

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

February 14-15, 2015

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INTERNET SOCIETY

119th Meeting of the Board of Trustees of the Internet Society, February 14-15, 2015.

The ISOC Board of Trustees met from 1:32 AM to 8:50 AM UTC on Saturday, 14 February, 2015 and from 1:08 AM to 7:25 AM on Sunday, February 15, 2015 in Singapore.

The following members of the Board of Trustees were present:

Kathy Brown
Eric Burger (via teleconference for part of the meeting)
Narelle Clark
Keith Davidson
Gihan Dias
Hans Peter Dittler
Hiroshi Esaki
Dave Farber
Bob Hinden
Jason Livingood
Desiree Miloshevic
Sean Turner
Rudi Vansnick

Also present:

Scott Bradner (Secretary)
ISOC staff
Guests

Minutes taken by Scott Bradner.

1. Welcome, Apologies and Declaration of Conflicts

Bob opened the meeting at 1:32 AM UTC. He asked if anyone had any conflicts with any of the upcoming agenda topics. Dave said that he would recuse himself from the nominations item. Keith noted that he was involved in the IANA transition activities and would take care to be clear when he spoke to say under what hat he was speaking.

2. Approve minutes of the 118th meeting of the Board

PURPOSE: Approve the minutes of the 118th meeting of the Board of Trustees.

Narelle moved to approve the minutes of the 118th board meeting. Dave seconded the motion, which was approved unanimously.

Resolution 15-XX: Approve the minutes of the 118th Board meeting.

RESOLVED that the minutes of the 118th meeting of the Board of Trustees, held February 2, 2015 via teleconference, are approved.

3. Welcome New Chapter

PURPOSE: Welcome new chapter.

Gihan moved to welcome the new India Trivandrum Chapter. Hans Peter seconded the motion, which was approved by acclamation.

Resolution 15-XX: Welcome new chapter.

RESOLVED, that the ISOC Board of Trustees warmly welcomes the new Internet Society India Trivandrum Chapter, which was chartered and approved since the last Board meeting.

Kathy mentioned that the India Trivandrum Chapter is ISOC's 108th chapter.

4. ISOC Advisory Council Report

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

Izumi Okutani, AC Policy Liaison, provided via teleconference, and the Board discussed, a report from the Organization Member's Advisory Council (URL)

The meeting took a break from 1:54 AM to 2:17 AM

5. IETF Chair Report

PURPOSE: Review strategic developments.

Jari Arkko, IETF Chair, provided, and the Board discussed, a report on reorganization of IETF areas and of the role of IESG members. (URL)

Move to Executive Session at 2:48 AM.

6. IANA Transition

PURPOSE: To receive a status report on IANA transition and discuss additional actions the Internet Society can take to support successful transition.

(a) Presentation on current challenges to IANA transition.

(b) Review and discussion of scenarios.

Narelle provided, and the Board discussed, an update of the IANA Transition Coordination Group activity.

Eric joined the meeting via teleconference at this time.

Kathy and Sally Wentworth presented, and the Board discussed, various scenarios for the IANA transition.

The meeting broke for lunch at 4:21 AM

The meeting resumed in Public Session at 5:05 AM

7. President & CEO updates

PURPOSE:

(a) Overview of recent activities.

(b) 2014 Preliminary Financial Results and 2015 Financial Plan Summary

Kathy provided a President & CEO update. (URL) She noted that the staff is organized by function (e.g., Policy, technology). She also noted some staffing changes.

Greg Kapfer (via teleconference) provided a preliminary overview of the 2014 financial results. (URL)

8. Report on 2015 Plan

PURPOSE: Receive report on status of the Internet Society 2015 Plan.

2015 Plan Deliverables:

Kathy reviewed the concepts behind the 2015 Plan. (URL) Kathy noted that she had scheduled a mid-year operations review for the staff in June. She noted that the plan includes 4 strategic and 3 operational objectives, each with a set of detailed deliverables.

9. ISOC Positioning and Branding

PURPOSE: Review and approve proposal for ISOC positioning and branding using nonrecurring PIR funds.

