

ISOC Board Governance Committee Annual Report
Prepared for the Board teleconference meeting on June 14, 2016
By Desiree Miloshevic, Committee Chair
Date: June 13, 2016

This is an annual Board Governance Committee report about committee's activities and recommendations prepared for the Chair of the Board and the Trustees.

The current committee has been established by Board's approval at the Annual General Meeting, June 2015 by the election of the following members:

Scott Bradner, Secretary of the Board
Kathy Brown, Trustee, ex-officio President and the CEO
Bob Hinden, Chair of the Board of Trustees
Gihan Dias, Trustee
Alice Munyua, Trustee
Hans Peter Dittler, Trustee
Walid Al-Saqaf, Trustee
Desiree Miloshevic, Trustee and Chair of the committee.

The report covers a set of key topics identified by its members and items carried forward from the last year's committee work. It provides a summary of all updated procedures and policies, as well as outstanding ones that are work in progress.

Frequency of meetings and process

The committee members planned and carried out their work online and offline, in-between and during the monthly scheduled teleconference meetings. The first meeting took place in August 2015 and the last one was held in May 2016. All committee's meeting agendas and minutes can be found on the ISOC Board's wiki in the Trustee resources section.

The purpose of the committee is to ensure that the Board governance system and ISOC performs well and in manner consistent with its governing policies and documents. Once the committee would have identified a missing board policy or a procedure or reviewed an outdated one, and once the members would have reached a consensus on a particular issue and wording, the committee Chair would forward the relevant documents to the rest of the Board for their comments and/or motion for their adoption.

Summary of key topics, updated and adopted policies and procedures

The following key topics were chosen as a priority for this year's work:

1. Travel Policy for Trustees – updated and unanimously adopted by the Board

The updated Travel Policy for Trustees was reviewed by the governance committee, the Excom committee as well as subsequently unanimously approved by the whole Board.

It is worth noting that in the committee discussed a proposal where Trustees could serve as resource persons for specific ISOC activities.

After the wider discussion and review of the overall Board Expense report, the consensus of the committee was not to create such new policy. The consensus was to update the Travel policy for Trustees and provide some flexibility to address such cases, where a Trustee could, usually asked by staff, serve in such additional capacity. Few members said that it would be a good thing to have some involvement of a Trustee in ISOC activities if they took place in their region.

2. Sustainability of Secretary’s role – continuation from 2014-2015 - resolved

This was the continuation of committee’s work from 2014-2015. As the current Secretary of the Board, announced his plans to retire a year ago, he produced a proposal document with three different options on how to proceed with the selection of Secretary. All three options were reviewed and discussed by all Trustees at the September 2015 Board retreat. The third option, to select the Secretary officer from a pool of sitting Trustees, was unanimously adopted by the Board.

3. Update of 2014-2015 NomCom guidelines, especially the section vis a vis Conflicts of Interest and in particular government employees

4. The following procedure documents were accepted and forwarded to the Board for adoption

1. Procedure for Conducting Electronic Votes
2. Procedure for Mailing Lists - an update from the old mailing list policy

The new Procedure for Mailing Lists policy now includes ability to create separate mailing lists for each Board committee, not only Excom mailing list and the power of the Board to create other lists without going through a motion.

3. Procedure for the Conduct of Meetings
4. Procedure for conducting election of Officers of the Board
5. Fiduciary Obligations of Trustees

Summary of committee's recommendations on outstanding work

This year has been a very productive year for the governance committee, however there are still a number of items that have been identified as work in progress.

As there is a significant number of board and staff maintained documents, some of which have to be approved or accepted by the board, the next Governance Committee ought to continue revising them, as per our charter. We outline and recommend the following six governing documents as a matter priority:

1. *Revision of Internal Board Procedures – work in progress*
2. *Review of Procedure for the conduct of the meetings - work in progress*
3. *Policy for archiving of current and old board mailing lists – new*

There is currently no policy on archiving of board's mailing lists; features like adding observers and creation of temporary lists or special lists based on COIs would also need to be part of this new archiving policy.

4. *Internet Society Conflict of Interest Policy – review new Audit Committee's policy update, e.g. for Trustees – work in progress*

The Governance Committee liaised with the Audit Committee Chair and agreed to review the new COI form once updated by the Audit Committee. The new COI form could elaborate a new procedure for Trustees that are currently not in a position to disclose his/her COI.

Additionally, this Policy should be reviewed in the context of NomCom 2015 adopted Guidelines which states that a Trustee candidate may not be eligible (or continue) to serve as a Trustee if there are significant changes in their daily work circumstances, e.g. becoming a full time government employee working on telecommunications related area, or serving on the board ICANN board, etc.

5. *Development of self-board assessment program – work in progress*

The committee had not up to date evaluated any performance of the Board Committees. The committee recommends that the next Governance Committee look into development of self-evaluation material for the role and performance of the Board.

6. *Charter review – work in progress*

Special thanks

The Chair would like to thank all the committee members for their hard work as well as the board liaison, Kevin Creamer for all his support and work.

Additionally we would like to thank Bob Hinden for running a very smooth consultation process and getting Chapter and Organizational members feedback concerning By-laws changes that dealt with Supporting Binding Electronic Voting, Making the Voting Processes consistent, Making the Terminology Consistent and minor Editorial changes documents.

The committee would like to express special thanks to Scott Bradner, the Emeritus Trustee (1992-2002) and outgoing Board Secretary (2002–2016) for all his devoted work and numerous edits to keep the Society’s By-laws and other governing documents up-to-date. The committee would not have been able to do so much without his outstanding contributions and his leading efforts in helping us track, review and update long list of board policies and procedures. Thank you Scott!

End of the report.

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