Title: Regular Meeting of the Board of Trustees of the Internet Society.

July 6-8, 2015

Author: S. Bradner
Date: 2015-07-08
Committee: BOT
Document: 2015-XX
Status: Confirmed
Maintainer: S. Bradner
Access: Unlimited

INTERNET SOCIETY

123rd Meeting of the Board of Trustees of the Internet Society, July 6-8, 2015.

The ISOC Board of Trustees met from 9:02 PM UTC on Monday, July 6, 2015 to 5:10 AM UTC on Tuesday, July 7, 2015 and from 11:01 PM UTC on Tuesday, July 7, to 3:14 AM UTC on Tuesday, July 8, 2015 in Auckland, New Zealand.

The following members of the Board of Trustees were present:
> Walid Al-Saqaf
> Kathy Brown
> Gonzalo Camarillo
> Narelle Clark
> Gihan Dias
> Hans Peter Dittler
> Hiroshi Esaki
> Bob Hinden
> John Levine
> Jason Livingood
> Desiree Miloshevic
> Alice Munyua
> Sean Turner

Also present:
> Scott Bradner (Secretary)
> Kevin Craemer (ISOC Staff)
> Greg Kapfer (ISOC CFO)
> Keith Davidson (Trustee Emeritus)
> Dave Farber (Trustee Emeritus)
> Guests

Minutes taken by Scott Bradner.

1. Opening of ISOC Annual General Meeting
> Kathy Brown, as President, opened the meeting at 9:02 PM UTC on Monday, July 6, 2015.

2. Annual Election of Board Chair
PURPOSE: Elect the Chair of the Board of the ISOC Board of Trustees.

> Kathy noted the start of the AGM meant the termination of the old trustee terms, the start of the new trustee terms and the end of the terms of all board officers.

> Kathy noted that the ISOC By-Laws require that the officers must be selected by secret ballot as the first order of business of the AGM.

> Kathy noted that Bob had indicated that he was interested in running for the Chair of the Board position again. She asked if anyone else was also interested. No one was. She asked Bob if he would like to address the Board.

Bob spoke to the Board and said that he had enjoyed being chair these past two years. He said that he felt that the Society had come a long way in the last few years and that one of his aims, as chair, would be to ensure that there are multiple viable candidates for chair by the time he leaves.

Bob, and all non-trustees other than Kathy left the room at this point to permit the Trustees to discuss Bob's candidacy.

Bob and the other non-trustees were then asked back into the room after which ballots were distributed. The ballots were collected and counted by Kathy and Kevin Craemer.

Bob Hinden was elected Chair of the Board by secret ballot with a vote of 11 in favor to 1 against.

Kathy then reported on the discussions the board had while Bob was out of the room. She said that he had the trust of the board members and gratitude for the time commitment Bob makes to the role. She also said that Bob's external stature and technical background was very helpful to the society.

Bob then took over management of the meeting.

3. Annual Election of Other Officers
PURPOSE: Elect the other officers of the ISOC Board of Trustees:

a/ Election of the President.

Bob noted that, under the by laws, the only possible candidate for the office of President was Kathy. Kathy and non-trustees left the room while the board discussed Kathy's candidacy.

Kathy and the non-trustees were called back in the room. The ballots were distributed. The ballots were collected and counted by Bob and Kevin Craemer.

Kathy Brown was unanimously elected President by secret ballot.

b/ Election of the Secretary.

Bob noted that Scott had indicated an interest in continuing as Secretary.
Scott said that he was willing to continue to be Secretary for one more year at which point he would be retiring.
Scott and non-trustees left the room at this point to permit the Trustees to discuss his candidacy.

Scott and the non-trustees were then asked back into the room after which ballots were distributed. The ballots were collected and counted by Bob and Kevin Craemer.

Scott Bradner was unanimously elected Secretary by secret ballot.

c/ Election of the Treasurer.

Bob noted that Sean had indicated an interest in being Treasurer.

