Proposed Agenda

1.) Meeting Procedures
2.) Accounting Procedures Update
3.) Insurance Overview*
4.) Policy Question - ISOC membership program
5.) Board F2F meeting
6.) Proposed messaging: Winding down the legal committee

*See also supplemental attachments
Meeting Procedures

Board Meetings:

• Plan for posting minutes
• Transparency Plan - Process and owners for communicating board meeting details
• Re-confirm meeting time slot (re: Gonzalo's note on availability)
• Exec sessions – Board guidance for topics that should be referred to exec sessions?
Accounting Procedures
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.

<table>
<thead>
<tr>
<th>Operating/Checking</th>
<th>Money Market</th>
<th>Investment</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bank of America and Wells Fargo were compared with key considerations for global transactions and fee structure. <strong>We are in the process of opening an account with Wells Fargo.</strong></td>
<td>Also suggest opening a <strong>Wells Fargo Money Market Account</strong> to hold the majority of funds and transfer into the operating account as needed.</td>
<td>The investment account would be opened to receive and manage the $9M one time operational reserves from ISOC. <strong>Recommendation:</strong> Goldman Sachs</td>
</tr>
</tbody>
</table>
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.
Policy Question – Platinum ISOC Members Ability to Direct Funding to IETF Project(s)

• Under ISOC’s current membership program, platinum ISOC members can direct $25k out of their $100k membership fee towards project(s) of their choosing.
  • In 2018 several platinum members used this benefit to direct funds towards IETF-related programs — the systers, ANRW, and ANRP.

• Should/will platinum members be able to continue directing their earmarked funds to IETF programs in 2019?
  • Involves an actual transfer/contribution from ISOC to the LLC.
Discuss Plan for Board F2F

Is this something the Board would like to plan?
If so, discuss
• Objectives, Desired Output
• Potential Dates/Timeframes that work?
Proposed Messaging: Transition of Legal Committee

The content of this slide has been removed for public posting because it was draft language.
Back Up
Week of September 24- Potential Topics for Board Meeting

• Vision for LLC Legal Structure
• Board Review of LLC Admin Budget – Discuss Assumptions
  • (Exec Session if needed)
• Trust Agreement – Status Update (confirm readiness – Biddle Law)
• LLC Transition Plan - Legal work/focus areas
  • Review high-level plans and timing, input on topics/decisions that are appropriate for Interim Board, discuss topics/decisions that should be timed for review and/or deferred to Perm. Board, etc.
• Contract review, renewal and RFPs – Define the processes