Internet Society Board of Trustees Meeting #123

(Annual General Meeting)

7-8 July 2015 ● Auckland, New Zealand

Agenda

Note: Per the *Procedure for Conducting Election of Officers of the Board*, the President will open the meeting and preside over the election of the Chair of the Board. Immediately following the election of Chair of the Board, the elected Chair will assume office and preside over the remainder of the meeting.

<u>Tuesday, 7 July</u>

09:00

1. Opening of ISOC Annual General Meeting

09:00 - 09:10

2. Annual Election of Board Chair - ISOC President presides (10 mins.)
PURPOSE: Elect the Chair of the Board of the ISOC Board of Trustees

09:10 – 09:30

3. Annual Election of Other Officers – Board Chair (20 mins.)
PURPOSE: Elect the other officers of the ISOC Board of Trustees:

Election of the President
Election of the Secretary
Election of the Treasurer

09:30 - 09:35

4. Welcome, Apologies and Declaration of Conflicts – Board Chair (5 mins.)

09:35 - 09:40

5. Approve the minutes of the 122nd meeting of the Board of Trustees, held 29 June 2015 via teleconference. -- Board Chair (5 mins.)

Resolution 2015-XX: Approval of the Minutes of Board Meeting 122
RESOLVED, that the minutes of Meeting 122 of Internet Society Board of Trustees held by teleconference June 29, 2015 are approved.

09:40 - 10:05

6. Action items from the 2014-2015 Board - B. Hinden (25 mins.)
PURPOSE: Accept summary of agreed Board action items from the 2014-2015 Board of Trustees.

PROPOSED RESOLUTION:
Resolution 2015-XX: Accept the Summary of Agreed Board Action Items from the 2014-2015 Board of Trustees.
RESOLVED: The ISOC Board of Trustees accepts the Summary of Agreed Board Action Items as conveyed by the 2014-2015 Board of Trustees.

10:05 - 10:15

7. Recognition of Outgoing Trustees - Board Chair (10 mins.)
PURPOSE: Express appreciation to outgoing Trustees for their service to the Board.

PROPOSED RESOLUTION:
Resolution 2015-XX: Recognition of outgoing Trustees
RESOLVED, that the board thanks outgoing Board of Trustees members Eric Burger, Keith Davidson, Dave Farber and Rudi Vansnick for their dedication and outstanding service to the Internet Society.

10:15 - 10:45

8. Board Committees and Charters - Board Chair (30 mins.)
PURPOSE: Review the committees of the Board and their charters.
(Selection of new committee chairs and members will occur on Day 2 of the meeting.)

10:45 – 11:15

BREAK, EMAIL TIME, ETC. (30 mins.)

11:15 - 11:30

9. Organization Members Advisory Council Update – OMAC Chair (15 mins.)
PURPOSE: Report to the Board and CEO from the Organization Member's Advisory Council
No resolution required.

11:30 - 11:50   **10. Chapter Advisory Council Update – Chapter Advisory Council Leader (20 mins.)**
PURPOSE: Report to the Board and CEO from the Chapter Advisory Council
No resolution required.

11:50 - 12:10   **11. Report by the Pacific Islands Chapter of the Internet Society (20 mins.)**
PURPOSE: Increased visibility for ISOC Chapters and their activities.
No resolution required.

12:10 - 13:00   Lunch with members of PICISOC (50 mins.)

13:00 – 13:15   **12. IETF Trust Chair's report** – B. Schliesser (15 mins.)
PURPOSE: Review strategic developments.
No resolution required.

13:15 - 13:45   **13. Review of plans for September Board retreat - Board Chair (30 mins.)**
PURPOSE: Review schedule and preliminary agenda for September Board retreat.
No resolution required.

Move to Executive Session

13:45 – 14:30   **14. Update on IANA Transition – N. Clark & K. Brown (45 mins.)**
PURPOSE: To discuss the status of IANA transition.
No resolution required.

14:30 - 15:45   BREAK, EMAIL TIME, ETC. (75 mins.)

15:45 - 16:30   **15. PIR Organization Reviews – M. Botterman / B. Cute (45 mins.)**
PURPOSE:
(a). High level update on key developments and 2015 Business results to date.
(b). Review 3-year high-level budget outlook and advice.
No resolution required.

16:30 - 17:00   **16. Update on new PIR domain registrar, Enset – M. Botterman / B. Cute (30 mins.)**
PURPOSE: Receive report on progress of new PIR domain registrar.
No resolution required.

