

IASA 2.0 Legal Options & Strawman

Morgan Lewis Memo / `draft-hall-iasa20-struct-01`

J.L. Hall J. Arkko L. Daigle

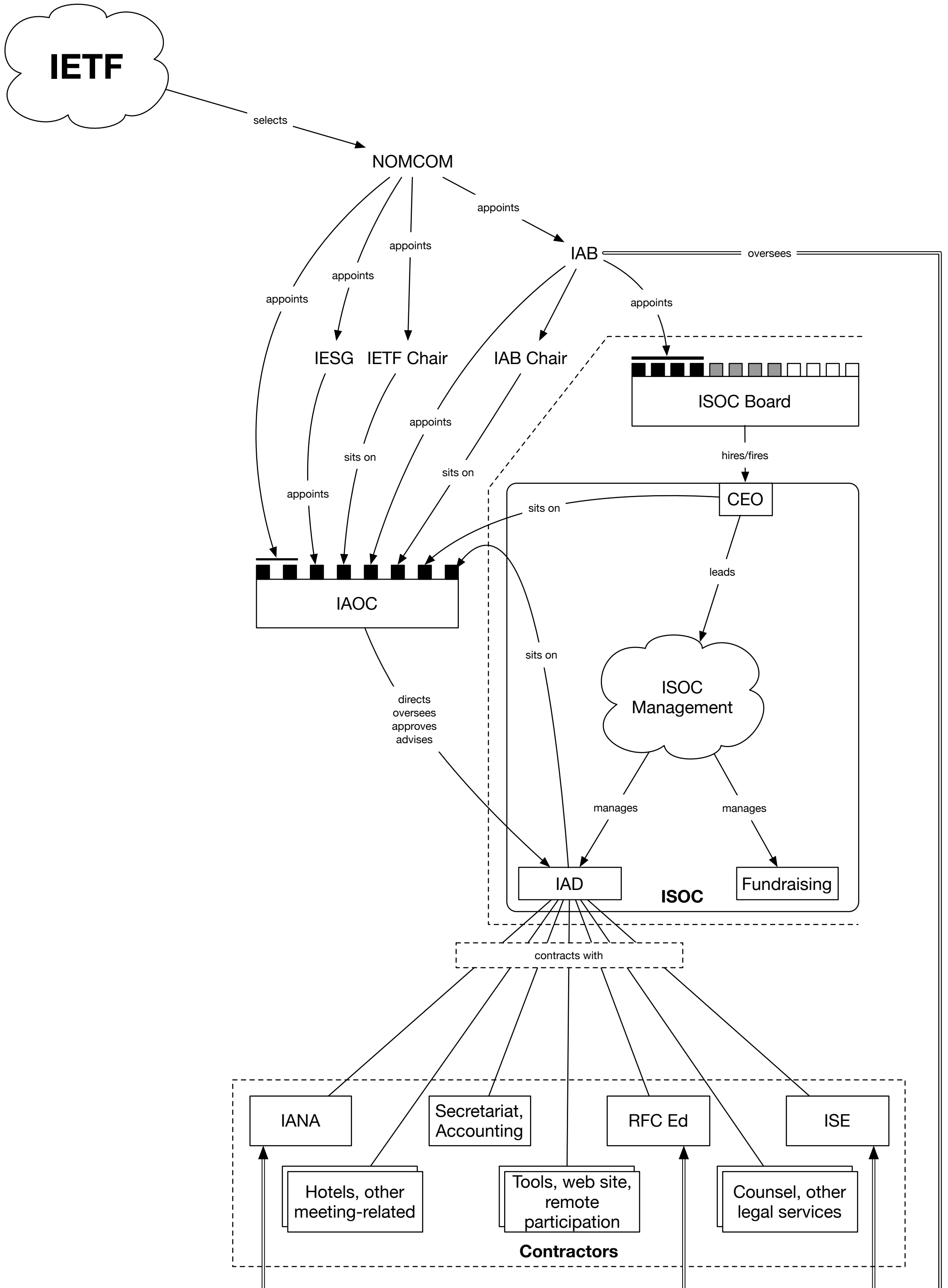
B. Haberman J. Livingood E. Rescorla

IASA 2.0 Work So Far

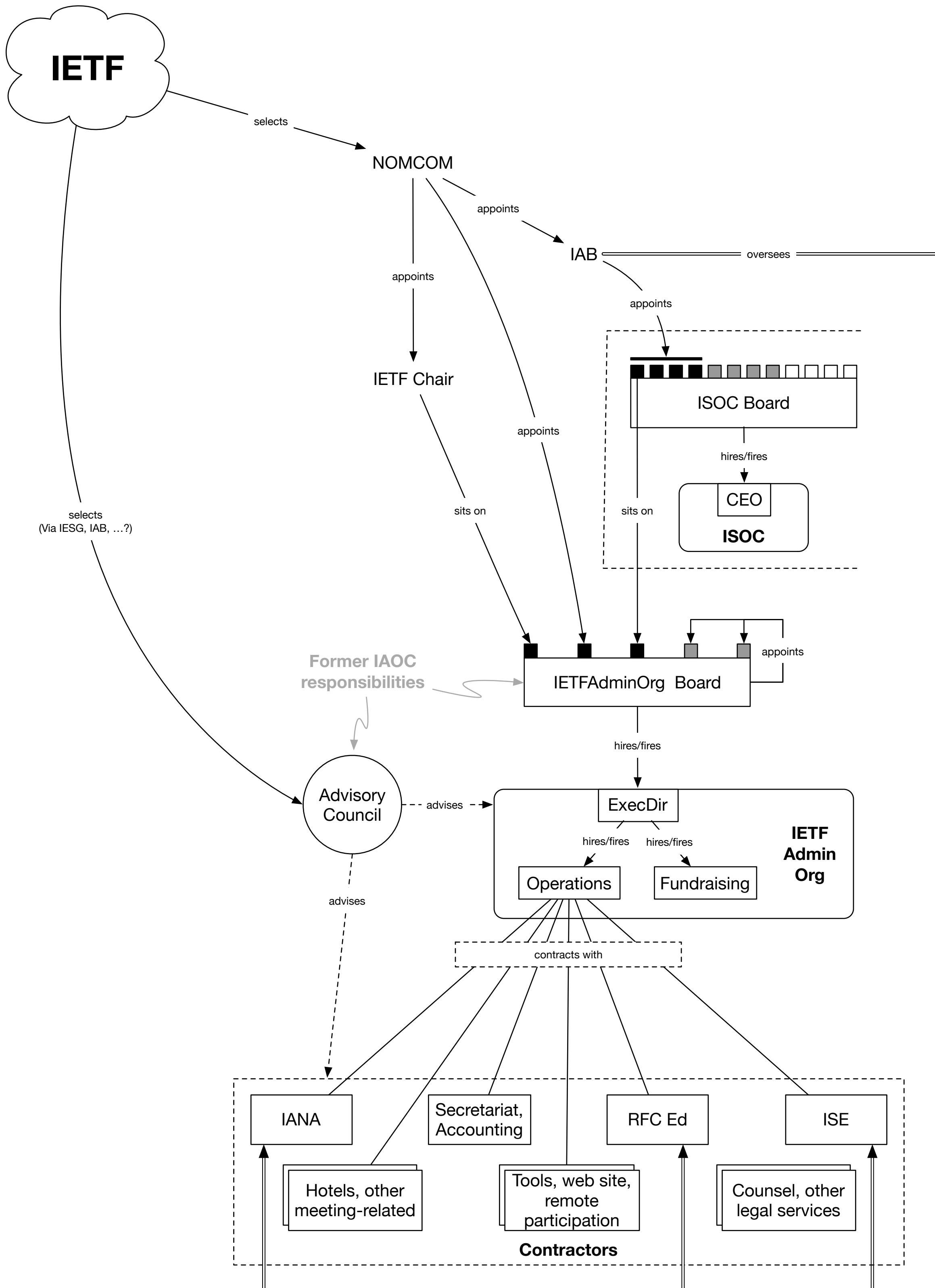
- IETF Chairs began process to explore updating IASA (Feb-2017)
- Some thoughts on existing structure were documented:
 - draft-daigle-iasa-retrospective, draft-arkko-ietf-iasa-thoughts, draft-arkko-ietf-finance-thoughts
- Design Team recruited: (Arkko, Daigle, Haberman, Hall, Livingood, Rescorla)
- Two virtual workshops and DT recommendations:
 - Virtual Workshops: draft-hall-iasa20-workshops-report
 - Design Team recs: draft-haberman-iasa20dt-recs
- After Singapore, we ruled out complete independence, community asked for clarity on organizational structure:
 - Memorandum from ISOC tax lawyers: Morgan Lewis Memo
 - A Strawman design of an IASA 2.0: draft-hall-iasa2-struct
- **The DT Recommends Option 3, the Disregarded LLC.**

