

Open Forum on Internet Society Governance Reform: Board Diversity

**Session 2 · 5 May 2022 · 14:00-15:00 UTC
Transcript**

>> TED HARDIE: Thanks, everyone for joining today. Today's board Open Forum is on board diversity, and this Open Forum is taken out of the process that was going on in the Governance Reform Working Group. We would like to take this opportunity to thank the two chairs of the Working Group, Hans Peter Dittler and George Sadowsky and to thank the members of the Working Group for putting in the efforts to comment over the course of time that brought us to the most recent report.

One of the issues that bubbled up to the top throughout that process and I think is an ongoing concern is the issue of board diversity. That's why it's the topic of our first sequence of conversations.

There was one of these earlier today. The recording for that will be available. So, if you'd like to review the comments from your colleagues from the earlier session, that's one way to do that.

Next slide, please.

There are a couple of housekeeping rules today. We ask everybody who speaks today to please respect the code of conduct for individual members of the Internet Society. A note that simultaneous interpretation will be available in English, French and Spanish. And the closed captions are available in English. You can select the options in the Zoom panel.

The next slide will actually show you where that is in case you're not familiar with those controls.

We ask if you're not speaking to please keep your microphone on mute at all times. You can use the chat for questions. Keep them

brief and to the point. Kindly format your questions with your first name and country. In my case it would be Ted, Portugal. You can type the questions into chat in French or Spanish. Those will be translated and sent to the chair. The session will be recorded and a link for future viewing will be shared after the call. Also, if you would like to make an intervention in French or Spanish, feel free to do that. We will have one of the translators then translate the substance of your intervention to the rest of the team.

Next slide, please. This shows where on the Zoom panel you can see the live transcript, which is the closed captioning, and where you will see the related translations. Next slide, please.

So this is the agenda for today. We're currently in the welcome and introduction portion of it. The next -- I'll do a quick reminder of the constraints under which the Governance Reform Working Group charter was operated and the same constraints apply to the set of proposals that we can discuss today. And a couple of additional housekeeping remarks. The rest of the time will be essentially an Open Forum for member comments and questions.

After we reach the close of time, we'll then have just a couple of closing remarks.

So here are the constraints under which the Internet Society's Governance Reform Working Group operated. For those that are listening, it's "Consistent with the Internet Society's origin and mission statement and its incorporation documents, the proposals considered by this Working Group will not include proposals to reduce stakeholder communities' ability to choose candidates to serve on the Board of Trustees, or proposals that would require relocation or dissolution of the Internet Society as it is currently incorporated in the United States. In addition, this Working Group will not consider proposals that would breach or negate current legal relationships and agreements between the Internet Society and ICANN

or between the Internet Society and the Public Interest Registry.”
Thanks very much.

I think for an additional housekeeping remark, I just wanted to make sure everybody knew that entering anything in the chat for those who are listening rather than able to follow the chat, I will be speaking those allowed when it's possible to do so.

I will note in the first one, Luis managed to paste into the chat a long series of very valuable resources which were a little bit too long for me to actually read aloud, but we'll make it available in some other form. With that, we're now turning over to discussion. Feel free to raise your hand using the Zoom tool to speak or enter it in the chat and we'll move from there.

>> TED HARDIE: Hi, Dave. Dave, you appear to be muted. Can you check your local mute?

>> DAVE BURSTEIN: Is that better?

>> TED HARDIE: Yes. We can hear you now.

>> DAVE BURSTEIN: Thanks. The question is how we can make some of this make a difference to what the Internet Society is in the real world today? In particular, there's nothing wrong with diversity, but the whole point of diversity is to change the substance of what the organization does. How can we make sure that the goals we have of being an open, transparent, what some people call multi-stakeholder organization are actually imposed on the organization which in reality is a top-down, thoroughly controlled overwhelmingly US and European organization that, for example, does little or nothing about the problem of control of the Internet by a handful of giants. Remember, two-thirds of the Internet is not in the Global North. India has more people on the Internet than the US and western Europe combined. China is bigger than India. I'm very glad to see that somebody who is Chinese has finally been allowed in. But we certainly haven't incorporated the desires of the Global South in the policies

of the Internet Society. How do we change that? Will the Board be active enough to make a difference or will it continue to defer to a handful of people at the top of the staff?

>> TED HARDIE: Just as a reminder, today's topic is board diversity and as you started out by saying a big question is whether board diversity is enough to address those. Leaving that question on the table for later discussion, I guess my question to you is what do you think board diversity can do to contribute to making sure that the Society serves the full constituency of those who use the Internet or would like to?

>> DAVE BURSTEIN: Is that a question to me?

>> TED HARDIE: Yes.

>> DAVE BURSTEIN: Okay. First, the Internet Society traditionally -- and I've been active for over a decade, has been run at the top by staff. Many of us think that the chapters, which are for the diverse, the majority of which in the Global (Inaudible) should be playing a much more active role. As we know, the Board decided to avoid funding the chapters, despite the unanimous recommendation from the chapters' committee. And that the first thing that we can do to change how the Internet Society works is to strengthen the chapters by providing them a minimal amount of money. We're talking about 3%, rising to 10% of the budget. That the chapters would control how it's spent and what is done, as long as it's consistent with the (Inaudible) the Internet Society.

