

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

June 29, 2015

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## INTERNET SOCIETY

122nd Meeting of the Board of Trustees of the Internet Society, June 29, 2015.

The ISOC Board of Trustees met from 8:01 PM to 10:14 PM UTC on Monday June 29, 2015 via teleconference.

The following members of the Board of Trustees were present:

Kathy Brown  
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)  
Kevin Craemer (ISOC Staff)  
Greg Kapfer (ISOC CFO)  
Jari Arkko (IETF Chair)  
Andrew Sullivan (IAB Chair)  
Tobias Gondrom (IAOC Chair)  
John Levine (incoming trustee)  
Walid Al-Saqaf (incoming trustee)  
Conzalo Camarillo (incoming trustee)  
Jim Galvin (Observer)

Minutes taken by Scott Bradner.

### **1. Welcome, Apologies and Declaration of Conflicts**

Bob opened the meeting in executive session at 8:01 PM UTC. He asked if anyone had any conflicts. No one said they had a conflict.

### **2. Consent Agenda**

- (a) Approve the minutes of the 120th meeting of the Board of Trustees
- (b) Approve the minutes of the 121st meeting of the Board of Trustees
- (c) Ratify the e-vote authorizing staff to establish a legal presence in the European Union

Jason moved to approve the consent agenda. Sean seconded the motion, which passed unanimously.

Resolution 2015-XX Approve Consent Agenda

RESOLVED, that the following items contained in the Consent Agenda were approved and ratified:

a/ Approve the minutes of the 120th meeting of the Board of Trustees

Resolution 2015-XX: Approve the minutes of the 120th Board meeting  
RESOLVED that the minutes of the 120th meeting of the Board of Trustees, held on April 21, 2015 via teleconference are approved.

b/ Approve the minutes of the 121st meeting of the Board of Trustees

Resolution 2015-XX: Approve the minutes of the 121st Board meeting  
RESOLVED that the minutes of the 121st meeting of the Board of Trustees, held on April 24, 2015 via teleconference are approved.

c/ Ratify the e-vote authorizing staff to establish a legal presence in the European Union

Resolution 2015-XX: Establishing a Legal Presence in the European Union  
RESOLVED that the e-vote held May 28 to June 5, 2015, authorizing staff to establish a legal presence in the European Union is ratified. The e-vote passed unanimously. The resolution in the e-vote was:

WHEREAS the Board of Trustees of the Internet Society resolved at its 90th meeting in October 2011 to authorize ISOC to establish legal presences in global locations for the purpose of supporting the ISOC mission; and

WHEREAS forming a non-profit entity in the European Union will avail ISOC to potential funding sources to support the ISOC mission;

BE IT RESOLVED that the Board of Trustees authorizes ISOC to establish a legal presence in the European Union for the purpose of supporting the ISOC mission. Activities of this legal presence are limited to activities that do not affect the non-profit status of the Internet Society.

### **3. Welcoming New Chapters**

PURPOSE: To welcome newly approved ISOC chapters.

Rudi moved to welcome the new Dominican Republic Chapter. Hans Peter seconded the motion, which passed by acclamation.

Resolution 2015-XX: Welcome new Dominican Republic Chapter  
RESOLVED, that the ISOC Board of Trustees warmly welcomes the new Internet Society Dominican Republic Chapter, which was chartered and approved since the last Board meeting.

Narelle moved to welcome the new Tanzania Chapter. Rudi seconded the motion, which passed by acclamation.

Resolution 2015-XX: Welcome new Tanzania Chapter  
RESOLVED, that the ISOC Board of Trustees warmly welcomes the new Internet Society Tanzania Chapter, which was chartered and approved since the last Board meeting.

### **4. Elections Committee Report**

PURPOSE: Receive the final report of the ISOC Elections Committee.

Gihan provided an overview of the report of the 2015 Election Committee. (URL)

Gihan moved to approve the report of the Elections Committee. Desiree seconded the motion, which passed unanimously.

Resolution 2015-XX: Accept the Elections Committee Report  
RESOLVED that the Report of the 2015 Elections Committee is accepted.

### **5. Governance Committee Report**

PURPOSE: Receive the report of the ISOC Governance Committee.

Desiree provided an overview of the Board Governance Committee. (URL)

Desiree moved to accept the report of the Governance Committee. Keith seconded the motion, which passed unanimously.

Resolution 2015-XX: Accept the Governance Committee Report  
RESOLVED that the Report of the Governance Committee is accepted.

## **6. Finance Committee Report**

PURPOSE: Receive the report of the ISOC Finance Committee.

Jason provided, and the board discussed, an overview of the report of the Finance Committee. (URL)

Dave joined the call at this point.

Jason moved to accept the report of the Finance Committee. Sean seconded the motion, which passed unanimously.

