

Procedure for the Conduct of Meetings

The basic working procedures for the Board of Trustees are defined in the ISOC By-Laws. This internal procedure provides additional roles for the preparation and conduct of such meetings.

1. Agenda Items for Board of Trustee Meetings

The ISOC Secretariat shall publish a draft agenda at least two weeks in advance of a regularly scheduled meeting of the Board.

Any ISOC Board member may demand an item to be included in the agenda. Items requested by other parties may be included at the discretion of the Chair of the Board.

Where a decision is requested a written proposal must be supplied.

Requests for agenda time and documents in support of the agenda time must be sent to the ISOC Secretariat at least two weeks before the relevant meeting.

Requests for agenda time and documents in support of the agenda time received after that date will only be included at the discretion of the Chair of the Board.

The Agenda and documents for a meeting will be sent by electronic mail to all ISOC Trustees and any others invited to attend the meeting one week before the meeting and posted to the ISOC website.

Unless otherwise marked, the agenda and all supporting documents are to be made freely available.

The agenda will contain the standing items:

- Call for disclosure of any conflicts as the first item of business
- Approval of any minutes of previous meetings of the Board which are not yet approved
- Ratification of any concluded electronic votes not yet ratified.

2. Standing rules and rules of order

The Board generally follows Roberts Rules of Order (1915 edition) with the following exceptions

1. Member Decorum:

- a. Members need not rise while speaking or making motions, and may obtain the floor (or a place in the queue for the floor) by signaling the Chair as appropriate;
- b. Members may refer to other members by name, and must address their remarks to the Chair.
- c. There is no limit to the number of times that a member can speak to a question and motions to close or limit debate may be entertained;
- d. Members may speak against their own motions; and
- e. Additional topics for discussion can be proposed whenever no motion is pending and will be added to the standing 'any other business' agenda item.

2. Chairman Decorum:

- a. The Chairman need not rise while putting questions to vote;
- b. The Chairman can speak in discussion without rising or leaving the chair, and usually votes on all questions;
- c. The Chairman calls specifically for abstentions during each vote;
- d. Negative votes and abstentions shall be noted in the minutes by name; and,
- e. The Chairman calls for roll call votes on fiscal matters.
- f. The Chairman, at his or her discretion, may invite a person who is present in person or electronically to address the meeting.

3. Content of minutes of Board of Trustees Meetings

Minutes will normally consist of a record of the topics discussed and any decisions taken by the Board of Trustees and comments explicitly requested by members for inclusion.

4. Process for Minutes of Board of Trustee Meetings

The Secretary shall distribute draft minutes of a meeting to the Trustee mailing list for corrections as soon after the meeting as possible. The Secretary shall offer the minutes, updated as needed in response to any corrections, for approval at the subsequent Board of Trustees meeting.

5. Publication of minutes and papers of Board of Trustees Meetings

Access to all minutes and documents referred to by the minutes, except those deemed to be confidential by the Board of Trustees, will be freely available.

6. The Chair of the Board of Trustees Meeting

The Chair of the Board will preside over meetings of the Board of Trustees. The Chair may designate another Trustee to preside over part or all of a meeting if the Chair will not

be present or is conflicted. If the Chair is unavailable and has not designated an alternate Trustee to preside over a meeting, the President may designate a Trustee to preside over the Meeting.

6. Closed sessions of the Board of Trustees Meetings

When an item to be discussed is likely to result in the disclosure of financial, personal or other sensitive information, it is at the discretion of the Board to declare the portion of the session concerning the topics as an executive session open only to Trustees and specifically invited guests.