

Title: Regular Meeting of the Board of Trustees of the Internet Society.

April 21, 2015

Author: S. Bradner
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INTERNET SOCIETY

120th Meeting of the Board of Trustees of the Internet Society, April 21, 2015.

The ISOC Board of Trustees met from 4:03 AM to 5:46 AM UTC on Tuesday, April 21 2015 via teleconference.

The following members of the Board of Trustees were present:

Kathy Brown
Eric Burger
Narelle Clark
Keith Davidson
Gihan Dias
Hans Peter Dittler
Hiroshi Esaki
Dave Farber
Bob Hinden
Desiree Miloshevic
Sean Turner
Rudi Vansnick

Regrets were received from Jason Livingood.

Also present:

Scott Bradner (Secretary)
ISOC staff

Minutes taken by Scott Bradner.

1. Welcome, Apologies and Declaration of Conflicts

Bob opened the meeting at 4:03 AM UTC. He asked if anyone had any conflicts with any of the upcoming agenda topics. Dave said that he would drop off when the Any Other Business topic comes up.

2. Consent Agenda

- (a) Approve the minutes of the 119th meeting of the Board of Trustees.
- (b) Ratify the e-vote to approve the Board and Officer Code of Ethics
- (c) Ratify the e-vote to appoint members to the PIR Board of Directors
- (d) Ratify the e-vote to approve the Chapter Advisory Council charter

Sean moved to approve the consent agenda. Hans Peter seconded the motion, which passed unanimously.

Resolution 2015-XX Approve Consent Agenda

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

a/ Approve the minutes of the 119th meeting of the Board of Trustees.

Resolution 2015-XX: Approve the minutes of the 119th Board meeting.

RESOLVED that the minutes of the 119th meeting of the Board of Trustees, held February 14-15, 2015 in Singapore are approved.

b/ Ratify the e-vote to approve the Board and Officer Code of Ethics

Resolution 2015-XX: Ratify the e-vote to approve the Board and Officer Code of Ethics
RESOLVED that the e-vote held March 3 to 10, 2015 to approve the Board and Officer Code of Ethics is ratified. The e-vote passed unanimously. The resolution in the e-vote was:

RESOLVED, the ISOC Board of Trustees approves the Board and Officer Code of Ethics as presented, understanding that non-substantive editing may be required on the code.

c/ Ratify the e-vote to appoint members to the PIR Board of Directors

Resolution 2015-XX: Ratify the e-vote to appoint members to the PIR Board of Directors
RESOLVED that the e-vote held March 31 to April 7, 2015 to appoint members to the PIR Board of Directors is ratified. The e-vote passed unanimously, except for Eric Burger and Desiree Miloshevic, who abstained. The resolution in the e-vote was:

RESOLVED, the ISOC Board of Trustees appoints the following people to the Board of Directors of the Public Interest Registry for terms beginning in mid-2015:

- Maarten Botterman, for a term of one year
- Eric Burger, for a term of two years
- Ingrid Srinath, for a term of three years

d/ Ratify the e-vote to approve the Chapter Advisory Council charter

Resolution 2015-XX: Ratify the e-vote to approve the Chapter Advisory Council charter
RESOLVED that the e-vote held April 4 to 11, 2015 to approve the Chapter Advisory Council charter is ratified. The e-vote passed unanimously. The resolution in the e-vote was:

WHEREAS, the Board accepted the petition to form a Chapter Advisory Council and directed the staff to circulate the proposed charter to the Chapter leaders to confirm that there is a consensus for the proposed Charter; and

WHEREAS, the proposed charter was reviewed by the Chapter leaders and by ISOC counsel and revised based on their comments;

RESOLVED, that the Board approves the revised charter for an ISOC Chapter Advisory Council and directs the staff to facilitate the establishment of the Chapter Advisory Council.

3. Approve changes to the Endowment Policy

PURPOSE: To approve changes to the Endowment Policy.

Sean moved to approve the changes to the Internet endowment policy statement as presented by Kathy. Eric seconded the motion, which passed unanimously by role call vote.

Resolution 2015-XX: Approve revised policy statement for the Internet Endowment
RESOLVED that the Board approves the Policy for the Endowment for the Sustainability of the Internet Engineering Task Force as presented.

4. Welcome new Chapter – B. Hinden

PURPOSE: To welcome a new chapter.

Dave moved to welcome the ISOC Montenegro chapter. Narelle seconded the motion, which passed by acclamation.

Resolution 2015-XX: Welcome new chapter
RESOLVED, that the ISOC Board of Trustees warmly welcomes the new Internet Society Montenegro Chapter, which was chartered and approved since the last Board meeting.

5. Recognition of outgoing PIR Board member

PURPOSE: To recognize an outgoing PIR Board member.

Narelle moved to recognize outgoing PIR board member Erik Huizer. Sean seconded the motion, which passed by acclamation.

Resolution 2015-XX: Recognition of outgoing PIR Board member

RESOLVED, that the ISOC Board of Trustees extends its gratitude to Erik Huizer for his service again on the PIR Board of Directors from June 2010 to June 2015.

6. Nominations Committee final report

PURPOSE: To accept the formal report of ISOC's Board of Trustees Nominations Committee.

Narelle reviewed the report of the nominations committee. (URL)

Narelle moved to accept the report of the nominations committee. Keith seconded the motion, which passed unanimously.

Resolution 2015-XX: Accept the 2015 Nominations Committee report

RESOLVED that the report of the 2015 Nominations Committee is accepted.

7. President and CEO Report

PURPOSE: To receive a status report on plans for AGM and InterCommunity2015.

Kathy reminded the Board that the New Zealand Board meeting is coming up soon. She said that the planning for the InterCommunity2015 virtual meeting was coming together. (URL?) The board discussed the planning.

8. Update on IANA Transition

PURPOSE: To receive a status report on the IANA transition.

Narelle reported that the ICG had received and reviewed the IETF and RIR proposals and that the names proposal should be published for public comment soon. The board discussed the status of the IANA Transition.

Dave left the meeting at this time.

9. AOB

9a/ Election challenge

Bob reported that ISOC had received a challenge to the candidacy of one of the elected candidates for the Board. Kathy reported that she had conferred with legal counsel over the weekend. She said that counsel said that the board had wide discretion to review and decide the challenge.

Bob said that a mailing list has been setup that included the board minus Dave to distribute and discuss the challenge document. He then reviewed the challenge.

The Board then discussed the challenge. The board agreed to schedule a call on Friday 24 as required by the board selection process. The trustees on the call agreed to wave the requirement for a 7-day notice for a Board meeting. Kevin was asked to contact Desiree, Dave, Hiroshi and Jason, who were not on the call at the time, to verify that they also agree to wave notice for the meeting on Friday.

Adjournment

Hans Peter moved to adjourn the meeting. Eric seconded the motion. There being no objection, the meeting was adjourned at 5:46 AM.

Summary of Resolutions

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Resolution 2015-XX: Approve revised policy statement for the Internet Endowment

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Resolution 2015-XX: Welcome new chapter

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Resolution 2015-XX: Recognition of outgoing PIR Board member

RESOLVED, that the ISOC Board of Trustees extends its gratitude to Erik Huizer for his service again on the PIR Board of Directors from June 2010 to June 2015.

Resolution 2015-XX: Accept the 2015 Nominations Committee report

RESOLVED that the report of the 2015 Nominations Committee is accepted.