

Internet Society Board of Trustees Meeting #136

24 May 2017

13:00-15:00 UTC

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Guide to Board 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. No open forum sessions are planned for the 24 May meeting.

Please note that the Board may invite particular individuals to participate in any session (e.g., as presenters) as needed.

AGENDA

Session open to observers

1. Welcome, Apologies and Declaration of Conflicts -- G. Camarillo (3 mins)

2. Consent Agenda -- G. Camarillo (3 mins)

- (a) Approve the minutes of the 135th meeting of the Board of Trustees
- (b) Adopt revised Procedure for the Conduct of Meetings

PROPOSED RESOLUTION:

Resolution 2017-XX: Approve Consent Agenda

RESOLVED, that the following items contained in the Consent Agenda were approved:

a/ Resolution 2017-XX: Approve the minutes of the 135th Board meeting

RESOLVED, that the minutes of the 135th meeting of the Board of Trustees, held on March 6-7, 2017 by video conference are approved.

b/ Resolution 2017-XX: Adopt revised Procedure for the Conduct of Meetings

RESOLVED that the revised Procedure for the Conduct of Meetings of the board is adopted as presented.

3. E-vote passed since the last Board meeting – J. Levine (3 mins)

PURPOSE: To enter into the record the unanimous e-vote passed since the last Board meeting.

No resolution required.

4. Recognition of outgoing PIR Board member – G. Camarillo (3 mins)

PURPOSE: Recognize outgoing PIR Board member Art Reilly.

PROPOSED RESOLUTION:

Resolution 2017-XX: Recognition of outgoing PIR Board member

RESOLVED, that the ISOC Board of Trustees extends its gratitude to Art Reilly for his service on the PIR Board of Directors from 2011 to 2017.

5. Elections Committee Report – H. Pillay (3 mins)

PURPOSE: Receive the final report of the ISOC Elections Committee

Session open to observers

PROPOSED RESOLUTION:

Resolution 2017-XX: Accept the Elections Committee Report.

RESOLVED that the report of the 2017 Elections Committee is accepted.

6. Governance Committee Report - W. Al-Saqaf (5 mins)

PURPOSE: Receive the report of the ISOC Governance Committee.

PROPOSED RESOLUTION:

Resolution 2017-XX: Accept the Governance Committee Report.

RESOLVED that the report of the Governance Committee is accepted.

7. Independent Auditors Report – J. Levine (5 mins)

PURPOSE: Accept the report of the independent auditor.

PROPOSED RESOLUTION:

Resolution 2017-XX: Accept the 2016 Independent Auditors Report.

RESOLVED, that the 2016 Independent Auditors Report is accepted, in reliance on the PIR 2016 Independent Auditors Report as accepted by the PIR Board on April 25, 2017.

8. Audit Committee Report - J. Levine (5 mins)

PURPOSE: Receive the final report of the ISOC Audit Committee.

PROPOSED RESOLUTION:

Resolution 2017-XX: Accept the Audit Committee Report.

RESOLVED that the report of the 2017 Audit Committee is accepted.

9. Chapter Advisory Council Proposal on Selecting Chapter Participants for ISOC Delegations – G. Camarillo (5 mins)

PURPOSE: To respond to the proposal by the Chapters Advisory Council.

Resolution 2017-XX: Chapters Advisory Council proposal on selecting chapter participants for ISOC delegations

WHEREAS the ISOC Chapters Advisory Council has submitted a proposal to the Board of Trustees for greater transparency in the process of selecting chapter participants for ISOC delegations and programmes; and

WHEREAS the Board supports transparent processes for member and chapter participation in delegations and programmes whenever they advance ISOC's mission of preserving the open, global Internet; and

WHEREAS the Board also recognizes that, in some instances, the names of applicants and selection committee members should remain confidential for the privacy of the applicants or the integrity of the processes; and

WHEREAS the Board requested that staff study the Chapters Advisory Council proposals and make recommendations on implementing those proposals that advance the ISOC mission without compromising the privacy of applicants or the integrity of the processes;

RESOLVED, that the Board approves the staff recommendations and asks that these be implemented; and

FURTHER RESOLVED, that the Board asks staff to share details of these recommendations with the Chapters Advisory Council.

10. Chapter Advisory Council proposal on making names of nominees for ISOC Trustee public – G. Camarillo (10 mins)

PURPOSE: To respond to the proposal by the Chapters Advisory Council.

