SESSION IV:
Membership and Governance Structure

Membership, Roles and Responsibilities

Session Objectives

➢ The session will aim to create a discussion on the membership and governance structure of the stakeholders in the new IXP organization

➢ Ensuring that the stakeholders agree on who can join the membership, their roles and responsibilities

➢ Objective is to constitute volunteers to oversee the establishment of the IXP organization and legal aspects

➢ Fund raising and potential international community support options.

MEMBERSHIP & BOARD COMPOSITION

Founding Members

➢ These are the organizations/individuals that will be involved in the establishment of the IXP

➢ They play a significant role in visioning the IXP and in some situations are recognized in the Constitution

➢ The founding members organizations constitute the base membership category for the IXP

Members and Membership categories

➢ Historically ISPs/operators have been the founding members in most IXPs

➢ The evolution of the Internet has seen the emergence of non-traditional ISPs/operators as key players in the Internet ecosystem such as ccTLDs, Content Providers, E-Governments Services, etc

➢ This has resulted in the diversification of the IXP Members and Membership categories

➢ In fact most of the IXPs in Europe have reviewed their constitutions to allow non-traditional "ISP" members to join the IXP organization

Board Composition

➢ Most established IXPs nominate members through a transparent process to sit on the IXP organizations' Board

➢ As a 'best practice' guideline, Boards need to periodically review their size to make sure they are small enough to work effectively as a group, but large enough to contain an appropriate mix of skills and perspectives.

➢ While the data shows that the average non-profit organization board size is 8 directors, there is no ideal size. It is unlikely that very large Boards work effectively or efficiently.

➢ The role of the board is defined by the stakeholders including;
  ▪ Executive vs. non-executive board
  ▪ Term of the board (years and rotation)
  ▪ Size of board, etc

➢ The boards' constitution is fundamental to the establishment of the IXP organization and part of the organizations' constitution

ORGANIZATION STRUCTURE

Organizational Structure

➢ The organizational structure is necessary to support the Governance structure and business model agreed by the stakeholders

➢ The critical positions that need to exist for the success of an IXP are;
- The executive;
- Technical and;
- Finance

➢ There are a number of ways that the positions can be filled without exerting a huge cost burden on the newly formed organization

➢ It is however the responsibility of the board and stakeholders to agree on the appropriate structure for their organization

OPEN DISCUSSIONS

Discussion Task 1: Founding Members

➢ The stakeholders present will be required to agree on the criteria of the founding members
- How does one qualify to become a founding member
- Procedure to invite founding members to the IXP establishment process

➢ The stakeholders are tasked to propose the joining procedure for the founding members;
- Method to formally nominate a representative from their respective organization to the IXP establishment process
- Method to nominate and alternative representative
- Their contributions to the process (in-kind or cash)

➢ The stakeholders should also set the period for accepting founding members.
- The expiration of the invitations to potential founding members should they fail to respond as requested

Discussion Task 2:
Members and Membership Categories

➢ Stakeholders will be required to discuss and conclude through mutual consensus on;

- The description of a member and organizations or individuals that qualify to apply for membership with the IXP organization

- Should there be separate membership categories such as full membership and associate membership. In such a case the criteria for associate membership should be proposed and considered.

- Propose the criteria for associate membership

- Develop the membership joining

Discussion Task 3:
Board Composition

➢ The board size

➢ Executive or non-executive board

➢ Term of the board

➢ When the board comes into effect

➢ General Assembly

➢ Financial Year

➢ Etc

Discussion Task 4: Organizational Structure

➤ Board Committees

➤ The Executive Role

➤ The Technical Function

➤ Finance and Admin Function

Acknowledgement and Attribution

This presentation contains content and information originally developed and maintained by the following organisation(s) and provided for the African Union AXIS Project

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