

Göran Marby Date
President & Chief Executive Officer Reference
Internet Corporation for Assigned Names
and Numbers
Electronic delivery

November 19, 2019
ISOC, IETF Trust, and the IANA Trademarks

Dear Göran,

Thanks for your reply of 18 November. I am concerned at the idea that the Internet Society could possibly involve itself in the governance of the IETF Trust by unilateral action, so I am responding in some detail. My apologies for the length of what follows, but I want to err on the side of completeness.

The Internet Society has not had what I would call direct involvement in the governance of the IETF Trust for many years. ISOC was one of the original Settlors of the Trust, in 2005. Until July 1, 2010, any amendment to the Trust agreement required unanimous consent of the Settlors plus 2/3 of the then-sitting Trustees. After that date, the agreement could be amended unilaterally by the Trustees (with certain inviolable exceptions), and so that is the date at which the Internet Society's direct corporate involvement in the governance of the IETF Trust ended.

The Trust as currently constituted is not a corporation, but is instead just the collection of its Trustees, who are the holders of the Trust's registered property (the registration information on the trademarks needs to be updated when the Trustees change). Until the creation of the IETF LLC, the Trustees were all and only the consenting members of the IETF Administrative Oversight Committee (IAOC). The IAOC traditionally contained two ISOC employees: the CEO, and the IETF Administrative Director (IAD). They served as Trustees on the same basis as other Trustees, however, and it would have been a violation of their fiduciary duty to the Trust to function as agents of the Internet Society inside the Trust. In full disclosure, I was a Trustee under that system when I was IAB Chair, when I was appointed to the IAOC by the IETF Nomcom, and for a brief period after I was hired as CEO of the Internet Society.

When the IETF LLC was constituted, the appointment of Trustees changed, and selection mechanism that always produced Trustees who happened to be employees of ISOC was replaced. Under the new mechanism, one Trustee is appointed by the Internet Society Board of Trustees for a term of two years, and the ISOC Board (alone) can also recall that Trustee. This governance change happened through the usual rough consensus mechanisms of the Internet Engineering Task Force (IETF). (The publication of that result is still in process; for more on this, see below.)



For a period, the Internet Society provided direct funding to the IETF Trust. The IETF LLC now provides that funding. It is true that IETF LLC is a disregarded entity of the Internet Society, but there are elaborate firewalls in place to prevent ISOC interference in the operations of IETF LLC.

The IETF Trust retains its ability to change itself and its governance through actions of the Trustees. That was the arrangement when the Trust agreed to hold the IANA marks and registrations for the community, and it remains true today. As I said in my last letter, I am not aware of any plans by the IETF Trust to change any of those arrangements, but I am not in a position to make any definitive statements about the current or future plans of the IETF Trust. It would be better to ask the Trustees about their plans. They can be reached at trustees@ietf.org.

Almost all of the history about the evolution of the Trust is, I believe, available on the IETF Trust website. It can be found at <a href="https://trustee.ietf.org">https://trustee.ietf.org</a>. The way that Trustee selection works, however, is still in the RFC publication queue, so BCP 101 has not actually been updated yet. The explanation of the changes to the Trustee selection can be found in <a href="https://datatracker.ietf.org/doc/draft-ietf-iasa2-trust-rationale/?include text=1">https://datatracker.ietf.org/doc/draft-ietf-iasa2-trust-update/?include text=1</a>. Note that those procedures were instantiated in 2018-19 and were used to constitute the current Trust; the procedure is embedded in the Trust Agreement published in 2018 and available on the Trust website.

It is not open for the Internet Society to involve itself unilaterally in the administration of the IANA marks or domain name registrations any more than it is possible for us to take up the administration of any other intellectual property to which we have no legal relationship. We certainly have no plans to do any of that.

I hope this puts to rest any concerns about the Internet Society's involvement in anything related to the IANA marks and domain name registrations.

Yours sincerely,

Andrew Sullivan

President and Chief Executive Officer