>> TED HARDIE: This is useful history but the topic of today's set of interventions is board diversity. Can you focus on how board diversity helps?

>> DAVE BURSTEIN: Yeah. Board diversity can stop the nature of the Internet Society of being a closed group of people who overwhelmingly are American and European who take the -- make decision after decision that ignores the Global South, the chapters as a major

tool for which the Internet Society can transform itself, and the desires and needs of people who don't reflect the previous board. So, for example, we should have two or three of the Board members who do not reflect our goal of diversity voluntarily resign and expect that our constituencies will go out and reach out to people who think differently - not necessarily look differently, although that's the way it usually turns out. So, the board diversity is not nearly enough. It's not enough, because we keep putting the same kind of people or people who agree with them on the Board. And we should change that immediately by the powers that be persuading several board members who are contributing very little publicly to step aside in favor of people who want change in the substance of the Internet Society beyond the color of their face.

>> TED HARDIE: Okay. Richard, you're next.

>> RICHARD HILL: Thank you. If I may, I prefer to defer first to Veni who did most of the work on this report that went to the board. And then I'll come in right after Veni, if that's okay.

>> TED HARDIE: Okay, Veni?

>> VENI MARKOVSKI: I hope you can hear me.

>> TED HARDIE: Yes.

>> VENI: Thanks for organizing this. This is really good for, I think, ISOC and global ISOC community. I'm also not sure. Anyway, I should have put it in the chat. On the questions, the Internet Society Board of Trustees could become more diverse. This could be achieved easily by implementing some changes in the bylaws which will require diversity being achieved by all the organizations that are electing chapter trustees. Yes, it's not the ideal situation given the fact that different elections -- the different groups, the different organizational groups are electing different trustees. And there will be probably some way of working through -- at some point there may be a little bit more from one group and a little bit less

from another. Overall, if we look at the compensation within three years which is the usual term of Board of Trustees, there should be some balance between geographic, gender diversity, and that would make the Internet Society stronger. It will make the organization to look more like the members that it has and it hopefully will change the focus of the organization, which even though it's based based in the US and obvious for historic reasons, a long time ago became an international organization that has outreached to hundreds of countries around the world.

>> TED HARDIE: Thank you. Before turning to Richard, I will drain the queue of comments in the chat as these came in while Veni was talking. Glenn noted Board diversity should reflect the ISOC motto of Internet for Everyone. Currently we don't see representation as reflected in this motto. Glenn goes on, most boards realize that diversity and gender balance on boards adds value and perspective to issues. Arthur Gwagwa said, how will the board diversity take into account the needs of the members who aren't attached to one particular country? Roaming stars, I propose a structure that on the one hand, takes regional balance, but on the other, what one brings to the Board regardless of regional affiliation. Glenn goes on - the challenge for this committee is a balanced approach to create equitable diversity. Stephen Farrell commented in regard to Veni's comment, "achieved easily" seems optimistic. Richard says, I disagree. It has worked fine for the ChAC. Stephen Farrell commented Interesting, is that documented somewhere? I mean the process followed and before/after starts. There's a link placed in that to the relevant document, which I believe are the ChAC statutes. Glenn also put in a link to something at HBR.org - when and why diversity improves your boards performance. Richard, you're next.

>> RICHARD HILL: First, I'm surprised we're even asking the question, should we be more diverse? Would more diversity would help, etc? I think that's what Glenn has pointed out. This is well

understood. This is not debatable anymore. So the question should be, how to achieve greater diversity in the ISOC board, because as Veni and everybody can tell it's not as diverse as it could be. Various people have said it's very difficult to implement. I have consistently pointed out that it's worked very well for the chapters advisory council. And in fact Joyce posted the details on the list so everybody can see how that works. There is a possibility that sometimes it wouldn't work. Yes, that's true, it's a quota system. There's no miracles. If you want to force diversity, you have to do quotas. If you're against quotas, then forget it. It's well understood the disadvantages of quotas are far outweighed by the benefits of diversity. So some massaging or variation of the chapters advisory council mechanism would work very well for ISOC. It's worked very well for the chapter advisory council. Why wouldn't it work for board. Stephen, I agree it's not entirely clear. I think Joyce would be the best qualified person to speak on it because she has followed all the elections and knows exactly what's going on. Then I'm going to abuse my speaking time for a couple minutes to go on a topic that is definitely not within scope. I recognize that.

>> TED HARDIE: Please don't do that, Richard. Richard, this is a focused conversation. Please don't abuse your position.

>> RICHARD HILL: Well, it's related to that. I think at some point we need to open the discussion of whether the IETF should actually have members on the board because I think that's an obvious conflict of interest.

>> TED HARDIE: Richard, that is out of scope. It was out of scope for the Governance Reform Working Group as I read at the beginning of the session, and it is out of scope for today's discussion. The next speaker is Marta.

