

FAQ Appendix – Consultation on Elections and Communications

The community clearly communicated that there was a need for robust policies that ensured board independence, transparency, and impartiality. The proposed changes were designed to ensure that this was achieved in both perception and reality. This has resulted in safeguards that have been codified, clarified, added, and strengthened.

What was the rationale for the changes in the Nomination Review process?

The GWG used two independent reports commissioned by ARIN in 2010 and 2018 that analyzed the Nomination Committee (NomCom) review process.

The proposed approach would emulate the evaluation method used by the American Bar Association's (ABA) Standing Committee on the Federal Judiciary in selecting federal judges, as recommended by the independent reports.

This method employs a tripartite rating system with specific criterion used by the Committee for the purpose of assigning each candidate a qualification rating of either "Well Qualified", "Qualified", or "Qualifications not Demonstrated."

Under our modified ABA model, all qualified candidates are added to the slate with each candidate's qualification rating identified.

To merit a rating of "Well Qualified," the prospective candidate will have met the "Highly Recommended" and "Recommended" attributes set out in the Board Guidance Letter. The "Well Qualified" rating also indicates that the NomCom believes that the prospective candidate is very capable of performing all the duties and responsibilities required.

The rating of "Qualified" means that the prospective candidate will have met some of the "Highly Recommended" and "Recommended" attributes set out in the Board Guidance Letter, and that the NomCom believes that the prospective candidate can perform all the duties and responsibilities required.

When a prospective candidate is classified as "Qualifications not Demonstrated", the NomCom has determined that the prospective candidate does not meet the "Highly Recommended" and "Recommended" attributes set out in the Board Guidance Letter, but the candidate is added to the slate.

How will the changes in the Nomination Review process affect the Board of Trustees Guidance Letter to the Nomination Committee (NomCom)?

The Board of Trustees Guidance Letter to the NomCom defines the attributes that the Board feels are required to fulfil either a Trustee role or an Advisory Council role. It remains an important part of the process.

The ARIN region covers over 370 million people inhabiting 29 countries and territories with a combined GDP exceeding USD 20 trillion. ARIN's stewardship of IP number resources has a significant global impact. The Board is very aware of this responsibility. The Guidance letter provides the fiduciary safeguards the community would expect

from those who oversee such responsibility. The letter will be modified to accommodate the proposed candidate rating system.

What was the rationale for the changes in the Nomination Committee (NomCom) Selection process?

The community clearly stated a desire for greater consistency in the evaluation process. We feel this can be achieved by not losing institutional and process knowledge between NomCom cycles. The change to two-year terms will provide greater continuity.

What was the rationale for the changes in the Nominations process?

ARIN's active community is relatively small. This raises the possibility of repeatedly cycling through the same individuals to fill vacant seats.

We recognize the need to have overlapping Board skills, and committees with new mandates for constantly evolving challenges. Therefore, we will increasingly need governance candidates with suitable professional competence in related industries to get diversity of thought. This includes new perspectives on finance, cybersecurity, strategy, collaboration, and oversight with demonstrable maturity from non-conventional backgrounds.

This change allows for a broader candidate pool and increases the possibility of greater board independence.

On what grounds would the Nomination Committee be unable to qualify a nominee to serve in an elected role?

Nominees the NomCom is "Unable to Qualify" would not be added to the slate if there exists an objective reason for their inability to serve in an elected role, such as:

- i. unresolvable conflict of interest,
- ii. documented misrepresentation to the committee (i.e., false educational background, misstated professional experience, etc.),
- iii. past documented conviction of a crime of fraud or involving moral turpitude.

What about the petition process?

The petition process would remain for nominees that the NomCom classified as being "Unable to Qualify" and therefore were not added to the slate.