

**Internet Society
Board of Trustees Meeting 165
8 June 2022
Transcript**

>> TED HARDIE: Welcome, everybody, to the 165th meeting of the Internet Society Board of Trustees. We'll start with the question of whether there are any declarations of conflict for today's meeting.

Seeing none, I will note that we did receive a regret from Paul Ebersman who is unable to join us today because of personal travel.

We have also, since the last meeting, received the resignation of Maimouna Diop.

The first order of business is to approve the minutes of the previous board meeting, the proposed resolution being "Resolved, that the minutes of the 164th meeting of the ISOC Board of Trustees, held by video conference on 11th of May 2022, are approved."

May I ask if there is any discussion of this resolution?

Okay. May I ask for someone to move the resolution?

I see Laura and Brian. All those in favor, please raise your hand in the tool or on the video.

Is there anybody who needs to abstain?

Muhammad, I see your hand is up? I believe that was from before to approve. Is that correct? Okay.

Is there anybody who is a nay?

>> MUHAMMAD SHABBIR: Yes, that was hand for approval.

>> TED HARDIE: Thank you, Muhammad.

Are there any opposed?

Seeing none, the resolution is approved.

The next item of business is to accept the Independent Auditor's Report. Richard as the Chair of the Audit Committee, would you please go through that for us, please?

>> RICHARD BARNES: Thank you. The Audit Committee met with our auditors earlier this week and last week to review the report on the financials of ISOC. The overall statement is that our finances are in good shape. The major finding of the auditors was there were some inconsistencies in the specific accounting treatments among ISOC and the PIR and IETF on a few matters. So, that was flagged as something to follow-up on with the finance staff and the audit committee for the coming year.

Because of some of these - working out these inconsistencies, we don't have the completely final report yet, but we expect that it'll differ in one minor detail, so I'm going to recommend that we go ahead and vote based on the report for audit. So, I would like to move that we accept the Auditor's Report.

>> TED HARDIE: Is there a second?

Pepper. All those in favor, please signify by raising your hand on video or in the tool.

Any abstain?

Any opposed?

Hearing none, the resolution to accept the 2021 Independent Auditor's Report is accepted as presented.

So, Richard, the next is to receive the final report of the ISOC Audit Committee, if you want to walk us through the report?

>> RICHARD BARNES: Sure. As far as the work of the committee, there is not a whole bunch to report. We did our usual duties in terms of reviewing conflict of interest, 990, the financial reports.

Actually, the major thing I wanted to call out here is toward the end. At kind of the top and the bottom here. That we had a bunch of churn in the Audit Committee this year due to - actually two of our members - two of our four members at the beginning of the year resigning by the end of the year, leaving only Luis and I left on the committee at the end of the year. And that's - it's a really unfortunate situation because this is an important committee for the oversight of ISOC's finances, and

because it's so financially oriented, it requires some detail and technical knowledge of accounting principles and things like that.

So, I've noted three recommendations here at the bottom to try to kind of rectify some of this. One is to try to ensure more stability in this committee both by kind of making it a bigger committee to start with and encouraging the members to serve for more than one board year.

And the other recommendation here is to arrange some training for the Audit Committee to make sure that all of the Audit Committee members have the requisite skills to - and kind of background knowledge - to exercise robust oversight over these processes.

The good news is, we have a very productive relationship with BDO and this is their first year as our auditors and they've offered to help us with those trainings. I think we've got good possibilities there. And Luis has graciously agreed to chair the Audit Committee next year, and in the interest of continuity, he's been involved in a lot of the chair discussions this year so far.

So, that's the Report of the Audit Committee. I think that was reflected in the discussion we had earlier of committee selections for next year. So, hopefully that will get implemented and improve our financial oversight in the years to come.

>> TED HARDIE: So, one quick follow-up question on that, Richard, and that is how do we actually add it to the committee when the first resignation occurred, would that have been disruptive to the committee or would that have been a good idea?

