

Internet Society Board of Trustees Meeting #187

Governance Committee Report –Charles Mok

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Charles Mok: With this part of the agenda I'm going to give the Governance Committee report. Essentially we're going to be talking about the amendments that we are recommending for the Governance Committee charter and also the NomCom charter. We are recommending the board to adopt the amendments to the charters of both of the committees I mentioned, and in the board effect you will see a memo that outlined those changes, and the reason the committee is proposing these changes.

I'll quickly go over them because it's an open session. I'm not sure whether the memo has been also circulated, but, it is pretty straightforward.

For the NomCom, basically we will remove a clause that mentions that the slate for the election will be approved by the board, and replace it with the full set of nominations will be shared with the board for information and feedback. Basically this is what's happening currently, and in the recent past, and the board actually do not approve the slate. In general, if there's any feedback or discussion that the board would like to provide to the NomCom, we will do that. Basically we're trying to make sure that the charter for the NomCom reflects the actual way that things have been conducted.

There are a number of small clarity changes that I wouldn't go into, but basically just the wording and the punctuations and so on, to make sure that they're more clear. Besides that, we also have a change for the Governance Committee charter.

Ted Hardie: Before you go off that, I actually have a question.

Charles Mok: Oh, okay. Sure.

Ted Hardie: One of the changes here is liaison with the Internet Architecture Board to ensure that an individual is a candidate in no more than one constituency election at the same time.

The way our rules are currently written, the IAB makes their selection by a process of their own choosing, we don't actually write it in our system. So, the only thing that we would be able to do at this point is to say, here's our set of candidates. Is there an overlap, since the candidates are public in the IETF nominations committee process.

I don't think we actually need a liaison to get that data, it's all on the Datatracker, and you can look at it on the IETF nominations page, so I'm not sure this is needed.

Charles Mok: Which is needed?

Ted Hardie: If I look at the redline in 5...

Charles Mok: oh, okay.

Ted Hardie: ...responsibility, it says, liaison with the Internet Architecture Board to ensure that an individual is a candidate in no more than one constituency election at the same time.

We can't tell them not to consider somebody who's in our process, because of the way it's structured in the Bylaws. We can, however, say we won't consider somebody if they are in the IAB pool for the IETF NomCom process, but we don't need to liaison with them to discern that because it's a public list, so I don't think this is actually needed.

And I see I have Brian and Barry.

Charles Mok: Yeah, maybe we'll hear from Barry and Brian, might be on about the same point.

Brian Haberman: Yeah two things for me. One, in response to Ted, the only thing the liaison would be able to do would be to get the information a little bit earlier, before it's made public, but that's like days. It's not that big of a deal. Like you were saying, I think we could have an agreement with them as to how we would handle overlaps, but that's relatively simple.

The question I actually wanted to ask is, first redline in here, in section 5, where you say, this is not the practice, so taking it out makes it aligned with the practice. The other way to do that is to actually align the practice with what the charter says. Did the committee consider that approach, as opposed to changing the charter text itself?

Charles Mok: You mean, for the board to actually approve?

Brian Haberman: Yes.

Charles Mok: Okay.

Brian Haberman: I'm just curious if the committee discussed it.

Charles Mok: I don't think we specifically discussed it, because that is not the way that it has been, as I said, conducted in recent past, because basically the board would provide the feedback if there is any, and normally there hasn't been. A part of it is also probably because, if we do approve it, that means we will probably have to have a resolution at the board, and so on.

I'm not sure we didn't discuss it, but I'm not sure if that is proper, or the uptick of it would be proper, because that would mean that like the board is approving a slate of candidates rather than at the NomCom level.

Ted?

Ted Hardie: If I understand this correctly, the procedures don't actually say that the board will do it, but the charter said they will liaise with the board to do it, so this is actually aligning the charter with the way the procedures are currently written. So, it wouldn't be the case that we would be able to just, continue to do this, we'd have to go and update the procedures to align with this.

Brian Haberman: That's where I was going with the question. Did the committee consider that you could make edits to the procedures to align with the charter, or make the opposite?

I don't think one way or the other is all that material. I was just curious whether or not.

Ted Hardie: I think this is the simpler pattern.

Caleb Ogundele: I'm about to leave for a quick meeting now, and I already asked Ted to quickly just make my intervention before I leave.

Okay, go ahead then.

I do have a bit of issue with the proposal that the full NomCom list be shared with the entire board. Why do I have an issue with that? There has been this conversation, even at the level of Compensation Committee, about privacy of people who apply, for rules and things like that. I also feel the same rule applies here. The reason also is that, if the full list is shared with the entire board, for example, if a board member is having a second term interest, and then the NomComs share the entire full list, it gives that board member an advantage ahead of time, and there is also a likely possibility that they might have powers to even influence who their competitors could likely be, on the slate.