| | | | | |
|--|-------------|--|--|------------------|
| draft-haberman: | independent | ISOC Subsidiary | | IASA++ |
| Morgan Lewis memo: | independent | Type-I support org | LLC | Activity of ISOC |
| I. Governance | | | | |
| Would ISOC be required to be involved in appointing board members of IETFAdminOrg (IAO)? | No | Yes. ISOC to appoint majority of IAO Board members, perhaps upon IETF recommendations. | No. ISOC can delegate responsibility for appointing all IAO Board members to IETF bodies, but retain ultimate control of the LLC | Yes, as today |
| Can IAO Board hire and fire the IAO Exec Dir? | Yes | Yes | Yes | No |
| Is ISOC liable for IAO's debts and obligations? | No | No | No | Yes |
| II. Finance & Fundraising | | | | |
| Can IETF funds be held in a bank account separate from ISOC funds? | Yes | Yes | Yes | Yes |
| Can donors write checks to IAO? | Yes | Yes | Yes | No |
| Would IAO need to maintain its own non-profit status? | Yes | Yes | No | No |
| III. Administrative Complexities | | | | |
| Would IAO need to conduct its own audit | Yes | Yes | No | No |
| Would IAO need to file its own form 990? | Yes | Yes | No | No |
| IV. Staffing | | | | |
| Can IAO Exec Dir hire and fire staff and contractors without ISOC approval? | Yes | Yes | Yes | No |