>> RICHARD BARNES: I think adding back would be a good idea as a general practice. There's basically two moments where this committee has a lot of work to do. One is in the fall when we review the 990 and one is in the spring when we review the financial statement audit. So, making sure that we have good staffing at those moments in the committee's life is the important thing.

And like I said, the more we can have continuity, the better, but having good eyes on all of this is also important.

>> TED HARDIE: Thank you for the report. Any questions?

Okay. May I ask someone to move the acceptance of the Audit Committee Report? Richard moves and Luis seconds. Since they're the two members who have managed to make it through the year, it certainly makes sense.

All those in favor of accepting the report as presented, please raise your hand either in the tool or on the video.

Any opposed?

Any abstain?

Okay. I believe the Audit Committee Report is thus accepted as presented.

The next is the CEO Succession Planning Committee Report. And Dr. Haberman, if you would take over from here.

>> BRIAN HABERMAN: The formality, Ted, the formality. So, two quick things for the CEO Succession Committee. We - we continue working on the skill list that was developed by last year's committee. And you know, we essentially came to the conclusion that given the number of requested or required capabilities, it's really not something that we saw being able to be filled by one person. And so, we started thinking about the role of - of CEO as it actually being two specific responsibilities, one, the technical visionary leadership, that would be more of an out-facing capability, and one that would be more of an administrative or inward facing capability, and started breaking the skills up into categories.

So, the - the goal here is to start thinking about what are the - what's the emphasis that the, you know, that we would want to put into - into that role and asking the board and next year's committee to start thinking about doing it and actually thinking about it as two separate positions. Or do we want to scale this list down and really focus on keeping one single position?

The second part of the report is focused on the actual succession list and the internal candidates that would be capable of taking on the CEO role if something were to happen to Andrew. We reviewed the list that Andrew had developed and the skills development suggestions that he had made, and the committee put together some information and suggestions for additional skill development for those internal candidates, with

the goal of helping assist in the - having a good bench of people capable of taking on the CEO role if something should happen to Andrew.

Very - very good exchanges between the committee members. Lots of good discussions about, you know, what we would see going forward. The key thing here is asking the board to start thinking about how we view the role and whether we want to think of it as two roles or one.

With that, I think the report is ready for - for approval.

>> TED HARDIE: Thank you. Are there any questions for Brian?

And may I ask someone to move the resolution, please.

I saw Laura and Muhammad.

So, all in favor, please raise your hand either in the video or in the tool.

Thank you. Any opposed?

Any abstain?

Seeing none, this is also accepted.

Professor Martinez, would you walk us through the Elections Committee Report as its remaining chair?

>> LUIS MARTINEZ: Yes, what remains of the Elections Committee. While in the committee, in the report, there is a narrative about the process and this process happened without any major incident, not even a problem regarding the - the election. As you have noticed, while Maimouna Diop resigned, so then the - I finished this report.

And as a result of the elections process, we have new members in the board. Yeah, actually, we welcome them very warmly. And as recommendations, if you go to the bottom of the - of the - we have two recommendations.

One is that the annual work plan that we have been carrying out to continue in the same way because there is no problem. Obviously, the committee is open to any recommendation of the board or the members of the Board of Trustees.

And also, the - regarding our work related to diversity, we may take these points into account for future processes related to elections.

And we appreciate a lot the work of the staff in this process to make it seamless and with all the technological aids, and of course, we appreciate a lot the help and aid from Kevin, who really made this process happen in that way, seamless. Thank you very much.

>> TED HARDIE: Thank you. Are there any questions for Luis?

May I ask someone to move the motion?

Luis, and Brian seconds.

All in favor, please raise your hand either in the tool -

Thank you. Any opposed?

Any abstain?

Okay. Seeing none, this is approved.

The next is the Executive Committee Report. This is indeed quite short, so, Kevin, if you would put it up. Essentially, all it says is the Executive Committee never found it necessary to meet during the course of the year. It is set to meet only in the occasions when it is impossible or impractical for the full board to meet or to take an electronic vote. And neither condition having occurred during the course of the past year, the Executive Committee never met.

