Internet Society Board of Trustees Meeting #131

(Remote Participation Meeting)
14 June 2016 ◆ 15:00-17:00 UTC
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Agenda

1.   Welcome, Apologies and Declaration of Conflicts -- B. Hinden (3 mins)

2.   Approve minutes of the 130th meeting of the Board – B. Hinden (3 mins)
PURPOSE: Approve the minutes of the 130th meeting of the Board of Trustees.

PROPOSED RESOLUTION
Resolution 2016-XX: Approve the minutes of the 130th Board meeting.
RESOLVED that the minutes of the 130th meeting of the Board of Trustees, held on April 9-10, 2016, in Buenos Aires, Argentina, are approved.

3.   Elections Committee Report – H-P Dittler (10 mins)
PURPOSE: Receive the final report of the ISOC Elections Committee.

PROPOSED RESOLUTION:
Resolution 2016-XX: Accept the Elections Committee Report.
RESOLVED that the Report of the 2016 Elections Committee is accepted.

4.   Governance Committee Report - D. Miloshevic (10 mins)
PURPOSE: Receive the report of the ISOC Governance Committee.

PROPOSED RESOLUTION:
Resolution 2016-XX: Accept the Governance Committee Report.
RESOLVED that the Report of the Governance Committee is accepted.

5.   Audit Committee Report – G. Dias (10 mins)
PURPOSE: Receive an update from the Audit Committee & accept the report of the independent auditor.

PROPOSED RESOLUTION:
Resolution 2016-XX: Accept the 2015 Independent Auditors Report.
RESOLVED, that the 2015 Independent Auditors Report is accepted, in reliance on the PIR 2015 Independent Auditors Report as accepted by the PIR Board on April 7, 2016.

6.   Finance Committee Report – S. Turner (10 mins)
PURPOSE: Receive the report of the ISOC Finance Committee.

PROPOSED RESOLUTION:
Resolution 2016-XX: Accept the Finance Committee Report.
RESOLVED that the Report of the Finance Committee is accepted.

7.   Continuity Fund Reserve Policy – S. Turner (5 mins)
PURPOSE: Adopt a Continuity Fund Reserve Policy and to direct the CFO to add funds.

PROPOSED RESOLUTION:
Resolution 2016-XX: Adopt a Continuity Fund Reserve Policy, a revised target level for reserves, and direct the CFO to add funds.

WHEREAS the Board of Trustees of the Internet Society previously adopted a $20 million target level of funding for a reserve fund to be used to help ensure the reasonable sustainability of the IETF/IASA and of the Internet Society (the "Continuity Fund") by Resolution 2012-39; and

WHEREAS ISOC staff, in cooperation and agreement with the Finance Committee of the Board, has recommended a revision of the target level of funding and recommended fully funding the Continuity Fund at the revised target level;

RESOLVED, that the Board adopts a revised target funding level for the Continuity Fund of $16 million;

RESOLVED, that the Board directs ISOC's CFO to add approximately $1.5 million of unrestricted funds to the Continuity Fund to fully fund it;

RESOLVED, that the purpose of the Continuity Fund adopted in Resolution 2012-39 be maintained such that the Continuity Funds will by a first order of importance cover up to 3 years of IETF/IASA expenses and secondly, be for the funding of ISOC's expenses; and

FURTHER RESOLVED, that the Continuity Fund Reserve Policy is hereby adopted and approved.

8.   Adoption of Amended By-laws – B. Hinden (5 mins)
PURPOSE: Update and adoption of amended by-laws.

PROPOSED RESOLUTION:
Resolution 2016-XX: Adopt the Amended and Restated By-Laws
RESOLVED, that the Amended and Restated By-Laws, as presented, be adopted by the Board.

9.   Adoption of updated policies and procedures of the Board – B. Hinden (10 mins)
PURPOSE: to update Board policies and procedures to make them consistent with the bylaws and current practices.

PROPOSED RESOLUTION:
Resolution 2016-XX: Adopt updated policies and procedures of the Board.
RESOLVED, that the following updated policies and procedures are adopted as presented.

- Procedure for Conducting Electronic Votes
- Procedure for Conducting Election of Officers of the Board
- Procedure for Mailing Lists
- Procedure for the Conduct of Meetings

10. Accept updated Fiduciary Obligations of Trustees – B. Hinden (5 mins)
PURPOSE: to recognize changes to governing statutes in the District of Columbia (DC), where ISOC is incorporated.

PROPOSED RESOLUTION:
Resolution 2016-XX: Accept the updated Fiduciary Obligations of Trustees.
RESOLVED, that the updated Fiduciary Obligations of Trustees are accepted as presented.

11. Actionable items for the 2016-2017 Board of Trustees -- K. Brown (5 mins)
PURPOSE: Accept and convey actionable items for the 2016-2017 Board of Trustees.

PROPOSED RESOLUTION:
Resolution 2016-XX: Accept and convey actionable items for the 2016-2017 Board of Trustees.
RESOLVED, The Board of Trustees accepts as accurate the following Summary of Agreed Board Actionable Items
FURTHER RESOLVED that the Board of Trustees conveys this Summary of Agreed Board Actionable Items to the 2016-2017 Board of Trustees.

Summary of Agreed Board Action Items

At a planning retreat held in January 2014, the Internet Society Board of Trustees 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; and
III.   Promote the robustness and resiliency of Internet security through technical standards and deployment.

The Board's decisions and priorities set the Internet Society on a refocused path to meet challenges facing the Internet and ISOC in the years ahead. Staff presented the Board with a revised 2014 work plan and subsequent annual Action Plans and budgets based on these priorities.

The 2013-2014 and 2014-2015 Boards considered these priorities crucial to the continued success of the Internet Society and resolved to convey them in a Summary of Board Action Items to successive Boards. Now at the close of its own term, the 2015-2016 Board also wishes to convey these decisions and priorities to the 2016-2017 Board, as well as the following additional recommendations:

I.   Continue support for the 2016 Internet Society Action Plan, including its further refined strategic and operational objectives;

II. Continue support for recent Board-approved initiatives in the areas of ISOC technology improvements, positioning and branding, website redesign and curation, and Beyond the Net grants; and,

III. Continue efforts to build the corpus of the IETF Endowment to ensure long-term, sustainable funding for the development, evolution, and use of open Internet protocols.

12. President and CEO Reports (5 mins)
PURPOSE: Q1 Financial review and interim financial progress - G. Kapfer
No resolution required.

13. Proposal to establish Board Advisory Committee – G. Dias (5 mins)
PURPOSE: To consider a proposal and charter for a Board Advisory Committee.
No resolution required.

14. AOB – (5 mins)

Move to Executive Session

15. Update on IANA Transition – K. Brown (5 mins)
PURPOSE: Receive a status report on IANA transition.
No resolution required.

16. IAOC Chair's Report – L. Daigle (15 mins)
PURPOSE: Review strategic developments and key directions.
No resolution required.

17. IETF Endowment Update – B. Hinden (10 mins)
PURPOSE: Update on the IETF Endowment.
No resolution required.

Adjournment