Caleb Ogundele: So, I just see that leaving that discretion to the work of NomCom, which is not for secrecy or anything, still gives them the independence to make the best judgment and the best decisions that they can make within the confines of NomCom, without sharing that list.

When they are done, one of the things we did at NPOC was that, when we are done with our own NomCom committee work, we shared the entire list with the board about those who qualify for the slate, not the entire list of those who applied. It should just be the list of those who the NomCom thinks they qualify for the role.

So, I have something now, but you can go ahead. I will catch up with the answers.

Charles Mok: I think that point is partly to respond to what Brian mentioned. From the perspective of the NomCom, probably they would want as little interference, if I can use that word, as possible. So, I guess I take that as partly a response to what Brian has brought up. Barry?

Barry Leiba: Yeah, I think I agree with what Caleb just said. I don't see the value of having the NomCom share the full list of applicants with the board, only the ones that they've selected.

But, to the other one, I see some value in having the liaison be able to talk to the IAB and say, before anything becomes public, this person who's put their name in has also put their name in on our side, let's talk to him and find out which side he really wants to run on.

The point of this isn't to say that they can't pick the same person, it's to say that they can't consider the same person, and I think that's where this was intended to go. We don't want someone being considered by our NomCom and considered by the IAB at the same time, regardless of whether they're selected,

Ted Hardie: Because of the way that the procedures are written, we can say, we will choose not to consider somebody who is putting themselves forward in another process. We cannot say what they do. But, we can liaise with that. That's the point.

What I'm pointing out here is that comes across as us trying to influence them, because we are saying this person is in both processes, and we want them to choose the way to do this, that doesn't create that situation of apparent influence is to say, if the person is in the public list of nominees, then our NomCom will take it into account. They won't be considered by our NomCom.

We can make that clear to people that, if you are being considered in the IETF side, you won't be considered by our NomCom, because we prefer people not to be in both, but we can't actually cause them to do it. We can do it ourselves through that process, but we don't need a liaison for that.

We can introduce a liaison to say, just FYI, we took this person out of our list because he's in your list. But, I don't see that's very useful. And, because their list is entirely public in the first place, this adds a coordination step that I don't think we actually need.

Personal comment, obviously.

Brian Haberman: And just to even add on to that, Ted. Our process is staggered after theirs anyways, I think we're in pretty good shape.

Charles Mok: I actually think that Ted brought up a good point, because the liaison with IAB does imply that we are trying to ask them to make a decision one way or another.

Having worked on other NomCom, typically the situation where one candidate may apply for two positions, or the same position from two different constituencies, would be to first to ask the person to choose, and make sure that they choose only one.

Maybe we would probably be better off changing the language to reflect that.

Our NomCom would be asking the person who happened to be, let's say, applying for one of our positions on the two constituents, and at the same time with IAB, IETF, to ask him or her to choose, rather than the language here, which would be implying that we are interfering with IAB.

Ted ?

Ted Hardie: Again, I think the question we have to ask ourselves is, how is it that this liaison influences the IAB selection process, because our process is not supposed to influence their selection process. It's completely independent.

And so, I think introducing something that's meant to influence their process by saying we want you to go to this candidate with us, and have them choose, is somewhat problematic. There maybe a way of drafting this to say that, if somebody presents a nomination to us, and we see that they have already been nominated by the other

process, we'll notify them that they will not be considered in ours because they're in the other one, unless they notify us that they have dropped the other.

it doesn't liaison with IAB, it gets what you want, but it's a discussion between us and the candidate.

Charles Mok: Yes. What I was saying.

Ted Hardie: Okay, I misunderstood you then, because it sounded like you wanted us to tell the IAB.

Charles Mok: No. That's exactly what I'm not saying. I'm saying that it would be better, by having worked with other NomCom, that they would first ask the candidate, you're not supposed to apply for two positions, or you're not supposed to do this, and so, are you aware of that? And ask the candidate to make a choice rather than...

Ted Hardie: It would only be after we have made this update, that a candidate could know that they weren't supposed to apply for both. Once we have made the update, and they understand that applying for both will result in this conversation. Up until now, as far as I'm aware, there was absolutely nothing to prevent you from putting your hat in the ring from both directions, and there were people who probably did that.

If you want to make this change, we have to make it entirely within the process that's in our own procedures.

Sagarika Wickramasekera: I totally agree with Ted, because, in my perspective, NomCom is an independent body from the ISOC, so even the liaison cannot influence that. We are dealing with the candidate and the NomCom. It should be typically impartial to the IAB or IETF, whatever it is, so we should act independent.