>> DAVE BURSTEIN: Hold on a minute. Ted Hardie, who represents the things that we're working to change, should not be telling other people what they shouldn't say.

>> TED HARDIE: I'm not saying you shouldn't say it. I'm saying today's meeting is not about that.

(Overlapping Speakers).

>> DAVE: Let's step --

(Overlapping Speakers).

>> VENI MARKOVSKI: That's not correct. Let's keep the conversation focused, please.

>> TED HARDIE: It is now Marta's turn, Dave, not yours.

>> MARTA: (Off Microphone).

>> TED HARDIE: You're very, very --

>> VENI MARKOVSKI: Can you speak louder? We can't hear you.

>> MARTA EDEBOL: Can you hear me better now? Greetings from Nigeria. My Internet is a little bit shaky. I'm really delighted and super thrilled to have these sessions with you. I'm a little bit baffled about the theme, though, because I think as Dave and maybe a few others have touched upon, as a woman and a big supporter of diversity, I think inclusion and representing the members is very important when discussing the role of the Board. I think that is very important to include new members and new supporters. And I feel like maybe that discussion on how to be more inclusive, and also represent the membership itself might be relevant for this. I'm sorry if I'm speaking on top of anyone. I just joined a little bit late. That's all. Thanks.

>> TED HARDIE: Thank you for your comments. There are a number of comments in the chat. Putting aside those which are about connection issues. I think diversity is a critical issue, especially taking into account the realities and opinions that are different. Veni goes on, it's good to see so many people connected to today's call. Arthur, although numerical the board should balance substantive representation in contrast to descriptive representation. Let's avoid formal descriptive representation without substance. In my view, I

may be wrong, tend to follow formal representation that lacks substance and this can be prone to self-interest and politicization of inclusion. Glenn says you can slice and dice diversity beyond strict ethnicity and gender to consider the issue of people with poverty, older adults, people with disabilities, et cetera. Nancy Reyes, replied to that, exactly. Muhammad, your hand is up.

>> MUHAMMAD SHABBIR: Thanks, everyone. Muhammad Shabbir from Pakistan. The question that (Inaudible) asked is appropriate. The very point we're having this session signifies that the Board recognizes the need for diversity at the Board. The question that we are asking and we're searching an answer for is how do we achieve that diversity? What are the strategies? What would be the options? What would be the constraints? My request to the members here would be to give us some suggestion as to how do we achieve that diversity? Richard has already pointed out one option. (Audio breaking up) if someone has any objections or any ideas that can build upon it, or if there are any (Inaudible) to that, as a member of the Board, would welcome those. Thank you.

>> TED HARDIE: Thank you very much. I'll point out from our first conversation earlier, today, George Sadowsky went through with the group how increasing the diversity of the NomCom helped increase the diversity of the candidate pool that the NomCom was then able to present to the organizational members and the chapter members. Because the more diverse NomCom had the appropriate connections into different communities to bring forward candidates that might not have been available had it just been existing board members who provided the NomCom. So after Luis' comments, perhaps George would explain that to this group. Luis?

>> LUIS MARTINEZ: Thank you, Ted. Hi, everybody. I would like to point out that it's very interesting how these calls for diversity comes from the north. If we want to divide the world that way. But there is a lack of presence in this conversation of people from the

south or the Global South. Well, first, I'm coming from the Global South from Mexico. I actually live in North America. So, I will call everybody to avoid the distinction of the Global North and the Global South, because people on the Global South has been called so we feel divided from the rest of the world. We are a single world. That's one point. The other point is the maybe Veni said about -- that it should reflect the -- what the Internet Society is. And we should take a look into how the membership is comprised. There are places where there is no presence of the Internet Society. So, there is a restriction from the origin of how people may participate if there is no presence there. Okay. Also, I will invite people to look at the numbers from the telecommunications industry and how it's comprised in terms of gender. In practical terms, the balance or the parity that many organizations call is hard to achieve, because the tenets in communication industry is clearly imbalanced. Thank you.

>> TED HARDIE: George, I'm going to drain the queue of chat comments and then turn to you. In comments replying to Glenn's previous intervention on consider the issue of people with poverty, older adults, and people with disabilities, Nancy Reyes and Stephen Farrell said exactly and plus one. Richard Hill replied that I think that we should focus on geographic and gender diversity at this stage. Nancy Reyes said that would be exclusion.

