

IETF IP Management Corp. Board of Director Meeting Minutes
Wednesday, May 21, 2025
12:00 PDT

Attendees

Board

Kristin Berdan
Glenn Deen
Victor Kuarsingh
Jon Peterson
Wendy Seltzer

AMS

Liz Flynn
Laura Nugent

Legal

Andy Updegrove

Regrets

None

1. Conflict of interest declarations

No conflicts of interest were declared.

2. Approve past meeting minutes

Minutes of the April 2025 meeting were discussed and changes were suggested. The April 2025 minutes will be approved at the next meeting.

3. Restructuring assignments/transfers update

The Board has been in touch with ICANN's legal team and have been working together to secure approval from the CCG. The Board is still waiting for a response from the CCG.

4. Policy Review

a. Management of assets

A draft management of assets policy has been created and there was discussion of whether to publish this or retain it as an internal guidelines document. Work will continue on a version that can be made public.

b. Records retention policy

The draft records retention policy needs more review by the Board.

c. Travel expense reimbursement policy

The Board ran out of time to discuss this draft policy.

5. Complaint

The Secretary reported that on 14 May 2025, the Board of Directors took action by unanimous written consent pursuant to Section 3.11 of the Bylaws to authorize the Secretary to execute an engagement letter with outside counsel for the purpose of investigating a whistleblower complaint concerning the Chair. This delegation of authority was deemed necessary due to the conflict of interest that prevented the Chair from executing such engagement letter, as would normally be authorized under Section 5.5 of the Bylaws. The Chair was recused from this action due to the conflict of interest.

The Secretary further reported that all Directors except for the Chair provided their consent via email, and that a certification documenting this action, along with copies of all email consents, has been filed with the corporate records in accordance with Section 3.11 of the Bylaws. The delegation of authority to the Secretary is limited to this specific matter and will terminate upon completion of the investigation.

The IPMC meeting closed.