Sean and non-trustees left the room at this point to permit the Trustees to discuss his candidacy.

Sean and the non-trustees were then asked back into the room after which ballots were distributed. The ballots were collected and counted by Scott and Kevin Craemer.

Sean Turner was unanimously elected Treasurer by secret ballot.

The used ballots were collected by Kevin Craemer. Scott asked Kevin to destroy them.

4. Welcome, Apologies and Declaration of Conflicts
Bob asked if anyone had any conflicts with any of the upcoming agenda topics. Desiree said she would recuse herself from the PIR related discussions. John said that he was a member of an advisory board for an Afilias domain but that he felt that this was remote enough from the PIR related work that he did not feel that it was a conflict.

5. Approve the minutes of the 122nd meeting of the Board of Trustees, held 29 June 2015 via teleconference

Sean moved to accept the minutes of the 122nd meeting. Hiroshi seconded the motion, which passed unanimously.

Resolution 2015-XX: Approval of the Minutes of Board Meeting 122.
RESOLVED, that the minutes of Meeting 122 of Internet Society Board of Trustees held by teleconference June 29, 2015 are approved.

6. Action items from the 2014-2015 Board
PURPOSE: Accept summary of agreed Board action items from the 2014-2015 Board of Trustees.

Sean moved to accept the summary of agreed board action items from the 2014-2015 board. Desiree seconded the motion, which passed unanimously.

Resolution 2015-XX: Accept the Summary of Agreed Board Action Items from the 2014- 2015 Board of Trustees.
RESOLVED: The ISOC Board of Trustees accepts the Summary of Agreed Board Action Items as conveyed by the 2014-2015 Board of Trustees.

7. Recognition of Outgoing Trustees
PURPOSE: Express appreciation to outgoing Trustees for their service to the Board.

Hans Peter moved to recognize the efforts of the outgoing trustees. Gihan seconded the motion, which passed by acclamation.

Resolution 2015-XX: Recognition of outgoing Trustees.
RESOLVED, that the board thanks outgoing Board of Trustees members Eric Burger, Keith Davidson, Dave Farber and Rudi Vansnick for their dedication and outstanding service to the Internet Society.

Bob presented plaques to retiring trustees Dave Farber and Keith Davidson, who were present at the meeting. He said that plaques will be sent to Eric Burger and Rudi Vansnick, also retiring trustees.

8. Board Committees and Charters
PURPOSE: Review the committees of the Board and their charters.

Bob reviewed, and the board discussed, the Board committees and their charters. (URL)
Bob said he had some recommendations for committee roles based on the expressions of interest sent to the board mailing list that he would send to the Board.

9. Welcome to the region
Raj Singh, ISOC Asia-Pacific (APAC) Regional Bureau Director, welcomed the Board to the region. He described ISOC's presence and activities in the region.

The meeting took a break from 10:19 PM to 11:14 PM.

10. Organization Members Advisory Council Update
PURPOSE: Report to the Board and CEO from the Organization Member's Advisory Council.

Scott Mansfield (OMAC Chair) provided (via teleconference), and the Board discussed, a report from the ISOC Organization Member's Advisory Council. (URL).

11. Chapter Advisory Council Update
PURPOSE: Report to the Board and CEO from the Chapter Advisory Council

Evan Leibovitch, John More (CAC leadership) and Joyce Dogniez (ISOC Director of Chapters) provided (via teleconference), and the Board discussed, a report from the ISOC Chapter Advisory Council.

12. Report by the Pacific Islands Chapter of the Internet Society
PURPOSE: Increased visibility for ISOC Chapters and their activities.

Maureen Hilyard (Secretary of the ISOC Pacific Islands Chapter Board) provided, and the Board discussed, a report from the Pacific Islands Chapter of the Internet Society. (URL)

The meeting broke for lunch from 12:18 AM to 1:02 AM.

