

Internet Society

Board of Trustees

Procedures for selecting Trustees

ISOC GOVERNANCE PROCEDURE

The procedures described herein relate to the selection of Trustees by ISOC Organizational Members, ISOC Chapters, the ISOC standards organizations and by the ISOC Board of Trustees. They are generally harmonious with the existing Individual Member Trustee Election Procedures already in force but currently suspended. Should ISOC restart Individual Member Trustee elections, the two sets of regulations will need to be integrated.

GENERAL TERMS

Trustee Selection

ISOC By-Laws and Policies call for the Trustees on its Board of Trustees to be elected or selected by various constituencies, namely Organizational Members, Chapters, the ISOC standards organization embodied by the Internet Architecture Board (IAB) and Individual Members. The Board of Trustees itself is empowered to appoint a limited number of Trustees over and above the constituency-based Trustees. The procedures for Individual Member Elections (currently suspended) are defined in the Board document "Procedures for the Nomination and Election of Trustees by Individual Members". This present document addresses the procedures for electing/selecting the other classes of Trustee.

Candidate/Trustee Uniqueness

A person may be a candidate in only one election in any given year. If a candidate is nominated (by whatever means) for both the Organization Member and Chapter elections, that candidate must timely decide which election to participate in. Should a Trustee for whatever reason find that he/she would occupy more than one Board position simultaneously, that Trustee must relinquish all but one of these positions.

Failing such action, the Board will take appropriate action.

Terms of Trustees

Trustee terms are limited by By-Law to three years and to no more than two consecutive terms. The normal term for a non-Board-Appointed Trustee will be three years. The Board may alter this from time to time to meet transition requirements or to accommodate casual vacancies.

Assumption of Office

The term of office of elected/selected Trustees shall commence at the adjournment of the next regularly scheduled Board meeting following the completion of the Election process. The term of office for departing Trustees shall end at the adjournment of the same meeting. The Board meeting is defined as having one agenda, which may extend over several days. The new Board may convene a meeting after the completion of the meeting of the outgoing Board.

Board-appointed Trustees take office immediately after their appointment unless the Board explicitly designates another time.

Elections Committee

The Chair of the Elections Committee is elected by a majority vote of the Board of Trustees. The Chair of the Elections Committee shall be a member of the Board of Trustees or an Emeritus Trustee. The Chair shall identify no fewer than two other Individual Members of the Society to sit on the committee, subject to formal Board Approval. None of the Elections Committee members may be elected/selected as a Trustee in the year during which they sit on this Committee. The Committee will be responsible for establishing and supervising all elections, and interacting with the ISOC Standards organization regarding their Trustee selection(s).

The role of the Elections Committee is to establish the parameters for annual elections, and to oversee the entire process, with the exception of the explicit responsibilities and duties of the Nominations Committee.

GENERAL TERMS - TRUSTEE (ORGANIZATIONAL MEMBER) AND TRUSTEE (CHAPTER) ELECTIONS ONLY

Nominations Committee

The Chair of the Nominations Committee is elected by a majority vote of the Board of Trustees. The Chair of the Nominations Committee shall be a member of the Board of Trustees. The Chair shall identify committee members, subject to formal Board approval. The Chair shall be elected as soon as possible following the assumption of

office of newly elected/selected Trustees. The Chair shall act with due haste to identify prospective committee members for Board ratification.

The Nominations Committee will consist of no fewer than 7 Individual Members of the Society, where 5 committee members shall constitute a valid quorum. At least 2 members of the Nominations Committee shall be people who are not currently serving in any elected or appointed capacity in the Society. The membership of the Nominations Committee should reflect the various constituencies on whose behalf it is working. None of the Nominations Committee members may be elected/selected as a Trustee in the year during which they sit on this Committee.

The Chair of the Nominations Committee must establish some form of liaison with the IAB to ensure that the Committee and the IAB do not name the same individual as candidate and Trustee respectively.

The role of the Nominations Committee is to:

- Establish selection criteria for prospective Trustees;
- Advertise the nominations/petition process;
- Pro-actively solicit potential candidates for the Nominations process;
- Name a slate of candidates for both Chapters and Organization Member constituencies;
- Oversee the Petitions process;
- Monitor the nominations and petitions processes to ensure that an individual is a candidate in no more than one constituency at the same time.

