

**Internet Society
Board of Trustees Meeting 164
11 May 2022
Transcript**

>> TED HARDIE: Welcome everybody to the Internet's Society Board of Trustees Meeting 164. To open the meeting, I'd like to welcome everybody and to ask if there are any declarations for conflicts for the items on the meeting today? Seeing none, I'll note that we had regrets from Maimouna, who is occupied today, and we have partial regrets from Pepper, and we'll swap in another trustee when he's gone.

So, the first item on our agenda is the appointment of our CFO Sae Park, as a representative of the ISOC office in Geneva. Andrew, do you want to walk us through why we need that?

>> ANDREW SULLIVAN: Yeah, so we always have to have a certain number of people who can be representatives, legal signatories at our office in Geneva. This used to be one of the duties that Sandy had. Of course, Sandy, alas, has left us and Sae has taken over that job, so she's one of the people that we want to have visibility. It's quite important in Geneva, you have to have things on paper - it's very, very important to them that they have paper and stamps and so on. And so that's part of why we need this resolution, please.

>> TED HARDIE: Okay, any questions before we move to the resolution? Okay, the text of the resolution is as follows, "Whereas the Internet Society (ISOC) is required to appoint a representative of the ISOC branch office in Geneva; resolved, that the ISOC Board of Trustees hereby appoints Chief Financial Officer Sae Park as representative of the ISOC branch office in Geneva."

May I ask someone to move the motion, please? I saw Luis and Jon. And now if I could ask you to signal a yay vote by either raising your hand in the video or in the tool.

Okay, are there any nay votes? Please raise your hand in either the video or the tool. Are there any abstentions? Okay, I believe we can call that resolution passed unanimously.

The next resolution is the acceptance of the Government's Reform Working Group report. George, this is yours. Its purpose

is to receive the report. So do you want to speak for a few moments?

>> GEORGE SADOWSKY: Just a few minutes, thank you very much. Well, the report is in the package that you have. It's the result of a year-plus of discussions among some hundred-plus people, of which there was a core of maybe 15 or 20 very active. Hans Peter and I were the co-chairs at the end of the process. We wrote a report, much of the report has come from Richard Hill, Veni Markovsky and others, who cataloged a series of points made by the discussants. We tried to put the process together in a way that would synthesize the comments.

It's a difficult thing because they were all over the map and what we've done is we've put our impressions, both in the process and the content, in fairly short sections - sections, I think, four and five as I recall - of the report. The purpose here is to present the report to you, the board. The process is now in a second stage - or maybe a final stage, I don't know - of having community meetings. Two on diversity which occurred last week, and two on the communications issues - or what we call the alienation of the membership. And that's going to occur in a couple of weeks. The first calls were remarkably good, I thought in terms of content and suggestion - and even demeanor, which I wasn't sure was going to happen.

And my sense is that these next two calls are going to be critical in terms of understanding the views of the members with respect to their relationships - these are the chapter members and the individual members - with respect to their relationship with ISOC. In fact, there's a link between the two as, I think Jack Haverty suggested in the list, which is still slightly active from time to time. In which one ought to take the concern about diversity as a symptom of something somewhat larger and he - I believe it is somewhat larger in a sense that the relationship between the members and the organization - if that's improved than there's going to be less of a call for diversity.

Though, I think the issue of diversity has two drivers - one is diversity because we really want the board to be diverse and to be representative of the community that it hopes to assemble over the years. And two, a concern about people not being heard. And I think it's the views issue that is going to highlight people not being heard, and I think this will go a ways to satisfy some of the demands that are being made by the

community. Let me stop there for questions, comments, and whatever. I don't think that much more is required.

>> TED HARDIE: Thanks George, just two follow on points. First, although you called out in particular the chapter and individual members, of course the open forums are truly open, any member of the society can join. And I did note a couple of folks from both the Organizational Members and IETF members at the previous one. So I anticipate that we'll have the opportunity to hear from everyone. The other point is for the incoming trustees who are, of course welcome to come and participate in those forum sessions. And I believe the details of those will be shared with you.

Before we move on to the resolution accepting it - Luis, I'll take your comment in a minute. I just want to remind people we have a fairly tight agenda, so I think full discussion of the report will probably need to happen after the next open public forum when we're trying to synthesize everything we've heard. In the meantime, Luis?

>> LUIS MARTINEZ: Sorry. It's just a quick mention at this time to thank George for the work of integrating this, let's say, complicated report. And, of course, we need further discussions after the first two meetings, because I think there are some points we need to discuss and - previously to the next two sessions. Thank you.

>> TED HARDIE: Thank you. Any other comments before we move on to the resolution?

>> MUHAMMAD SHABBIR: Just a quick comment, Ted - while thanking the co-chairs, Hans and George for preparing the report, I would just like to mention that we also need to think about what will be the next step after the second sessions are over so that we are not just caught off-guard. Thank you.

