

ARIN BOARD OF TRUSTEES
JANUARY BUSINESS MEETING
Tuesday, 10 January 2017
Los Angeles, CA

DRAFT MINUTES

Attendees:

Paul Andersen, Chair
Aaron Hughes, Vice Chair
John Curran, President & CEO
Timothy Denton, Secretary
Patrick Gilmore, Trustee
Merike Kaeo, Trustee
Bill Sandiford, Treasurer
Bill Woodcock, Trustee

Scribe:

Nate Davis

ARIN Staff:

Nate Davis, COO

ARIN Counsel:

Stephen M. Ryan, Esq.

1. Welcome & Agenda Review. Paul Andersen called the meeting to order at 9:09 a.m. PST. The presence of quorum was noted. He welcomed everyone to the first face-to-face Board meeting of 2017, and welcomed new Board members, Mr. Gilmore and Ms. Kaeo.

Mr. Andersen then turned the meeting over to the President.

2. Elections of Officers.

- A. Chair. The President called for nominations. Tim Denton nominated Paul Andersen. The President asked Paul Andersen if he was willing to serve as Chair. Paul Andersen accepted the nomination. The President called for any further nominations. There were no further nominations. The election was conducted by secret ballot. The COO and Counsel confirmed the unanimous results, and the COO announced Paul Andersen as the elected Chair.

The President turned chairmanship of the meeting over to newly-elected Chair, Paul Andersen.

- B. Vice Chair. The Chair called for nominations. Bill Woodcock nominated Aaron Hughes. The Chair asked Aaron Hughes if he was willing to serve as Vice Chair. Aaron Hughes accepted the nomination. The Chair called for any further nominations. There were no further nominations. The election was conducted by secret ballot. The COO and Counsel confirmed the unanimous results, and the COO announced Aaron Hughes as the elected Vice Chair.
- C. Secretary. The Chair called for nominations. Bill Sandiford nominated Tim Denton. Bill Woodcock nominated Bill Sandiford. Bill Sandiford indicated that he would prefer to serve another year as the Treasurer. The Chair asked Tim Denton if he was willing to serve as Secretary. Tim Denton accepted the nomination. The Chair called for any further

nominations. There were no further nominations. The election was conducted by secret ballot. The COO and Counsel confirmed the results, and the COO announced Tim Denton as the elected Secretary, noting the abstention of Tim Denton.

D. Treasurer. The Chair called for nominations. Aaron Hughes nominated Bill Sandiford. The Chair asked Bill Sandiford if he was willing to serve as Treasurer. Bill Sandiford accepted the nomination. The Chair called for any further nominations. There were no further nominations. The election was conducted by secret ballot. The COO and Counsel confirmed the unanimous results, and the COO announced Bill Sandiford as the elected Treasurer.

3. Adoption of ARIN Board Standing Rules. (Exhibit A) The President reviewed the Board's Standing Rules and the proposed changes. He noted the additional word "regular" to distinguish "meeting" from a "special meeting", which could be called under special circumstances. The President also noted clarifying text with regard to publishing the supporting documents with Board Meeting Minutes.

It was moved by Bill Sandiford, and seconded by Aaron Hughes, that:

"The ARIN Board of Trustees adopts the ARIN Board Standing Rules, as presented."

The Chair called for discussion. Tim Denton asked if ARIN knew if community members read the minutes. The Chair indicated that the community does read the minutes, as he is frequently asked about them.

The motion carried with no objections, all in favor.

4. Approval of the Minutes. (Exhibit B)

It was moved by Aaron Hughes, and seconded by Bill Woodcock, that:

"The ARIN Board of Trustees approves the Minutes of 19 December 2016, as presented."

The Chair called for discussion. There were no comments.

The motion carried with 7 in favor, and with Bill Woodcock abstaining, as he noted that he was not present at the December meeting.

