

IETF LLC

Board Memorandum

Date: November 7, 2019

To: IETF Community - Stored on IETF Website with Conflict of Interest Forms

RE: Conflicts of Interest Mitigations for IETF Executive Director Jay Daley

This memorandum is intended as a notation of Board due diligence in the process of hiring and bringing on board the new IETF Executive Director ("IETF ED"), Jay Daley.

In the process of considering Jay, we identified a potential perceived Conflict of Interest ("Col") pertaining to his service on the board of the Public Interest Registry ("PIR"), given their association with the Internet Society ("ISOC"). As a result, we asked counsel to independently assess this issue.

On October 7, 2019, counsel provided a memo to the Board of Directors of the IETF LLC with their assessment of potential conflicts of interest. Counsel advised that they **did not** believe that the IETF ED's continued service on the PIR board presents a conflict of interest that would impede the candidate's ability to perform the role of IETF ED in the best interests of the IETF LLC. They did, however, recommend that the parties take certain steps to mitigate and prevent any potential, actual or perceived conflicts of interest.

Mitigation Actions:

1. The IETF ED shall disclose and document his PIR board position in accordance with the IETF LLC Col policy. [Status: COMPLETE]
2. The IETF ED shall disclose and document the IETF ED position in accordance with the PIR Col policy. [Status: COMPLETE]
3. While serving as IETF ED, Jay shall:
 - a. Recuse himself from any direct transaction/negotiations between IETF LLC and PIR itself.
 - b. Ensure that any IETF LLC transactions/contracts/payments with ISOC should be reviewed by disinterested parties (such as non-conflicted IETF LLC Board members) to confirm that they are fair.
 - c. Ensure ongoing disclosure of the potential conflict in connection with any IETF LLC transaction or relationship with a third party that has past, present or expected future relationship with PIR, and require a disinterested assessment of the terms of proposed relationship to confirm that they are fair.
 - d. Track all time spent on PIR board activities and account for such time as personal time.

The Board is satisfied with these mitigations and will continue to monitor Jay's compliance with the actions listed under the third item above.