Glenn McKnight replied if we open the door on equality, we can't limit it. Peter Koch replied increased compliance rules are likely to favor big tech. Nancy Reyes replied, why that is more important? You will get people with disabilities in all of those groups. Veni replied, there are some largely and widely accepted diversity principles. The fact that the governance group included these in the outcome, and the number of folks on today's calls - this and the one earlier - is a sign that's a hot topic. If the Board doesn't address it, it will mean that the Board of Trustees believes it's not a

problem and that is a problem on its own, but a different one. Richard replied, why only geographic and gender why not add persons with disabilities. Andrew made a comment that I noticed in the discussion that some people were framing board membership in terms of representing some constituency. It's important to remember that, as a legal matter, the board isn't a parliament and the trustees once appointed have a duty to the Internet Society and are not "representatives" of their appointing constituency. Richard Hill included a pointer to the ChAC rules. Serge-Parfait Goma said - Sorry, could I have that translated, please? Richard Barnes said yes, as Andrew says, board members have fiduciary duties to the Internet Society. In particular - a duty of loyalty that requires them to put the interests of the Society above any competing interests. Olévié wrote we can use a declaration of engagement of all the stakeholders and the shareholders too. Glenn replied bringing in reps from the Global South that are part of the privileged elite isn't diversity. Joyce provided the translation. I have to admit that a lot has evolved over the past years, in the past translation was a problem, that is now much better organized. Thank you for that. Stephen Farrell replied to Glenn - that's a concern I share, albeit I'm now knowledgeable. Nancy Reyes noted if you focus on one group, geographic or gender to the exclusion of everyone else including people with disabilities, elderly and other vulnerable groups. Only if you focus on all diversity is real diversity. Plus you will find an overlap in all groups ... you could have a women with disability, elderly and poor economy. Laura replied to Glenn, I agree. Laura from Australia, resident in the USA. I don't believe I represent the global south for the reason you mention. Dave Burstein said we should not be looking at the superficial presentation of the board but the substance of what they are and do.

>> GEORGE SADOWSKY: Three points, first of all, recognize that the process of selecting board members is a two-step process, the NomCom prepares slates based on recommendations and nominations and the individual constituencies vote. So the NomCom has a limited and has some control over who the board members are likely to be but it's limited by the fact that we don't actually choose them, unlike ICANN.

Second, the NomCom's duty -- first of all, the NomCom is composed of at least one person from the -- that the organization members recommend and one person the chapters recommend. The rest of the NomCom is up for grabs. As chair of the NomCom in the last two years, I interpret that to mean that we should put people on the NomCom that have networks independent of . .

(Phone Ringing).

>> GEORGE SADOWSKY: That have social and professional networks that are independent of what we already have. There are good candidates for the Board everywhere. Our job is to ferret them out in ways that -- in places we ordinarily don't look at. Third, my own interpretation of diversity is that we're looking for people and cultures that see the world in different ways so that we get all perspectives. They're obviously correlated with gender and correlated with nationality, where you were brought up and what society you were brought up in. But it's the different ways of looking at the world and different needs that people have that have driven my own thinking regarding the composition of the NomCom. Thank you.

>> TED HARDIE: Thank you. There are additional comments. Judith Hellerstein, thanks for reading out the chat as it helps people who may have cognitive disabilities take part and get their points across. Plus one to George. Serge also said thank you to George and Richard Hill said, I agree with George.

Kevin, Glenn McKnight asked to post the agenda again. We're still in the discussion portion of the agenda. I anticipate we'll stay here for at least the next 25 minutes. Richard Hill?

>> RICHARD HILL: Well, since I've seen some support for what George said, maybe you could ask if anybody disagrees with what George said. If nobody disagrees with what George said, then I think we would have an important step forward (Audio breaking up) and even an outline about how to go about tackling it.

>> TED HARDIE: As I understand -- George, feel free to chime in here. What he's suggesting is that the mechanism that he was using as the chair of the NomCom should be part of the pattern going forward, is that correct?

>> GEORGE SADOWSKY: That makes sense to me. But it's really up to the NomCom chair to decide how to interpret his or her mandate in this case in completing the NomCom membership.

>> TED HARDIE: I think what Richard is suggesting is it should be made an expectation that part of that mandate is that the NomCom itself should be diverse. Am I interpreting it correctly, Richard? Thank you. That's valuable feedback.

>> KEVIN CRAEMER: You're muted, Ted.

>> TED HARDIE: Sorry. Thank you. I was trying to read out the chat. I was still muted there. So going back to where I was before, Kevin posted the agenda as requested by Glenn McKnight. John More said I agree with George. Glenn McKnight said thanks to Kevin. And Sean Turner complemented Kevin for being on the ball. Dave Burstein said we are all here because we believe the Internet Society can do much more, we should address substance, not appearance. Peng Hu said I agree with George. Dave Burstein said plus one. The translation of Serge-parfait is it is actually how we see the world that should be the basis of our community. Glenn McKnight said, how diverse is the ISOC NomCom? John More said diversity should be a NomCom mandate. I think it's important for us as we consider mandates to discuss a

little bit more in depth what types of diversity are being addressed. There was a good bit of commentary in the chat window that went back and forth on whether gender and geographic diversity were the only items to be considered or whether there were other types of diversity to consider and what those might be. If folks would like to comment on that in addition, that would be useful. Ron?