5. Authorization of the Treasurer to Approve Future Commitments. The President provided background to the Board, noting that this motion enables the Treasurer to approve future customary expenses, typically event/meeting deposits and similar expenses, beyond the approved budget timeframe.

It was moved by Bill Sandiford, and seconded by Patrick Gilmore, that:

"The ARIN Board of Trustees authorizes the Treasurer to approve expenses beyond the current approved budget year, as long as they are in the normal course of ARIN's business, are reasonable and customary, and are consistent with the Board's current expenditure guidance."

The Chair noted that this motion is presented annually at the beginning of each year. The Chair called for discussion. There was no further discussion.

The motion carried via roll call, with all voting in favor.

6. ARIN Board Standing Committee Appointments. The Chair led the Board through each Committee and the assignments needing to be made. As he did, the Chair solicited the Trustees input into their desired Committee selections, and answered any related questions regarding responsibilities.

- A. Compensation Committee. One Board member needs to be appointed (in addition to the Chairman and Treasurer)

It was moved by Bill Sandiford, and seconded by Bill Woodcock, that:

"The ARIN Board of Trustees appoints Board Member Aaron Hughes, the Chairman of the Board, and the Treasurer, as members of the ARIN Compensation Committee, with the Chairman of the Board as Chair."

The Chair called for discussion. There was no further discussion.

The motion carried with no objections, all in favor.

- B. Finance Committee. Two Board members need to be appointed (in addition to the Treasurer). (Exhibit C)

It was moved by Patrick Gilmore, and seconded by Merike Kaeo, that:

"The ARIN Board of Trustees accepts the Finance Committee Charter as presented, and appoints Board Members Aaron Hughes, Paul Andersen, and the Treasurer as the members of the ARIN Finance Committee, noting the Treasurer as Chair."

The Chair called for discussion. There was no further discussion.

The motion carried with no objections, all in favor.

- C. Audit Committee. Three Board members need to be appointed (and all must be distinct from Board members serving on the ARIN Finance Committee). (Exhibit D)

It was moved by Aaron Hughes, and seconded by John Curran, that:

"The ARIN Board of Trustees accepts the Audit Committee Charter as presented, and appoints Board Members Merike Kaeo, Patrick Gilmore, and Tim Denton as the members of the ARIN Audit Committee, noting Patrick Gilmore as Chair."

The Chair called for discussion. There was no further discussion.

The motion carried with no objections, all in favor.

- D. ARIN Board Governance Committee. Three Board members need to be appointed.

It was moved by Bill Woodcock, and seconded by John Curran, that:

"The ARIN Board of Trustees appoints Board Members Bill Woodcock, Paul Andersen, and Tim Denton as the members of the ARIN Board Governance Committee, noting Bill Woodcock as Chair."

The Chair called for discussion. There was no further discussion.

The motion carried with no objections, all in favor.

- E. ARIN Mailing List Acceptable Use Policy (AUP) Committee. One Board member and one Advisory Council member need to be appointed.

It was moved by Bill Woodcock, and seconded by Aaron Hughes, that:

“The ARIN Board of Trustees appoints Board Member Patrick Gilmore, and Advisory Council Member Chris Tacit, and General Member Stephen Middleton as the members of the ARIN’s Mailing List Acceptable Use Policy (AUP) Committee noting Patrick Gilmore as Chair.”

The Chair called for discussion. There was no further discussion.

The motion carried with no objections, all in favor.

7. ARIN Board Appointments.

2017 NRO EC Observer. The Board has the option to appoint an ARIN Board Observer to the NRO-EC teleconferences.

It was moved by John Curran, and seconded by Bill Sandiford, that:

“The ARIN Board of Trustees appoints Paul Andersen to serve as the 2017 ARIN Board Observer to the NRO-EC.”

The Chair called for discussion. There was no further discussion.

The motion carried with no objections, all in favor.

