Board Governance Committee guidance for the Nominations Committee (2019)

Over the years the requirements for membership on the Board of Trustees have changed. Increased financial volume requires additional economical and financial understanding as well as a wider planning horizon from the board. ISOC's increased presence in more non-technical areas as well as increased engagement in the political, social, and development realms requires increased awareness of potential conflicts of interest for board members. The flow of finances from the board's approval of the budget down to receiving organizations or involved people must be part of the conflict considerations.

The Nominations Committee selects the candidates for the election of 8 seats on the board. The other 4 seats are filled by trustees selected by the IAB on behalf of and after consultation with the IETF community.

New or continuing trustees, one or two each year for both groups – chapters and organizational members – will be elected by the members of each group separately. It is the main task of the nomination committee to provide a group of qualified candidates for each of the election groups that is large enough to allow a meaningful election. During the application process a potential candidate shall indicate if the application is for the chapters or the organizations election.

As the final election is made by the community, the nomination committee does not control the results. In addition to the inherent uncertainty of the elections, the list of candidates from the nominations committee may be enlarged by adding candidates during the appeal process between the announcement of the list of candidates and start of the voting.

The charter of the nomination committee does not contain detailed guidance and definition of the qualities and capabilities of trustees. As the selection of good candidates for the board is vital for the organization, we offer a list of required and desirable abilities and characteristics here:

The main goal must be a good working board.

- Board experience (profit or not-for-profit) preferable in a board with similar or larger financial volume as ISOC
- Leadership experience
- Experience in strategic planning

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- Ability and readiness to work as a group
- Experience working remotely
- Skills in business and/or financial management
- Experience with not-for-profit organizations
- Being able to work positively with the other members of the board, the CEO and staff
- Solid experience or knowledge in at least several of these Internet areas:
    - Internet standards
    - Internet operations
    - Public policy for the Internet or telecommunications
    - Internet development
- Experience and knowledge of
    - ISOC's mission
    - ISOC's community
    - ISOC's operating environment
- Experience in not-for-profit fundraising (nice to have, not a requirement)
- Understanding of policy development processes
- Have enough time and energy to
    - Participate in three board meetings (2-days each) at different places around the world
    - Participate in one planning retreat (2-3 days once per year)
    - Participate in working board calls (one per month)
    - Work actively in committees (mostly via email, calls as needed)
    - Prepare several hours per week for meetings and committees
- Bring diversity to the board
    - Gender
    - Professional background
    - Geographic and regional distribution
    - Cultural background
    - Language experience

To avoid conflicts of interest, the potential candidates should not be:

- In a leading position in one of the following organizations:
    - IETF (IAB member, IESG chair, IETF LLC board member-other than ISOC appointees)
    - ICANN (board of directors, chair of a constituency, chair of an AC, staff member)
    - PTI

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- - Any other I*-organization
    - Any company or organization contracting with ISOC
  - Management or staff of:
    - PIR and its subsidiary organizations
    - ISOC
    - IETF Administration LLC
    - ISOC Foundation
  - Holding a leading position with financial responsibility in an organization receiving money from ISOC.

Former staff members can be highly capable, strongly performing board members. Ongoing involvement from staff in the Society as alumni should be encouraged as a general principle. A period of time, such as one election cycle, should elapse between leaving the staff and being eligible to stand, in order to minimize the potential for grievances to be perceived.

Every candidate must fully disclose any of the above listed connections.

It is acceptable that a candidate holds one of the listed positions or functions when applying for the board seat. When being selected the candidate should be prepared to terminate the conflicting office to avoid an undue conflict of interest, which could otherwise be grounds for removal from the Board.

To avoid any potential aspect of being influenced or controlled by governments, a candidate should not be:

- A government official at at a high level in a ministry, governmental regulator or similar institution

Working in or for an organization or institution (research, university, public education or similar) which is funded in part or full by government should not be considered as conflict.

Any paid contract with governments or governmental agencies should be disclosed by the candidate. If the candidate is legally not allowed to disclose details, at least the existence of such a contract should be disclosed as far as possible.

To avoid any appearance of control by a company, no more than one member of the board should be from the same company or organization.

To underscore the international reach of ISOC it is desirable that no more than 5 trustees come from one geographic region.