>> RON DA SILVA: Thank you, Ted. Good morning, everybody, or afternoon, wherever you might be. I guess I was going to respond a little bit about the pipeline before George commented on the approach he's taken in the last couple of years on the NomCom. I think the important piece here, to achieve, Glenn, like some of the diversity you're indicating, it's pretty wide, the breadth of how many different diverse characteristics you want to identify. But to achieve those kind of things it's all about, how do you make sure you have a good pipeline? I think what George is describing is having members of the NomCom with diverse networks and diverse backgrounds. That gives you a good sense of having diverse skill sets complemented with diverse backgrounds and perspectives. I think it's a good thing. One thing I was going to raise, if you try to take those two things together, one, make sure you've got good NomCom process to get a good diverse set of candidates. But then, two, what happens when that diverse set isn't sufficient? It doesn't meet this broader diversity goals you're trying to achieve? Because even with a broad set of networks, there still isn't sufficient skill sets. Maybe you find somebody with certain characteristics that you're identifying as diverse objectives but they don't have the governance background or the business acumen or the fiduciary expertise to be an effective board member. So perhaps there's a complementary thing here in the nominating process where if candidates are found that meet some of the diversity needs but don't have the experience or the ability to comment as a full member with governance expertise, have an associate or developmental or a way of identifying candidates that maybe hit

your diversity goals but also have some sort of associate director path to equip them and enable them. That way you have got another way of feeding into the pipeline to meet your objectives and also to have achieved that broad diversity approach. That's my thought.

>> TED HARDIE: George, I'm going to go through the chat before we move to you. In response to John More's diversity should be a NomCom mandate, Lee McKnight said practically speaking this is a solved problem for many other organizations, with the only unique aspect for ISOC being how late it is to focus on DEIA at board level. My suggestion - sorry - ISOC hire DEIA board consultants to prepare suggested concrete tweaks to process that are then put forward back to community for adoption by x date. George says, Board reform should not just address increasing the representation of the under-represented within the current rules but an option to reform and justify the rules. I agree on the elites issue raised by a colleague, but I believe in procedures that accords opportunities to all regardless of their status. Inclusion based on one's status alone may turn out to be paternalistic, on the one hand, and on the other hand, disadvantage the so-called elites, who may not be elites but poor people who worked hard to be where they are. Sean Turner posted the composition of the ISOC NomCom. Glenn McKnight said my experience with ISOC NomCom that diversity wasn't the case. Stephen Farrell says, I would be happy if the Board came back with a plan for handling this input and the other time zone diversity session for that to be reviewed by a similar session in a few months. Sean Turner replied to Glenn McKnight, as we both know, it's hard to get people to serve. Richard Hill supported Lee's suggestion. Glenn McKnight said, yes it is tough, for sure but the extra work is worth it. Richard Barnes claiming that DEI is solved in any context seems optimistic. Glenn McKnight said Lee and myself are two different McKnights. Laura said, agreed Richard. The nomination and election

aspects make it more challenging here, but I would like for us to do better. George and then Richard.

>> GEORGE SADOWSKY: Thanks. The problem here I think from an engineering point of view is you have a vastly over-constrained problem. That comes up when you're looking for axes of diversity. The more axes you have, the more you're not going to be able to fulfill them. Because you're looking for a few people and you're not even choosing them as the NomCom and the elections are independent. The ability to satisfy all of these constraints is -- it's simply not there. That's why I think I retreat more to a culture and diverse points of view, set of axes where a lot of things are rolled in together as a way to try to satisfy a diversity requirement that can't be explicitly stated. Thanks.

>> TED HARDIE: Richard?

>> RICHARD BARNES: I accidentally locked myself out of my mute button. George, thanks for that. Thanks, George, for bringing up this broad background and viewpoint based definition of diversity which I think is a useful one, because it captures the high-level objective of a lot of different diversity metrics. The challenging thing I'll point out, that's a difficult thing to capture in any sort of quantitative measurable sense. It makes any sort of hard -- if you were going to do hard definitions or quotas it doesn't map to that definition of diversity. I wanted to call out that tension there between those potential inclinations. I also wanted to comment on Ron's point about pipeline. Thank you for bringing that up, Ron. That's probably a vein that would be productive to explore. There's useful work that can be done there, developing more people, developing a deeper pipeline of folks with different backgrounds that are well suited to serve on the Board. A point that came up in the call earlier today UTC was a notion of skill set diversity and making sure we have right folks looking at this from the right professional

backgrounds, have the right composition of skills on the Board. I think that feeds into this as well, making sure that we have folks with the right backgrounds, as you said, in governance, potential legal issues, accounting issues, community management issues, the needs of various parts of the world. So I think that fits very well in this definition of pipeline. Looking forward a bit to where we might find some action items here, I think building up that pipeline, building up some infrastructure to support that pipeline is an area where there are some good actions to be taken.

>> TED HARDIE: Thank you. Arthur, then I'll drain the queue of chat.