8. Non-Disclosure and Conflict of Interest Disclosure Review. Counsel provided an attorney-client privileged brief to the Board. Counsel led the process by briefing the Trustees on the process to make sure the individual disclosure statements that each Trustee had completed were accurate. The Trustees then circulated their confidential disclosure statements to each other, and posed questions to each other during the review process.
9. Directors and Officers Fiduciary Duty Review. (Exhibit E) Counsel provided a briefing on the subject of fiduciary duties to the Board. This included a review by the Trustees’ of their responsibilities in providing oversight of the organization.
10. Review of the 2016 ARIN Fellowship Report. (Exhibit F) The President reviewed the 2016 ARIN Fellowship Report with the Trustees. He noted comments that were received from the surveys. He stated staff makes recommendations based on the comments and that the review takes a fair amount of time to conduct. The President stressed the need to charter the Committee in January, so staff can begin activities immediately.

Bill Woodcock indicated it was a successful effort, but that the indirect goal was to get folks from less active sectors, such as the Caribbean, prepared for running for the Board. Merike Kaeo asked if there had been success with the Fellowship effort in so far as former Fellows were continuing to participate. The President stated that there was, though mainly from the United States and Canada. It was less successful with respect to Fellows from the Caribbean.

Bill Woodcock indicated that the Fellows were likely to be under the impression that it was a one-time opportunity, and that publicizing the change in the rules regarding the fact that they can re-

apply for the Fellowship might help. He believed that ARIN needed to do more to inform the community regarding this change.

The President reviewed key sections of the Committee's Charter. The Chair asked if the criteria were being met, specifically the background of the applicant as delineated in item 3 of the Charter. Bill Sandiford indicated that, in general, the criteria are being met. When reviewing the criteria last year, they were one of many things that were considered.

The Chair suggested that the criteria be reviewed at this time. Bill Woodcock suggested striking the background requirements as well as the criterion of item 1 (domicile of applicant), and of item 7 (preference for new applicants) in the Charter.

Bill Sandiford agreed to striking the criteria in items 3 and 7, but keeping the criterion in item 1. The President noted that staff does not confirm Fellowship selections in the sense of validating that the Fellows are from within the ARIN region. Staff presumes that the Fellowship Committee considers such factors, and accepts those that the Committee selects as Fellows.

The President reviewed additional changes to the Charter, specifically changes to Section 2.4, so that the Selection Committee provides feedback to staff at the end of the year.

The Board considered the changes to the Charter. Discussion ensued with regard to striking the criteria of items 1, 3 and 7. The President noted that in light of the discussion staff will ensure that, in future announcements, past Fellowship recipients are both welcome and encouraged to apply.

It was moved by Aaron Hughes and seconded by the President that:

"The ARIN Board of Trustees accepts the Fellowship Selection Committee Charter as amended by striking items 1, 3, and 7 from the criteria list, and renumbering as appropriate."

The Chair called for discussion. There were no further comments.

The motion carried with no objections, all in favor.

11. 2017 ARIN Fellowship Selection Committee. (Exhibit G) The Chair led the discussion regarding seating the Fellowship Committee. Merike Kaeo solicited input from other Trustees regarding the selection of Committee members.

It was moved by Merike Kaeo, and seconded by Aaron Hughes, that:

"The ARIN Board of Trustees accepts the 2017 Fellowship Selection Committee Charter as amended, and appoints Board Member Merike Kaeo, Advisory Council Member Chris Woodfield, and General members Tina Morris and Marla Azinger as members of the 2017 Fellowship Selection Committee noting Merike Kaeo as Chair."

The Chair called for discussion. There was no further discussion.

The motion carried with no objections, all in favor.

12. Review of the 2016 ARIN Election Report. (Exhibit H) The President reviewed the 2016 ARIN Election Report with the Board, including an update on the voting software, and the change regarding voting contacts.

