

AGENDA
Internet Society Board of Trustees Meeting #137
(Annual General Meeting)

Guide to Board of Trustees session types:

- Closed executive session: board members only.
- Open to observers session: local and remote attendees are welcome to listen in.
- Open forum session: local and remote attendees are welcome to ask questions, provide input, and discuss with the board.

Note: The Board may invite particular individuals to participate in any session (e.g., as presenters) as needed.

Saturday, 3 June 2017

All times are listed in Eastern Africa Time, UTC+3.

*Session open to observers**

**Note: this session will move into and out of closed executive session briefly during the Board Chair and Officer Elections.*

09:00

1. Opening of ISOC Annual General Meeting – K. Brown

Per the *Procedure for Conducting Election of Officers of the Board*, the President will open the meeting and preside over the election of the Chair of the Board. Immediately following the election of Chair of the Board, the elected Chair will assume office and preside over the remainder of the meeting.

09:00 – 09:45

2. Annual Election of Board Chair – K. Brown (45 mins.)

PURPOSE: Elect the Chair of the Board of the ISOC Board of Trustees

09:45 – 09:50

3. Welcome, Apologies and Declaration of Conflicts – Board Chair (5 mins.)

09:50 – 10:10

4. Annual Election of Other Officers – Board Chair (20 mins.)

PURPOSE: Elect the other officers of the ISOC Board of Trustees:

Election of the President

Election of the Secretary

Election of the Treasurer

10:10 - 10:15

5. Approve the minutes of the 136th meeting of the Board of Trustees, held 24 May 2017 via video conference - Board Chair (5 mins.)

Resolution 2017-XX: Approval of the Minutes of Board Meeting 136

RESOLVED, that the minutes of Meeting 136 of Internet Society Board of Trustees held by video conference May 24, 2017 are approved.

10:15 - 10:25

6. Action items from the 2016-2017 Board - Board Chair (10 mins.)

PURPOSE: Accept summary of agreed Board action items from the 2016-2017 Board of Trustees.

PROPOSED RESOLUTION:

Resolution 2017-XX: Accept the Summary of Agreed Board Action Items from the 2016-2017 Board of Trustees.

RESOLVED: The ISOC Board of Trustees accepts the Summary of Agreed Board Action Items as conveyed by the 2016-2017 Board of Trustees.

Session open to observers

10:25 – 10:30

7. Recognition of Outgoing Trustee - Board Chair (5 mins.)

PURPOSE: Express appreciation to outgoing Trustee Gihan Dias for his service to the Board.

PROPOSED RESOLUTION:

Resolution 2017-XX: Recognition of outgoing Trustee Gihan Dias

RESOLVED, that the board thanks Gihan Dias for his dedication and outstanding service to the Internet Society as a member of the Board of Trustees from 2014 to 2017.

10:30 – 10:35

8. Welcome new Chapter - Board Chair (5 mins)

PURPOSE: To welcome a newly approved ISOC Chapter

PROPOSED RESOLUTION:

Resolution 2017-XX: Welcome new Chapter.

RESOLVED, that the ISOC Board of Trustees warmly welcomes the new US Illinois ISOC Chapter, which was chartered and approved since the last Board meeting.

10:35 – 10:50

Break (15 mins.)

10:50 – 11:05

9. Board Committees and Charters - Board Chair (15 mins.)

PURPOSE: Review the committees of the Board and their charters.

(Selection of new committee chairs and members will occur on Day 2 of the meeting.)

11:05 – 11:35

10. ISOC Nominations Committee Recommendations – A. Munyua (30 mins)

PURPOSE: To review the Nomcom process.

11:35 – 12:15

11. Update on Future of the Internet project – S. Wentworth (40 mins)

PURPOSE: Provide an update on the Future of the Internet project

No resolution required.

12:15 - 13:15

Lunch (60 mins.)

Closed executive session

13:15 – 13:50

12. PIR Report - R. Gaetano, B. Cute (35 mins)

PURPOSE: To receive an update on PIR.

Session open to observers

13:50 – 14:10

13. IETF Chair's Report - Alissa Cooper (20 mins)

PURPOSE: To receive an update on the IETF, including reforming the IETF Administrative Support Activity ("IASA 2.0").

14:10 – 14:25

14. IAOC Chair's Report – Leslie Daigle (15 mins)

PURPOSE: To receive an update on the IAOC.

Session open to observers

14:25 – 14:45

15. Review of 2017-2018 Board meeting dates - Board Chair (20 mins)

PURPOSE: Review calendar of Board meetings for 2017-2018.

No resolution required.

14:45 – 15:00

Break (15 mins.)

15:00 – 16:30

16. Presentation on ISOC's work in Africa – Africa Bureau Staff (90 mins)

PURPOSE: Acquaint Trustees with ISOC priorities and programs in Africa.