Are there any questions about that?

Is there somebody willing to move the acceptance of that report? I saw Richard and Laura. All in favor, please raise - signify by raising your hand in the tool or in the video.

Okay. Thank you for - for reflecting that, Kevin, but I kind of lost track.

Are there any opposed to the acceptance of this report?

Muhammad, your hand is up. Are you opposed or is this from your previous acceptance of the report?

>> MUHAMMAD SHABBIR: No, I am not opposed. I am lowering it now.

>> TED HARDIE: Thank you. Are there any who abstain?

Hearing none, we'll accept this committee report as well. The next is the Finance Committee Report. Laura, would you take us through that, please?

>> LAURA THOMSON: We did not have that on the agenda because I did not prepare it in advance, as you recall.

>> TED HARDIE: Ah, that's correct. I'm sorry. This will be brought to - to the trustees by e-vote later this week. Thank you.

>> LAURA THOMSON: For anyone that joined late, my deepest apologies. I misread the calendar and thought it was due this Friday and that we were discussing it at the AGM. So, total mistake on my part. I will circulate it today. Thank you.

>> TED HARDIE: No worries. In fact, we will be doing the same, bringing by e-vote for the Governance Committee Report because Paul is - sent regrets for today because of personal travel.

>> LAURA THOMSON: Thank you.

>> TED HARDIE: George, the Nominations Committee Report is next up.

>> GEORGE SADOWSKY: Yeah, thank you. Well, the purpose of the Nominations Committee, as you know, is to submit two slates, one for chapters and one for organization members, to be voted on and to be processed - the votes to be processed by the Elections Committee, and that report, you have already heard.

It's one of the few committees which have non-board members on it. In fact, in this year, a minority of board members and a majority of non-board members. And the purpose of the non-board members, we interpret, is to widen our network of potential candidates so that we can make - not only make available the information about the nomination and the election process to more members, but also recruit specific candidates from those who we know, so we - we essentially leverage those additional networks.

And it worked quite well this year. We have - we got a fairly good selection of candidates. Not as many as we would have liked. But we were able to put together good slates for both - both elections.

The - and we submitted them and there were no petition candidates and therefore our work was done.

The one recommendation we'd make is to start earlier. We got a late start this year in part because of selecting the Nominating Committee and the non-board members, but we encourage starting the process as rapidly as possible so that you have maximum time this year to both solicit candidates and to discuss them in the committee to form the slates that are really advantageous for increasing the board skills and diversity.

Thanks to Kevin for all his help. The staff work is important in this case and - and he delivered very, very well indeed. Thanks. That's the end of our report.

>> TED HARDIE: Thank you. Are there questions for George?

Seeing none, I may ask somebody to move the acceptance.

Brian and Luis.

All those in favor, please signify by raising your hand in the tool or on video.

Thank you. Any opposed?

Any abstention?

Seeing none, this is approved.

The next item of business is the action items for the 2022-2023 Board of Trustees. This purpose is to convey some thoughts from this board to the next board. And the resolution itself is "Accept and convey action items to the 2023 Board of Trustees, resolved, 2021-2022 Board of Trustees accepts as accurate the following summary of agreed board action items and, further resolved, that the board conveys this summary to the 2022-2023 board for consideration."

And the three things that are on it, "Continue to support the projects and activities approved as part of the Internet Society's 2022 Action Plan; Consider implementations of policies

and procedures to increase board diversity and improve structures of consultation along the lines of those suggested in the recent Open Forums on Governance Reform; and Support the evolution of the relationship of the Internet Society and the Internet Society Foundation as a supporting organization.”

Is there discussion?

Okay. May I ask somebody to move the motion?

Pepper and Richard.

All those in favor, please signify by raising your hand in the tool or on the video.

Thank you. Any opposed?

Any abstain?