The President indicated that, while ARIN could continue with the current external election vendor, staff is recommending that ARIN not do so in the long run. Bill Woodcock had concerns regarding the

current software, and he recommended that ARIN not continue the current services. He suggested that election results be contained in a tamper-proof audit bundle (set of election results and supporting data) that could be referenced in the future, if needed.

The Board and the President discussed the strengths and weaknesses of the current election system and its supporting system. Bill Woodcock suggested that staff contract for a solution that is verifiable, digitally signed and independent. There was discussion of vendors with relevant products, but the President pointed out that one of ARIN's difficulties in using external election software was that ARIN had voting contacts who cast ballots for multiple organizations with one ballot pull, and this is rather different than the customary 'weighted' voting support that is typically offered.

The President indicated that staff would come back with a concrete proposal for an election solution. This may include recommendations to election process changes, such as having voting contacts only casting ballots for one organization that they represent at a time. The Chair also asked staff to consider modifying the election rules such that they may allow the use of a more off-the-shelf software package.

The President reviewed the staff recommendations regarding statements of support being limited. Aaron Hughes indicated that ARIN should limit the characters on the Statement of Support, but more importantly, this should be part of a better user-experience/user-interface for the election software.

Patrick Gilmore agreed that interface is important, but also agreed that limiting statements of support would be desired in any case, as other candidates that are listed may be missed, due to overwhelming text.

Merike Kaeo suggested that less material be sent, and that reminders only be sent nearer to when the election takes place, when members can actually act on them. She did not believe that a reminder indicating that an election being held in two weeks helped anyone.

Aaron Hughes indicated that ARIN needed to educate the community, those that nominate and vote, on what makes a good Board and what makes a good Advisory Council (AC) member. Bill Woodcock agreed. There was a suggestion made for Aaron Hughes and Bill Woodcock to draft a recommendation for the Board to review, which led into a general discussion of desirable characteristics of Board members.

Merike Kaeo suggested documenting what the qualifications were for becoming a Board member and an AC member. Bill Sandiford further suggested that it would help to have a job description document for both Board and AC members.

The Chair noted that such a discussion would be very useful; however, it was not directly related to the topic on the table. He asked if the President could bring the discussion forward at a future meeting. The President agreed and stated he would undertake drafting job descriptions for both Board and AC members, and bring those to the Board to review.

The President then reviewed the ARIN Suggestion 2016.14: Non-Incumbent Board of Trustees Candidate Requirement, for the Trustees to consider during their lunch break.

The Chair recessed the meeting for lunch. The Board reconvened following the break.

13. 2017 ARIN Nomination Committee Charter. (Exhibit I) The Chair noted that the one change that had been made (other than changing the year from 2016 to 2017) was the change that added that the Board is to receive feedback from the NomCom Chair. The President reviewed the proposed changes to the Charter. He noted that, per the ARIN Bylaws, there must be an adequate slate of candidates to ensure one additional candidate to the open seat(s), and the Charter includes an upper limit on the slates of twice the number of open seats.

The Chair mentioned that the ARIN Consultation and Suggestion Process (ACSP) suggestion 2016.14, which proposed increasing the number of candidates on the slate given the Board's ability to appoint a Board member, effectively increased the number of incumbents that might be running in an election.

The Board discussed the various strengths and weaknesses of the NomCom process, and the available seats and the number of candidates which should be forwarded to the slate. Discussion ensued with regard to the appropriate number of candidates on the slate that should be forwarded for the election, including several approaches to calculating the number of candidates the NomCom should forward to the slate.

Due to a lengthy discussion regarding candidate slate size, in the interest of time, the Chair stated the discussion would continue after the Legal Update.

The President then reviewed the diversity clause in the Charter with the Board. It was the sense of the Board that the diversity clause was satisfactory.

14. Legal Update. Counsel provided an attorney-client privileged brief to the Board.

After the legal update had been provided, the Chair returned to item 13, with regard to the discussion of the NomCom Charter and the matter of candidate slate size. He presented the proposed changes to the text of the Charter, and reviewed them with the Board:

From,

“The number of candidates presented by the NomCom shall exceed the number of open positions by at least one (1) candidate, and shall include no more than twice the number of candidates as there are open positions.”

