Internet Society Board of Trustees Meeting #112 (Teleconference)
16 June 2014
Agenda

20:00 to 22:00 UTC

1.   Welcome, Apologies and Declaration of Conflicts - B. Hinden (5 mins.)

2.   Consent Agenda - B. Hinden (5 mins.)
    (a) Approve the minutes of the 111th meeting of the Board of Trustees.
    (b) Ratify the e-vote on the approval of PIR business proposal.

Resolution 14-XX Approve Consent Agenda
RESOLVED, that the following items contained in the Consent Agenda were approved and ratified:

a/ Approve the minutes of the 111th meeting of the Board of Trustees.
Resolution 14-XX: Approve the minutes of the 111th Board meeting.
RESOLVED that the minutes of the 111th meeting of the Board of Trustees, held on April 6-7 in Hong Kong, is approved.

b/ Ratify the e-vote on approving the PIR business proposal.
Resolution 14-XX: Ratify the e-vote to Approve PIR business proposal.
RESOLVED that the e-vote held between 22 and 29 May 2014 approving the PIR business proposal is ratified. The e-vote passed unanimously, except for Desiree Miloshevic and Theresa Swinehart, who abstained. The resolution in the e-vote was:

> Resolution 14-XX: Approving PIR business proposal
> RESOLVED, The ISOC Board of Trustees approves the business proposal presented by Public Internet Registry (PIR) subject to the conditions communicated to the PIR board by the Chair of the ISOC Board.
>
> FURTHER RESOLVED, that the ISOC Board of Trustees recognizes that this is an important step by PIR that will help ensure continued support to ISOC in a changing environment, and expresses its appreciation for the continued high level of support that the ISOC has received over the years.

3.   Recognition of outgoing PIR Board of Directors member - B. Hinden (5 mins.)
PROPOSED RESOLUTION:
Resolution 14-XX: Recognition of outgoing PIR Board member.
RESOLVED, that the ISOC Board of Trustees extends its gratitude to Raimundo Beca for his service on the PIR Board of Directors from June 2011 to June 2014.

4.   Welcoming New Chapters - B. Hinden (5 mins.)
PROPOSED RESOLUTION:
Resolution 14-XX: Welcome new chapters.

RESOLVED, that the ISOC Board of Trustees warmly welcomes the new Burkina Faso Chapter of the Internet Society and the Internet Society Chapter of Malta, which were both chartered and approved since the last Board meeting.

5.   Nominations Committee Report - K. Davidson (5 mins.)
PURPOSE: Receive the final report of the ISOC Nominations Committee.

PROPOSED RESOLUTION:
Resolution 14-XX: Accept the Nominations Committee Report.
RESOLVED that the Report of the 2014 Nominations Committee is accepted.

6.   Elections Committee Report - D. Miloshevic (5 mins.)
PURPOSE: Receive the final report of the ISOC Elections Committee.

PROPOSED RESOLUTION:
Resolution 14-XX: Accept the Elections Committee Report.
RESOLVED that the Report of the 2014 Elections Committee is accepted.

7.   Governance Committee Report - D. Miloshevic (5 Mins.)
PURPOSE: Receive the report of the ISOC Governance Committee.

PROPOSED RESOLUTION:
Resolution 14-XX: Accept the Governance Committee Report.
RESOLVED that the Report of the Governance Committee is accepted.

8.   Finance Committee Report - J. Livingood (5 mins.)
PURPOSE: Receive the report of the ISOC Finance Committee.

PROPOSED RESOLUTION:
Resolution 14-XX: Accept the Finance Committee Report.
RESOLVED that the Report of the Finance Committee is accepted.

9.   Update from the Audit Committee - E. Burger (15 mins.)
PURPOSE: Receive an update from the Audit Committee & accept the report of the independent auditor.