Candidate Selection

There is no requirement that a candidate (by nomination or petition) be affiliated with an Organizational Member or Chapter.

For each constituency, certain members/chapters are deemed to be allowed to participate in the nominations process and the election itself. For the purposes of this policy, these members/chapters are called "Participating Members". There are two methods by which a candidate may stand for election:

Nominations by Committee

The Nominations Committee will notify the Society members, Organization Members and Chapters of the procedures for nominating individuals for election to the Board of Trustees, and will provide a minimum period for receiving nominations of 30 days. There are no restrictions regarding who can submit a name to the Nominations Committee.

The number of individuals nominated in each constituency shall exceed the number of

Trustees to be elected. The Nominations Committee will notify the participating members of each constituency, as well as other interested groups of the names of individuals nominated by the committee for election to the Board of Trustees not less than 67 days prior to the date established for Trustee elections.

Nominations by Petition

Additional nominations for election to the Board of Trustees may be made by petition filed with the Chair of the Nominations Committee. Petitions will be accepted for no less than 30 days following the notification of individuals nominated by the committee. Petitions shall be filed electronically. All candidates seeking to petition will be listed in periodic announcements to participating Chapters and Organization Members via electronic mail and the ISOC web site.

For each constituency, the Nominations Committee shall specify the number of signatures of Participating Members required for petitions, which shall be equal to seven percent (rounded up) of the participating members of the appropriate constituency. Participating Members can sign petitions for candidates running within their own constituency only. A Participating Member may sign more than one petition.

For the purposes of this policy, a "signature" shall be an email sent by an Election Representative and is subject to ISOC verification.

Each signature must come directly from the supporter via email to an address designated by the ISOC staff (in effect, the electronic mailbox is a candidate's petition). A supporter must send a separately emailed signature for each candidate he/she wishes to support, each to that candidate's petition mailbox. Each petitioner shall be provided with copies of all petition e-mails for his/her candidacy and periodic reports about his/her status in obtaining signatures. Announcements regarding successful petitions shall be made as soon as practical, and need not await the end of the petition period. Petition results shall not be disclosed by ISOC staff to anyone else other than the election staff and Nominations Committee until a general announcement is made.

Candidates for Election

The Nominations Committee will announce the complete slate (nominated plus successful petitions) no less than 35 days prior to the election day. Each candidate shall be entitled, from the date their candidacy becomes effective, to participate in any restricted ISOC managed mail list pertaining to that particular constituency to which the candidate has been nominated.

Casual Vacancies

A casual vacancy is defined to have occurred where a Trustee does not complete their full term of office. This shall be deemed to include a person certified as elected but who

informs ISOC that he/she cannot or will not take office. If a candidate withdraws or is disqualified after ballots have been mailed, but before the election is certified, the Elections Committee will assign that candidate a total of zero votes, regardless of the actual number cast.

The Board may appoint, by a 2/3-majority vote, a Trustee to serve in place of the one who resigned/cannot serve until the next election. If there are any remaining years of the Trustee's term, at the next election, the Organizational Members or Chapters will elect an additional Trustee to serve the remainder of the term.

Where a casual vacancy exists on the Board of Trustees which is to be filled by an elected Trustee in the next election, the vacancy shall be deemed to be filled by the candidate elected with the least number of votes in the election. The Board will determine the period of office for the casual vacancy to be one term of office as it relates to the provisions of the ISOC By-Laws.

Where multiple casual vacancies exist, the elected candidate with the least number of votes will be deemed to fill the casual vacancy with the shortest period remaining, the elected candidate with the second smallest number of votes will be deemed to fill the next shortest casual vacancy, and so on.

Use of Electronic Mail

All formal communications between ISOC and the Organizational Members or Chapters related to elections will use electronic mail.

Election Conduct/Promotion of Election to Organizational Members and Chapters

Candidates will be given the opportunity to submit biographical information and an election statement. The ~~Elections Committee~~ ISOC staff will put in place a ~~format process~~ for appropriate electronic dissemination of candidate information and will allow updating of this candidate information by the candidate until the end of the voting period. The Election Committee will manage the substantive information to be requested for such format from year to year. Active campaigning other than the aforementioned ~~statements~~ is strongly discouraged as befitting a professional, non-profit society such as ISOC.