Okay. The next item of business is the dates and locations for the 2023 board meetings and retreat. For this, we invite the incoming board members to comment as well. And the purpose here is to consider the options for the 2023 board meetings and retreat. There is no resolution for this, as this will be set later.

So, I guess the - thank you.

Next slide, please.

So, the co-location, as people know, has commonly in the past been with IGF or ICANN. That reduces the travel demand. It does mean that those particular weeks tend to be quite long for those board members who are heavily involved in either ICANN or IETF.

Next slide, please.

We have been, up until the past few years where our geographic rotation has been entirely virtual and therefore more a matter of time zones than anything else, the - it has been something that historically the board has considered. Given that it is largely a matter of time zones since most people who attend the meetings do so virtually, I will point out that - that the availability of the YouTube channel for later review of it also means that to some degree, this is more a sense of whether the geographic rotation also gives you the opportunity to meet with groups outside of the board that might otherwise

not be people with whom we could consult. And in a related note, some have considered the ISOC board co-locating one of the regular annual meetings with the IGF.

The IGF meetings do tend to vary a good bit over the years and they're sometimes a bit late for the meeting and calendaring purposes. Is there one more slide? I think so.

>> KEVIN CRAEMER: Yes.

>> TED HARDIE: Next slide, please.

Right. So, the annual board retreat is generally held as a standalone meeting so that the trustees can focus on strategy or big picture without the distraction of the co-located events. And September has historically been when that has been held.

That might be actually a bit late this year since we're seating the new trustees a bit earlier than normal. This particular ICANN is early in - in the year compared to many when it's sometimes July or late August. And so, September is actually a number of months post-seating. So, we could consider bringing that in, although I will tell you that trying to bring it into August begins to run into a lot of difficulties with schedule.

Next slide, please.

So, here are some of the options in front of us. Are there thoughts people wish to share at this time?

>> LUIS MARTINEZ: Is there any location most likely for the retreat?

>> TED HARDIE: It's - it's certainly up to the board to decide that. So, if there was a reason for the board to pick a place to do it, historically, I think, doing it at ISOC Headquarters has proven to have some advantages because if there are going to be consultations with staff, the staff are largely concentrated there.

But, as you know, the staff are also quite geographically dispersed in some instances, so it's not necessarily the case that any particular staff member will be based there. It's just that it's the largest cluster.

>> LUIS MARTINEZ: Yeah, so also, I see a lot of America rather than - just one in Europe. So, maybe as someone suggested for this year, maybe think of Asia or Africa. But it's just a co-location problem.

>> ROBERT PEPPER: Yeah, this, so - this is something that we've discussed in terms of the purpose of the - the board meetings in terms of being able to have participation, local participation, and that's also an advantage of co-locating with either ICANN or IETF. The retreat is a different matter.

You know, one of the things, now having a list that we may want to do, is give this some thought. We're going to be together in ten days and I'm just - how urgent is it to make a decision now or a discussion now and continue to make some decisions when we're together for the AGM?

>> TED HARDIE: We can certainly make the decisions at the AGM. As you'll notice, there is no resolution required for this. It's just -

>> ROBERT PEPPER: Yeah.

>> TED HARDIE: I see Andrew and Barry in queue. Andrew?

>> ANDREW SULLIVAN: Yeah, thanks. The only remark that I would make is that the June date for the AGM listed here is pretty early. And that - there are some logistic issues that make an AGM that early, you know, a little bit tricky. And I will point out that we will not have all of the excellent guidance next year that we have historically had in running board logistics. So, that may be something that we want to - want to take into consideration and maybe give ourselves a little more time in the - for the AGM date.

>> ROBERT PEPPER: I assume you're referring to the co-location with ICANN versus San Francisco, which is the last two days, three days of July.

>> ANDREW SULLIVAN: Right.

>> TED HARDIE: Barry?

>> BARRY LEIBA: Thanks. In response to Luis, the April IETF meeting is almost certainly going to be in Asia. So, we would likely be doing that in Asia if we co-locate there, which adds a bit to the geographic thing.

