

ISOC Board Governance Committee Annual Report 2016/17

In this annual report, a summary of the main activities and outcomes of the ISOC Board's Governance Committee (GovCom) are provided to trustees at the board meeting on May 24, 2017.

The report has been approved collectively by the Committee's current members:

- Walid Al-Saqaf, Chair
- Olga Cavalli
- Gihan Dias
- Hans Peter Dittler
- Desiree Miloshevic
- Alice Munyua
- Kathy Brown, Ex Officio

Board self-evaluation to improve performance

For the first time since it was established in 2012, the GovCom was able –with Board Liaison Kevin Craemer's crucial help- to fulfill one of its most important functions, the board self-evaluation.

The GovCom found value in pursuing a board self-evaluation exercise without delay and at a critical time when ISOC will be marking its 25th anniversary.

By having all trustees fill in a comprehensive survey designed by BoardSource, the GovCom started the first step to internally assess the board's performance.

It is worth noting that most of the effort within the GovCom was exerted by the Board Evaluation Sub-Committee, which was led by Alice.

It has been agreed to share the survey results with all trustees so that they could discuss them and plan future steps to improve the board's performance.

Anonymous e-voting for board positions

The GovCom has argued for and eventually secured the approval of the board to evolve the anonymous voting that used to be paper to be done electronically over the web. Hans Peter Dittler had done significant research on the best tools and has eventually suggested using the electionbuddy online voting service.

Upon doing a mock election and experimenting with its interface and services, the board agreed to use electionbuddy at the upcoming Annual General Meeting (AGM) in Nairobi, Kenya in June 2017.

A virtual board meeting

The GovCom agreed that it would be important to consider the potential benefits of experimenting with a full virtual board meeting to replace one of the physical meetings. The first fully remote virtual meeting took place during 6-7 March and the GovCom found it to be a success despite a few minor lapses. Since meetings are an important means for having the board do its work, the GovCom is committed to recommend improvements to future virtual meetings.

Recommendations to the Nomination Committee

Recognizing the need to have more diversity in the board, the GovCom had started looking into possible recommendations to the Nomination Committee (NomCom).

Since the GovCom guidance to the NomCom remained unchanged for the 2016-2017 term however, it was concluded that the current NomCom experience should be used as input for a new guidance to be developed by the next GovCom committee (2017-2018), which could revisit the conditions for candidacy for future NomCom rounds.

Impacts of conflict-of-interests on board performance

Concerning conflict-of-interests that trustees may face, the GovCom, mainly through the hard work of Olga, did raise some important questions that were not fully addressed (e.g., disqualifying candidate based on their employment, affiliation, funding sources, etc.).

However, it was apparent that time was not sufficient to implement any recommendations for the 2017/18 nomination cycle. Hence, it was agreed that this task be taken over by the next GovCom, which can consider the recommendations provided by the current NomCom.

Proposed charter changes

There were minor suggestions to the GovCom charter concerning adding more emphasis on the need to tutor newcomer trustees. However, since consensus was not reached on the type of activities that would be introduced, the charter was ultimately not amended.

Acknowledgement

The GovCom wishes to thank Board Liaison Kevin Craemer for his tireless work in following up with the BoardSource concerning the self-assessment survey. It would have not been possible to have the survey results out in good time without his tremendous efforts.

Special thanks also go to the Chair Gonzalo Camarillo for following up and agreeing to be at some GovCom meetings despite not having to be so. His efforts on the Board level –such as reminders, etc.- have been very important in getting some of the GovCom work done.

Report prepared by

Walid Al-Saqaf, GovCom Chair

17 May 2017