Ballot

Ballots will be distributed via e-mail. Votes may be cast electronically by method(s) designated by the Elections Committee.

Receipt of Ballots

For each election, the Election Committee shall define what it deems to be a secure

electronic return. Only ballots returned by electronic methods designated by the Elections Committee are considered to be a valid return of the voting ballot. The deadline for returning ballots shall be specified by the Elections Committee. A minimum of 28 days will be allowed for the receipt of ballots. ISOC will send an email to the Election Representative or the voter confirming receipt of cast ballots.

Counting of Ballots

The counting of ballots will take place on or as closely as possible within ten days after the election date, at a time and place established by the Elections Committee. At least two members of the Elections Committee shall be present at the counting of the ballots. The committee will establish procedures to ensure the privacy, validity and accuracy of all ballots. In the event of a tie vote for any position, fair and unbiased random selection will be used to determine the order of the tied candidates.

Certification of Vote

The Elections Committee shall certify the results of the annual Trustee election to the Board of Trustees within 10 days following the election.

Publication of the Result

Only the vote counts of the elected candidate Trustees and the total vote count are to be published, while all candidates and the Board of Trustees will be provided with the full list of candidates and the number of votes that each received.

Challenges

A challenge to any nomination or election procedure or result may be raised only by a Trustee, a member of the Nominations or Elections Committees, Candidate or Participating Member. Participating Members may challenge only with respect to their own constituency. Any challenge must be addressed to the President of the Society with a recital of the reasons for the challenge, and must be received no later than 20 days following the election date. The President, after consultation with the Chairs of the Nominations and Elections Committees and the members of the Board of Trustees, shall advise the author of the challenge of the Board's decision, which shall be final, no later than 40 days following the election date.

"STANDARDS" TRUSTEES

There will be three Trustees selected by the IETF standards organization. The term will normally be 3 years, with one Trustee selected each year. The IAB, in consort with its related organizations, may from time to time revise the procedures regarding how these Trustees will be identified. This process must ensure that the prospective Trustees are

identified in sufficient time to attend the ISOC Annual General Meeting normally held in the June-July time-frame. The ISOC Board must ratify these procedures. The Board may refuse to ratify them, but may not alter them unilaterally.

The announcement of new Trustees (Standards) will be made at the same time as the announcement of newly elected Trustees (Chapters) and Trustees (Organization Members) if practicable.

As part of the selection of its ISOC Trustee(s), the IAB or its delegate will liaise with the Nominations Committee which will provide non-binding guidance regarding the general Board selection criteria for prospective Trustees.

If a Standards Trustee is unable to serve his or her full term, the IAB will, at its discretion, either select a replacement representative with due haste, to serve the remainder of the term, or will select an additional Trustee to serve the remainder of the term during the next annual selection process.

BOARD-APPOINTED TRUSTEES

The Board may, at its sole discretion, appoint Trustees to the Board in addition to those selected/elected by ISOC's varied constituencies. At any one time, there shall be no more than five such appointed Trustees. As per the By-Laws, the appointment of a Trustee requires a 2/3-majority vote of the Trustees then in office. Each appointment shall be for a maximum term of three years, but the Board may decide on a case-by-case basis how long each term shall be (factoring in the current By-law restriction of a maximum of two consecutive terms).

The Board may, on a regular or irregular basis, form a search committee to identify prospective Trustees who satisfy desired qualifications. The search committee shall report any findings to the Chair of the Board or his/her delegate. Search committee notwithstanding, any Board member or other interested party may suggest potential Trustee candidates. Such suggestions should normally be made to the Chair or his/her delegate.

A formal proposal to the Board to appoint a person to the Board must come from the Chair of the Board, the President of the Society, or an individual Trustee. In the latter case, the proposal must have the support of at least two other fellow Trustees.

It is expected, but not mandatory, that Board discussions, approval-in-principle polls, and formal votes to appoint Trustees will be held in-camera (typically Board members only, plus any explicitly invited others).

