

# Internet Society Board Committee Charters

## All Committees

As Adopted June 3, 2017

The Board of Trustees (the "Board") of The Internet Society ("ISOC") has a set of committees ("Committees"). Each Committee has a Charter. The following applies to all Board Committees.

### I. Authority and Resources

Committees shall have the necessary authority and resources to discharge its responsibilities and duties. This shall include the authority to retain special counsel, experts, or consultants as the Committee deems appropriate. ISOC shall provide for appropriate funds as determined by the Committee for the payment of the fees and expenses of any such special counsel, experts, or consultants as well as all ordinary administrative costs incurred by the Committee and its individual members that are necessary and appropriate in performing their duties.

### II. Annual Review

Committees shall review, on at least an annual basis, (a) the Charter and the scope of the responsibilities and duties of the Committee, and (b) the Committee's performance of its responsibilities and duties as set forth in its Charter. The Committee shall refer to the Board for appropriate action on any proposed changes to its Charter.

### III. Availability of Charters

Committee Charters shall be made public by posting on the ISOC website.

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## Executive Committee Charter

As Adopted June 3, 2017

The Executive Committee (the "Committee") of the Board of Trustees (the "Board") of The Internet Society ("ISOC") has the responsibilities, duties, and authority described in this Charter.

### I. Purpose

The primary purpose of the Committee is to act on behalf of the Board with respect to the affairs of ISOC when time is of the essence and it is impossible or impractical to convene a meeting of the full Board or conduct an e-vote. The secondary purpose is to advise the Chair of the Board on the affairs of ISOC.

## **II. Composition**

The Committee shall consist of a set Trustees appointed by the Board. The Chair of the Board, the President, the Secretary, and the Treasurer shall serve as ex officio members of the Committee. Only voting Trustees can vote in the Committee, which shall include at least three voting trustees (including ex officio members who are voting Trustees). The Chair of the Board shall serve as the Chair of the Committee.

## **III. Special Conflict of Interest Rules**

None

## **IV. Meetings**

The Committee shall meet at as circumstances dictate. Any member of the Committee may call a meeting of the Committee at any time. The call must be sent to all Committee members and must identify the time and place (electronic or physical) of the meeting, and any motions to be voted on.

The Chair of the Board shall chair meetings, or in its absence the Secretary or Treasurer shall do so. Only motions included in the call to the meeting may be voted on. Motions must be approved by a majority of the voting members of the Committee, regardless of the number of members attending a meeting.

## **V. Responsibilities and Duties**

In carrying out its responsibilities, the Committee shall have and may exercise the full authority of the Board, except that it shall not have authority to take any of the following actions:

- Approve amendments to the articles of incorporation or by-laws of ISOC.
- Elect, remove, or fill vacancies of Trustees or officers.
- Hire or fire officers or employees of ISOC.
- Approve or modify the budget of ISOC.
- Approve fundamental and substantial changes in the structure or operations of ISOC, including the addition or elimination of programs of ISOC; mergers or acquisitions; dissolutions; or the sale, pledge, or transfer of all or substantially all of ISOC's assets.
- Create committees of the Board or amend any charter or resolution of a Board committee previously established by the Board.
- Exercise any power of the Board that has been designated to another Board committee.
- Change or add membership categories or the rights or benefits of members or chapters.

- Perform those actions which, under D.C. law or ISOC's articles of incorporation or by-laws, expressly require the affirmative vote of at least a majority of Trustees then in office.

All action by the Committee shall be reported at the next board meeting. The board may reconsider any action by the Committee, and act thereon, provided that no such reconsideration shall adversely affect the rights of third parties who have acted in reliance on action of the executive committee taken in accordance with the authority of this charter and the Bylaws.

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## **Audit Committee Charter**

As Adopted June 3, 2017

The Audit Committee (the "Committee") of the Board of Trustees (the "Board") of The Internet Society ("ISOC") has the responsibilities, duties, and authority described in this Charter.

### **I. Purpose**

The primary purpose of the Committee is to provide an avenue for communication among ISOC's independent auditors, management, and the Board, as well as fulfill other responsibilities assigned in this Charter.

The Committee's responsibility is one of oversight, as management is responsible for ISOC's financial reporting, internal controls and disclosure systems and for preparing ISOC's financial statements, and the independent auditors are responsible for auditing those financial statements. The independent auditors report directly to the Committee and are accountable to the Committee and to the Board with respect to the audit of ISOC's financial statements.

### **II. Composition**

The Committee shall consist of at least three voting Trustees appointed by the Board. The Board shall designate one of the Committee members as the Chair of the Committee. When requested, the Chief Financial Officer will serve as a Committee liaison in an advisory capacity.

All members of the Committee must be able to read and understand fundamental financial statements, including a balance sheet, income statement, cash flow statement, statement of financial position, and statement of financial activities.