>> ARTHUR GWAGWA: I'm Arthur at Utrecht University in the Netherlands. I agree with the previous speaker because within -- let me give an example within the ethics, AI ethics field where I'm currently working. You see what we do we talk of diversity in terms of disciplines. But within the disciplines we talk of the skills, then cultures. I'm not the sort of person who believes in geographic representation for the sake of geographic representation without an evidence base on why we are doing that. Because at the end of the day, it's not so much about formal representation but about substance. So, if a person from sub-Saharan Africa where I come from wants to be on the Board, then they have to prove that in addition to being from southern Africa this is what I'm bringing to the board. Within the NomCom in ICANN, I'm afraid to say this, it can be such a circus where people are vying for positions. I sort of like I wonder, and you see the same people recycled year in and year out because they've got connections inside. But what's also important is to keep the old board members who have institutional history, because they've got the wisdom. They know where we're coming from. Until such a time when new board members know exactly what they are doing. Thank you.

>> TED HARDIE: Thank you. Just before going on to the next speaker, I'll read out where we are in the chat. Veni says, I can't express strongly enough how such issues, which could be solved, are being kicked down the road, without being addressed or solved. The current effort, more substantive - thanks to the 2 co-chairs and all involved - is perhaps the last one to attract such attention and participation. If the board of trustees dismisses the outcome and proposed solutions, I don't see how ISOC.org could continue to believe that it really listens to the chapters who brought the diversity issue in the focus and will confirm some of the ISOC members comments that the org members and the IETF are actually having agenda that does not take into account the chapters and individual members' interests. Stephen Farrell, one aspect not yet mentioned - be good if part of the outcome here were for the board of trustees to tell the IAB what kinds of diversity would be desirable in their picks it'll be hard on that side to meet such an ask but good to get it asked in my opinion. John More says, one problem seems to be that there are too few numbers of trustees to meet all the diversity desires in the same board. Lee McKnight says, note I claimed only that Boards have addressed increasing DEIA systematically - for years. With yes, professional consultant's assistance, who then suggest structural reforms of various types. Not a magic bullet, but a process started elsewhere much earlier. Richard Hill says I agree with Veni, and responds to Lee, indeed, perfection is not possible, but that's not a reason not to try to improve diversity. Andrew Sullivan - I have some practical questions for the quota approach that seem important to face. Suppose we had hard requirements over multiple years, and we don't meet the target. What rule would be acceptable to put in place? Could the board or bylaws require that - say - a given constituency's chosen appointee must meet certain qualifications? Would it be acceptable to reject the appointee in the case that the appointee didn't meet the target? How

many times and for how long? I don't have an opinion about this, to be clear; it just seems like something that would need to be addressed. John More says one skill needed is experience with running an organization with Chapters that should be an activist, something I have been pushing for years. Getting better but ISOC still does make full use of its Chapters. Stephen Farrell, for what it's worth, a strict quota outcome would be a bad outcome in my opinion. Richard Hill responding to Andrew - yes, all those issues need to be addressed. But the fact that they are complex issues does not justify not trying to find ways to increase diversity. Andrew says I agree with Stephen F. June replies then you need apprenticeship. Andrew Sullivan replies to Richard - no, I'm not arguing that we shouldn't find such ways. I'm just trying to ask how to do it. Richard replies to Andrew - my suggestion it to start with the ChAC scheme and refine it. That's in parallel to George's suggestion for greater diversity in the NomCom. Sean Turner - I have to point out that greater diversity in the NomCom isn't exactly a new thing that has been tried. Andrew replies to Richard-the obvious difference is that, if the ChAC doesn't have a quorum, there's no legal problem. The next speaker is Wisdom.

>> WISDOM DONKOR: Good afternoon. My name is Wisdom Donkor. I'm speaking from Ghana. I just want to add where (Inaudible) left off. There's one particular issue that I think needs to be looked at if we want ISOC at a grass roots level to thrive. The issue has been that sometimes when an executive term expires, I don't know within Africa context, it happens in several countries. When an executive term expires, sometimes they deliberately don't announce the process to begin to elect new executives. They can sometimes which -- assessment after the term expires, sometimes one year. After their term has expired before they begin the process to kind of elect new executive. I think that doesn't help. It's not bringing the diversity that we

are talking about. So, this is something that we need to look at critically and see how this can be addressed from the top, so this can stop happening. This is my little contribution I have to make.

>> TED HARDIE: Thank you for your contribution. From the chat, Veni to Andrew Sullivan's rejection of appointee, there will be no rejection if the Org Members, IETF and NomCom are following the newly changed bylaws. Andrew - Veni, sure, but as a legal matter we have to have bylaws that we can conform to. And if we don't, as a compliance matter, we need to have a story about how we can get back in compliance with our bylaws.

I'll point out one of the interesting things about diversity is there are all kinds of axes. One is time zone diversity. Earlier today we had a previous set of discussions. One of the big topics in that set of discussions actually hasn't occurred here at all. So I'll bring it up now. In that discussion people were talking about the Board using its power which it currently has under the bylaws to appoint new members as one way of addressing, at least in the short term, diversity issues. The consequences of that would be, one, each person appointed by the Board is a full member and has a three-year term. So it would probably be effective only where we were sure that the particular element of diversity could not be otherwise addressed or would at least last through that three-year period. Two, it raises the size of the Board. This was a point that was made earlier in the chat that people wonder whether it's easy to get all of these axes of diversity in a Board this size. Frankly speaking, this is quite a large Board. Because it has the mechanisms of turnover that it does, it turns over relatively rapidly compared to other boards. Because it's not self-sustaining and each individual constituency needs to replace, whenever someone is termed out and may even replace earlier than that, there's a good bit of change that can occur in the board in any particular year and the succession of boards can be

significantly different. So I do wonder if the people in today's meeting have any thought about the Board using its capability under the current bylaws to make appointments to increase diversity, and what your thoughts might be. I see Veni joined the queue before I made this comment. So his comment may be on a different topic. Veni?