TRUSTEES (ORGANIZATIONAL MEMBER)

Constituency

Any ISOC Organizational Member in good standing as of election eligibility cutoff dates may participate in the Trustee (Organizational Member) election process. The ISOC Advisory Council Charter reads:

"Each organization member may designate a Principal and an Alternate Representative to the Council with equal status and standing. However, on formal votes of the Council, a single vote for each Organization Member will be authorized."

Prior to the election, the above-mentioned representatives will be requested to name an Election Representative, who will act as their spokesperson with respect to all election actions. In the absence of such a representative being named, the Principal representative will be deemed to be the Election Representative. If ISOC receives multiple distinct ballots, the last ballot received during the voting period will be acted on and all previous ballots will be ignored.

The above notwithstanding, given suitable advance notice, ISOC will allow an Organization Member to replace its Election Representative.

Trustee Positions to be filled

In the steady state there will be six Trustees elected by Organizational Members, 2 elected each year.

Eligibility to Participate in Election

An Organizational Member may participate in the election process if they are in good standing as of the preceding December 31. Any disputes regarding eligibility must be resolved by the President of the society or his/her delegate within 31 days of this cutoff date.

An Organizational Member is deemed to be in good standing if their most recent payment due is paid in full, or no more than X days past due where X is:

- 60 days for annual payments;
- 30 days for quarterly payments;
- 15 days for monthly payments.

Voting

Each Organizational Member is entitled to 1 vote for each Trustee position to be elected. When these votes are enumerated, they will be weighted based on the organization's class of membership. Only 1 vote may be cast for each candidate.

Weight Class

- 6 Platinum
- 5 Gold
- 4 Silver
- 3 Executive
- 2 Professional
- 1 Small Business, Start-Up

TRUSTEES (CHAPTER)

Constituency

Any Recognized Chapter as of the election eligibility cutoff dates may participate in the Chapter election process. Prior to the election process, each Chapter will be requested to identify their Election Representative, who will act as their spokesperson with respect to all election actions. In the absence of such a spokesperson being named, the President of the Chapter (or whatever title is used to designate the normal Chapter spokesperson) will be deemed to be the Election Representative. If ISOC receives multiple distinct ballots, the last ballot received during the voting period will be acted on and all previous ballots will be ignored.

The above notwithstanding, given suitable advance notice, ISOC will allow a Chapter to replace its Election Representative.

Trustee Positions to be filled

In the steady state, there will be three Trustees elected by Chapters, 1 elected each year.

Eligibility to Participate in Election

A Chapter may participate in the election process if they are in good standing as of the preceding December 31. Any disputes regarding eligibility must be resolved by the President of the society or his/her delegate within 31 days of this cutoff date.

A Chapter is deemed to be in good standing if they are included in the list of active Chapters that is periodically issued by the ISOC CEO or such CEO's designee ~~VP-Chapters~~. The process followed by the VP-Chapters must allow for reasonable appeal in the case of a Chapter not agreeing with the list contents.

Voting

Each Chapter is entitled to 1 vote for each Trustee position to be elected.

Disclosure of Ballot Details

ISOC will make available a list of all Chapters eligible to vote in an election, indicating which Chapters exercised their voting privilege. This list will be made available as soon as possible following the announcement of the election results. No further details regarding Chapter voting will be publicly disclosed.

TYPICAL TIMING FOR ORGANIZATION MEMBER AND CHAPTERS ELECTIONS

Day	Election Step
0	Call for Nominations, Nominations period opens
30	Nominations period closes
37	Nominations Committee slates announced, Petition period opens
67	Petition Period closes
70	Final slates announced
77	Ballots mailed, Voting opens
105	Voting closes, Election Day
115	Certification of Election results, Challenge period opens
135	Challenge period closes
155	Challenge response period closes
158	Annual General Meeting

1775 Wiehle Ave., Suite 102, Reston, VA, USA 20190-5108
Tel: +1 703 326 9880 Fax: +1 703 326 9881

4, rue des Falaises, CH-1205, Geneva, Switzerland
Tel: +41 22 807 1444 Fax: +41 22 807 1445

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Webmaster@ISOC.ORG

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