Session open to observers

Resolution 2017-XX: Chapters Advisory Council proposal on making all prospective candidate names public in ISOC's general elections

WHEREAS the ISOC Chapters Advisory Council has submitted a proposal to the Board of Trustees for greater transparency in ISOC's general elections; and

WHEREAS this year's Nominations Committee has identified the need to review the Nomcom process, including the question of which prospective candidate names should be made public;

RESOLVED, that the board will review the Nomcom process, including but not limited to how to attract a more diverse pool of nominations, which prospective candidate names should be made public, and best practice and working methods for the Nominations Committee.

11. Chapter Advisory Council Proposal on ISOC Improving Support for Chapters – G. Camarillo (5 mins)

PURPOSE: To respond to the proposal by the Chapters Advisory Council.

Resolution 2017-XX: Chapters Advisory Council proposal on ISOC improving support for Chapters

WHEREAS the ISOC Chapters Advisory Council has submitted a proposal to the Board of Trustees for improvement of support for Chapters; and

WHEREAS the Board recognizes that support from ISOC, as well as other sources, is important to the sustainability of ISOC Chapters and the funding of local activities that further ISOC's mission and objectives; and

WHEREAS the Board has recently demonstrated support for chapters by increasing direct funding by 139% and indirect funding by 217% since 2015, including an additional USD 520,000 in 2017 for chapter re-branding and outreach activities related to ISOC's 25th anniversary; and

WHEREAS the Board requested that staff review the Chapters Advisory Council proposal and recommend additional ways to increase support for chapters;

RESOLVED, that the Board approves the staff recommendations and asks that these be implemented; and

FURTHER RESOLVED, that the Board asks staff to share details of these recommendations with the Chapters Advisory Council.

12. Actionable items for the 2016-2017 Board of Trustees - K. Brown (10 mins)

PURPOSE: Accept and convey actionable items for the 2017-2018 Board of Trustees.

PROPOSED RESOLUTION:

Resolution 2017-XX: Accept and convey actionable items for the 2017-2018 Board of Trustees.

RESOLVED, The Board of Trustees accepts as accurate the following Summary of Agreed Board Actionable Items

FURTHER RESOLVED that the Board of Trustees conveys this Summary of Agreed Board Actionable Items to the 2017-2018 Board of Trustees.

Summary of Agreed Board Action Items

At the close of each Internet Society board year, the outgoing Board of Trustees conveys to the incoming board a list of priorities which, based on its knowledge and experience, are crucial for the continued success of the organization.

Now at the close of its term, the 2016-2017 board conveys the following priorities to the 2017-2018 board:

I. Continue support for the 2017 Internet Society Action Plan, including the strategic objectives of Access, Trust, strengthening the IETF, and strengthening ISOC ("ISOC Strong");

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II. Continue support for Board-approved initiatives in the areas of ISOC technology improvements, positioning and branding, website redesign and curation, and Beyond the Net grants; and,

III. Continue to develop these projects begun in 2016-2017:

- Fully integrate the Online Trust Alliance as an initiative to improve trust and broaden the Internet Society's reach;
- Leverage the findings of the Internet Futures report to inform policy debates and engage users;
- Celebrate the 25th anniversary, and use related events and campaigns to increase awareness about the Internet Society; and
- Continue board deliberations on the Future of ISOC to further define the scope of the Society's work, and ensure that its resources are put to the most effective use.

13. President and CEO Reports - K. Brown (15 mins)

PURPOSE: To receive updates from the CEO

* Summary of highlights from the Q1 Action Plan report

* Update on IASA 2.0

14. Website Redesign - K. Brown (10 mins)

PURPOSE: To approve supplemental funds for redesign of the ISOC website.

PROPOSED RESOLUTION:

Resolution 2017-XX: Supplemental funding for ISOC website redesign

RESOLVED, that the Board approves supplemental funding for ISOC website redesign using non-recurring PIR funds.

15. Any Other Business (5 mins)

Closed executive session

16. President and CEO Reports (continued) - K. Brown (20 mins)

PURPOSE: To receive updates from the CEO

- Fundraising & Membership Update
- Update on PIR

17. Finance Committee Report – S. Turner (5 mins)

PURPOSE: Receive the report of the ISOC Finance Committee.

Session open to observers

PROPOSED RESOLUTION:

Resolution 2017-XX: Accept the Finance Committee Report.

RESOLVED that the report of the Finance Committee is accepted.

18. Allocation of 2016 budget surplus – S. Turner (5 mins)

PURPOSE: To allocate surplus funds from the 2016 ISOC budget

Resolution 2017-XX: Allocating the 2016 budget surplus

RESOLVED: that the Board acknowledges that a surplus of \$420,00 remains from the 2016 ISOC budget, and agrees with the recommendation of staff that these funds should be earmarked for the Beyond the Net funding programme.

19. Adjournment