### **III. Special Conflict of Interest Rules**

No members of the Finance Committee may serve on the Audit Committee. All members of the Committee must be "independent". A Committee member is "independent" if (i) the member is not an officer, employee, or affiliate of ISOC or its subsidiaries or affiliates, (ii) the member does not have a relationship, which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a member of the Committee, and (iii) the member does not receive or accept, directly or indirectly, any consulting, advisory or other compensatory fee from ISOC or its subsidiaries or affiliates, except for that which is incident to serving on the Board or the Committee.

The following non-audit services may not be provided to ISOC by ISOC's external auditors: (i) bookkeeping or other services related to the accounting records or financial statements of ISOC; (ii) financial information systems design and implementation; (iii) appraisal or valuation services, fairness opinions or contribution-in-kind reports; (iv) actuarial services; (v) internal audit outsourcing services; (vi) management functions or human resources; (vii) broker or dealer, investment adviser or investment banking services; (viii) legal services and expert services unrelated to the audit; and (ix) any other service that the Board or the Committee determines to be impermissible.

#### **IV. Meetings**

The Committee shall meet at least annually and shall hold such additional meetings as the Chair of the Committee deems necessary. The Committee may meet with ISOC's management, independent auditors, and legal counsel as necessary to enable the Committee to perform its responsibilities and duties and to discuss any matters that the Committee or any of these persons or firms believes should be discussed. The Committee may, at its discretion, meet in executive session with or without the presence of one or both of the independent auditors or management

#### **V. Responsibilities and Duties**

The following shall be the principal recurring duties of the Committee in carrying out its oversight responsibility. These duties are intended as a guide, with the understanding that the Board may modify or supplement them as appropriate:

- Appoint and oversee ISOC's independent auditors and review the performance and audit fee arrangements of the independent auditors at least annually.
- Review with management and the independent auditors ISOC's annual financial statements and other material written

- communication between the independent auditors and management. Directly receive and review the independent auditors' report, which should include a discussion of the results of the audit, any management letter, any internal control deficiencies noted, any adjustments required as a result of the audit, any material audit problems, disagreements or difficulties, and responses thereto by management. Review any disagreements among management and the external auditors in connection with the annual audit.
- ISOC's financial statements are prepared on a combined basis with the financial statements of Public Interest Registry, a corporation in which ISOC is the sole member. Therefore, the Committee shall rely on the independent audit of Public Interest Registry, and the review of that independent audit by the Board of Directors and/or Audit Committee of Public Interest Registry. The independent auditors of Public Interest Registry may or may not be the same as the independent auditors used by ISOC.
  - Meet with financial auditors directly.
  - Present the financial audit report to the Board for its acceptance.
  - Conduct a separate post-audit review with the external auditors and management to discuss the audit, including any difficulties encountered during the course of the audit and any restrictions on the scope of work or access to required information.
  - Oversee ISOC's timely completion and submission of compliance audit reports to funding sources.
  - Review with ISOC's legal counsel any legal matters that could have a significant effect on ISOC's financial statements and ISOC's compliance with applicable laws and regulations, as well as any inquiries received from regulatory or governmental agencies.
  - Review and approve any non-audit services performed for ISOC and its subsidiaries and affiliates by ISOC's independent auditors.
  - Review and evaluate the quality and integrity of ISOC's financial reporting processes and internal controls regarding finance, accounting, and legal and regulatory compliance. Review ISOC's significant risk exposures and the steps management has taken to monitor, report, and control such expenditures.
  - Review the U.S. Form 990 tax return in compliance for the U.S. tax code for non-profit entities, and report to the Board.
  - Review the Annual Disclosure Forms submitted in accordance with ISOC's Conflict of Interest Policy for Trustees and Officers, and provide reports to the Board at least annually. ISOC's CEO will review Annual Disclosure Forms submitted in accordance with ISOC's Conflict of Interest Policy for Members of Staff and will take appropriate action according to that Policy.

- Establish procedures for the receipt, retention, and treatment of complaints received by ISOC from third parties and, on a confidential and anonymous basis, from employees regarding accounting, internal controls, auditing, legal, or regulatory compliance matters, or any other matter that would impact the integrity or reputation of ISOC.

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## **Finance Committee Charter**

As Adopted June 3, 2017

The Finance Committee (the "Committee") of the Board of Trustees (the "Board") of The Internet Society ("ISOC") has the responsibilities, duties, and authority described in this Charter.

### **I. Purpose**

The primary purpose of the Committee shall be to assist the Board in fulfilling its oversight responsibilities relating to the review and monitoring of ISOC's budget and finance processes.

### **II. Composition**

The Committee shall consist of a set Trustees appointed by the Board. The President and the Treasurer shall serve as ex officio members of the Committee. Only voting Trustees can vote in the Committee, which shall include at least three voting trustees (including ex officio members who are voting Trustees). The Treasurer shall serve as the Chair of the Committee.

