

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.

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.
- Oversee ISOC's Compliance Committee, a committee composed of

representatives of ISOC's senior management team.

- 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.