13. IETF Trust Chair's report
PURPOSE: Review strategic developments.

Benson Schliesser (Chair of the IETF Trust) provided (via teleconference) an update of the activities of the IETF Trust. (URL)

14. Review of plans for September Board retreat
PURPOSE: Review schedule and preliminary agenda for September Board retreat at the Oceano Hotel and Spa in Half Moon Bay California.

Bob presented, and the Board discussed, an overall schedule for the September 16-18 Board retreat. He said that trustees are requested to arrive on September 15 in time for a Board dinner. The meeting will be all day on September 16, 17 and 18 with a trip to the Computer History Museum on the 17th. He also reviewed the general topics that will be covered during the retreat.

The meeting moved to Executive Session at 1:38 AM.

15. Update on IANA Transition
PURPOSE: To discuss the status of IANA transition.

Jari Arkko (IETF Chair), Andrew Sullivan (IAB Chair) and some ISOC staff joined the meeting at this point via teleconference.

The Board discussed the state of the IANA transition and how ISOC can help the process.

The meeting took a break from 2:41 AM to 3:12 AM.

Desiree left the meeting at this point.

16. PIR Organization Reviews
PURPOSE:
  (a). High-level update on key developments and 2015 Business results to date.
  (b). Review 3-year high-level budget outlook and advice.

Brian Cute (PIR CEO) provided, and the Board discussed, an update on PIR's status and plans as well as an update on new PIR domain registrar Enset, and a review of PIR's high-level budget outlook and advice.

The meeting broke for the day at 5:10 AM.

The meeting resumed in public session at 11:01 PM on Wednesday July 8 2015.

Desiree returned to the meeting at this point.

17. Welcome InterCommunity 2015 Viewers
PURPOSE: To welcome InterCommunity 2015 viewers to the Board meeting, provide a summary of the previous day's meeting - including election results - and point out important agenda topics to come.

Bob welcomed any InterCommunity 2015 viewers that might be watching. He also thanked the staff for the excellent first half of the InterCommunity 2015 event.

18. President & CEO Report
PURPOSE:
  (a) Overview of recent activities.

(b) Updates on Financial and Administrative Matters

Kathy presented, and the Board discussed, the President and CEO Report. (URL) During Kathy's presentation Greg Kapfer reviewed some current financial and administrative matters.

James Wood, ISOC Senior Director, Strategic Communications presented, and the Board discussed, a report on "Embracing our Identity." (URL) Kathy noted that one issue the Board mentioned was the US–base of ISOC. She said that she was seeing that ISOC chapters did not see themselves as US – instead they strongly worked in their local environments.

The meeting broke for lunch from 12:32 AM to 1:41 AM.

19. Appointment of ISOC Liaison to IETF Nominations Committee

Desiree moved to appoint John as ISOC Liaison to the IETF Nomcom. Sean seconded the motion, which passed unanimously.

Resolution 2015-XX: Appoint a liaison to the IETF Nominations Committee.
RESOLVED, that the ISOC Board appoints John Levine as ISOC Liaison to the IETF Nominations Committee for the 2015-2016 term.

20. Annual Appointment of Committee Chairs and Members
PURPOSE: Appoint chairs and members of committees of the Board

(i). Appoint the Executive Committee.

John moved to create the Executive Committee and to appoint Narelle, Jason and Hans Peter as members. Narelle seconded the motion, which passed unanimously.

Resolution 2015-XX: Appoint the Executive Committee.
RESOLVED, that the Board creates an Executive Committee and appoints Narelle Clark, Jason Livingood and Hans Peter Dittler as members of the committee, along with Kathy Brown (President & CEO), Sean Turner (Treasurer), Scott Bradner (Secretary) and Bob Hinden (Chair of the Board) who serves as chair of the committee.

(ii). Appoint the Audit Committee.

Desiree moved to create the Audit Committee, appoint Gihan as chair and Narelle, Walid and John as members of the committee. Sean seconded the motion, which passed unanimously.

Resolution 2015-XX: Appoint the chair of the Audit Committee.
RESOLVED, that the Board creates an Audit Committee and appoints Gihan Dias as chair and Narelle Clark, Walid Al-Saqaf, and John Levine as members of the committee.

