



**The Internet Society's (ISOC) Appointment Process  
for the Public Interest Registry (PIR) Board of Directors  
September 3, 2008**

The procedures described herein relate to the selection of Directors for the Public Interest Registry's (PIR) Board of Directors.

The following is included for context and describes current practice without attempting to prejudice this procedure. These procedures are intended to be harmonious with ISOC's policies regarding inclusion and transparency while respecting PIR's governance and business requirements as a result of the industry and environment they operate in.

Resolutions passed by ISOC's Board of Director's at the 29<sup>th</sup> Board meeting held in closed session on the 5<sup>th</sup> of October 2002 call for the ISOC Board of Trustees to elect up to seven Directors for the Board of PIR. At this point, the PIR Board is composed of 5 Directors and both ISOC and PIR believe this is the optimum number. The Directors for PIR will be appointed for staggered three (3) year terms. The resolutions passed also state that the power to appoint or remove directors of PIR shall be the responsibility of ISOC and specifically, this responsibility is reserved to the ISOC Board of Trustees. In addition, the resolutions call for the President of ISOC to be an ex-officio liaison to the PIR Board and that this liaison is entitled to participate to all communications and meetings of the PIR board.

**PROCEDURE: ISOC's Appointment Process for the Public Interest Registry's  
(PIR) Board of Directors.**

**Terms of Directors**

Director's terms are limited by By-Law to a maximum of three years, and no more than two consecutive terms may be served irrespective of the total time served. The ISOC Board may decide on a case-by-case basis to shorten terms.

**Assumption of Office**

The term of office of newly appointed Directors is expected to commence at the beginning of the Board meeting held in late Q2/early Q3 of the calendar year. The term of office for departing Directors will come to an end at the beginning of the same meeting. The Board meeting is defined as having one agenda, which may extend over several days. In special circumstances, the current PIR Board may choose to convene a meeting to seat the new Board anytime after they have been notified by ISOC that the Board appointments were completed.

## **Appointment Process**

A Committee consisting of ISOC Trustees will be designated each year to act as a “Nomination Committee” and will take responsibility for all aspects of the Appointment process and will produce a recommended slate of Directors with supporting documentation for approval by the ISOC Board of Trustees.

The role of the Nomination Committee is to:

- Set the annual timetable for the Appointment Process
- Establish desired criteria for prospective Directors;
- Drive the outreach process;
- Pro-actively solicit potential candidates for the Appointment process;
- Recommend a slate of candidates for review by ISOC’s Board of Trustees

The Annual Timetable and Call for Candidates will be formally approved by the full ISOC Board following standing Board practices.

## **Candidate Selection**

The Nomination Committee will notify all parties of the annual timetable, prepare a call for statements of interest, and outreach as appropriate. The process will provide a minimum period of 30 days for receiving applications. There are no restrictions regarding who can submit a candidate’s name. There is also no formal requirement that a candidate be affiliated with ISOC, however, this is heavily desired given the relationship between ISOC and PIR.

## **Casual Vacancies**

A casual vacancy is defined to have occurred where a Director does not complete their term of office. This shall be deemed to include a person certified as appointed but who informs ISOC that they cannot or will not take office. The casual vacancy is defined to exist until the expiration of the original term associated with the original incumbent.

The ISOC Board may choose whether or not to fill any casual vacancies before the next scheduled appointments.

## **Candidate Submissions**

Candidates will be requested to submit biographical information and a statement of their interest and qualifications for review by the Nomination Committee. At a minimum, interviews will be held for those individuals on the short list.

## **Approval of Recommended Slate**

The Nomination Committee will provide the recommended slate to the Board with supporting information at least 4 weeks before the Board is expected to approve the slate. In order to ensure a timely and smooth approval the NomCom is encouraged to discuss its slate with the full ISOC board as soon as practical. The NomCom is also encouraged to seek guidance from the full board on any issues that one of its members feels may cause delays in the approval. If the Nominations Committee's interactions with the full board indicate that a slate is likely to be found unacceptable, the Nominations Committee may withdraw the slate from consideration and propose a new slate to the full board. The

NomCom should resubmit the new slate as soon after the withdrawal as possible. In that instance, the date of submission shall be considered the date of re-submission, and the review clock of 4 weeks will reset. The slate will be considered to have passed if the Resolution to accept the slate passes by a 2/3 majority of those Trustees present, given a quorum has been met.

It is expected that Board discussions, approval-in-principle polls, and formal votes to appoint Directors will be held in-camera (typically Board members only, plus any individuals explicitly invited).

### **Supporting Information**

The Nomination Committee will provide the recommended slate to the ISOC Trustees with bios and supporting rationale for the slate as a whole. The committee will also provide a list of all persons considered in the process except for those persons with whom the committee has specifically agreed to keep this information within the committee.

If, in some Trustees view, the submitted rationale does not support the recommended slate, then further discussion should take place on the ISOC Trustees list and/or at the Board meeting to resolve any open questions.

### **Publication of the Result**

This process should ensure that the prospective Directors are identified in sufficient time to have a minimum of two months overlap (transition time) before being seated at the PIR Board meeting normally held in late Q2/early Q3 of the calendar year. In special circumstances, the PIR Board may convene a meeting to seat the new Board anytime after they have been notified by ISOC that the Board appointments were completed.

### **Typical Timing for PIR Board of Directors Appointment Process**

<b>DAY</b>	<b>Appointment Step</b>
- 60	Discussion with ISOC, PIR & others re criteria for PIR Directors
0 September	ISOC Board Approves Call for Candidates (must be min. 30 days) and the Annual Timetable. Scheduled kick off end September.
30 - 60	Application period closes
Not to exceed 120	Recommended slate sent to ISOC Board for review (min. 4 weeks ahead of vote)
150	ISOC Board meeting or e-vote launched to approve PIR Board slate
180	New Directors informed – 2 month transition period starts
240	PIR's new Board is seated at late Q2/early Q3 meeting (incorporating a transition period)