>> VENI MARKOVSKI: I can talk on any topic that you can raise in the meantime. But, yes, it was a different topic in response to Andrew's comment in the chat about where he says as a legal matter we have to have bylaws we can conform to and if we don't, we need to have a story how we can get back in compliance with our bylaws. I think one of the ways to approach this will be -- that's why I mentioned in the beginning -- instead of looking into every year, we look into every two or three years so that there is a diversity on the board on an average in every two or three years, not in a particular year. Because, for example, this year there may be -- I'm making this up, out of ten board members, six are from one part of the world and 4 from another but next year it could be 5 to 5. A year after that could be 4 to 6. On an average it would be 5 to 5. That's one thing that should be looked into. Then the second thing is all the organizational members and chapters who are - and the IETF - who are appointing and electing board members, they could actually, once they know the bylaws are going to change next year, for example, or are changing this year but take into effect next year, they can instead of thinking they're not going to elect or not going to appoint board members who are diverse, they will know that they have to. They will know that supposedly they send - out of the four members they're supposed to elect, they send four Americans. Well, sorry, but that won't be acceptable because it's not in accordance with the bylaws. So, they're going to break the bylaws, not the organization. Yeah, I think on that subject I'll stop. Then somebody else may respond to your other question.

>> TED HARDIE: From the chat we see Arthur, I agree on the bylaws use provided it's not arbitrary. Using by laws will help you to capture non-paradigmatic members who may be qualified but have no strong regional affiliation. John More replies good solution Veni - several years of diversity. Stephen Farrell says, with regard to Board of Trustees adding members themselves, I'd be ok if the Board of Trustees were to first consult with the community as to what kind of diversity-gap the Board of Trustees was aiming to close and so long as it was an uncommon process. Andrew Sullivan, but it doesn't answer the question I asked, which is - what we can do in the event some constituency doesn't appoint the required diversity.

>> TED HARDIE: To take one comment from Stephen, I believe that the community has already identified gender diversity as a long-standing issue with the board, and I think we could say, for example, that if the Board of Trustees were to consider making an appointment, it would definitely want to address the gender diversity issue as one of the ones it addressed by making such an appointment. I think that's relatively clear. There are other axes that have been raised. Muhammad has raised the disability axis. A number of people have raised the geographic axis. So there are a number of different ways we might consider it. But I think the key issue is whether or not, if the board were to do that, would it be by a call to community and to say, for example, we are looking specifically for a candidate to appoint to the board who has the following characteristic. Would it be from the ones the Board already knew? If it were to happen, which Board would do it? Would it be the Board that receives the information about the incoming board members and therefore knows what the board makeup will be in the following board, or the board that has a particular composition and must make a choice to adjust that composition itself. So there are a number of mechanical questions there as well. George, there are a couple of comments here. I'll take those and then to you.

Richard Barnes, I might be willing to agree that some harder rules would be a good idea, but the bylaws are not the right place to put them. They're too hard - it would mean that if we couldn't find a good candidate that fits the constraints in a given year, we would be legally compelled to put in a bad candidate. Better to find another way to encode the rules that allows more flexibility. Veni replies to Andrew, it will be surprising to see org members or IETF breaking the bylaws, don't you think? If they do it, why are they members? Olévié, please do ISOC has a position of an Ombudsman? I don't think so. Do you think that would help? Andrew says, the point I keep trying to make is that, as a matter for by bylaws, if this is a requirement for us to conform to then we need to have a remedy in the event the appointing bodies don't do it. If we don't have such a remedy then we, the Internet Society, are breaking our own bylaws. Glenn says the ombudsman idea was brought up a few times in the past. Joel says -- sorry I'll wait for the translation there. Andrew -- Veni replies to Andrew, it is up to the ISOC lawyers to figure out the way forward, which will make ISOC not break its own bylaws. Olévié says plus one. The translation of Joel's comment - we also need to consider youth representation. Veni, Andrew replies to Veni, yes, and I am asking this question to try to understand what possible instructions I could give to a lawyer. Richard Barnes replies, lawyers can't write bylaws if they're asked to encode contradictory requests. Nancy Reyes says, we could help with digital accessibility compliance, please write us at nancy.rf@gmail.com. Bill Murdoch - as a not-for-profit First Nation corporation, our board includes one youth - 18 to 29 years of age - as a voting board member, plus an elder in a consultant capacity as needed. From my experience, having a youth, someone from the grass-roots level, on the Board helps keep everyone honest. Is the role of the board in the duty of ISOC? What about connecting the unconnected? How is an "open Internet development" done for a community that is not connected? In tech the solution is always

simple; the hard part is finding it. Solving the problem and ensuring the path to a solution is compliant, follows the rules, and is legal, could be the role of a non-voting subject matter expert or special consultants. Peter says, how are you going to help us who are in Uganda as far as Internet usage is concerned. Most of the people do not have access to Internet. Glenn McKnight - Bill makes a good point about youth representation. George?

