

Internet Society Board of Trustees
Annual General Meeting (AGM)/96th Board Meeting & Related Events
3-5 August 2012

FINAL AGENDA

Friday, August 3

- Morning Committee Meetings, as needed
- Finance Committee Meeting (10:00 – 11:00)
 - Other Committees
- 11:00 – 11:30 Trustees Photo Session (individual headshots for various uses i.e. Website, Annual Report)
- 11:30 – 13:15 Orientation Session# 3 (Board Governance and Introduction to Topics currently in front of the Board). (All Trustees including CEO), CFO and COO)
Lunch will be provided. See agenda sent as part of Orientation package.
- 13:30 – 16:30 Advisory Council Meeting
- 16:30 – 17:30 ISOC Board and AC Cocktail Reception
- 18:00 – 21:00 ISOC Board and IETF Leadership Cocktail Reception and Dinner

Saturday, August 4

- 09:00 – 11:00 Board Only Session
- 11:00 – 11:15 Break & Trustees Group Photo Session
- 11:15 **OPENING OF ANNUAL GENERAL MEETING (AGM)/95TH BOARD MEETING**
(chaired by the President of the Internet Society pending completion of Chair elections)
- 11:15– 11:45 I. Annual Election of Officers
- PURPOSE: Elect Officers of the ISOC Board of Trustees
- (i) - Election of the Chair of the Board (hereinafter chairing the Meeting)
 - (ii) - Election of the President
 - (iii) - Election of the Secretary
 - (iv) - Election of the Treasurer
- 11:45 – 11:50 II. Apologies, Minutes/E-votes Approved
- Resolution 12-XX: Approval of the Minutes of the 95th Board Meeting
- RESOLVED, that the minutes of the 95th meeting of the Internet Society held by teleconference 16 April 2012 are approved.
- 11:50 – 12:00 III. Recognition of Outgoing Trustees

PROPOSED RESOLUTION: Resolution 12-XX: Recognition of outgoing Trustees

RESOLVED, that the board thanks outgoing Board members Khaled Koubaa, Philip Smith and Jonathan Zittrain for their commitment and outstanding service to the Internet Society.

12:00 – 12:05 Break (remainder of individual headshots will be taken during the break)

CLOSED SESSION

12:05 – 12:50 IV. PIR Organization Reviews – M. Botterman/B. Cute

PURPOSE:

- High level update on key developments and 2012 Business results (including 1 and 2 character .ORG domain programme)
- Review 3-year high-level budget outlook and advice
- Report on the PIR-Afilias Contract Modification and RFP process

PROPOSED RESOLUTION: See supporting materials

12:50 – 13:50 Lunch

13:50 – 14:50 V. Board Governance & Fiduciary Review Session (with external counsel)
(Board only session – Trustees and Secretary only)

14:50 – 15:00 Break

OPEN SESSION RESUMES

15:00 – 16:00 VI. Annual Appointment of Committee Members

Note: Some Committee appointments maybe addressed later (at the discretion of the chair)

PURPOSE: Appoint Chairs and Members of Committees of the Board

PROPOSED RESOLUTIONS:

(i) - Resolution 12-XX: Appoint chair and members of the Executive Committee
RESOLVED, that the Board appoints xxx, as Chair, xxx, xxx and xxx as members of the committee, along with Lynn St. Amour (as President & CEO), XXX (as Treasurer) and XXX (as Secretary).

(ii) - Resolution 12-XX: Appoint chair and members of the Audit Committee
RESOLVED, that the Board appoints xxx as the chair of the Audit Committee, and xxx and xxx as members of the committee. (Appointment of committee members may be undertaken later in the Meeting or at a future meeting).

(iii) - Resolution 12-XX: Appoint a chair and members of the Finance Committee
RESOLVED, that the Board appoints xxx as the chair of the Finance Committee, and xxx and xxx as members of the committee. (Appointment of committee members may

be undertaken later in the Meeting or at a future meeting). The President serves as a non-voting, ex-officio member of this Committee.

(iv) - Resolution 12-XX: Appoint a chair and members of the Compensation Committee RESOLVED, that the Board appoints xxx as the chair of the Compensation Committee, and xxx and xxx as members of the committee. (Appointment of committee members may be undertaken later in the Meeting or at a future meeting).

(v) – Resolution 12-XX: Appoint a chair of the Nominations Committee RESOLVED, that the Board appoints xxx as the chair of the Nominations Committee, and xxx and xxx as members of the committee. (Appointment of committee members may be undertaken later in the Meeting or at a future meeting). The President serves as a non-voting, ex-officio member of this Committee.

