

IASA 2.0 Legal Options & Strawman

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

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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:
 - “Report from the IASA 2.0 Virtual Workshops”
draft-hall-iasa20-workshops-report
 - “IASA 2.0 Design Team Recommendations”
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

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

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- An attempt at a proposed structure, far from perfect
- Points of discussion on the iasa20 list:
 - 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)

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- Points of discussion on the iasa20 list (cont'd.):
 - 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?

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- Points of discussion on the iasa20 list (cont'd.):
 - 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?

draft-hall-iasa20-struct-01

- Points of discussion on the iasa20 list (cont'd.):
 - 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?