

General Guidelines for the Internet Society Board of Trustees

Developed by the Governance Committee

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Purpose of this document

The aim of this document is to provide general guidelines that clearly define the role, responsibilities and limits of members of the board of trustees of the Internet Society (ISOC). This is an internal document that has no legal or formal status and is not to be included in any charter or part of any bylaws. The document also does not aim at defining in details the detailed role and responsibilities of the CEO or management.

Role and responsibilities of the board

The Board of Trustees is expected to perform these major roles

- Advance the organization's mission of preserving the open, global Internet.
- Provide strategic direction
- Provide oversight,
- Provide inspiration support and advice

The board's role is strictly limited to governance, which is by definition, the creation of policies, and continuous monitoring of their proper implementation. In consultation with the CEO, the board sets up strategic goals and helps devise a high-level strategic action plan to reach them. Once the goals and plans are approved, the board oversees the management's implementation and measures results of the actions taken in accordance with the plan. The board practices vigilant oversight and continuously measures results of the work done by the ISOC staff toward achieving strategic goals and objectives. It acts promptly and effectively in case of noticeable deviation from the action plan or if the plan itself seems to not produce the desired output. In such a case, the board examines in consultation with the CEO the causes of such deviation and approves useful measures, including the allocation of new resources if necessary. In some cases, the board will have to revisit the strategic goals and plan by suggesting adjustments that could lead to the desired outcome. The board should maintain a positive and collaborative attitude towards the management and staff by promoting a sense of unity and togetherness within ISOC and support the work of the staff internally and externally whenever possible.

Board members are volunteers who have been elected to leadership role in setting the direction and future of ISOC based on its [mission](#). To play its role properly, the board should set the goals and develop strategies to achieve them. Those strategies have to take into consideration input from the CEO, organizational members, chapters and other external partners and stakeholders. The board needs to remain focused on the general mission, goals, vision and values of ISOC and should continuously support the CEO to achieve its mission. The board should not micromanage ISOC and should avoid interfering with its administration, which is strictly done by paid staff. The staff is led by the CEO, who is also a member of the board, to advance the goals and strategies of ISOC, while taking care of the day-to-day administrative needs.

Board-staff relationship and interactions/collaboration

The board and staff should remain aligned together to protect ISOC's interests, help it achieve its mission, and support its growth and progress.

What the board should do

- Create policies and strategies to achieve ISOC's mission
- Appoint and compensate the CEO
- Support the CEO and continuously evaluate job performance
- Measure results of work by staff toward achieving of strategic goals and objectives
- Ensure the availability of adequate resources as needed based on CEO's assessment
- Make decisions transparently and in the best interest of ISOC (not self-interest)
- Uphold ethical standards and confidentiality
- Identify and deal with conflicts of interest as they emerge
- Promote the reputation and work of ISOC whenever possible
- Assess board effectiveness and ensure accountability within the board

What the members of the board should NOT do

- Micromanage or obstruct the staff
- Interfere in the CEO's or any of the staff work
- Conflate personal with board agendas
- Reveal confidential information outside the board (even with staff)