

## ISOC Board Governance Committee Annual Report 2018-2019

### Background

This is an annual governance committee report regarding the committee's activities and recommendations to the Board. It provides a summary of new and updated Board documents, procedures and policies. The committee's annual work plan was agreed by all members at the first meeting in August 2018.

### Purpose

The purpose of the committee is to ensure that the Board governance system and ISOC performs well and, in a manner, consistent with the relevant governing policies and documents, throughout the year.

### Members

The committee has been established by Board's approval at the Board's Annual General meeting at July 2018 with the following members:

Hans Peter Dittler, Trustee  
Sean Turner, Trustee  
Glenn McKnight, Trustee  
Hiroshi Esaki, Trustee  
Andrew Sullivan, CEO and President  
Desiree Miloshevic, Trustee and Committee Chair

The chair recommended that the General Counsel joins the committee work. David Frolio, ISOC staff and General Counsel, attended most of committee's meetings.

### Frequency of meetings

The committee members carried out their work in-between and during the six scheduled teleconference and in person, while all proposed documents forwarded for the adoption by the Board were discussed by all Board members.

All meeting agendas and minutes can be found on the ISOC Board "Effect Portal" in the Trustee's resource section. The online meetings were recorded so that committee members who couldn't attend could listen to the recordings.

1. Aug 8, 2019 teleconference call
2. Sept 14, 2019
3. Nov 9 2019
4. Dec 13, 2019 teleconference call
5. Mar 9, 2019
6. April 4, 2019 teleconference call

### Methodology

The committee reviews from time to time the governing documents of ISOC Board and recommends proposed changes to the Board for approval.

An Annual Work Plan is shared and adopted at the very first meeting of the committee.

The committee also oversees the implementation of any Board-approved changes in ISOC's governing documents or governance structure. The Board policies can be found here:

<https://www.internetsociety.org/about-internet-society/governance-policies/>

In some cases, the chair will ask members to volunteer for a specific task, while some tasks had a subgroup of members working on it together. Once the whole committee reaches a consensus on a particular issue, such as revision of an existing Board policy or the creation of a new policy, the committee chair forwards the relevant documents to the full Board for their comments, discussion and/or motion for adoption. The overall process can be of iterative nature. Sometimes, new governance matters would arise from Board discussions, therefore appropriate additional tasks were added to the existing Annual Work plan.

#### [Annual Plan Work List - Key Topics and Policy Updates Summary of key topics:](#)

This has been a very productive year for the governance committee. The committee outlined and worked on the following governing documents as a matter of priority and as part of the agreed Annual Plan Work.

1. Governance Committee Guidance to the Nominations Committee v1 – approved Sept 2018
2. Board Document Retention and Management Policy – approved Nov 2018  
Among other points, this policy included recommendations for retention of the Board's email, i.e. Mail Archive Policy, sunseting of the old Wiki pages as well provided a clear guidance for management of Board meetings' recordings.
3. Travel Policy for Trustees, approved Feb 2019  
<https://www.internetsociety.org/about-internet-society/governance-policies/travel-policy-trustees/>
4. Revision of all Board Committee's charters – approved March 2019  
The committee revised all Board committee's charters and proposed improvements for the following charters: Finance, Governance, Executive, Compensation, Board Nominations, PIR Nominations, Elections, Audit and ISOC Foundation Committee.
5. Alignment of changes made within committee charters to be reflected in Bylaws  
The committee liaised with the Secretary to align changes in the NomCom committee charters with those in Bylaws, Section 11. Committees: <https://www.internetsociety.org/about-internet-society/governance-policies/by-laws/> Section 11.  
Additionally, committee worked to align Bylaws with updated text on Procedures for Selecting Trustees and Petitions <https://www.internetsociety.org/about-internet-society/governance-policies/procedures-selecting-trustees/>
6. Board Self-Assessment Report and "Board Source" Findings  
The committee proposed an analysis of the third party "Board Source" Self-Assessment survey and discussed the findings from the Board Source consultant on the performance of the Board and areas for improvements.
7. Revision of on-boarding material  
The committee reviewed and updated the last year's on-Boarding material.  
The following documents were updated to reflect: 1. Trustee Roles & Responsibilities  
2. Legal Board Orientation that includes, the Board Code of Ethics, Conflict of Interest Policy and Fiduciary Duties of Trustees

The on-Boarding process will now occur in two parts, in a teleconference and at the AGM 2019 in Montreal.

#### 8. Pilot Mentor Program

A new Pilot Mentor Program proposal was shared with the Board and discussed at the May Board call. While there was not a strong support to establish the program, the Board agreed to start it as a trial. While some Trustees said that they served as unofficial mentors over the years, this year four Trustees specifically volunteered to mentor two new Trustees in the area of their expertise.

