

Charter for the Governance Committee

1.0 Purpose

The Governance Committee is established to advance the ARIN Board's effectiveness and continuing development efforts. The Governance Committee shall only be delegated the powers and authority, if any, from the Board as specified below; and for any other work or matters requested by the Board, the Governance Committee will work to refer any actions or information for consideration by the Board.

2.0 Composition of the Committee

The Committee shall consist of at least three elected members from the Board of Trustees, with one appointed as the Committee Chair. The Chair shall appoint a Vice Chair from the members of the Governance Committee. The President shall serve as a non-voting, ex-officio member of the Committee.

The duties of the Committee Chair include the following:

- prepare for and facilitate committee meetings, including working with staff to shape meeting agendas,
- able to run a meeting, to time, and bring a group to a consensus,
- able to draw on colleagues' skills and abilities,
- able to deploy people management skills to handle different people and personalities,
- manage the strong versus the quiet, gathering input from all,
- able to establish and maintain a good working relationship with the Board Chair,
- mentor and guide the Vice Chair, and
- act as subject matter expert and/or offer technical skills related to the committee's mandate.

The duties of the Committee Vice Chair include the following:

- work with the Committee Chair to further develop skills in
 - identifying and implementing Committee workflows, and
 - chairing meetings,
- lead Committee projects as needed,
- co-author the end of year Committee Report, and
- in any instance where the Chair is unavailable or the position becomes vacant, the Vice Chair will serve.

The Board of Trustees, at its first business meeting of each calendar year, shall appoint the members of the Committee. Members may serve successive one-year terms if they continue to meet the selection criteria. Vacancies on the Committee during a term shall be filled in the same manner as the regular selection process.

When requested, the General Counsel provides advice to the Governance Committee.

3.0 Scope of Responsibilities

The Committee has responsibilities in two overall areas: (1) Board Effectiveness and (2) Board Development. The Committee, in order to fulfill these responsibilities, shall undertake the completion of certain deliverables as specified below as well as any deliverables that the Board may assign or delegate to the Committee.

At the end of each year, the Governance Committee shall review its Charter and its performance as a Board committee. Any recommendations from this review shall be reported to the Board in December of each year for its consideration.

3.1 Board Effectiveness Responsibilities

The Committee shall:

1. Annually review ARIN Board of Trustee procedures and recommend to the Board policies and processes designed to provide for effective and efficient governance by June of each year,
2. Prepare and distribute Board Skills Matrix by December of each year.
3. Annually review the ARIN Election Process and provide proposed updates, if any, to the Board by December of each year,
4. Annually review the ARIN Code of Conduct document and provide proposed updates, if any, to the Board by October of each year.

3.2 Board Development Responsibilities

The Committee shall:

1. Prepare a Board development and training plan for the year, to be recommended to the Board in February of each year, to include specific required training and development opportunities for each Board member as well as resources made available to each member of the Board. In the fourth quarter of each year, review the effectiveness of the development and training plan and include a report on the results of the assessment in the end-of-year Committee Report.
2. With input from the Board, annually develop a list of selection criteria and competencies needed on the Board. Such criteria shall include knowledge, experience, skills, expertise, and diversity which enhance the Board's ability to manage and direct the affairs and business of ARIN, including the ability of committees to fulfill their duties. This list is to be completed by February of each year.
3. Develop a proposed succession plan for the Board and key leadership roles on the Board and its committees, with any proposed updates to the plan available for presentation to and adoption by the Board in August of each year after the Committee's review in the first half of the year.

4. At least every two years conduct a Board self-evaluation to measure the Board's effectiveness and to identify areas for improvement and present the evaluation results and recommendations to the Board in October of the applicable year.
5. Prepare and draft for recommendation to the Board the Board Guidance Letter, as called for in the ARIN Election Process, by the end of the first quarter of each year.

3.3 Reporting Responsibilities

The Committee shall:

1. Report at least quarterly to the board about committee activities, issues, and related recommendations. Prepare a comprehensive end-of-year Committee Report to be submitted to the Board by December of each year.
2. Review any other reports ARIN issues that relate to committee responsibilities.

4.0 Committee Logistics

The Committee will meet at least quarterly. With support from staff the Committee chair will develop an agenda in advance of each meeting. Meeting minutes will include an attendance record and a report of Committee discussions with documented actions, recommendations, and decisions. These minutes will be completed, reviewed, and posted no more than three weeks following the meeting.