Resolution 2015-XX: Accept the Finance Committee Report  
RESOLVED that the Report of the Finance Committee is accepted.

## **7. Audit Committee Report**

PURPOSE: Receive an update from the Audit Committee & accept the report of the independent auditor.

Rudi provided a report from the Audit Committee in place of Eric Burger who had been the chair of the Audit Committee but who had resigned from the ISOC board when he joined the PIR board. (URL) Rudi noted that ISOC had changed to a new auditor following the best practice of changing auditing firms from time to time. Rudi said that the 2014 audit did not raise any issues. He said that, following industry best practices, the audit committee recommended that both a proper risk assessment and an audit of operational procedures be undertaken. Rudi reported that these efforts were currently in process. Rudi and Narelle thanked Eric for all of the work he had put in as chair of the Audit Committee.

Rudi moved to accept the report of the 2014 Independent Auditors Report. Dave seconded the motion, which passed unanimously.

Resolution 2015-XX: Accept the 2014 Independent Auditors Report  
RESOLVED, that the 2014 Independent Auditors Report is accepted, in reliance on the PIR 2014 Independent Auditors Report as accepted by the PIR Board on May 11, 2015.

## **8. Actionable items for the 2015-2016 Board of Trustees**

PURPOSE: Accept and convey actionable items for the 2015-2016 Board of Trustees.

Bob presented the list of carry forward action items for the next board.

Dave moved to accept and convey the list of actionable items to the incoming board. Narelle seconded the motion, which passed unanimously by role call vote.

Resolution 2015-XX: Accept and convey actionable items for the 2015-2016 Board of Trustees  
RESOLVED, The Board of Trustees accepts as accurate the following Summary of Agreed Board Actionable Items  
BE IT FURTHER RESOLVED that the Board of Trustees conveys this Summary of Agreed Board Actionable Items to the 2015-2016 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, subsequently, a 2015 Action Plan and Budget which was approved by the Board. The 2013-2014 Board considered these priorities so crucial to the continued success of the Internet Society that they resolved to convey them in a Summary of Board Action Items to the 2014-2015 Board. Now, at the close of its own term, the 2014-2015 Board also takes the opportunity to convey these decisions and priorities to the 2015-2016 Board, as well as the following additional recommendations:

- I. Continue support for the 2015 Internet Society Action Plan, including its strategic and operational objectives;
- II. Continue support for 2014-2015 Board-approved initiatives in the areas of ISOC technology improvements, and ISOC positioning and branding; and
- III. Continue support for using a portion of the 2014 budget surplus for projects with long-term impacts, such as website curation and chapter grants.

## **9. IETF & IAB Updates**

PURPOSE: Review strategic developments.

Jari Arkko & Andrew Sullivan joined the call at this point.

Jari Arkko, IETF Chair, provided, and the board discussed, an update of IETF activities. (URL)

Andrew Sullivan, IAB Chair provided, and the board discussed, an update of IAB activities. (URL)

Andrew left the call at this point.

## **10. IAOC Update**

PURPOSE: Provide update on IAOC and IASA activities

Tobias Gondrom joined the call at this point.

Tobias Gondrom, IAOC chair, provided, and the board discussed, an update of IAOC activities. (URL)

Jari and Tobias left the call at this point.

## **11. President and CEO Report**

PURPOSE:

- (a) Mid-year progress report
- (b) Q1 Financial review and interim financial progress.

Kathy reviewed the mid-year progress report. (URL)

Greg Kapfer provided an overview of the Q1 financial status. (URL)

## **12. AOB**

Kathy and Bob thanked the outgoing trustees, Eric Burger, Dave Farber, Keith Davidson, and Rudi Vansnick, for all of their work for the Society.

Sean moved to adjourn. Jason seconded the motion. There being no objection the meeting was adjourned at 10:14 PM.

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## Summary of Resolutions

Resolution 2015-XX Approve Consent Agenda

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c/ Ratify the e-vote authorizing staff to establish a legal presence in the European Union

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Resolution 2015-XX: Accept the Elections Committee Report

RESOLVED that the Report of the 2015 Elections Committee is accepted.

Resolution 2015-XX: Accept the Governance Committee Report

RESOLVED that the Report of the Governance Committee is accepted.

Resolution 2015-XX: Accept the Finance Committee Report

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Resolution 2015-XX: Accept the 2014 Independent Auditors Report

RESOLVED, that the 2014 Independent Auditors Report is accepted, in reliance on the PIR 2014 Independent Auditors Report as accepted by the PIR Board on May 11, 2015.

Resolution 2015-XX: Accept and convey actionable items for the 2015-2016 Board of Trustees

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- III. Continue support for using a portion of the 2014 budget surplus for projects with long-term impacts, such as website curation and chapter grants.