No resolution required.

Open forum session

16:30 – 17:00

17. ISOC Board Open Forum – Board Chair (30 mins)

Time set aside for ISOC community members to ask questions and offer comments -- in person, or in zoom -- to the Board.

17:00

End of Annual General Meeting, Day One

Sunday, 4 June 2017

Session open to observers

09:00 – 09:20

18. IAB Chair's Report – Ted Hardie (20 mins)

PURPOSE: To receive an update on IAB liaison relationships and an upcoming workshop relating to ITU-T and DOA

09:20 – 11:00

19. President & CEO Reports - K. Brown & Senior Staff

PURPOSE: To receive updates from the CEO and Senior Staff

Overview – K. Brown (20 mins)

Updates on Access Objective – R. Echeberria (20 mins)

Updates on Trust Objective – O. Kolkman (20 mins)

Financial Update – S. Spector (20 mins)

Revised Chapters Agreement – R. Echeberria (20 mins)

11:00 – 11:15

Break (15 mins.)

11:15 – 12:25

President & CEO Reports - Continued

25th Anniversary – A. Hassan and N. Armstrong (25 mins)

Applying our Identity: Becoming a Stronger Voice – J. Wood & D. York (45 mins)

12:25 - 13:15

Lunch (50 mins)

Closed executive session

13:15 – 13:30

President & CEO Reports – Continued

ISOC Fundraising – T. Tolbert, T Hoswitschka (15 mins)

Session open to observers

13:30 – 13:45

20. Appointment of the ISOC Board Liaison to IETF Nominations Committee - Board Chair (15 mins)

PURPOSE: Appoint the ISOC Board Liaison to IETF Nominations Committee.

PROPOSED RESOLUTION:

Resolution 2017-XX: Appoint a liaison to the IETF nominations committee.

RESOLVED, that the ISOC Board appoints xxx as ISOC Board Liaison to the IETF nominations Committee for the 2017-2018 term.

13:45 – 14:30

21. Annual Appointment of Committee Chairs and Members - Board Chair (60 mins)

PURPOSE: Appoint chairs and members of committees of the Board

Note: Some committee member appointments may be undertaken later in the Meeting or at a future meeting (at the discretion of the Chair).

PROPOSED RESOLUTIONS:

(i). Appoint the Executive Committee

Resolution 2017-XX: Appoint the Executive Committee

RESOLVED, that the Board creates an Executive Committee and appoints xxx, xxx and xxx as members of the Executive Committee, along with Kathy Brown (President & CEO), xx (Treasurer), xx (Secretary) and xx (Chair of the Board) who serves as chair of the committee.

(ii). Appoint the chair and members of the Audit Committee

Resolution 2017-XX: Appoint the chair of the Audit Committee

RESOLVED, that the Board creates an Audit Committee and appoints xxx as chair and xxx, xxx, and xxx as members of the committee.

(iii). Appoint the Finance Committee

Resolution 2017-XX: Appoint the Finance Committee

RESOLVED, that the Board creates a Finance Committee and appoints xxx, xxx and xxx as members of the committee, along with Kathy Brown (President), and xxx (Treasurer) who serves as chair of the committee.

(iv). Appoint the Compensation Committee

Resolution 2017-XX: Appoint the Compensation Committee

RESOLVED, that the Board creates a Compensation Committee and appoints xxx, xxx and xxx as members of the committee, along with xxx (Chair of the Board) who serves as chair of the committee.

(v). Appoint the chair of the Nominations Committee

Resolution 2017-XX: Appoint the chair of the Nominations Committee

RESOLVED, that the Board creates a Nominations Committee and appoints xxx as chair of the committee. Kathy Brown (President) serves as a non-voting, ex-officio member of this committee.

Session open to observers

(vi). Appoint the chair of the Elections Committee

Resolution 2017-XX: Appoint the chair of the Elections Committee

RESOLVED, that the Board creates an Elections Committee and appoints xxx as chair of the committee. Kathy Brown (President) serves as a non-voting, ex-officio member of this committee.

(vii). Appoint the chair and members of the Governance Committee

Resolution 2017-XX: Appoint the chair and members of the Governance Committee

RESOLVED, that the Board creates a Governance Committee and appoints xxx as chair of the committee, and xxx, xxx and xxx as members. Kathy Brown (President) serves as a non-voting, ex-officio member of this committee.

14:30 – 14:50

22. Chapter Advisory Council Update – Avri Doria (20 mins)

PURPOSE: To receive an report from the Chapter's Advisory Council.

14:50 – 15:05

Break (15 mins.)

15:05 – 15:35

23. Review of plans for July Board retreat - Board Chair (30 mins)

PURPOSE: To receive an update on plans for the retreat.

15:35 – 16:00

24. AOB (25 mins)

16:00

25. Adjournment of Annual General Meeting