

Board Committees



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June 2014

Board Committees

- **Executive Committee**
- **Audit Committee**
- **Finance Committee**
- **Compensation Committee**
- **Nominations Committee**
- **Elections Committee**
- **Board Governance Committee**

Executive Committee

I. Purpose

The primary purpose of the Committee is to exercise the authority of the Board with respect to the affairs of ISOC between meetings of the Board or in an urgent situation in order to facilitate swift and efficient decision-making.

II. Composition

- 3 or more Trustees appointed by Board
- Chair of the Board shall serve as Chair of the Committee
- The Chair of the Board, President, Secretary, and Treasurer shall serve as ex officio members of the Committee but shall not have the right to vote unless they have voting rights as a Trustee.

Audit Committee

I. Purpose

The primary purpose of the Committee is to provide an avenue for communication among ISOC's independent auditors, management, and the Board, as well as fulfill other responsibilities assigned in the Audit Committee Charter.

II. Composition

- 3 or more Trustees appointed by Board
- Board shall designate one of the ISOC Members as Chair
- No members of the Finance Committee may serve on the Audit Committee
- When requested, the CFO will serve as a Committee liaison in an advisory capacity.

Finance Committee

I. Purpose

The primary purpose of the Committee shall be to assist the Board in fulfilling its oversight responsibilities relating to the review and monitoring of ISOC's budget and finance processes.

II. Composition

- 3 or more Trustees appointed by Board
- Treasurer shall serve as Chair of the Committee
- President and Treasurer shall serve as ex officio members of Committee but shall not have the right to vote unless they have voting rights as a Trustee.

Compensation Committee

I. Purpose

The primary purpose of the Committee shall be to assist the Board in fulfilling its responsibilities relating to the determination of compensation for the President and other senior executives, and its oversight responsibilities with respect to the establishment of compensation policies and practices for other officers and employees of ISOC.

II. Composition

- 3 or more Trustees appointed by Board, None of whom shall be an employee of ISOC, or a family member of an employee, or receive any compensation from ISOC
- Each member shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee
- Chair of the Board shall serve as Chair of the Committee



Nominations Committee

I. Purpose

The primary purpose of the Committee is the identification of a slate of qualified candidates for consideration and potential election to the Board. The Committee shall not have any powers of the Board.

II. Composition

- 3 to 7 Individual Members of ISOC who are appointed by the Board
- Chair of the Committee shall be a Trustee or an Emeritus Trustee who shall be appointed by the Board at the Annual General Meeting
- The members of the Committee shall reflect the broad range of members of the Internet community, and at least two members of the Committee shall not serve in any elected or appointed capacity in ISOC
- None of the Committee members may be elected/selected as a Trustee in the year during which they sit on the Committee.



Elections Committee

I. Purpose

The primary purpose of the Committee is to establish the schedule and parameters for annual elections and to oversee the annual selection of Trustees, with the exception of the explicit responsibilities and duties of the Nominations Committee. The Committee shall not have any powers of the Board.

II. Composition

- Chair of the Committee shall be a Trustee or an Emeritus Trustee who shall be appointed by the Board at the Annual General Meeting.
- In addition to the Chair, the Committee shall consist of at least two (2) Individual Members of ISOC who are appointed by the Board.
- None of the Committee members may be elected/selected as a Trustee in the year during which they sit on the Committee.

Board Governance Committee

I. Purpose

The purpose of the Committee is to help ensure that the Board governance system of ISOC performs well and in a manner consistent with ISOC's governing documents and policies; to review and recommend changes to ISOC's governing documents as appropriate and oversee implementation of such changes; and to aid in the governance of ISOC by addressing other general governance issues of the Board.

II. Composition

- 3 or more Trustees appointed by Board
- President shall serve as an ex officio member of the Committee but shall not have the right to vote
- Chair of the Committee shall be appointed by Board
- Committee may invite non-trustees to be non-voting participants in the Committee meetings and deliberations.



Expressions of Interest (1)

- **Executive Committee**
 - Chair: Board Chair
 - President, Treasurer, Secretary
 - Dave, Narelle, Rudi, Desiree
- **Audit Committee**
 - Chair: Eric
 - Narelle, Gihan, Sean
- **Finance Committee**
 - Chair: Treasurer
 - Dave, Keith, Hans Peter, Rudi, Sean

Expressions of Interest (2)

- **Compensation Committee**
 - Chair: Board Chair
 - Eric, Keith, Sean
- **Nominations Committee**
 - Chair: Narelle
 - Desiree, Keith
 - Community members

Expressions of Interest (3)

- **Elections Committee**
 - **Chair: Gihan**
 - **Desiree, Hans Peter**
 - **Community Members**
- **Board Governance Committee**
 - **Chair: Desiree**
 - **Eric, Keith, Bob, Scott**