Laura Thomson: Laura?

I was a person who was in this situation, so I can talk about how it worked in practice, which was exactly what we are now proposing, which is that the chair of the NomCom called me and said, which one do you want to do? Yeah, please don't do both. because it means two lots of interviews and more bureaucracy, which is really the reason to not do it, frankly.

Laura Thomson: So, I think formalizing that would be a good idea.

Russ Housley: Russ?

Ted Hardie: I know that this has happened before, having been on the IAB, that we had candidates proceeding down both tracks. Different years, it's been worked out different

ways, and do we really need to prevent it, as long as we don't both select the same person.

There's a race condition here, because of the way the announcements work. What Laura was just saying is if both of them have to interview them and then change their positioning in this based on coordination, that's more complicated than simply ruling it out.

Ted Hardie: If you simply rule it out, it's simpler to do, and it functionally means that one of the selection criteria in here would be that you not be a candidate for selection by some other process.

There is a corner case here -- Yay, corner cases. Isn't engineering fun? -- and that is the one thing that this doesn't discuss, is the corner case where the the board makes its own selection. Because, we rarely exercise that. In fact, Funke is the only person, as far as I'm aware, that's ever been selected for the board under that process. So, the fact that this doesn't deal with it doesn't give me much agitas, but I will point out that there is that risk.

Charles Mok: It's also a question of fairness. We don't want to create the situations that, if not allow, encourages people to go for as many categories as possible for one particular election.

So, I think the suggestion here for the Governance Committee to consider putting in some sort of guideline to the NomCom, to make sure that each candidate would be applying, for each cycle, one position might be something that we should be considering, because, right now, I'm just finding out that, okay, we're talking about race conditions between the IAB candidate and the candidate from the other categories.

There's nothing to prevent, at the moment, someone from going for, let's say, Chapters and OM at the same time, which I would consider to be a similar situation, if we are going to be putting an advice to the potential candidate to choose one category only.

So, that might be something that we, at the Governance Committee would need to consider to put in for future, if there is going to be fair for all the three categories.

Ted Hardie: Respectfully, I disagree. We actually do have candidates that can apply under both for very legitimate reasons. We have people who have been strong members of particular Organizational Members, who are also very strong in the Chapter community. This has happened in the past, for example, from Japan.

I believe Hiroshi was first put up by the chapters and then by an organizational member.

Charles Mok: In the same cycle in the same year?

Ted Hardie: I'm not sure, but I will point out that what happens in that case is the NomCom decides where to put it. It is not the case that there are two processes because it's the same NomCom for Chapter and Org, and they can say to themselves, okay, we've read both, we're going to interview him, but the only slate we're going to consider him for after the interview is this one or that one, because the NomCom, at its discretion, can decide whether they go for zero or one. You don't actually need to formalize it, because in that particular case, the same body is making the decision.

I think that's different from the case that we were talking about before, where the issue is that two different bodies are making the decision, and you have the truly pessimist outcome that they both pick the same person, and we now have just Laura, and we are now missing either an IAB person or an OMAC person, because there's only one voting trustee where there are two slots. That won't happen with a NomCom, because the NomCom itself can prevent that by making the appropriate decision. Now, realistically, if you put yourself in for both, you'd have to have a very strong reason to be a good candidate for both before you'd be considered.

But it has happened, and I don't think we want to rule it out. We just need to be aware that it's then incumbent on the NomCom to sort it out.

Charles Mok: Yes, but I think what we might need to rule out is that the same person end up on the slate for both, let's say, both chapter and organizational members.

But, in any case, I think this is something that we are not going to resolve at this meeting, and the Board, we have to take it back to all the comments, including Ted and everybody's analysis, or back to the Governance Committee, to decide whether or not for this particular NomCom revision, if we're not going to be approving it at this meeting, then we'll have to go back and reword it, or take into consideration to see whether or not we'll change it, and so on, or change it in a different way and bring it back to the board.

These are all good comments, but probably we're not trying to get to the bottom of it in this meeting anyway.

Ted Hardie: Okay. I see Ilona in the queue

Ilona Levine: just to ask the clarifying question, Ted.

The original charter has monitor denominations and petition process. If we address all of that, and then the guidelines, is that going to take care of the petition process, or do we need to also include something for the petition process?

Ted Hardie: That's an awfully good point.

Victor, you're in queue.

Victor Kuarsingh: I had two points and that was one of them, so I'm glad we're thinking of it, because I wasn't sure about that. I was like, well, what's going to happen? Because someone could say, why am I not being considered? Because they won't necessarily know that A, they were in the other one. Although...