### **III. Special Conflict of Interest Rules**

No members of the Audit Committee may serve on the Finance Committee.

### **III. Meetings**

The Committee shall meet at least quarterly or more frequently as circumstances dictate. Any member of the Committee may call a special meeting of the Committee at any time.

### **IV. Responsibilities and Duties**

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These duties are intended as a guide, with the understanding that the Board may modify or supplement them as appropriate:

- Review the proposed annual budget for ISOC and make a recommendation to the Board for approval.
  - Monitor ISOC's income, expenses, and balance sheet against the Board-approved budget, long-term trends, and industry benchmarks and recommend corrective action as appropriate.
  - Review significant policies with financial implications, such as ISOC's Financial Delegation Policy and Investment Policy, and make recommendations to the Board.
  - Review with management matters that may have an implication on ISOC's tax exempt status under US tax code, including the Public Support Test.
  - Review with management any significant "off-balance sheet" transactions, arrangements or obligations including any significant arrangements with ISOC's affiliate PIR.
  - Review additions to or termination of programs or transactions that may significantly vary from either the strategic objectives or the financial targets in the annual budget.
  - Communicate with the Board about ISOC's finances and assist the Board with its review of financial matters affecting ISOC.
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## **Compensation Committee Charter**

As Adopted June 3, 2017

The Compensation Committee (the "Committee") of the Board of Trustees (the "Board") of The Internet Society ("ISOC") has the responsibilities, duties, and authority described in this Charter.

### **I. Purpose**

The primary purpose of the Committee shall be to assist the Board in fulfilling its responsibilities relating to the determination of compensation for the President and other senior executives, and its oversight responsibilities with respect to the establishment of compensation policies and practices for other officers and employees of ISOC.

### **II. Composition**

The Committee shall consist of at least three voting Trustees appointed by the Board. The Chair of the Board shall serve as the Chair of the Committee.

### **III. Special Conflict of Interest Rules**

None of the Committee members shall be an employee of ISOC, or a family member of an employee, or receive any compensation from ISOC (i.e., the member shall not receive or accept, directly or indirectly, any consulting, advisory or other compensatory fee from ISOC or its subsidiaries or affiliates, except for that which is incident to serving on the Board or the Committee). Each member shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

### **IV. Meetings**

The Committee shall meet at least once annually or more frequently as circumstances dictate. Any member of the Committee may call a special meeting of the Committee at any time.

### **V. Responsibilities and Duties**

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These duties are intended as a guide, with the understanding that the Board may modify or supplement them as appropriate:

- Review ISOC's compensation philosophies and policies.
- Annually review and approve a list of Disqualified Persons, pursuant to Section 4958 of the Internal Revenue Code of 1986, as amended.
- Obtain and review market data with respect to the compensation and benefits provided by comparable organizations for comparable services to those provided by ISOC's President and other senior executives who constitute "Disqualified Persons" (as defined in Section 4958 of the Internal Revenue Code).
- Annually, review and approve annual performance objectives for the President, evaluate the President's performance against these objectives, and review and approve the President's total compensation, including annual salary and benefits, based on the evaluation, the President's employment contract (if any), and comparable market data.
- Review and approve the total compensation, including annual salary and benefits, for senior executives who constitute Disqualified Persons, based on comparable market data. The President shall provide the Committee with an annual evaluation of the performance of such Disqualified Persons and may make recommendations to the Committee regarding their base salary increases, incentives, and benefits.
- Determine whether ISOC's compensation and benefit plans are



appropriate and comparable to the market and make appropriate recommendations to the Board regarding the need for changes in ISOC's overall compensation structure and benefits programs.

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## **Nominations Committee Charter**

As Adopted June 3, 2017

The Nominations Committee (the "Committee") of the Board of Trustees (the "Board") of The Internet Society ("ISOC") has the responsibilities, duties, and authority described in this Charter.

### **I. Purpose**

The primary purpose of the Committee is the identification of a slate of qualified candidates for consideration and potential election to the Board. The Committee shall not have any powers of the Board.

### **II. Composition**

The Committee shall consist of three (3) to seven (7) Individual Members of ISOC who are appointed by the Board. The Chair of the Committee shall be a Trustee or an Emeritus Trustee who shall be appointed by the Board at the Annual General Meeting. The members of the Committee shall reflect the broad range of members of the Internet community.

### **III. Special Conflict of Interest Rules**

At least two members of the Committee shall not serve in any elected or appointed capacity in ISOC. None of the Committee members may be elected/selected as a Trustee in the year during which they sit on the Committee.

### **IV. Meetings**

The Committee shall hold such meetings as the Chair of the Committee deems necessary. Two or more members of the Committee may call a special meeting of the Committee at any time.

