

CEO Succession Planning Committee Charter

As adopted June 15th, 2020

The ISOC CEO Succession Planning ("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 ensure that ISOC has a CEO succession strategy in place at all times. The Committee will identify and develop talent within ISOC to ensure its readiness to move immediately into the CEO position if necessary. Note that in addition to the internal candidates identified by the Committee, an eventual search for a permanent CEO (as opposed to an emergency replacement) will likely include external candidates as well.

II. Composition

The Committee shall consist of a set Trustees appointed by the Board. The President shall serve as ex officio member of the Committee. Only voting Trustees can vote in the Committee, which shall include at least three voting trustees. The Chair of the Committee shall be appointed by the Board.

III. Special Conflict of Interest Rules

None.

IV. Meetings

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

V. Responsibilities and Duties

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These duties are intended as a guide, with the understanding that the Board may modify or supplement them as appropriate:

- Define a profile for the CEO position.
- Identify potential internal candidates and generate development plans for them.
- Define an emergency succession plan for the CEO.