Back to the first point. I agree, Ted, with what you had said earlier. I think we need to take that is that we can't influence the IETF's process. It's designed to be separate, but I think, because of timing, like you said, it can be considered in terms of, . Is that because the ISOC NomCom can consider that fact. Okay, that person is in there.

And, like you said, it's a public list. You can see who's up and who's not, and that could be part of the consideration, so I get that. I think trying to overly influence it breaks the intention of why it was separate in the first place.

I do see your point that, if it comes from the chapters and organization members, that's different, because it is a common body that can wade through that and deal with it.

The only thing, as I reason through what you were saying, or the points, was the petition process. Can someone petition, and would it be valid to adjudicate that petition, because they're already considered the other. But. Then again, they wouldn't know they were selected or not selected by the time.

I don't know. It's complicated.

Ted Hardie: Yeah. So the complicating thing here is if somebody petitions for both, right? I think if somebody finds themselves in the election, and petitions for the other position, then the other body is likely to go, that's a bit odd, no, don't do that. But, if somebody petitioned for both and somehow ended up on the slate for both as a result of the petition, you'd end up in this silly state where they could theoretically be standing for each election as a result of the petition process. So, I agree that needs to be resolved.

Charles Mok: Yeah, I think we do.

Ted Hardie: And I think that answers the question I was about to ask you from the chair, which was do you want some time to try and get your committee together and work it out this weekend...

Charles Mok: Yeah.

Ted Hardie: ...and come back, or do you want to do this later?

And I think that's a complicated enough question that probably it needs later.

Charles Mok: Yes. I think we need some time. I'm not sure whether or not we can get it in a day, before the end of the next meeting, to come to... because, especially with the petition issue, it's probably pretty complicated and the change might be more drastic than we had anticipated before, because either that there would be another process for the NomCom to vet, or to finally vet again the petition result.

Otherwise, we could end up with what you're saying, some particular possibility of some somebody, through petition, in both slates, to be a candidate in the end for both.

Ted Hardie: They could wind up in all three.

Charles Mok: Yeah.

Ted Hardie: But there's no rush for this.

This can't apply this cycle, anyway..

Charles Mok: Yeah. There's no rush for this. The slate for this year is finalized, so there's no rush for it.

It probably is better for us to go back and visit it, and try to think of all the potential possible scenarios and loopholes, before we bring it back to the board.

Ted Hardie: Okay. Is there anything else from the Governance Committee we need to...

Charles Mok: There's also a change on the Governance Committee charter, basically to say that we will provide the guideline that we provide to NomCom to be sent also to the IAB to inform them, because...

Basically we normally would provide to the NomCom some directions as to the kind of profile, or geographic preferences and so on, of the candidates that we like to see for coming through the NomCom, so we thought that it would be a good idea to also provide the same guideline to IAB, to inform them of the thinking of the Governance Committee for the ISOC board, on behalf of the ISOC board, so that they could take consideration of our consideration, but, of course, we also are very aware that what we are saying that to them, what we are providing to them, does not in any way obligate them to take our advice. They're still totally independent in their selection.

That's the only clause that we put into the Governance Committee charter to enable us to provide them the same advice.

Ted Hardie: And just to be clear, I don't think this has the same issue at all, because there's a process on the IAB side to take advice about the candidates, and taking advantage of their process to send it is fine by me.

If there's an issue in the future where they change their process to stop taking advice, we would run into an issue, but that's some other Governance Committee's issue.

Russ, you disagree?

Russ Housley: Yes. I just think we need to clearly mark it as this is what our nominating committee is using just for your information.

As long as it's clearly marked...

Ted Hardie: The actual text says it's for their information.

Russ Housley: Okay, good.

Ted Hardie: It says, to the IAB to inform their work.

Do you want to read the resolution?

Charles Mok: I think our resolution would be somewhat altered. The proposed resolution 2025-X is that approval of the amendments to the Governance Committee Charter.

Whereas the Governance Committee recommends the amending the Governance Committee Charter to ensure that the Governance committee broadly distribute the guidelines to the Nomination Committee. This one. Actually this one, the second paragraph and the third paragraph, I say..

Ted Hardie: Let me suggest. Given an interest of time, that we bring this back and take this...

Charles Mok: Yeah. Probably bring it back because the wording has to be changed. Yeah.

Ted Hardie: I think this will be a fairly simple change, but we probably don't want to do it on the fly.

Charles Mok: We can do it in the afternoon.

Ted Hardie: And if you can just send the updated text to Lauren we'll take it as an AOB later in the meeting.