To,

“The number of candidates presented by the NomCom for the Board shall

- include a minimum of one (1) non-incumbent candidate
- include a maximum of five (5) candidates

The number of candidates presented by the NomCom for the Advisory Council shall

- exceed the number of open positions by at least one (1) candidate, and
- include no more than twice the number of candidates as there are open positions.”

It was moved by Bill Woodcock, and seconded by Aaron Hughes, that:

“The ARIN Board of Trustees accepts the 2017 Nomination Committee Charter, as revised.”

The Chair called for discussion. There was no further discussion.

The motion carried with no objections, all in favor.

15. ARIN Suggestion 2016.14: Non-Incumbent Board of Trustees Candidate Requirement. (Exhibit J) The Chair noted that this suggestion was addressed by changes to the NomCom Charter, and requested that the President to respond to the suggestion accordingly. The President agreed to do so.

16. ARIN Scope of Services. The President provided background to the Board, explaining that the request for this information came up during the review and finalization of the ARIN Strategic Plan last August. He further indicated that there is no call to action. It was provided for informational purposes with regard to considering strategic topics for discussion at the Board’s workshop next August. The President then asked the Board to consider if there were any items that staff should further research and bring to the Board in August for their consideration.

Merike Kaeo asked, with respect to training, whether such an opportunity existed for doing so with or at NANOG? The Chair explained that NANOG is comprised of individuals versus organizations. Patrick Gilmore, noting that he is on also the NANOG Board, agreed that that difference was significant.

The President mentioned that ARIN and NANOG have a cooperative agreement for working together, which outlines how they help and support each other during meetings and “On the Road” events, but ARIN leaves it to NANOG to seek any support from ARIN that they wish, and they have not asked for formal training support.

Aaron Hughes and Paul Andersen noted that, with regard to the SEED alliance, ARIN would be the last RIR not in the SEED alliance. The President indicated that it can be considered, but it was not clear if the typical projects (such as improving Internet connectivity to underserved communities) was necessarily something that the membership considered to be within ARIN’s mission.

Aaron Hughes suggested consideration of additional marketing for the purpose of keeping customers aware of ARIN’s variety of benefits and services, in light of the increasing availability of options for registry services. Counsel mentioned that registry policy may also be a factor in choice of registry services.

The Chair suggested this as a good topic for the Board’s August workshop, and he suggested that staff come to the August meeting with options based on the discussion.

Patrick Gilmore asked that extended daytime hours (for example, 7:00 p.m. ET is only 4:00 p.m. PT) be considered for cost implications, and that it also be brought to the Board’s August workshop.

17. Board Travel Policy Review. (Exhibit K) The President presented Board Travel Policy to the Board for review. The Chair noted that trip reports to the Board have not been consistently provided, and he requested Board members provide a paragraph or two on the Board mailing list on what occurred during trips taken for ARIN travel.

The Chair reminded the Board on the timely submission of travel expenses. The President indicated that ARIN tries to be flexible within policy guidelines, noting that Board member are busy volunteers with other responsibilities outside of ARIN.

18. Any Other Business. The Chair called for any other business items.

Board Teleconference/Meeting Schedule. The Board agreed to the following teleconference/meeting schedule for the first half of 2017:

22 February 1:00 p.m. Eastern Time
15 March 1:00 p.m. Eastern Time
3 April Breakfast Meeting, on the first day during ARIN 39
8 May, 1:00 p.m. Eastern Time

The Chair then called for an Executive Session without the presence of ARIN staff. The President, COO, and General Counsel stepped out of the meeting so that this could occur.

19. Adjournment. The Chair entertained a motion to adjourn at 4:35 p.m. PST. The meeting was adjourned with no objections.