Move to Public Session and end of Annual General Meeting, Day One

17:00 – 17:30   **Preparations for *InterCommunity 2015***
A staff presentation on final preparations for *InterCommunity 2015* and roles of Trustees

18:30 - 21:00   Board Dinner at Euro (offsite)

Wednesday, 8 July

08:00 – 10:30   *InterCommunity 2015 - Session 1*

11:00 - 17:30   **Annual General Meeting, Day Two**

11:00 – 11:05   **17. Welcome InterCommunity Viewers – Board Chair (5 mins.)**
PURPOSE: To welcome InterCommunity viewers to the Board meeting, provide a summary
of the previous day's meeting - including election results - and point out important agenda
topics to come.

11:05 – 11:30   **18. President & CEO Report - K. Brown (25 Mins.)**
PURPOSE:
(a) Overview of recent activities.
(b) Updates on Financial and Administrative Matters
No resolution required.

11:30 – 12:30   **19. Report on 2015 Plan – K. Brown (60 mins.)**
PURPOSE: Receive report on initiatives for the remainder of the 2015 Plan.
No resolution required.

| 12:30 – 13:15 | LUNCH, EMAIL TIME, ETC. (45 mins.) |

| 13:15 - 13:30 | Group photo of new Board (15 mins.) |

(Individual photos of new Trustees will be pre-scheduled and taken during the lunch break.)

13:30 - 13:45   20. Appointment of ISOC Liaison to IETF Nominations Committee - Board Chair (15 mins.)

PROPOSED RESOLUTION:
Resolution 2015-XX: Appoint a liaison to the IETF nominations committee.
RESOLVED, that the ISOC Board appoints xxx as ISOC Liaison to the IETF nominations
Committee for the 2015-2016 term.

13:45 – 14:45   21. Annual Appointment of Committee Chairs and Members - Board Chair (60 mins.)
PURPOSE: Appoint chairs and members of committees of the Board
Note: Some committee member appointments may be undertaken later in the Meeting or at
a future meeting (at the discretion of the Chair).
PROPOSED RESOLUTIONS:

(i). Appoint the Executive Committee

Resolution 2015-XX: Appoint the Executive Committee
RESOLVED, that the Board appoints xxx, xxx and xxx as members of the Executive
Committee, along with Kathy Brown (President & CEO), XXX (Treasurer), XXX (Secretary)
and XXX (Chair of the Board) who serves as chair of the committee.

(ii). Appoint the chair and members of the Audit Committee

Resolution 2015-XX: Appoint the chair of the Audit Committee
RESOLVED, that the Board appoints xxx as chair and xxx, xxx, and xxx as members of the
Audit Committee.

(iii). Appoint the Finance Committee

Resolution 2015-XX: Appoint the Finance Committee
RESOLVED, that the Board appoints xxx, xxx and xxx as members of the Finance
Committee, along with Kathy Brown (President), and XXX (Treasurer) who serves as chair
of the committee.

(iv). Appoint the Compensation Committee

Resolution 2015-XX: Appoint the Compensation Committee
RESOLVED, that the Board appoints xxx, xxx and xxx as members of the Compensation
Committee, along with XXX (Chair of the Board) who serves as chair of the committee.

(v). Appoint the chair of the Nominations Committee

Resolution 2015-XX: Appoint the chair of the Nominations Committee
RESOLVED, that the Board appoints xxx as chair of the Nominations Committee. Kathy
Brown (President) serves as a non-voting, ex-officio member of this Committee.

(vi). Appoint the chair of the Elections Committee

Resolution 2015-XX: Appoint the chair of the Elections Committee
RESOLVED, that the Board appoints xxx as chair of the Elections Committee. Kathy Brown
(President) serves as a non-voting, ex-officio member of this Committee.

(vii). Appoint the chair and members of the Governance Committee

Resolution 2015-XX: Appoint the chair of the Governance Committee
RESOLVED, that the Board appoints xxx as chair of the Governance Committee. Kathy
Brown (President) serves as a non-voting, ex-officio member of this Committee.

14:45 - 15:00		BREAK, EMAIL TIME, ETC. (15 mins.)
15:00 - 15:15	**22.**	**Review of 2015-2017 Board meeting dates - Board Chair (15 mins.)** PURPOSE: Review calendar of Board meetings for 2015-2017. No resolution required.
15:15 - 16:15	**23.**	**AOB - Board Chair (60 mins.)**
16:15		**Adjournment of Meeting #123**
18:00 – 21:00		*InterCommunity 2015 - Session 2*