



I E T F®

IETF Trust

March 2022

IETF Trustees



Glenn Deen
Chair



Kathleen Moriarty
Treasurer



Joel Halpern



John Levine



Stephan Wenger

IETF Trust Purpose

Enable usage of IP Assets while protecting ownership

Hold IP Assets for IETF, IANA, ICANN, Internet Community

Domain ownership

IETF.ORG, IESG.ORG, IRTF.ORG, IAB.ORG, IANA.ORG,...

Copyrights

IETF RFC's, Logos, Photos, Videos

Contributions to the IETF: Internet Drafts, discussions, etc.

Trademarks

IETF, IANA Marks, additional IETF marks (logos etc.)

Software

IETF Tools, IETF YANG Catalog



IETF TRUST

Legal Provisions Relating to IETF Documents

Effective Date: March 25, 2015

1. Background

The IETF Trust was formed on December 15, 2005, for, among other things, the purpose of acquiring, holding, maintaining and licensing certain existing and future intellectual property used in connection with the Internet standards process and its administration, for the advancement of science and technology associated with the Internet and related technology. Accordingly, pursuant to RFC 5378, Contributors grant the IETF Trust certain licenses with respect to their IETF Contributions. In RFC 5377, the IETF Community has provided the IETF Trust with guidance regarding licenses that the IETF Trust should grant to others with respect to such IETF Contributions and IETF Documents. These Legal Provisions describe the rights and licenses that the IETF Trust grants to others with respect to such IETF Contributions and IETF Documents; as well as certain restrictions, limitations and notices relating to IETF Documents. These Legal Provisions also apply to other document streams that have requested that the IETF Trust act as licensing administrator, as described in Section 8 below. Capitalized terms used in these Legal Provisions that are not otherwise defined have the meanings set forth in RFC 5378.

Trust Structure

- Commonwealth of Virginia Trust
- IRS 501c3 Non-Profit
- Independent from ISOC and IETF Administration LLC
- Website: trustee.ietf.org
- 5 Trustees
 - IETF Nomcom 3, IESG 1, ISOC BoT 1
 - No financial support (travel or compensation)
 - Knowledge of IP law useful
 - Trustees are personally legally responsible/owners
- Annual budget ~100K
 - Legal & Administration Services, TM Registrations,
 - Document Storage (IETF bluesheets, other materials)
 - Domain Registrations, Trustee Insurance

Trust Insurance Concerns

- The IETF Trust carries \$1 million Professional Liability and \$3 million Directors & Officers insurance
- Levels are out of date having not kept up with inflation or risk levels
- Trust has tried to increase these amounts to appropriate levels
 - Current insurance provider won't increase coverage limits
 - Very few companies providing insurance to trusts
- Quite possible that coverage may one day become unavailable from any source

Impacts

- Without adequate insurance the Trust and Trustees face a significant risk
- Without any insurance the Trust would be very high risk
- Trustees have personal liability

Discussion

- Insurance companies don't like trusts due to their extensive use in family real-estate/wealth holding and tax optimization strategies
- Insurance Companies are comfortable with not-for-profit corporations
 - Large marketplace of insurance providers
 - Pricing more competitive due to large marketplace

Trustee Personal Liability

Trustee Personal Liability

The IETF Trust is a Virginia Common Law Trust

- ❖ Trustees aren't just managing officers – they are the owners of the Trust & Trust assets
- ❖ Trademark (TM) Registrations are a good example
 - Individual Trustees are listed along with the IETF Trust in registrations as the owners
 - Some TM Registrations don't allow trusts to be listed leaving IETF Trustees as the direct owners
- ❖ IETF Trust's legal liabilities can carry over into individual Trustees legal liabilities
- ❖ Trustees sign IETF Trustee Agreement acknowledging role, responsibilities and risk when joining
 - This is one agreement you really want to read before signing

Impact

- Many potential trustees have avoided being IETF Trustees due to the required personal risk
- Trustees take on direct personal liability as owners of IETF Trust

Discussion

- Corporations directly own IP Assets and can register them worldwide
- IETF Trustees act, and community expectations, are very much like corporate directors
 - They oversee but do not personally own
- Corporate directors have better legal separation protections from personal liability

IETF Trust Restructuring Exploration

Exploring restructuring IETF Trust to a not-for-profit corporation

What would change:

- All IETF Trusts assets would transfer
- All current licenses would transfer
- Trustees would no longer be owners – demoted to directors
- Would move from Virginia to Delaware (same place as IETF LLC)

What would be the same:

- Role & Service to IETF & Internet Communities
- All Licenses terms would stay the same
- Would stay non-profit (501c3) entity
- Selection of Directors would follow process per RFC 8714
 - 5 Directors: 1 from IESG, 1 from ISOC, 3 from IETF nomcom

Why not fold under IETF LLC?

IETF Administration LLC is a disregarded entity of ISOC

- ISOC is the ultimate owner of the IETF LLC
- ISOC is also the owner of PIR (Public Interest Registry)

IETF Trust 2005 founding agreement signed by CNRI & ISOC

(source: <https://trustee.ietf.org/documents/founding-documents>)

- Restricts IETF Trust's assets going to either CNRI or ISOC upon dissolution
- Folding under IETF LLC would be putting Trust assets under ISOC

IANA 2016 Transition transferred IANA assets to IETF Trust

(source: <https://trustee.ietf.org/iana-ipr>)

- IETF Trust chosen as an independent party to hold & protect IANA assets
- Expanded IETF Trust's community to include ICANN + Names & Numbers
- Folding under IETF LLC would put IANA assets under ISOC a Registry Op.

IETF Trustees believe that folding under IETF Administration LLC would break agreements & expectations with the community and with past IP contributors

Restructuring Consultation

- IETF Trustees are going to hold a consultation with the Trust communities
 - IETF Community
 - ICANN
 - RIRs Community
- Want to hear to community thoughts
 - Mailing list: tlp-interest@ietf.org
- Will hold a webinar in April 2022 for discussion

Contact us



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