>> TED HARDIE: Thank you. And I think our intent is to discuss that after we've had the second session. So, we can go into that in a good bit of detail then. So the resolution for this is quite simple, the purpose is to receive a report from the Government's Reform Working Group and the proposed resolution reads, "Accept the report from the Governance Reform Working Group. Resolved that the report of the Governance Reform Working Group is accepted." George, I assume you would like to move this?

>> GEORGE SADOWSKY: Sorry, Sorry, false alarm.

>> TED HARDIE: George, would you like to move this one since it's -

>> GEORGE SADOWSKY: Oh, yes. I will move that.

>> TED HARDIE: Thank you. Any seconds? I saw Laura, and now all those in favor of accepting the report please signify by raising your hand either in the video or the tool. Thank you. Any opposed? Any abstaining? Seeing none, we'll call that also approved unanimously.

Thank you everybody. And as others have noted, we really appreciate the work that George and Hans Peter put in. This has been a group that has seen many chairs, but the two of you are the ones who brought it home, and we really appreciate the effort you put into bringing it to a point where there is a report and where we can now move on to the next steps. Thank you very much.

The next items are in executive session so we will close the open session for now, and return to it after the executive session has concluded. Thank you very much.

>> KEVIN CRAEMER: And I'll post the link in the chat there, and we will see the new trustees at the - when we re-open.

>> BARRY LEIBA: Should we just stay on this Zoom?

>> TED HARDIE: It's going to take a good bit of time. You certainly can, but it will take a good bit of time because the closed executive session will run about an hour and five minutes.

>> BARRY LEIBA: Okay. So when do we tune back in?

>> TED HARDIE: If you tune back in about an hour I think that would be great.

>> BARRY LEIBA: Thanks.

>> VICTOR KUARSINGH: Okay. Thank you.

>> TED HARDIE: Thanks everybody, welcome back to the Internet Society Board of Trustee's Meeting 164 after the end of the closed executive session. We're now at the point of any

other business. I have one item for any other business, is there any other business other than the item discussed in executive session? Hearing none, I'll ask Kevin to put forward the resolution which we discussed in the executive session.

So, this resolution is the resolution to approve the transfer of certain functions to the Internet's Society Foundation, it reads, "Whereas the Board of Trustees, the Board, of the Internet Society, Inc, ISOC, previously formed the Internet Society Foundation as a supporting organization to ISOC; and whereas, the Foundation has substantial expertise in grant management, fundraising, and philanthropic giving, as well as other administrative and support activities; and whereas, ISOC management has recommended that the Foundation take over certain activities and programs of ISOC that are within the Foundation's areas of expertise; and whereas, the Board has determined that it is in ISOC's best interests to transfer the responsibility for such activities and programs as may be determined by the President and CEO to the Foundation, which will allow for ISOC to dedicate more time and resources to its core mission to empower people to keep the Internet a force for good: open, globally connected, secure, and trustworthy. Now, therefore, be it resolved that the Board hereby authorizes and directs the President and CEO to evaluate which ISOC programs and activities the responsibility for which should be transferred to the Foundation; and resolved further that the President and CEO of ISOC be, and hereby is, authorized to transfer such programs and activities as determined by the President and CEO to the Foundation; and resolved further that the officers of ISOC be, and each of them hereby is, authorized and empowered to execute and deliver such agreements, instruments, documents and certificates and to pay such expenses as any such officer may deem necessary or advisable to effectuate the purposes and intent of the foregoing resolutions."

May I ask for someone to move the motion, please?

Jon and Brian. For this motion I am going to call the roll, and so we'll have a roll call vote. And I'm going to try to do that based on the order that I see people in the video conference. So if you'll excuse me, I'll just go through that and I'll warn you now that sometimes the video conference shifts the - Luis, I think your mic is open?

>> LUIS MARTINEZ: First?

>> TED HARDIE: But yeah, why don't you go first?

>> LUIS MARTINEZ: Yes, I approve.

>> TED HARDIE: Thank you. Laura?

>> LAURA THOMPSON: Yes.

>> TED HARDIE: Jon?

>> JON PETERSON: Yes.

>> TED HARDIE: George?

>> GEORGE SADOWSKY: I oppose the motion.

>> TED HARDIE: Muhammad?

>> MUHAMMAD SHABBIR: I abstain.

>> TED HARDIE: Brian?

>> BRIAN HABERMAN: Yes.

>> TED HARDIE: Richard?

>> RICHARD BARNES: Yes.

>> TED HARDIE: Paul?

>> PAUL EBERSMAN: Yes.

>> TED HARDIE: I'm also a yes vote. So, thank you very much each of you for taking the time and consideration to go through the background materials in advance of this motion. The discussion on how to effectuate it will continue, and I appreciate the offer during the executive session by George and Muhammad, to continue to work with staff to make sure that the best possible outcome can be achieved here. Thank you both.

This brings us to the end of the business before the meeting unless there is any other business. Hearing none, we are adjourned. Thank you and we'll see you in the ISOC Foundation meeting.

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