



April 14, 2020

Ms. Catherine Middleton
Chair, Nomination Committee
American Registry for Internet Numbers
P.O. Box 232290
Centreville, VA 20120 USA

Re: ARIN Board of Trustees Guidance to the 2020 Nomination Committee

Dear Ms. Middleton,

On behalf of the ARIN Board of Trustees, I thank you and your committee for undertaking this important work on behalf of the community. ARIN will thrive with a strong Board and thus the work your committee performs is essential to this process.

Background

Like ARIN, the Board continues to raise the bar on how it performs its duties. With a deep bench both in the community and on our staff, we strive to have the Board that can fulfill a strategic leadership and oversight role as it relates to the organization.

Through the 2020 Nomination Committee Charter, the Board has set a requirement that you produce a slate of not less than three (3) and not more than six (6) candidates for the 2020 Board of Trustees election.

As is standard in best practices in corporate governance, the ARIN Board is strengthened by having a diverse set of independent voices around the table.

Relevant Experience and Priorities

ARIN seeks individuals who bring significant background/education or relevant experience in at least some of the following areas while balancing experience with ARIN's mission, strategies and operations.

Diversity comes in many forms including ensuring that the Board has a good mix of skills diversity, background diversity as well as balancing geographic and gender diversity at the Board table.

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Drawn from our “Expected Qualifications and Responsibilities” document, the NomCom should consider the following qualities the Board seeks:

Background – Strongly Recommended:

- Relevant board experience, to include an understanding of and experience with board governance in the not-for-profit and/or for-profit sectors
- Solid understanding of the duties and responsibilities of Trustees
- Solid understanding of ARIN’s Mission and role in the network operator and Internet governance ecosystem
- Experience with strategic planning for an organization with ARIN’s scope and size
- Diversity of experience that reflects key demographic and geographic perspectives of the community

Background – Recommended:

- Experience in related industry sectors, e.g. Internet or telecommunications
- Strong finance, accounting and audit skills including those with professional qualifications in these areas
- Investment management and performance oversight experience
- Experience with and understanding of the Board’s oversight role with respect to risk management
- Experience and understanding of the areas of law related to ARIN’s business
- Understanding of the industry and Internet Governance eco-system ARIN operates in
- Understanding of the major technologies which ARIN deploys and/or has oversight with

Skills:

- Ability to listen and be open to others’ perspectives
- Ability to ask pertinent questions to help foster mutual understanding
- Ability to synthesize and build consensus
- Ability to articulate a point of view with objective reasoning
- Demonstrated leadership experience

The Board, as currently constituted, possesses among its members a good balance of the backgrounds and skills considered critical to its optimal functioning. The committee will need to consider gaps that may be created by the departure of Board member(s) whose term are expiring. In addition, both balancing orderly succession and institutional memory of Board membership with the need for renewal and rejuvenation of its membership is considered important to ensure a consistently high performing Board.

Upon request the Board is happy to provide a self-assessment of current skills possessed and identified gaps and/or a Board view of Board Member performance. Depending on the request, the data may need to be generated, therefore we ask it to be requested as soon as possible.

ARIN is a non-profit organization with an annual budget of approximately \$23 million USD and a staff count of over 80 individuals. As such, ARIN should not be considered an entry level board. We

ask the nomination committee, where there is not demonstrated experience in a board role, to verify that the candidate has both a very solid understanding of the duties and responsibilities of corporate directors, and that they have proven leadership experience from deliberative bodies of some form.

The specific priorities identified as areas that could be strengthened are as follows:

- Institutional knowledge of the Organization
- Experience in related industry sectors, e.g. Internet or telecommunications
- Experience dealing with legal or risk management situations
- Ability to understand risks, opportunities, and external and internal issues that may affect ARIN and the community that it serves

The Board is expected to face challenging strategic questions related to ARIN's scope, service offerings and structure. Individuals with an understanding of the Regional Internet Registry system would benefit the Board greatly.

The identification of these priority areas is not intended to suggest that the Board is wishing to augment strengths in these areas in isolation from considerations relating to diversity and a range of styles of leadership (such as independent mindedness, professional maturity, collegiality and courage to take a position as well the ability to ask probing and relevant questions).

Board Role and Responsibility

The Board recently revised its expected qualifications and responsibilities for Board members in order to better guide and inform both potential candidates and Nomination committee members.

We stress that the Board relies heavily on a good understanding among its members of the duties and responsibilities of ARIN and its Board. It is essential that Board candidates have attained a reasonable level of governance understanding to permit them to focus on substantive issues.

This document is also meant to serve as one of many inputs to your deliberation process and we hope the suggestions within it are useful to your process. Ultimately, we entrust the committee to seek enough inputs to ultimately act on behalf of the members in selecting a slate of candidates for the Board.

Should you have any questions please let us know.

On Behalf of the ARIN Board,

Paul Andersen, P. Eng
Chair, ARIN Board of Trustees