pdf>>.

[I-D.arkko-ietf-finance-thoughts]

Arkko, J., "Thoughts on IETF Finance Arrangements", [draft-arkko-ietf-finance-thoughts-00](#) (work in progress), February 2017.

[I-D.arkko-ietf-iasa-thoughts]

Arkko, J., "Thoughts on IETF Administrative Support Activities (IASA)", [draft-arkko-ietf-iasa-thoughts-00](#) (work in progress), March 2017.

[I-D.daigle-iasa-retrospective]

Daigle, L., "After the first decade: IASA Retrospective", [draft-daigle-iasa-retrospective-01](#) (work in progress), June 2017.

[I-D.haberman-iasa20dt-recs]

Haberman, B., Arkko, J., Daigle, L., Livingood, J., Hall, J., and E. Rescorla, "IASA 2.0 Design Team Recommendations", [draft-haberman-iasa20dt-recs-01](#) (work in progress), October 2017.

[I-D.hall-iasa2-struct]

Haberman, B., Hall, J., and J. Livingood, "Proposed Structure of the IETF Administrative Support Activity (IASA), Version 2.0 (for Discussion)", [draft-hall-iasa2-struct-01](#) (work in progress), March 2018.

[I-D.hall-iasa20-workshops-report]

Hall, J. and J. Mahoney, "Report from the IASA 2.0 Virtual Workshops", [draft-hall-iasa20-workshops-report-00](#) (work in progress), March 2017.

[ML-memo] Morgan Lewis, "Options for New Organization to Conduct IETF Administrative Support Activities", February 2018, <https://mailarchive.ietf.org/arch/msg/iasa20/XT_3vfd30wVFCW335mRrvWuusaI/>.

[RFC4071] Austein, R., Ed. and B. Wijnen, Ed., "Structure of the IETF Administrative Support Activity (IASA)", [BCP 101](#), [RFC 4071](#), DOI 10.17487/RFC4071, April 2005, <<https://www.rfc-editor.org/info/rfc4071>>.

Authors' Addresses

Joseph Lorenzo Hall (editor)
CDT

Email: joe@cdt.org

Brian Haberman (editor)
Johns Hopkins University

Email: brian@innovationslab.net

Jari Arkko
Ericsson Research

Email: jari.arkko@piuha.net

Leslie Daigle
Thinking Cat Enterprises LLC

Email: ldaigle@thinkingcat.com

Jason Livingood
Comcast

Email: Jason_Livingood@comcast.com

Eric Rescorla
RTFM, Inc.

Email: ekr@rtfm.com

