Title: Regular Meeting of the Board of Trustees of the Internet Society.

February 2, 2015

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INTERNET SOCIETY

118th Meeting of the Board of Trustees of the Internet Society, February 2, 2015.

The ISOC Board of Trustees met from 8:05 PM to 9:49 PM UTC on Monday, February 2, 2015 via teleconference.

The following members of the Board of Trustees were present:
> Kathy Brown
> Eric Burger
> Narelle Clark
> Keith Davidson
> Gihan Dias
> Hans Peter Dittler
> Hiroshi Esaki
> Dave Farber
> Bob Hinden
> Jason Livingood
> Desiree Miloshevic
> Sean Turner
> Rudi Vansnick

Also present:
> Scott Bradner (Secretary)
> ISOC staff
> guests

Minutes taken by Scott Bradner.

1. Welcome, Apologies and Declaration of Conflicts
> Bob opened the meeting at 8:05 PM UTC. He asked if anyone had any conflicts with any of the upcoming agenda topics. Desiree and Eric said they would recuse themselves from the report on the PIR nominations process and Dave said he would recuse himself from the report of the ISOC board nominations committee.

2. Consent Agenda
PURPOSE:
(a) Approve the minutes of the 117th meeting of the Board of Trustees.
(b) Ratify the e-vote to approve the Staff Code of Ethics and Business Conduct.

> Desiree moved to approve the consent agenda. Hans Peter seconded the motion, which passed unanimously.

Resolution 2015-XX: Approve Consent Agenda
RESOLVED, that the following items contained in the Consent Agenda were approved and ratified:

a/ Approve the minutes of the 117th Board meeting
Resolution 2015-XX: Approve the minutes of the 117th Board meeting.
RESOLVED that the minutes of the 117th meeting of the Board of Trustees, held on November 15-16, 2014 in Honolulu, Hawaii, USA are approved.

b/ Ratify the e-vote to approve Staff Code of Ethics
Resolution 2015-XX: Approve the Staff Code of Ethics and Business Conduct.
RESOLVED that the e-vote held January 16 to 23, 2015, approving the Staff Code of Ethics and Business Conduct is ratified. The e-vote passed unanimously. The resolution in the e-vote was:

> RESOLVED, The ISOC Board of Trustees approves the Staff Code of Ethics and Business Conduct as presented, understanding that non-substantive editing may be required on the Code, and requests that it be put into effect.

3. Approve 2015 Internet Architecture Board slate
PURPOSE: Approve the 2015 Internet Architecture Board slate.

Bob noted that the Board's private discussion of the candidates expressed concern over the lack of geographic diversity of the IAB slate. He noted that the board would be discussing this issue during its upcoming meeting in Singapore.

Desiree moved to approve the IAB slate. Dave seconded the motion, which passed unanimously by role call vote except for Eric who voted no.

Resolution 2015-XX: Approval of the 2015 IAB slate.
RESOLVED, that the 2015 IAB slate consisting of the following individuals is approved:

> Ralph Droms, Cisco
> Russ Housley, Vigil Security, LLC
> Robert Sparks, Oracle
> Andrew Sullivan, Dyn (Dynamic Network Services, Inc.)
> Dave Thaler, Microsoft
> Suzanne Woolf, Independent consultant

FURTHER RESOLVED, that the Internet Society Board of Trustees thanks the IETF Nominations Committee and its Chair, Michael Richardson, for their time and hard work.

4. IAOC and IETF Trust Reports
PURPOSE:
(a) Review of the 2014 Preliminary Year End Financial Statements
(b) Update on key 2014 accomplishments and 2015 developments

Chris Griffiths reviewed the IETF preliminary year-end financial statement (URL) and the IAOC and IASA activities (URL).   He also provided an update of the IETF Trust activities. (URL)

5. Resolution on statutory purpose of Geneva branch of the Internet Society
PURPOSE: Approve resolution emphasizing that the activities of the Geneva branch of the Internet Society are held inside and outside of Switzerland.

Greg Kapfer explained the purpose of the update.

Narelle moved to modify the statutory purpose of the ISOC Geneva branch. Dave seconded the motion, which passed unanimously.

Resolution 2015-XX: Modify the statutory purpose of the ISOC Geneva branch.
RESOLVED, that the statutory purpose of the Geneva branch be modified to say:

Promouvoir globalement un dialogue ouvert sur la politique, la technologie et le développement future de Internet entre les utilisateurs, sociétés, gouvernement et autres organisations; assurer la liaison avec les organisations internationales importantes présentes à Genève sur les questions essentielles pour Internet; soutenir les Chapitres de Internet Society, et recruter de nouveaux membres; promouvoir les objectifs de Internet Society, en particulier en Europe, au Moyen-Orient et en Afrique. Soutenir tous les objectifs de Internet Society et, parmi ses autres activités, organiser des conferences et congrès en Suisse et à l'étranger dans les domaines scientifique et culturel liés aux activités de Internet Society, ses Chapitres et ses membres.

(English translation)

To promote open dialogue on Internet policy, technology, and future development among users, companies, governments, and other organizations globally; to liaise with key international organizations located in Geneva on issues of importance to the Internet; to support Internet Society Chapters, as well as to recruit new members; and to promote the objectives of the Internet Society, particularly in Europe, the Middle East and Africa. To support all Internet Society goals and, among other activities, organize conferences and congresses in Switzerland and abroad in the scientific and cultural fields related to the activities of the Internet Society, its Chapters, and its members.

The meeting moved to Executive Session at 8:34 PM.

6. Update on relevant hot issues
PURPOSE: Receive update on recent events and issues impacting the Internet Society and its mission.

Kathy reported on the status of the IANA transaction, on the recent Davos meeting and on recent discussions with ICANN CEO Fadi Chehade.

7. PIR Nominations Committee Update
PURPOSE: Status update on the nominations process for PIR Board.

Desiree and Eric left the call at this point.

Jason provided an update of the status of the nominations process for the PIR Board.

Desiree and Eric returned to the call at this point

8. ISOC Nominations Committee Update
PURPOSE: Status update on the nominations process for ISOC Board.

Dave and Rudi left the call at this point.

Narelle provided, and the Board discussed, an update of the status of the nominations process for the ISOC Board.

The meeting moved to public session at 9:34 PM.

Dave returned to the call at this point.

9. AOB

a. Review of agenda for meeting 119, 14-15 February in Singapore

Bob said that he would be sending agendas of the meeting of the ISOC board members and the PIR board members and the meeting of the ISOC board members and the ICANN board members to the Board list in the next few days.

The Board discussed the draft agenda for the upcoming Singapore Board meeting.

10. Adjournment

Dave moved to adjourn the meeting. Sean seconded the motion. There being no objection, the meeting was adjourned at 9:49 PM.

Summary of Resolutions

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