

Internet Society Board of Trustees Meeting #113

(Annual General Meeting)

27-28 June 2014 ● London, England

Schedule of Events & Agenda

Friday, 20 June

09:00 - 17:00 ISOC Chapters Workshop* Thistle Marble Arch, Edinburgh 1-2

Monday, 23 June

19:00 - 21:00 ISOC Members @ ICANN Meeting* Hilton Metropole London, Sovereign

Wednesday, 25 June

12:30 - 14:00 ISOC Advisory Council Luncheon* Hilton Metropole London, Fiamma
15:00 - 18:00 Osprey meeting with new Trustees* Thistle Marble Arch, Cambridge Suite
19:30 - 21:30 ISOC & PIR Board members dinner* Bombay Palace Restaurant

Thursday, 26 June

08:30 - 17:15 New Trustees Orientation Session* Thistle Marble Arch, Oxford Suite
18:00 - 19:00 Reception with ISOC Chapter Leaders Thistle Marble Arch, Albert Suite
19:00 - 21:30 Board Working Dinner Thistle Marble Arch, Boardroom Suite

Friday, 27 June

07:15 Group transport to ICANN hotel (from Thistle to Hilton Metropole)
07:30 - 08:00 Light breakfast with ICANN board members Hilton Metropole London
08:00 - 09:30 Meeting with ICANN board members Hilton Metropole London

AGENDA FOR ISOC-ICANN BOARD MEMBERS MEETING

1. Introductions, including introduction of new ISOC and ICANN board members
2. Update on ISOC Directions and Changes - K. Brown
3. NTIA/IANA/ICANN Update - F. Chehade
4. Discussion on Next Steps on Internet Governance

09:40 Group transport to ISOC hotel (from Hilton Metropole to Thistle)

* **Optional for Trustees.** Included among the optional events listed above are a number of activities designed for ISOC members who regularly attend ICANN meetings. Please advise Kevin Craemer, in advance, if you plan to attend these of any of the optional events.

Note: Per the *Procedure for Conducting Election of Officers of the Board*, the President will preside over this initial part of the meeting. Immediately following the election of Chair of the Board, the elected Chair of the Board will assume office and preside over the remainder of the meeting.

10:00 **1. Opening of ISOC Annual General Meeting** **Thistle Marble Arch, Edinburgh 1-2**

10:00 - 10:30 **2. Annual Election of Officers (30 mins.) - ISOC President presides**
PURPOSE: Elect officers of the ISOC Board of Trustees.
Election of the Chair of the Board (who then proceeds to chair the meeting)

Election of the President
Election of the Secretary
Election of the Treasurer

10:30 - 10:35 **3. Welcome, Apologies and Declaration of Conflicts – Board Chair (5 mins.)**

10:35 - 10:40 **4. Approve the minutes of the 112th meeting of the Board of Trustees, held 16 June 2014 via teleconference. -- Board Chair (5 mins.)**

Resolution 2014-XX: Approval of the Minutes of Board Meeting 112.
RESOLVED, that the minutes of Meeting 112 of Internet Society Board of Trustees held by teleconference 16 June 2014 are approved.

- 10:40 - 11:20** **5. Action items from the 2013-2014 Board - B. Hinden, 2013-2014 Board Chair (40 mins.)**
PURPOSE: Accept summary of agreed Board action items from the 2013-2014 Board of Trustees.
- PROPOSED RESOLUTION:
Resolution 14-XX: Accept the Summary of Agreed Board Action Items from the 2013-2014 Board of Trustees.
RESOLVED: The ISOC Board of Trustees accepts the Summary of Agreed Board Action Items as conveyed by the 2013-2014 Board of Trustees.
- 11:20 - 11:30** **6. Recognition of Outgoing Trustees - Board Chair (10 mins.)**
PURPOSE: Express appreciation to outgoing Trustees for their service to the Board.
- PROPOSED RESOLUTION:
Resolution 14-XX: Recognition of outgoing Trustees
RESOLVED, that the board thanks outgoing Board members Alain Aina, Raúl Echeberría, Theresa Swinehart and Bert Wijnen for their dedication and outstanding service to the Internet Society.
- 11:30 - 12:00** **7. Board Committees and Charters - Board Chair (30 mins.)**
PURPOSE: Review the committees of the Board and their charters. (Selection of committee chairs and members will occur on Day 2 of the meeting.)
No resolution needed.
- 12:00 - 13:00 LUNCH, EMAIL TIME, ETC. (60 mins.)
- Move to Executive Session*
- 13:00 - 14:00** **8. PIR Organization Reviews – M. Botterman / B. Cute (60 mins.)**
PURPOSE:
(a). High level update on key developments and 2014 Business results.
(b). Review 3-year high-level budget outlook and advice.
No resolution needed.
- 14:00 - 14:30** **9. PIR Newco Retail Business - Board Chair (30 mins.)**
PURPOSE: discuss details of the PIR Newco Retail Business
No resolution needed.
- Move to Public Session*
- 14:30 - 15:00** **10. IAOC and IETF Trust Updates - C. Griffiths, T. Gondrom (30 mins.)**
PURPOSE:
(a). Review of 2013 year-end financial statements
(b). Financial planning for future and IETF venues selection
(c). Update on the IETF Trust
No resolution needed.
- 15:00 - 15:30** **11. IETF & IAB Updates – J. Arkko, R. Housley (30 mins.)**
PURPOSE: Review strategic developments.
No resolution needed.
- 15:30 - 16:00 BREAK, EMAIL TIME, ETC. (30 mins.)
- 16:00 - 16:15** **12. Advisory Council Update – S. Mansfield (15 mins.)**
PURPOSE: Report to the Board and CEO from the Organization member's Advisory Council
No resolution needed.
- 16:15 - 16:45** **13. Report by ISOC UK England Chapter - O. Crepin-Leblond, C. de Larrinaga (30 mins.)**
PURPOSE: Increased visibility for ISOC Chapters and their activities.
No resolution needed.