Kathy introduced the topic of ISOC positioning and branding and introduced James Wood, ISOC's new Senior Director, Strategic Communications and Media Relations. James Wood introduced the staff thinking about positioning and branding of the Internet Society. (URL) The Board discussed the proposal.

Jason moved to approve the positioning and branding proposal. Rudy seconded the motion, which was approved unanimously by roll call vote.

Resolution 2015-XX: Approve the proposal for ISOC positioning and branding.

RESOLVED, that the Board approves the proposal for ISOC positioning and branding using non-recurring PIR funds.

The meeting took a break from 6:46 AM to 7:04 AM.

10. Plan for engagement with Individual Members

PURPOSE: Review staff plan for increasing engagement with Individual members.

Ayesha Hassan, ISOC Senior Director, Stakeholder Relations, presented, and the board discussed, a plan for engaging individual members. (URL) Bob noted that this effort was going to be part of the branding effort, not a separate effort.

11. Update on Internet Hall of Fame

PURPOSE: Receive an update on proposed changes to the Internet Hall of Fame program.

Kathy presented an update on the Internet Hall of Fame (URL). She noted that the Hall of Fame inductees included 89 individuals from 23 countries but that ISOC has not reached out to them and should. She said that the IHoF has been suspended for a year in order to develop a proposal for the IHoF moving forward.

12. Update on plans for mid-year virtual meeting of members

PURPOSE: Receive an update from staff on plans for a virtual meeting of members around the globe to coincide with the mid-year Board meeting, 7-8 July 2015 in Auckland.

Kathy introduced a proposal for a global hybrid ISOC meeting in conjunction with the July Board meeting. Nicole Armstrong, ISOC Senior Events Manager, and Todd Tolbert, ISOC Senior Director, Information Technology Development, then presented the proposal via teleconference. (URL) The Board then discussed the proposal.

13. AOB

(a) Internet security issues

Kathy reviewed ISOC activities in the area of Internet security. She said that Olaf Kolkman had been working on ISOC security-related activities with a goal of "confidence in an Internet based on our values". (URL) Kathy said that Olaf would schedule a conference call to detail the ISOC activities.

The meeting broke for day at 8:50 AM.

The meeting resumed Sunday, 15 February at 1:08 AM.

14. A global general meeting of the Internet Society

As a follow up of the discussion under agenda item 12, Keith moved to convene a global general meeting.

Narelle seconded the motion, which was approved unanimously.

Resolution 2015-XX: Convening a global general meeting

RESOLVED: that the Board of the Internet Society wishes to convene a global general meeting of the Society in conjunction with the Annual General Meeting of the Board in July 2015 and authorizes the staff to organize such a meeting.

15. Petition by Chapters to form a Chapters Advisory Council

PURPOSE: Accept a petition to form a Chapters Advisory Council

Dave moved to accept the petition to form a Chapters Advisory Council. Rudi seconded the motion.

The Board discussed the establishment of a Chapters Advisory Council, with the consensus being that this was an important and good step.

Resolution 2015-XX: Accept a petition to form a Chapters Advisory Council.

RESOLVED, that the Board accepts the petition to form a Chapters Advisory Council and directs staff to send the proposed Charter to the Chapter leaders to confirm that there is a consensus for this proposed Charter.

The motion was approved unanimously.

The Board thanked the many individuals that worked hard to produce the petition and charter.

16. ISOC Nominations Committee Report

PURPOSE: Receive report on the status of ISOC Board of Trustees nominations.

Narelle reported that the nominating committee had finished its work. She said that 25 nominations had been received and had been reviewed according to the published criteria. She also said that the nomcom had taken into particular account the need for diversity on the Board.

Narelle reported that the nomcom had selected Johan Helsingius, Youn Jung Park, Rafael Ibarra and Walid Al-Saqaf for the Chapters slate and Susan Estrada, David Farber and Alice Munyua for the Organizations slate.

The Board discussed the 2014-2015 nominations process and results.

