

Report of the Governance Reform Working Group

Co-Chairs: Hans Peter Dittler and Mike Godwin

5 November 2021

After some months of intermittent periods of activity and inactivity on the Governance Reform Working Group mailing list, we have considered options for going forward, which we will summarize below, followed by recommendations.

We have noted that, despite the activity of some highly engaged subset of WG members, there is no consensus—however the standard for “consensus” may be defined—regarding a path forward for particular governance-reform proposals. Nevertheless, in the interest of moving discussion forward, we wish to put before the board the following two options:

Option 1: In the absence of consensus about particular proposals to amend or reform ISOC governance, the Working Group could conclude that the WG may not be fit for purpose in its current structure, so that the WG could propose to the Board that the Board consider re-chartering the WG in a more workable form with a timetable that is more likely to produce actionable proposals.

The co-chairs do not recommend this option, because of its downsides, of which the major one is this: bailing on the WG in its current form will be perceived as demonstrating that the Board was not committed to using the WG to produce actionable proposals that might improve Board governance in ways that strengthen ISOC’s ability to fulfill its mission.

Option 2: Despite the lack of consensus, we do have two general sets of proposed reforms that we can report to the Board for consideration and possible further action. The first is that the Board should communicate to stakeholder constituencies the need to ensure diversity among possible candidates for approval for submission to our Board election/selection process. The second is that Richard Hill has written a set of discussion-draft proposals including input from several people on the list for reform that, generally speaking, would need to be assessed for legality and compliance by ISOC counsel in the event that a WG consensus emerged in favor of Hill’s proposals. The Working Group could conclude that, even in the absence of a WG consensus, which may be difficult or impossible to achieve, it might help the WG move forward to have an interim legal assessment of the proposals to determine what can and can’t be done consistent with ISOC’s legal and regulatory-compliance obligations.

The co-chairs recognize that this is not in itself a particularly satisfactory proposal, but we also believe that a legal “reality check” if these proposals may put the WG in a better position of communicating to members and stakeholders what limits there may be in the scope of possible proposals and reforms that the WG, as it continues, might develop. For this reason, the co-chairs favor Option 2.

We note that a key component of going forward with Option 2 is to allow Richard Hill (and others if needed) to directly upload and edit his proposals as discussion drafts to the appropriate directory for review and further discussion. The access rights have been adjusted accordingly.