#### 9. COI Disclosure Policy Form updates to include ISOC Foundation

As Trustees of the Board of the Internet Society also serve on the Internet Society Foundation, the COI Disclosure Policy Forms is now updated to include the Internet Society Foundation.

### Annual Work plan in more detail:

#### August 4, 2018

At the very first meeting, the chair shared the Annual Work Plan Draft and the committee agreed on the scope and prioritised the work of the following Board documents:

- Review of the 2017 Gov Com Guidance to the Nominations Committee – Hans Peter Dittler, lead member
- Review of Trustee’s Travel Policy - Glenn McKnight, lead member

In addition to the above, the committee’s main focus for 2018/2019 was to review all standing Board committee charters.

#### October 2019 – Ongoing work

#### September 2018

The committee met in person during the Board retreat to review and gain consensus on document changes made by all members. The proposed changes in the above documents were shared with the Board. Changes made to the Governance Committee Guidance to the NomCom were approved by the Board.

#### November 9, 2018

The committee met in person during the Board meeting in Bangkok.  
The committee found consensus on the Board Document Mail Retention and Management Policy document.

#### December 2018 – Feb 2019

The review of all board committee charters took place during these months in preparation for the March Board meeting, when the review was approved.

#### March 2019

The committee worked on coordination efforts for the annual self-assessment of the role and performance of the Board and Board Committees, to make recommendations to the Board based on feedback from such evaluation and book dates for the survey. Update about this process was provided at the Board March 19, teleconference meeting.

#### April – May 2019

The committee reviewed on-boarding materials relating to the orientation, training and mentoring of new Trustees and the continuing education and training of the existing Trustees, including two major parts: “Trustee Roles & Responsibilities” and Legal Board Orientation that includes, “The Board Code of Ethics”, “Conflict of Interest Policy” and “Fiduciary Duties of Trustees” material.

The committee also met to receive and discuss the “BoardSource” self-assessment (BSA) report and results. The Board self-assessment was completed by all Trustees by the end of March. The BSA’s report provided an overview on how well the board and the chief executive think that board is performing in its ten areas of governance responsibility, organised into the four broad categories; The People, The Culture, The Work and The Impact. These broad responsibilities and categories align with BoardSource’s national index of non-profit board practices.

The board self-assessment findings were presented to the Board.

On the whole, the Board excelled in the area of impact and work and financial oversight and performed well in other categories. Out of ten areas: Board composition, Board Structure, Board Meetings, Culture, Mission, Vision & Strategic, Program Oversight, Financial Oversight, Chief Executive Oversight, Funding and Public Image and Impact, our BSA shows that the ISOC Board performs really well in almost all 10 categories, when compared to other non-profit board practices, and some further improvements could be made within the categories of Culture, Program Oversight and Board Composition.

### May 2019

The committee reviewed once again a new draft of the Governance Committee Guidance to the Nominations Committee including processes for enforcement of Conflict of Interest mechanisms post Trustee's election.

### June 2019

Updates provided to the Board monthly call. Revision made to the Governance committee Annual Work Plan in terms of best practice.

### July 2019

This Annual Report was prepared for the Board July 11<sup>th</sup> teleconference meeting.

## Recommendations

The committee makes the following recommendations to the Board for their consideration:

- To improve efficiency of committee's work and cycles, the next committee should consider having no more than 3 trustees serving on the committee, excluding the ex-officio CEO and President and the committee chair
- Any proposed documents or policies where the discussion finding consensus in the committee take longer than four should be sent to the whole Board for discussion and decision
- The committee should evaluate the realistic time it takes to accept any additional tasks and assess the time spent on completing the task
- Obtain legal support in Board corporate governance matters, especially relating to the handling of CoI issues
- Moving some work-items to sub-groups or single persons worked well for some tasks. It is recommended that be used more often
- Continue with the Board self-evaluation process but it is recommended that sufficient time be set to absorb and discuss the analysis
- Evaluate the Pilot Mentor Program, in three and a six months' time from its start

## Special thanks

The committee chair would like to thank all committee members for their hard work and dedication. I would also like to thank the staff, David Frolio and Kevin Creamer, for all their undivided support; Sean Turner, a committee member lead on charter updates, and for championing the use of Board Effect as committee's main work tool and platform. Likewise, the committee would like to thank the Secretary, John Levine, for his contribution towards the review of Trustee's on on-boarding material and Bylaws alignment updates.

In addition, special thanks go to the following Trustees, outside the governance committee, for volunteering to serve on the very first Trustee Pilot Mentor Program: Olga Cavalli, Richard Barnes, Glenn McKnight and Hans Peter Dittler.

Lastly, the success of the Governance committee depends on timely input from all Trustees and Board Chair's overview of committee's work and we are grateful for all their comments received throughout the year.

Respectfully, on behalf of the 2018/2019 Board Governance committee

Desiree Miloshevic

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Committee Chair