(vi) – Resolution 12-XX: Appoint a chair of the Elections Committee RESOLVED, that the Board appoints xxx as the chair of the Elections Committee, and xxx and xxx as members of the committee. (Appointment of committee members may be undertaken later in the Meeting or at a future meeting). The President serves as a non-voting, ex-officio member of this Committee.

(vii) - Resolution 12-XX: Appoint chair and members of the Bylaws Committee RESOLVED, that the Board appoints xxx as the chair of the Bylaws Committee, and xxx and xxx as members of the committee. (Appointment of committee members may be undertaken later in the Meeting or at a future meeting).

(viii) - Resolution 12-XX: Appoint chair and members of the Governance Committee RESOLVED, that the Board appoints xxx as the chair of the Governance Committee, and xxx and xxx as members of the committee. (Appointment of committee members may be undertaken later in the Meeting or at a future meeting).

16:00 – 16:05 VII. Appointment of the ISOC Liaison to the IETF Nominations Committee

PURPOSE: ISOC Board of Trustees appoints the ISOC Liaison to the IETF Nominations Committee for the 2012 – 2013 term.

PROPOSED RESOLUTION: Resolution 12-XX: The ISOC Board of Trustees appoints XX as ISOC Liaison to the IETF Nominations Committee for the 2012– 2013 term

Resolved, that the ISOC Board appoints XX as ISOC Liaison to the IETF nominations Committee for the 2012– 2013 term

16:05 - 16:35 VIII. Advisory Council Update – AC Co-Chairs

PURPOSE: Report from the Organization Member’s Advisory Council to the Board and CEO

PROPOSED RESOLUTION: None Required

16:35 – 17:05 IX. IETF, IAB, IAOC & IETF Trust Updates – R. Housley, B. Hinden, B. Aboba & M. Eubanks

PURPOSE: Review Strategic Developments and Key Operating Results

(a). Review strategic developments and key directions (IAB and IETF) and 3-year high-level IASA budget outlook presented by IAOC Chair (15 mins total).

(b). Statutory reports to be sent ahead of time and there will be a short period for questions only (10 mins total) (**Sent mid-week, no later than Thursday**)

PROPOSED RESOLUTION: None Required

17:05 – 18:00 X. Discussion of Proposed Amendments of the By-laws – E. Burger & By-laws Committee

PURPOSE: Review Status of Proposed By-law Amendments

PROPOSED RESOLUTION: Resolution 12-XX: Approve proposed by-laws amendments for circulation to the Internet Society community.

Resolved, that the Board approves the proposed by-laws amendments for circulation to the Internet Society Community

19:00 – 22:00 ISOC Board Dinner

Sunday, August 5

CLOSED MEETING OF THE BOARD from 09:00 – 11:00

09:00 – 11:00 Board only Session - All Trustees and Board Secretary

11:00 – 11:15 Break

OPEN SESSION RESUMES

11:15 – 11:45 XI. W3C Update – J. Jaffe

PURPOSE: Review Status per ISOC Board Resolution 09-33 and potential for a continuing partnership and support

PROPOSED RESOLUTION: None Required

11:45 –12:15 XII. President & CEO's Report (Part 1) – L. St.Amour

(a) 2012 Business Plan and Budget Review including key program updates (Global INET, Trust & Identity, Policy and Standards & Technology)

12:15 – 12:45 XIII. ISOC's Strategic Cash Reserves – E. Frölich

PURPOSE: Review and adopt a revised target funding level for the Strategic Reserves

PROPOSED RESOLUTION: Adopt the target funding level for ISOC's Strategic Reserves and direct management in implementation of this level.

Resolved, that the Board adopts the proposed target level of xxxxx for ISOC's Strategic Reserve funding, as defined in the Investment Policy of the Internet Society, and directs ISOC's management to present a plan for attainment of this target level along with the 2013-2015 Business Plan presentation to the Board

12:45 - 13:45 Lunch

13:45 – 16:00 XIV. Continuation of President & CEO Report

(b) ISOC Strategic Planning Process - Presentation by Bridgespan (**13:45 – 15:00**)

(c) 2013 Strategic Goals and 3-year high-level budget outlook, including Public Support Test Update – L. St. Amour & G. Kapfer (**15:00 – 16:00**)

PROPOSED RESOLUTION: None Required

16:00 – 16:14 XV. Board Work Plan and Meeting dates

16:15 – 16:30 XVI. AOB

CLOSED MEETING - All Trustees only

16:30 – 17:00 XVII. Board Discussion on Various Governance Items including Board Governance Working Group Discussion

17:00 Meeting Adjourns

BOARD MEETING DEBRIEF - Trustees only

17:00 – 17:15 Board Meeting Debrief
- What worked well/ could work better
- Other Topics to be identified)

17:15 – 17:30 Open Discussion