

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 to-day
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: “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.” (will take to IETF community)
 - Board size, composition, compensation
 - * Size: 5 (too small?)
 - * Composed: 1 IETF Chair, 1 IETF NOMCOM-appointed, 1 IAB-appointed ISOC Board of Trustees, 2 Members selected by IAO Board itself.
 - * Compensation?
 - 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.