

IETF Administration LLC

Meeting of the Board of Directors

September 24, 2018

Proposed Agenda

- 1.) LLC Legal Support Model
- 2.) Legal Focus Areas - Biddle Law PC - Q4'18
- 3.) Next steps/plan for separate insurance for the LLC
- 4.) Circle back on opens related to accounting procedures/check signing?
(and/or--would the board like to begin the detailed review of accounting procedures?)
- 5.) Circle back on Dec F2F
- 6.) Exec Session?

IETF legal support model for Q4 2018 & 2019

Brad Biddle

For 24-SEPT-2018 IETF LLC Board meeting

The content of this section has been removed for public posting because it concerns material confidential to Bidle Law.

Legal Focus Areas – BLPC – Q4’18

- Objectives
 - Share Q4’18 focus areas for legal work (BLPC) and:
 - Confirm assumptions
 - Discuss and adjust priority, timing/dependencies
 - Flag items for board review and decision making
 - Any decisions that can or should be deferred until the permanent board is seated?
 - ID Missing items/Areas of Concern

Biddle Law Focus Areas – IETF LLC Transition Q4'18

Priority	Focus Area	Board Reviews and/or Decisions Anticipated	High level timing
	Contract Assignment/ Transfer of property	No escalations at this time – Board review not anticipated	Near completion. Pending closure on clarification on plan for GDPR
	LLC Legal Support Model	Approval on vision/plan	Late Sept/Early Oct
	Update Trust Agreement	Updates to eligibility definitions as requested	Early Oct
	Charitable Contributions	Plan for charitable contributions, understanding applicable regulations and characterization of sponsorships.	Mid-October
	Endowment	Recommendation for process and plan to effect transfer of Endowment	October
	Insurance	Review of specific policy options/legal assessment	TBD – Board may decide to defer
	Trust IP Licenses	Review of recommended scope of IP rights necessary for IETF Administration LLC Review draft IP license, Stakeholder approvals/Execute IP license	November/December
	Compliance Program: Initial Focus Areas and Priorities	Recommendations on priorities and staged-approach to development of compliance program (bribery, anti-terrorism sanctions, export controls, etc.)	November/December
	Specific Policy Work	Initial policies to be reviewed per compliance program and others as ID'd as part of LLC transition	December /Q1'19
	TBD - support required for Board F2F	TBD	December

Full task list for each focus area exists separately

Insurance – Next Steps

Accounting Procedures – Next Steps

- Circle back on check signing or other questions from 9/20
- Begin review today, schedule separate meeting, or...?

Discuss Plan for Board F2F

Doodle poll results

Potential Topics

- Legal/Policy Reviews

- Procedure development and/or reviews

- Activities related to planning the transition to permanent board

Next Steps

Other Questions/To Dos

Executive Session

Back Up

Week of October 1- Potential Topics for Board Meeting

- Carry over of topics from 9/24
- Trust Agreement Review
- LLC Transition Plan – Administrative Tasks and Timing - Q4'18 (check with Portia on this)
- Contract review, renewal and RFPs – Define the processes

Proposed Messaging: Transition of Legal Committee

The content of this slide has been removed for public posting because it was draft language.

Interim Accounting Procedures Update

- Draft Accounting Policies and Procedures have been prepared as a starting point for the interim LLC Board.
- Initial key tasks to get the business up and running – Bank selection (Wells Fargo), signers (ED and Board Chairman), interim accounting procedures.

Operating/Checking	Money Market	Investment
Bank of America and Wells Fargo were compared with key considerations for global transactions and fee structure. We are in the process of opening an account with Wells Fargo.	Also suggest opening a Wells Fargo Money Market Account to hold the majority of funds and transfer into the operating account as needed.	The investment account would be opened to receive and manage the \$9M one time operational reserves from ISOC. Recommendation: Goldman Sachs

Additional Signers and Disbursement

- IETF currently pays all vendors and contractors via ACH transaction (Bill Pay) and wire transfer for international payments.
- AMS has proposed adding check writing as an option, which would increase the number of signers to the account:
 - Karen Moreland, as accountant who is **also needed as an authorized user**.
 - The other AMS Partners to act in Karen's absence if needed.
- This is the current model AMS uses with their other clients.
- Cash Disbursement Recommendations
 - The Executive Director (ED) is one of two authorized positions for cash disbursements. The second is will be the Board Chairman.
 - Two e-authorizations will be required for amounts greater than or equal to \$5,000.
 - Individuals may not authorize payments to themselves.

IETF Insurance Overview

Insurance Summary

- Current Status:
 - IETF Administration LLC (including actions by its board, activities by contractors and volunteers) and those individuals on behalf of LLC are covered under ISOC policies.
- Recommendations for IETF Administration LLC
 - General Corporate Insurance
 - Workforce Related Insurance
 - D&O Insurance
 - Supplemental Insurance
 - Publisher Liability, Professional Liability, Cybersecurity & Event Cancellation

Insurance Recommendations

- General Corporate Insurance
 - General Liability: Covers property damage and bodily injury
 - Umbrella – Excess coverage for GL and other types of insurance below
- Workforce Related Coverage
 - Worker's compensation, group benefit
 - Auto coverage
 - Fiduciary Liability
 - Fidelity Bond/Crime Insurance
- International Package Policy
 - Adds international coverage (for claims brought abroad)

D&O and Supplemental Insurance

- Nonprofit Directors and Officers Insurance
 - Coverage extends to broad group of individuals (board directors and officers, but also volunteers, contractors, etc.).
 - Nature of coverage varies
 - Frequent exceptions include Professional Liability and Publishers Liability
 - Upon review of proposed coverage,
- Supplemental Insurance
 - Professional & Publisher Liability Insurance if required
 - Cybersecurity
 - Antitrust Exposure
 - Travel Accident Insurance
 - Event Cancellation Insurance: purchased on a per event basis

Process & Next Steps

- For General Liability/Umbrella, Fidelity Bond, International Package:
 - Andersen Insurance Group will seek out options
 - Ongoing need to assess appropriate coverage when decisions about staffing and PEO relationships are established
- D&O, Cyber and Publisher Insurance
 - Formal applications need to be completed
 - Will require budget and other input from IETF Administration LLC business side.
 - After submission of applications, Anderson Insurance Group interfaces with underwriters, provides final options for review
- Travel Accident: Requires certain information, will change over time.
- Cancellation Insurance: Will continue to obtain for future events.