17. Review Code of Ethics for ISOC Board

PURPOSE: Review ISOC Board Code of Ethics and Business Conduct.

Bob introduced a discussion of a proposed Board Code of Ethics, he noted that the legal review had made significant additions to the draft and that the lawyers had been asked to follow the staff code as closely as possible. The Board then had a discussion of conflict of interest disclosures.

The meeting took a break from 2:15 AM to 2:45 AM

18. Dealing with the 2014 budget surplus

Kathy discussed the approximately \$1 M surplus noted under agenda item 7. She proposed that about half the surplus be added to the Continuity Funds and the remainder for a future project with long-term impact.

Jason moved to accept Kathy's proposal for the use of the 2014 surplus. Dave seconded the motion, which was approved unanimously.

Resolution 2015-XX: Allocating the 2014 budget surplus

RESOLVED: that the Board accepts the preliminary report from the CFO that there is likely to be a positive surplus from the 2014 budget. The Board agrees with the staff recommendation that about half of the surplus be added to the Continuity Funds held for ISOC's future financial stability and that the remaining funds to be earmarked for a project with long-term impact. With respect to the earmarked fund, staff is directed to advise the Finance Committee concerning the intended use and accounting.

19. IAB/IESG Diversity

PURPOSE: Discuss how ISOC could assist the IETF and IAB in their pursuit of increasing diversity.

The Board discussed how ISOC could assist the IETF and IAB in their pursuit of increasing diversity. Jason said that he had taken copious notes during the discussion and would be following up later.

20. Report by ISOC Singapore Chapter

PURPOSE: Increased visibility for ISOC Chapters and their activities.

Harish Pillay, President of the ISOC Singapore Chapter provided, and the Board discussed, an overview of the history, status and activity of the ISOC Singapore Chapter. (URL)

The meeting broke for lunch at 3:47 AM.

The meeting resumed in executive session at 5:06 AM.

21. IANA Transition: Next Steps

PURPOSE: Continuation of discussion on additional actions the Internet Society can take to support a successful IANA transition.

The Board, along with Sally Wentworth, discussed the status of the IANA transition process and a statement for the Board to make.

The meeting moved to public session at 5:51 AM.

22. Review of 2016 Board meeting dates and locations

PURPOSE: Review calendar of Board meetings for 2016.

Bob reviewed the dates for the board meetings for the remainder of 2015 and for 2016.

6-8 July 2015, Auckland, New Zealand.

30-31 October 2015, before the IETF meeting in Yokohama, Japan.

9-10 April 2016, after the IETF meeting in Buenos Aires, Argentina.

June-July 2016 – ISOC event.

4-6 November 2016 – with ICANN North America.

In addition the Board will have a retreat 16-18 September 2015 in North America.

23. AOB

(a) Follow-up discussion on Board Nominations Committee questions

Desiree asked if the Board should provide guidance to the nomcom about including nominees with direct government jobs in the board slates. The Board discussed the question but did not come to a specific consensus.

Bob reminded the Board that the nomcom only generates a slate and that the community does the actual selection.

(b) Expanding the role of ISOC members as volunteers on ISOC projects

Gihan said he wondered if there was a way for ISOC to make more use of volunteers that would be guided by the staff. The Board discussed possible ways to make use of additional volunteers.

(c) Connect

Jason said that it would be good if Connect could be modified to only require authentication if someone wanted to post rather than just to read.

(d) DRM and W3C

Desiree brought up, and the Board discussed, the W3C's support of DRM in their standards. There was not consensus that the ISOC Board should express a view on this topic at this time.

(e) Board policies

Keith asked if the Board policies could be compiled into one place. Bob suggested that the Secretary undertake such an effort.

The meeting took a break from 6:55 AM to 7:19 AM.

Bob toasted Keith, Rudi and Eric and thanked them for their service. He noted that each of the retiring Trustees would receive a plaque of appreciation.

Kathy thanked the Board for their work during a very busy transition year.

Hiroshi moved to adjourn. Eric seconded the motion. There being no objection, the meeting was adjourned at 7:25 AM.

Summary of Motions

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