

ISOC Document

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

May 18, 2009

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INTERNET SOCIETY

71st Board of Trustees meeting of the Internet Society May 18, 2009.

The ISOC Board of Trustees met from 3:09 PM to 5:03PM US EDT on 18 May 2009 via teleconference

The following members of the Board of Trustees were present:

Raul Echeberria
Patrik Faltstrom
Ted Hardie
Daniel Karrenberg
Franck Martin
Desiree Miloshevic
Alejandro Pisanty
Lynn St. Amour (President & CEO)
Patrick Vande Walle
Bert Wijnen

Apologies were received from Hiroshi Esaki, Bill St. Arnaud and YAN Bao Ping.

Also present were:

Scott Bradner (Secretary)
Phillip Smith (incoming trustee)
Khaled Koubaa (incoming trustee)
Eric Burger (incoming trustee)
ISOC staff

I. Agenda, Ratification of Minutes

Daniel brought the meeting to order at 3:09 PM. He asked if there were any additions to the agenda. Lynn said that she had a brief report to make under AOB about ISOC's ECOSOC application.

Bert moved that the minutes of the 70th board meeting be approved. Patrik seconded the motion, which passed unanimously.

RESOLUTION 09-xx: Approval of the minutes of the 70th meeting of the Board of Trustees, held in San Francisco, 28-29 March, 2009.

RESOLVED that the minutes of the 70th Board meeting held in San Francisco, 28-29 March, 2009 are approved.

II. Q1 2009 Financial Review

PURPOSE: High level review of Q1 2009 Financials, including IETF and PIR.

Greg Kapfer provided an update on the ISOC financials. (URL) He reported that non-IETF revenues are slightly behind budget. He reported that PIR had contributed funds equal to the budget in the first two quarter and that PIR Q1 revenue exceeded their revised budget and PIR expenses are on track to meet that budget.

Greg also reported that staffing is close to the budget plan with 9 of 13 positions filled to date. He noted that ISOC expenses to date were 17% below budget, with about half of this difference being due to timing differences and the remainder reflecting ISOC's efforts to reserve to meet IETF contingencies.

Greg reported that the IETF had a good first meeting in terms of attendees and lower expenses. He said that no ISOC stimulus funds were needed, but that making these funds available could be necessary for the IETF's Stockholm or Hiroshima meetings. He also gave a prognosis on expectations for the total year in which ISOC management expects to meet its strategic goals while staying within the 2009 budget, including reserving for the IETF contingency funds of \$500,000.

III. Investment Policy Review

Ted introduced the proposed Investment and Funds Management Policy. (URL) Greg Kapfer provided an overview of the policy. He said that the policy split the reserves into three parts: operating funds, diversified currency funds and strategic reserve funds. He then reviewed his specific recommendations for each of these funds.

The board discussed the proposed policy.

Purpose: Review ISOC's Investment and Funds Management Policy

Ted moved to approve the ISOC investment policy. Bert seconded the motion, which passed unanimously by role call.

RESOLUTION 09-xx: Approval of ISOC's Investment and Funds Management Policy.

RESOLVED that ISOC's Investment and Funds Management Policy, dated 18 May, 2009 is approved.

IV. Delegation Policy Review

Purpose: Review the delegations of financial authority that may be discharged herein from CEO to department managers.

Lynn reminded the board that the last time that the delegation policy was reviewed was in 2005 and that it is time to review the policy since ISOC's financial conditions have changed significantly since then.

Greg Kapfer reviewed the proposed Delegation Policy. The board discussed the proposed policy and suggested some minor changes. Lynn agreed to present a revised policy for a board e-vote.

V. Organization Membership Review - J. McNerney

Purpose: In depth review as part of 2009 - 2011 Business Plan.

Jon McNerney reviewed his plans for the development of organization memberships. The board discussed and supported the plans.

VI. Public Support Test Update

PURPOSE: As a Public Charity under Section 501(c) (3) of the U.S. tax code, ISOC must monitor the sources of financial support (the Public Support Test) that indicates whether or not an organization may maintain its status as a public charity.

Lynn introduced the status report on the IRS public support test. (URL) The board and Greg Kapfer discussed the report and the recommendation put forward by management were accepted.

VII. ICANN JPA - NTIA Notice of Inquiry Review

Purpose: High level review of ISOC's intended response to the United State's Department of Commerce's NTIA Notice of Inquiry on the ICANN JPA.

Lynn and Bill Graham reviewed the draft ISOC response to the NTIA Notice of Inquiry. The board discussed the draft and provided suggestions. The board also requested that a board teleconference be scheduled to further discuss the draft response.

VII. AOB

Lynn's AOB topic was deferred to email.

Raul moved to adjourn. Patrik seconded the motion. There being no objections the meeting was adjourned at 5:03 PM.

Summary of resolutions

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