(iii). Appoint the Finance Committee.

Hans Peter moved to create the Finance Committee, appoint Sean as chair and Jason, Gonzalo and Hiroshi as members of the committee. Hiroshi seconded the motion, which passed unanimously.

Resolution 2015-XX: Appoint the Finance Committee.
RESOLVED, that the Board crates a Finance Committee and appoints Jason Livingood, Gonzalo Camarillo and Hiroshi Esaki as members of the committee, along with Kathy Brown (President), and Sean Turner (Treasurer) who serves as chair of the committee.

(iv). Appoint the Compensation Committee.

Alice moved to create the Compensation Committee, and appoint John, Gonzalo, Desiree and Sean as members of the committee. Gihan seconded the motion, which passed unanimously.

Resolution 2015-XX: Appoint the Compensation Committee.

RESOLVED, that the Board creates a Compensation Committee and appoints John Levine, Gonzalo Camarillo, Desiree Miloshevic and Sean Turner as members of the committee, along with Bob Hinden (Chair of the Board) who serves as chair of the committee.

(v). Appoint the chair of the Nominations Committee.

Walid moved to create the Nominations Committee and appoint Narelle as chair of the committee. Narelle seconded the motion, which passed unanimously.

Resolution 2015-XX: Appoint the chair of the Nominations Committee.
RESOLVED, that the Board creates a Nominations Committee and appoints Narelle Clark as chair of the committee. Kathy Brown (President) serves as a non-voting, ex-officio member of this committee.

(vi). Appoint the chair of the Elections Committee.

Gihan moved to create the Elections Committee, appoint Hans Peter as chair of the committee. Hans Peter seconded the motion, which passed unanimously.

Resolution 2015-XX: Appoint the chair of the Elections Committee.
RESOLVED, that the Board creates an Elections Committee and appoints Hans Peter Dittler as chair of the committee. Kathy Brown (President) serves as a non-voting, ex-officio member of this committee.

(vii). Appoint the Governance Committee

Narelle moved to create the Governance Committee, appoint Desiree as chair and Bob, Scott, Gihan, Hans Peter, Walid and Alice as members of the committee. Hans Peter seconded the motion, which passed unanimously.

Resolution 2015-XX: Appoint the chair and members of the Governance Committee.
RESOLVED, that the Board creates a Governance Committee and appoints Desiree Miloshevic as chair of the committee, and Bob Hinden, Scott Bradner, Gihan Dias, Hans Peter Dittler, Walid Al-Saqaf and Alice Munyua as members of the committee. Kathy Brown (President) serves as a non-voting, ex-officio member of this committee.

21. Review of 2015-2017 Board meeting dates
PURPOSE: Review calendar of Board meetings for 2015-2017.

The board discussed the dates and locations for upcoming Board meetings:
          16-18 September 2015 – Board Retreat - Half Moon Bay California
          30-31 October 2015 – Before the IETF meeting in Yokohama Japan
          9-10 April 2016 – After the IETF meeting in Buenos Aires
          June - July 2016 – AGM - TBD (Africa?)
          September 2016 – Board Retreat – TBD
          5-6 November 2016 – with ICANN in North America
          17-19 March 2017 – with ICANN in Europe
          June - July 2017 – AGM – TBD
          September 2017 – Board Retreat – TBD
          18-19 November 2017 – with the IETF meeting – Asia Pacific

Both Gihan and Desiree invited the Board to hold its September 2016 retreat in Sri Lanka and Croatia respectively, and the Board noted the two invitations.

The meeting took a break from 2:32 AM to 3:05 AM.

22. AOB

22a/ Trustee Emeritus Advisory Committee

The Board discussed a general proposal to explore the idea of a Trustee Emeritus Advisory Committee.

The Board agreed to ask that Dave Farber develop a specific proposal for Board consideration.

22b/ Thank staff for work on InterCommunity effort.