16:45 - 17:00 **14. AOB (15 mins.)**

17:00 **End of Day One**

19:00-21:30 Board Dinner Corrigan's Mayfair Restaurant

Saturday, 28 June

08:30 - 17:00 **Annual General Meeting, Day Two** **Thistle Marble Arch, Edinburgh 1-2**

08:30 - 09:00 Board Only Session (30 mins.)

09:00 - 09:30 Board and CEO Session (30 mins.)

09:30 - 10:15 **15. Annual Appointment of Committee Chairs and Members - Board Chair (45 mins.)**

PURPOSE: Appoint chairs and members of committees of the Board

Note: Some committee member appointments may be undertaken later in the Meeting or at a future meeting (at the discretion of the Chair).

PROPOSED RESOLUTIONS:

(i). Appoint the Executive Committee

Resolution 14-XX: Appoint the Executive Committee

RESOLVED, that the Board appoints xxx, xxx and xxx as members of the Executive Committee, along with Kathy Brown (President & CEO), XXX (Treasurer), XXX (Secretary) and XXX (Chair of the Board) who serves as chair of the committee.

(ii). Appoint the chair and members of the Audit Committee

Resolution 14-XX: Appoint the chair of the Audit Committee

RESOLVED, that the Board appoints xxx as chair and xxx, xxx, and xxx as members of the Audit Committee.

(iii). Appoint the Finance Committee

Resolution 14-XX: Appoint the Finance Committee

RESOLVED, that the Board appoints xxx, xxx and xxx as members of the Finance Committee, along with Kathy Brown (President), and XXX (Treasurer) who serves as chair of the committee.

(iv). Appoint the Compensation Committee

Resolution 14-XX: Appoint the Compensation Committee

RESOLVED, that the Board appoints xxx, xxx and xxx as members of the Compensation Committee, along with XXX (Chair of the Board) who serves as chair of the committee.

(v). Appoint the chair of the Nominations Committee

Resolution 14-XX: Appoint the chair of the Nominations Committee

RESOLVED, that the Board appoints xxx as chair of the Nominations Committee. Kathy Brown (President) serves as a non-voting, ex-officio member of this Committee.

(vi). Appoint the chair of the Elections Committee

Resolution 14-XX: Appoint the chair of the Elections Committee

RESOLVED, that the Board appoints xxx as chair of the Elections Committee. Kathy Brown (President) serves as a non-voting, ex-officio member of this Committee.

(vii). Appoint the chair of the Governance Committee

Resolution 14-XX: Appoint the chair of the Governance Committee
RESOLVED, that the Board appoints xxx as chair of the Governance Committee. Kathy Brown (President) serves as a non-voting, ex-officio member of this Committee.

10:15 - 10:30 BREAK, EMAIL TIME, ETC. (15 mins.)

10:30 - 10:45 16. Appointment of ISOC Liaison to IETF Nominations Committee - Board Chair (15 mins.)

PROPOSED RESOLUTION: Resolution 14-XX: Appoint a liaison to the IETF nominations committee.

RESOLVED, that the ISOC Board appoints xxx as ISOC Liaison to the IETF nominations Committee for the 2014-2015 term.

10:45 - 11:45 17. Board Selection Discussion -- Board Chair (60 mins.)

PURPOSE: Discussion of ways to improve the nominations and elections process.
No resolution needed.

11:45 - 12:00 Group photo of new Board (15 mins.)

(Individual photos of new Trustees will be pre-scheduled and taken during the lunch break.)

12:00 - 13:00 LUNCH, EMAIL TIME, ETC. (60 mins.)

Move to Executive Session

13:00 - 14:15 18. President & CEO Report - K. Brown (75 Mins.)

PURPOSE:

(a) Update on Internet governance and Priorities (30 Mins.)

(b) A report on focusing ISOC for the future, and the fiscal health of the organization. (45 mins.)

No resolution needed.

14:15 - 14:40 19. Discuss appointment of ISOC Representatives to NTIA/IANA Stewardship Transition Coordination Group - N. Clark (25 mins.)

PURPOSE: Discuss potential representatives to the NTIA/IANA Stewardship Transition Coordination Group.

No resolution needed.

Move to Public Session

14:40 - 14:45 20. Appointment of ISOC Representatives to NTIA/IANA Stewardship Transition Coordination Group - Board Chair (5 mins.)

PURPOSE: Appoint representatives to the NTIA/IANA Stewardship Transition Coordination Group.

PROPOSED RESOLUTION: Resolution 14-XX: Appoint ISOC representatives to the NTIA/IANA Stewardship Transition Coordination Group.

RESOLVED, that the ISOC Board appoints xxx and xxx as ISOC representatives to the NTIA/IANA Stewardship Transition Coordination Group for a term of one year commencing in July 2014.

14:45 - 15:00 BREAK, EMAIL TIME, ETC. (15 mins.)

15:00 - 15:15 21. Review of 2014-2016 Board meeting dates - Board Chair (15 mins.)

PURPOSE: Review calendar of Board meetings for 2014-2016.

No resolution needed.

15:15 - 16:00 22. AOB - Board Chair (45 mins.)

16:00	23. Adjournment of Meeting #113
16:00-16:30	Board Only Session (30 mins.)
16:30-17:00	Board and CEO Session (30 mins.)
19:00-21:30	Board Dinner*