

## **Charter for the Risk & Cybersecurity Committee (RCSC)**

### **1.0. Purpose**

The Risk & Cybersecurity Committee (RCSC) is responsible for assisting the ARIN Board of Trustees in overseeing organizational risk management, cybersecurity strategy, and risk mitigation efforts. The Committee reviews strategic, operational, and cybersecurity risks and provides recommendations so that ARIN remains resilient and prepared to address potential challenges. The RCSC refers actions or information requiring further consideration to the Board, as needed.

### **2.0. Composition of the Committee**

The Committee shall consist of three members from the Board of Trustees, with one designated as the Committee Chair, and another trustee member of the Committee selected by the Committee Chair shall serve as the Vice Chair. The CEO will serve as a non-voting, ex-officio member of the Committee. The senior-most ARIN employee responsible for risk management and information security will act as liaison in an advisory capacity. The General Counsel will provide advisory support upon the Committee's request.

The expectations 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, managing the strong versus the quiet, gathering input from all,
- able to establish and maintain a good working relationship with the Board Chair
- 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
- in any instance where the Chair is unavailable or the position becomes vacant, the Vice Chair will serve.

The Board of Trustees shall appoint Committee members annually at its first business meeting of the calendar year. Members may serve successive one-year terms if reappointed. Any vacancies during the term will be filled through the standard appointment process.

### **3.0. Scope of Responsibilities**

The Committee focuses on three core areas: Risk Management, Cybersecurity Oversight, and Reporting.

At the end of each year, the Committee shall review its charter and its performance as a Board committee. Any recommendations from this review shall be reported to the full Board for their consideration.

#### **3.1. Risk Management Responsibilities**

1. Oversee the identification, assessment, and mitigation of ARIN's strategic and operational risks, including emerging risks from economic, societal, regulatory, environmental, geo-political, and technological developments.
2. Providing oversight of ARIN's Risk Register, reviewing it quarterly and recommending mitigation improvements to the Board.
3. Conduct two in-depth reviews each year into ARIN's long-term risk profile and report any strategic recommendations to the Board.
4. Conduct special investigations into risks as needed, including fraud or emerging statutory obligations.
5. Review ARIN's director and officer insurance program annually, ensuring adequate coverage.

#### **3.2. Cybersecurity Oversight Responsibilities**

1. Oversee ARIN's cybersecurity posture, ensuring robust policies, controls, and compliance with external standards and audits.
2. Provide an annual cybersecurity risk assessment report to the Board, summarizing major risks, controls, and compliance findings.
3. Review ARIN's Technical Debt Report annually and provide recommendations for addressing key technical risks.
4. Evaluate ARIN's cybersecurity insurance policies annually to confirm adequate coverage.

### **3.3 Reporting Responsibilities**

1. Report quarterly to the board on Committee activities, issues, and recommendations including:
  - Updates on ARIN's Risk Register and mitigation efforts.
  - Progress in addressing key cybersecurity risks.
2. Annually present a comprehensive review of ARIN's long-term risk profile and cybersecurity assessment to the Board.
3. Review and advise on any other reports issued by ARIN that pertain to the Committee's responsibilities.

### **4.0 Committee Logistics**

The Committee will meet at least quarterly. The Chair, with staff support, will prepare an agenda in advance of each meeting. The Committee will contemporaneously document each meeting and any written actions undertaken in meeting minutes. Non-confidential minutes will be made available to all Board members.