Narelle moved to thank the community and staff for the success of InterCommunity 2015. Sean seconded the motion, which passed by acclamation.

Resolution 2015-XX: Thanking the community and staff for the success of InterCommunity 2015.

RESOLVED that the Board sincerely thanks the Internet community in 15 nodes and in countless homes, offices and other locations around the world for making InterCommunity 2015 an outstanding success. Further, the Board congratulates and thanks the ISOC staff and volunteers for all their effort in developing and supporting this exceptional event.

Adjournment of Meeting #123
Narelle moved to adjourn the meeting. Jason seconded the motion. There being no objection, the meeting was adjourned at 3:14 AM.

Summary of Resolutions

Resolution 2015-XX: Approval of the Minutes of Board Meeting 122.
RESOLVED, that the minutes of Meeting 122 of Internet Society Board of Trustees held by teleconference June 29, 2015 are approved.

Resolution 2015-XX: Accept the Summary of Agreed Board Action Items from the 2014- 2015 Board of Trustees.
RESOLVED: The ISOC Board of Trustees accepts the Summary of Agreed Board Action Items as conveyed by the 2014-2015 Board of Trustees.

Resolution 2015-XX: Recognition of outgoing Trustees.
RESOLVED, that the board thanks outgoing Board of Trustees members Eric Burger, Keith Davidson, Dave Farber and Rudi Vansnick for their dedication and outstanding service to the Internet Society.

Resolution 2015-XX: Appoint a liaison to the IETF Nominations Committee.
RESOLVED, that the ISOC Board appoints John Levine as ISOC Liaison to the IETF Nominations Committee for the 2015-2016 term.

Resolution 2015-XX: Appoint the Executive Committee.
RESOLVED, that the Board creates an Executive Committee and appoints Narelle Clark, Jason Livingood and Hans Peter Dittler as members of the committee, along with Kathy Brown (President & CEO), Sean Turner (Treasurer), Scott Bradner (Secretary) and Bob Hinden (Chair of the Board) who serves as chair of the committee.

Resolution 2015-XX: Appoint the Audit Committee.
RESOLVED, that the Board creates an Audit Committee and appoints Gihan Dias as chair and Narelle Clark, Walid Al-Saqaf, and John Levine as members of the committee.

Resolution 2015-XX: Appoint the Finance Committee.
RESOLVED, that the Board crates a Finance Committee and appoints Jason Livingood, Gonzalo Camarillo and Hiroshi Esaki as members of the committee, along with Kathy Brown (President), and Sean Turner (Treasurer) who serves as chair of the committee.

Resolution 2015-XX: Appoint the Compensation Committee.
RESOLVED, that the Board creates a Compensation Committee and appoints John Levine, Gonzalo Camarillo, Desiree Miloshevic and Sean Turner as members of the committee, along with Bob Hinden (Chair of the Board) who serves as chair of the committee.

Resolution 2015-XX: Appoint the chair of the Nominations Committee.

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

Resolution 2015-XX: Appoint the chair of the Elections Committee
RESOLVED, that the Board creates an Elections Committee and appoints Hans Peter Dittler as chair of the committee. Kathy Brown (President) serves as a non-voting, ex-officio member of this committee.

Resolution 2015-XX: Appoint the Governance Committee.
RESOLVED, that the Board creates a Governance Committee and appoints Desiree Miloshevic as chair of the committee, and Bob Hinden, Scott Bradner, Gihan Dias, Hans Peter Dittler, Walid Al-Saqaf and Alice Munyua as members of the committee. Kathy Brown (President) serves as a non-voting, ex-officio member of this committee.

Resolution 2015-XX: Thanking the community and staff for the success of InterCommunity 2015.
RESOLVED that the Board sincerely thanks the Internet community in 15 nodes and in countless homes, offices and other locations around the world for making InterCommunity 2015 an outstanding success. Further, the Board congratulates and thanks the ISOC staff and volunteers for all their effort in developing and supporting this exceptional event.