### **V. Responsibilities and Duties**

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These duties are intended as a guide, with the understanding that the Board may modify or supplement them as appropriate:

- Establish procedures for identifying a slate of qualified candidates for consideration and potential election to the Board of Trustees, the slate to be approved by the Board.
- Establish selection criteria for prospective candidates for nomination.
- Advertise the nominations/petition process.
- Pro-actively solicit potential candidates for the nominations process.
- Name a slate of candidates for the member constituencies that are authorized to elect Trustees.
- Oversee the petitions process.
- Monitor the nominations and petitions processes and liaison with the Internet Architecture Board ("IAB") to ensure that an individual is a candidate in no more than one constituency election at the same time.
- Publicly announce the final candidate slate.

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## **Elections Committee Charter**

As Adopted June 3, 2017

The Elections Committee (the "Committee") of the Board of Trustees (the "Board") of The Internet Society ("ISOC") has the responsibilities, duties, and authority described in this Charter.

### **I. Purpose**

The primary purpose of the Committee is to establish the schedule and parameters for annual elections and to oversee the annual selection of Trustees, with the exception of the explicit responsibilities and duties of the Nominations Committee. The Committee shall not have any powers of the Board.

### **II. Composition**

The Chair of the Committee shall be a Trustee or an Emeritus Trustee who shall be appointed by the Board at the Annual General Meeting. In addition to the Chair, the Committee shall consist of at least two (2) Individual Members of ISOC who are appointed by the Board.

### **III. Special Conflict of Interest Rules**

None of the Committee members may be elected/selected as a Trustee in the year during which they sit on the Committee.

## **IV. Meetings**

The Committee shall hold such meetings as the Chair of the Committee deems necessary. Any member of the Committee may call a special meeting of the Committee at any time.

## **V. Responsibilities and Duties**

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These duties are intended as a guide, with the understanding that the Board may modify or supplement them as appropriate:

- Annually propose an overall timetable for Trustee elections to the Board, to be approved by the Board.
- Establish procedures for electing/appointing Trustees, to be approved by the Board.
- Post ballots to the member constituencies authorized to elect Trustees.
- Monitor the counting of ballots and certify the results of the Member voting by constituency.
- Monitor any challenge period and manage any election challenge according to procedures established by the Board.
- Liaison with the IAB to receive any Trustees appointed by the Internet Engineering Task Force ("IETF").
- Publicly announce the results of the Member election and appointment by the IETF.
- Report the results of the election to the Board at the Annual General Meeting of the Board.

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## **Governance Committee Charter**

As Adopted June 3, 2017

The ISOC Governance Committee ("the Committee") of the Board of Trustees (the "Board") of The Internet Society ("ISOC") has the responsibilities, duties, and authority described in this Charter.

### **I. Purpose**

The purpose of the Committee is to help ensure that the Board governance system of ISOC performs well and in a manner consistent with ISOC's governing documents and policies; to review and recommend changes to ISOC's governing documents as appropriate and oversee implementation of such changes; and to aid in the governance of ISOC by addressing

other general governance issues of the Board.

## **II. Composition**

The Committee shall consist of a set Trustees appointed by the Board. The President shall serve as ex officio member of the Committee. Only voting Trustees can vote in the Committee, which shall include at least three voting trustees (including ex officio members who are voting Trustees). The Chair of the Committee shall be appointed by the Board.

## **III. Special Conflict of Interest Rules**

None.

## **IV. Meetings**

The Committee shall meet at least annually or more frequently as circumstances dictate.

## **V. Responsibilities and Duties**

The following shall be the principal recurring duties of the Committee in carrying out its responsibilities. These duties are intended as a guide, with the understanding that the Board may modify or supplement them as appropriate:

- Review from time to time the governing documents of ISOC and recommend proposed changes to the Board for approval; oversee implementation of any Board-approved changes in ISOC's governing documents or governance structure.
- Review and make recommendations to the Board from time to time regarding the size of the Board and the Board Committee structure, including the establishment of any new standing, special or other committees of the Board and any new Board-appointed committees, advisory councils or other bodies as deemed appropriate.
- Recommend to the Board the responsibilities of the Board Committees, including each Committee's structure, operations and authority to delegate to subcommittees.
- Review and recommend to the Board policies or revisions to policies for the corporate governance of ISOC which are informed by best practices to improve ISOC operations in support of its mission.
- Coordinate and oversee the annual self-evaluation of the role and performance of the Board and Board Committees; make recommendations to the Board and Board Committees based on feedback from such evaluation.
- Oversee, coordinate, and delegate to management appropriate responsibilities relating to the orientation, training and mentoring of new Trustees and the continuing education and training of existing

Trustees, which training shall include the appropriate delineation of the role of the Board and the role of management.