

THE INTERNET SOCIETY

Governance Committee Charter

As adopted 11 November 2013

The ISOC Governance Committee ("the Committee") of the Board of Trustees (the "Board") of The Internet Society ("ISOC") has the responsibilities, duties, and authority described in this Charter.

I. Purpose

The purpose of the Committee is to help ensure that the Board governance system of ISOC performs well and in a manner consistent with ISOC's governing documents and policies; to review and recommend changes to ISOC's governing documents as appropriate and oversee implementation of such changes; and to aid in the governance of ISOC by addressing other general governance issues of the Board.

II. Composition

The Committee shall consist of three or more Trustees appointed by the Board. The President shall serve as an ex officio member of the Committee but shall not have the right to vote. The Chair of the Committee shall be appointed by the Board. The Committee may invite non-trustees to be non-voting participants in the Committee meetings and deliberations.

III. Meetings

The Committee shall meet at least annually or more frequently as circumstances dictate.

IV. Responsibilities and Duties

- Review from time to time the governing documents of ISOC and recommend proposed changes to the Board for approval; oversee implementation of any Board-approved changes in ISOC's governing documents or governance structure.
- Review and make recommendations to the Board from time to time regarding the size of the Board and the Board Committee structure, including the establishment of any new standing, special or other committees of the Board and any new Board-appointed committees, advisory councils or other bodies as deemed appropriate.
- Recommend to the Board the responsibilities of the Board Committees, including each Committee's structure, operations and authority to delegate to subcommittees.
- Review and recommend to the Board policies or revisions to policies for the corporate governance of ISOC which are informed by best practices to improve ISOC operations in support of its mission.

- Coordinate and oversee the annual self-evaluation of the role and performance of the Board and Board Committees; make recommendations to the Board and Board Committees based on feedback from such evaluation.
- Oversee, coordinate, and delegate to management appropriate responsibilities relating to the orientation, training and mentoring of new Trustees and the continuing education and training of existing Trustees, which training shall include the appropriate delineation of the role of the Board and the role of management.

V. Authority and Resources

The Committee shall have the necessary authority and resources to discharge its responsibilities and duties. This shall include the authority to retain special counsel, experts, or consultants as the Committee deems appropriate. ISOC staff shall support the Committee in organizing meetings including teleconferences as the Committee requires. ISOC shall provide for appropriate funds as determined by the Committee for the payment of the fees and expenses of any such special counsel, experts, or consultants as well as all ordinary administrative costs incurred by the Committee and its individual members that are necessary and appropriate in performing their duties.

VI. Review

The Committee shall review, on at least an annual basis, (a) this Charter and the scope of the responsibilities and duties of the Committee, and (b) the Committee's performance of its responsibilities and duties as set forth in this Charter. The Committee shall refer to the Board for appropriate action on any proposed changes to this Charter.

VII. Availability of Charter

This Charter shall be made public by posting on the ISOC website.