PROPOSED RESOLUTION:
Resolution 14-XX: Accept the 2013 Independent Auditors Report.
RESOLVED, that the 2013 Independent Auditors Report is accepted, in reliance on the PIR 2013
Independent Auditors Report as accepted by the PIR Board on 13 June 2014.

10.   ISOC Support for Internet Governance Forum - M. Kummer (15 mins.)
PURPOSE: Create and provide funding for an organization to support the Internet Governance Forum.

PROPOSED RESOLUTION:
Resolution 14-XX: Approve formation of the Internet Governance Forum Supporting Association.
WHEREAS, Board Resolution 13-48 authorized the CEO to establish a legal structure to assist in the
development of broad financial support for the Internet Governance Forum, and authorized the CEO to
release an amount not to exceed US $200,000 in support of the IGF in 2014
RESOLVED, that the CEO of the Internet Society be authorized to establish a legal structure to assist in the
development of broad financial support for the Internet Governance Forum
BE IT FURTHER RESOLVED that the foundational documents for this legal structure are approved as
offered.

11.   Actionable items for the 2014-2015 Board of Trustees - K. Brown (15 mins.)
PURPOSE: Accept and convey actionable items for the 2014-2015 ISOC Board of Trustees.

PROPOSED RESOLUTION:
Resolution 14-XX: Accept and convey actionable items for the 2014-2015 ISOC Board of Trustees.
RESOLVED, The ISOC Board of Trustees accepts as accurate the following Summary of Agreed Board
Actionable Items
BE IT FURTHER RESOLVED that the ISOC Board of Trustees conveys this Summary of Agreed Board
Actionable Items to the 2014-2015 ISOC Board of Trustees.

Summary of Agreed Board Actionable Items in 2014

At the January 28-30, 2014 Board retreat in Santa Monica, the ISOC Board decided that:
1.)   ISOC exists to advance the deployment and evolution of a global, open and trusted Internet
available to everyone on the earth;
2.)   ISOC is a global, trusted, authoritative leader that gets things done; and
3.)   ISOC should focus on three strategic priorities:
    I. Maintain and strengthen multi-stakeholder processes for advancing global and local
Internet Governance

II. Advance core infrastructure and evolution of Internet technology
III. Promote the robustness and resiliency of Internet security through technical standards and deployment

The Board also decided that in order to accomplish the 3 strategic priorities there needed to be a restructuring of the organization and an examination of revenues and expenses to ensure the organization is living within its means.

At the April 7-8 Board meeting in Hong Kong, in executive session, staff made a formal presentation of the revised 2014 plan with detailed work plans. The Board expressed support and enthusiasm for both the approach and focus of the prioritization of the work plans. Staff committed to discuss further the financial implications of the re-focus with the Board at the London meeting. The Board agreed to participate in an all staff/Board retreat in September.

Additionally, the ISOC Board has agreed to or expressed support for the following items:
I.   Funding for IGF: Markus Kummer is setting up an association under Swiss law that would facilitate private donations into a fund. That fund would both support the UN IGF Secretariat and other expenses, such as regional IGFs and scholarships for participants.
II.   Continuous staff vigilance over surveillance issues (noting that the Chair remains supportive, having made two statements on the issue);
III.   The Board will revisit progress and plans for the Open Internet Endowment in Q4 2014;
IV.   The CEO to develop a well formulated plan in the 2nd half of 2014 for expenditure of the 10 million USD in non-recurring funds received from PIR;
V.   Staff continue work on IANA transition while maintaining flexibility and keeping the Board apprised of the progress.

Finally, the Board had discussions with the CEO to re-evaluate the Internet Hall of Fame. It also reaffirmed that staff/ISOC commitment to the Chapters should remain and be strengthened.

12.   President and CEO Report - K. Brown and G. Kapfer (25 mins.)
PURPOSE:
(a) Progress report - K. Brown (15 mins.)
(b) Q1 Financial review and interim financial progress. - G. Kapfer (10 mins.)
No resolution needed.

13.   AOB (10 mins.)

14.   Adjournment