

# Terms of reference for INX-ZA committee members

## 1. Introduction

ISPA has operated Internet exchanges in South Africa since 1996. Decisions about the operation of the exchanges have historically been made by ISPA's Management Committee, supported by an INX working group. Since 2013, ISPA has made use of the "INX-ZA" brand and identity to differentiate the INX activities of the association from other ISPA activities. Organisationally, INX-ZA is a project of ISPA and has no corporate identity of its own.

ISPA intends to establish an *INX Committee* which will be responsible for the oversight of ISPA's Internet exchanges. It is intended that the exchange points remain ISPA projects, but will operate with high levels of independence. ISPA's exchange points must be operated for the good of the Internet community, and there must be a high level of consultation with the users of the exchange points.

## 2. INX user meeting

At least one general meeting of the users of ISPA's exchanges will be convened each calendar year. During this meeting, an INX Committee will be elected to serve until the following general meeting.

Each user of one or more of ISPA's exchanges will be entitled to one vote, irrespective of the number of exchanges that user is connected to, or the number of ports used across the exchanges. Users of the exchanges are not required to be members of ISPA in order to vote for members of the INX Committee. ISPA members who do not make use of any exchanges may attend INX user meetings but shall not be entitled to vote for the INX Committee.

## 3. Composition of the INX Committee

The INX Committee shall consist of two ex officio members, as provided for in sections 6 and 7 below, plus no fewer than five persons and no more than seven elected Committee members. The elected Committee members shall be elected at an annual INX user meeting for terms that expire at the following annual INX user meeting. All members of the INX Committee must represent the interests of all users of the exchanges. The elected Committee members must choose one of their number to serve as Chairperson of the INX Committee. Members of the Committee serve on a volunteer basis in their individual capacities.

## 4. Role of the INX Committee

The INX Committee is responsible for executing the functions delegated to it by ISPA's Board of Directors. This includes overseeing the operation of the INXes and developing INX policies. The INX Committee must develop the exchanges in the interests of users of the exchanges, ISPA, and the Internet community.

The INX Committee is required to consult with INX users when developing policies. Specific policy functions of the INX Committee include:

- Determining appropriate policies for users of the exchanges.
- Advising on services which are provided to users of the exchanges.

The INX Committee is also responsible for operational functions, including:

- Determining an annual budget for the INXes, including a schedule of charges to users of the exchanges, and expected operational costs
- Promoting INX-ZA and the services provided at each of the exchange points.
- Performing an oversight role for staff and service providers.

## 5. INX Committee operating procedures

The INX Committee must hold at least two meetings each year. The agenda for these meetings will be prepared by the INX Manager, and members of the Committee will be entitled to request that any matters of relevant to the operation of the exchanges be added to the meeting agenda.

The INX Committee will also have a mailing list which will be used for ongoing discussion of INX matters. The Committee may make decisions via “round robin” email without necessarily convening a meeting.

The INX Committee should establish its own additional operating procedures, as required, in consultation with INX Users and ISPA’s Board. These procedures must include a framework for dealing with any conflicts of interests of Committee members that may arise. The INX Committee should operate on a transparent basis.

## 6. INX Manager role

The role of the INX Manager is to execute the operational plan provided by the INX Committee, and to oversee the day-to-day operation of the exchanges. The INX Manager is an ex-officio member of the INX Committee. The INX Manager reports to the Chairperson of the INX Committee.

## 7. ISPA Board role

The INX Committee is intended to operate as independently as possible, and to achieve this, the ISPA Board of Directors delegates the responsibility for the operation of the INXes and the development of INX policy to the INX Committee, as detailed above. However, the INXes and INX-ZA are projects of ISPA, and hence ISPA must continue to exercise high-level oversight through ISPA’s Board of Directors.

The oversight will include:

- The appointment of an ISPA Director as an ex officio INX Committee member who shall report back to the ISPA Board on the activities of the INX Committee and who shall serve as the primary liaison person between the Board and the INX Committee.
- Fiduciary approval of the annual INX budget prepared by the INX Committee. Should ISPA’s Board not approve the budget, it must be referred back to the INX Committee for further review.
- All INX financial transactions will be subject to the same oversight, controls and reporting requirements as any other ISPA financial transactions.
- Approval of any long-term contracts or agreements into which the INX Committee wishes ISPA to enter.
- The right of ISPA’s Board to dissolve the INX Committee under exceptional circumstances and to reconstitute it through a new election. Such steps will only be taken if the INX Committee is dysfunctional, or if the overall direction taken by the INX Committee threatens ISPA’s sustainability, operations or reputation.

ISPA will provide administrative support for the INX Committee as is required for the Committee to operate effectively.

## 8. Changes to these Terms of Reference

ISPA’s Board shall have the sole discretion to amend these Terms of Reference. The INX Committee may recommend changes to these Terms of Reference to ISPA, and such recommendations must be duly considered by the Board.