>> GEORGE SADOWSKY: Thank you. I want to go back to the additional -- potentially additional members the board could provide by appointment. Is it required that the board, if it appointed such members appoint them for a three-year term?

>> TED HARDIE: Yes.

>> GEORGE SADOWSKY: I understand the lumpiness of it. But a small change would allow a term of one year or two years. So you would not -- you would not feel you're committing to a certain -- getting the distribution right for a longer period. I know that's in violation of the no bylaws changes. But it's a change that would allow that to become -- that strategy to become more palatable. Thank you.

>> TED HARDIE: So George, the key thing is the way the bylaws are currently written, it would be a three-year term and making such a change would require the usual process for changing the bylaws. I'll point out that it also means that the churn problem that we've discussed on the board for having the number of board members change over time being very high for an organization like this, that makes it potentially worse unless one of the other constituencies seeing the good work of the person who is put on for one or two years under this program decides to make them an appointee through their own process. So it's definitely the case that if you do do this in order to make the opportunity to make shorter-term appointments, you're getting a side effect of much higher potential churn.

Going to the chat probably for the last time because we're beginning to run out of time. Laura Thomson asks, what's your org's definition of elder, Bill Murdoch? Veni replies to Andrew - I am sure that the lawyers can figure out ways to have diversity on the board from each group - org, IETF, chapters. Should one of these groups does not follow the bylaws, perhaps the Board of Trustees can appoint for that year a person from a different geography/gender, and by rejecting the candidates provided by the group, which is breaking the bylaws, it will send a signal back that this is not allowed. But, again, I am not a state of Virginia lawyer, so it's up to them to figure out the way forward. Victor Kuarsingh says, as a newer member, I had some more fundamental questions which I feel are important as we attempt to achieve needed diversity, but also measure the results of that diversity - are we getting better, how to improve. Lee McKnight says it is a solved problem - to require nominating groups to only propose diverse slates that the NomCom may further push forward/select from, keeping in mind what other constituencies have done. How exactly the slate is diverse will vary of course. Arthur says - from my experience of reviewing ISOC applications, I prefer inclusion criteria that includes at least two criterion, for example 1. Knowledge of ISOC's remit, 2. Gender or youth, but also more importantly, another core skill such as, being an educator, who knows how ISOC's work relates to a specific sector. Matsebe says - I would like to record an emphasize by an earlier speaker who said - not quoted exactly verbatim - members should not want to be appointed to the board for status but should be willing to add value and make time for the work of the organization. Stephen Ferrell replies to Veni - I disagree that IETF can easily meet diversity requirements and that's a reason not to hard code those in bylaws. Dave Burstein says Andrew and Ted are powerful members of IETF, they should use the respect they have to solve the substance. Andrew Sullivan says replying to

Lee - the NomCom doesn't make the appointments. The appointing bodies make them directly. The NomCom just produces a slate that the groups are suggested to vote from. The voting appointing groups can add other people by petition.

This is a good point - one of the things the process currently allows is members to suggest others or themselves and to put forward petitions to be part of the voting slate. That means that you do get one important part of diversity that somebody who may have been completely ignored by the NomCom can put themselves forward and make a case to the larger community that they should be included. I believe that's been a valuable mechanism in the past. But it also means that the fundamental two-stage structure of this may have a flaw in achieving the goal. So if we said that the NomCom itself must be diverse, and this is one of the things that's a recommendation from this that the board will certainly consider and that the NomCom itself should consider putting forward the most diverse slate it can. And that's, again, something to consider. Then it remains up to the constituencies to consider whether the NomCom slates are the final slates, because the NomCom slate is the starting point, and the petitions make the final slate, if there are any. That final slate may or may not have the same characteristics as the NomCom slate. And of course, the final votes are still in the hands of the members of the different constituencies.

I remind everybody before we close, though, that even though we talk about constituencies here in the selection process, once somebody is on the board, they are expected to represent ISOC's interest as a whole and to support the mission of ISOC, whether it be carried forward by the IETF, carried forward by the organizational members, by the chapters or by the organization. The result of that is that everybody who is selected must have the understanding that their role will be - once selected - to put the duty to ISOC above the duty to any constituency that put them in place. That's an

important point. We have come to the end of time. First, let me thank everybody who worked to bring us to this point. Once again, I thank the Governance Reform Working Group and its chairs. I thank all of you who came today and made your time and interventions available to the Board. We'll take them into account and have further discussions and bring back what we will do with this point and the upcoming set of issues around mechanisms for consultation back to the community as soon as we can.

Thank you again.