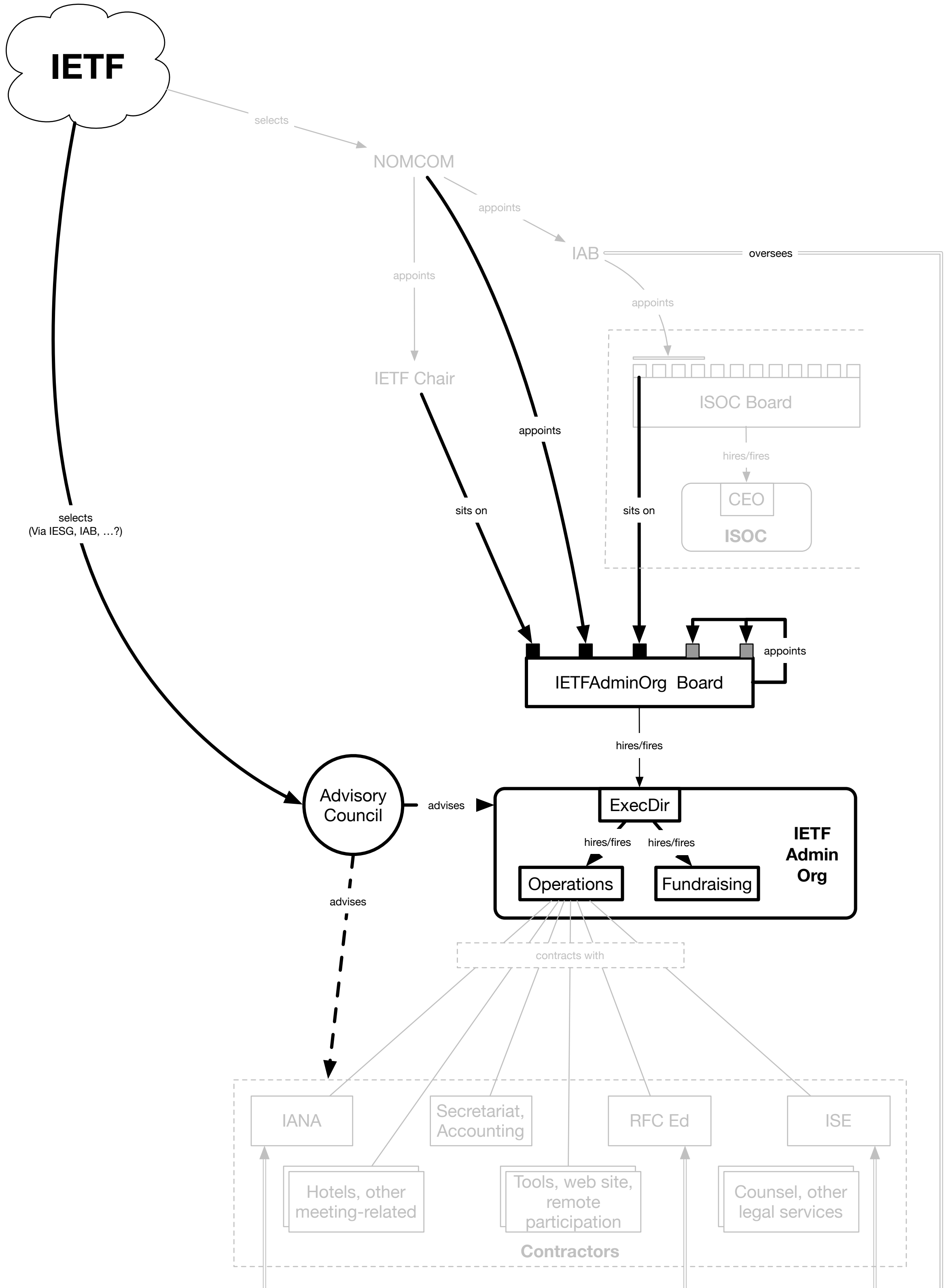
Current



Proposed



Delta



Proposed strawman: draft-hall-iasa20-struct

- Transparency of IAO and IAO Board
 - Can we agree to something like this?:
“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.” (need to take to IETF community)

Proposed strawman: draft-hall-iasa20-struct

- Board size, composition, compensation
 - Size: 5 (too small?), maybe 7 (where to add?)
 - draft-hall (5): IETF Chair, 1 ISOC Board (IAB-appointed), 1 NOMCOM-appointed, 2 Members selected by IAO Board
 - Ted H. (9): IETF Chair, 4 ISOC Board (IAB-appointed), 3 NOMCOM-appointed, and IAO ED (*ex officio*)
 - Compensation? Term lengths? Staggered?
Management/Finance Experience? Liasons? Officers?

Proposed strawman: draft-hall-iasa20-struct

- Advisory Council function, existence
 - Proposed to offer community guidance to IASA and IAO ED.
 - Function like IAOC committees do today, but purely advisory.
 - Size, composition, rhythms, and requirements unclear.
 - M. Richardson: can't we just spin up WGs for this?

Proposed strawman: draft-hall-iasa20-struct

- What about options in non-US jurisdictions?
 - ML attorneys recommend against:
 - * taxpayers in U.S. could not take a charitable deduction;
 - * potential limitations of ISOC financial support;
 - * may need to apply for tax exemption/follow laws of ≥ 2 countries.
 - M. Richardson: Do any options make it easier for non-US donations?