

## Board Governance Committee guidance for the Nominations Committee

Over the years the requirements for the Board of Trustees has been changed. Increased financial volume requires additional economical and financial understanding as well as a wider planning horizon from the board. The increased presence in more non-technical areas and ISOCs 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.

The candidates, 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 which is large enough to allow a meaningful election.

As the final picking of the candidates is done by the community during the election there is no direct control by the nomination committee about the results. In addition to the already existing uncertainty of the elections, the final list of candidates supplied by the nominations committee might be enlarged by adding candidates during the appeal process defined between the announcement of the list of candidates and start of the voting.

The charter of the nomination committee does not contain much guidance and definition of the qualities and capabilities of trustees. As the selection of good candidates for the board is vital for the organization a list of candidate's required and desirable abilities and characteristics are listed here:

The main goal must be a good working board.

- Board experience (profit or non-for-profit) preferable in a board with similar or larger financial volume as ISOC
- Leadership experience
- Experience in strategic planning
- 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 operation

- 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 fund raising
- Understanding of policy development processes
- Have enough time and energy to
  - participate in 3 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)
  - preparation work of 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, IAOC member excluding ISOC appointees)
  - ICANN (board of directors, chair of a constituency, chair of an AC, staff member)
  - Any other I\*-organization
  - Any company or organization contracting ISOC
- Management or staff of:
  - PIR and its subsidiary organizations
  - 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.)

- Holding a leading position with financial responsibility (chapter president or treasurer) in a chapter or similar organization receiving money from ISOC outside the basic chapter funding and chapter grants

It is requested from any candidate to 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 constant recursions based on conflicts of interest.

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

- A government official at any higher 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 parts or fully 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, not more than one member of the board should be from the same company or organization.

To underscore the international structure of ISOC no more than 5 trustees should come from one region.