And responding to Andrew, San Francisco probably makes sense if we're going to do the retreat in northern Virginia. Then having two things in the Washington, D.C. area, you know, so.

>> TED HARDIE: Okay, so -

>> ROBERT PEPPER: Sorry.

>> TED HARDIE: Go ahead, Pepper.

>> ROBERT PEPPER: No, I was just going to say that that's actually good news, Barry, because again, with the - when is the IETF going to make that decision? Will we have anymore signal in the next several weeks?

>> BARRY LEIBA: They're working on contracts and we will know when they officially announce it, but due to the cycling, they're really trying to have that one in Asia.

>> ROBERT PEPPER: That's really good news and that actually helps on the geographic distribution.

>> TED HARDIE: Okay. So, again, there is no resolution required for today and we'll take this up again, but it's good for folks to have had a chance to start to consider this and look at your own schedule.

In particular, if you could start looking at your schedules, what we did last year, and which I suggest we do again this year, is establish quite firmly the dates. So, last year we nailed the dates down in stone and we said, maybe we'll meet in person, maybe it will be virtual. That will be up to the pandemic and other matters arising. But we know that these are the dates. And that gave everybody the chance to - to really block off that time on their schedule as firmly as possible, where if we say, well, it might be here or it might be there until later in the year, that's problematic because peoples' schedules start to fill up and then we run into situations where we can't bring everybody together.

So, I think we will always understand that the matters arising may cause us to either meet entirely virtually or shift where the location is, but that if we can get the dates themselves picked, those will be probably the top line item.

Okay.

There's one item of AOB of which I am aware. Are there any other items before I ask Kevin to bring that resolution up?

Hearing none, Kevin, would you bring up the resolution?

As noted earlier, Maimouna Diop was - was recently promoted in such a way that she no longer has the capacity to also serve as a trustee. And as a result, the trustees have discussed and would like to appoint Muhammad Shabbir to the balance of her term.

The resolution for that is, "Appoint Muhammad Shabbir to the ISOC Board of Trustees, whereas Maimouna Diop has recently resigned from the Board of Trustees of the Internet Society with one year remaining on her term;

And whereas the Board has the power to appoint an interim trustee pursuant to Article II, Section 3 of the Amended and Restated By-Laws of the Internet Society;

And whereas the Board desires to exercise this power to retain an appropriate breadth of experience, and whereas Muhammad Shabbir distinguished himself as a member of the 2021-2022 board.

Be it resolved that the board appoints Muhammad Shabbir to the ISOC Board of Trustees for a term of one year, effective at the start of the 2022 Annual General Meeting."

All those in favor, please signify by raising your hand in the tool or on video.

Any opposed?

Any abstain?

Muhammad, I didn't see you raise a hand for any of these. I assume that's an abstention on your part.

>> MUHAMMAD SHABBIR: Yes, thanks. This was an abstention because this makes me an interested party.

>> BARRY LEIBA: Yeah, I would think a recusal.

>> TED HARDIE: That's - we only have abstain as one of the choices, so it's abstain.

>> BARRY LEIBA: Thank you.

>> TED HARDIE: Okay. Well, let me thank you very much, Muhammad, for agreeing to serve an additional year. I look forward to continuing to working with you in the next board.

>> MUHAMMAD SHABBIR: Yeah, I -

>> TED HARDIE: Go ahead, Muhammad.

>> MUHAMMAD SHABBIR: Yes, I thank the board for placing their trust in me and I - I look forward to working with the board and serving another year and serving the Internet Society, making it an Internet for everyone. So, thanks once again.

>> TED HARDIE: Thank you. This brings us to the end of the ISOC Board of Trustees meeting. The members will reconvene as the Foundation Board in a few moments. Thank you very much to everybody.

>> KEVIN CRAEMER: And we'll stay in this - this Zoom link. I'm just going to take a moment to end the recording, start a new one, and bring up the materials we'll use in that meeting.

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