

ARIN BOARD OF TRUSTEES
BUSINESS MEETING
Thursday, May 28, 2020
Teleconference

DRAFT MINUTES

Attendees:

Paul Andersen, Chair
Bill Sandiford, Vice Chair
Dan Alexander, Trustee
Nancy Carter, Treasurer
John Curran, President & CEO
Peter Harrison, Trustee
Catherine Middleton, Trustee

ARIN Board Secretary & General Counsel:

Stephen M. Ryan, Esq.

ARIN Staff:

Michael Abejuela, Deputy General Counsel
Richard Jimmerson, COO
Brian Kirk, CFO
Therese Simcox, Sr. E.A., Scribe

1. Welcome & Agenda Review. The Chair called the meeting to order at 3:19 p.m. EDT. The presence of a quorum was noted. During the agenda review, the President noted an item for any other business and the Chair acknowledged the addition.
2. ARIN 401(k) Discretionary Contribution Program Report (Exhibits A, B, C, D) The President stated that, as requested by the Board, an assessment of the need for a 401(k) Discretionary Contribution Program was conducted. This assessment was prepared using competitive survey data. The President recommended the program continue as a normal part of ARIN's employee compensation and benefits package, in order to remain competitive with the area's high-tech companies and their incentive-based bonus programs.

Discussion ensued with regard to ARIN's low turnover and the question of over-compensation, the structure of the 401(k) contribution, and the goals and criteria set in order to achieve the contribution.

It was suggested that a periodic review on the approach as a whole would be beneficial. A discussion evaluated why the program was not mandatory or fixed. There was also discussion on the lack of data available from exit interviews given ARIN's low turnover rate.

The President noted that ARIN employees are made aware of the opportunity to reach out to the Chair or General Counsel in the event of any issues with management.

The Chair stated that the Board has been advised, and it will discuss and review the 401(k) Discretionary Contribution Program criteria each January.

3. ARIN Planning Process. (Exhibit E, F) The President reviewed the organization's planning process. He noted that each May the Board discusses topics for its August meeting, to be addressed later in this meeting. In addition to staff and Board suggested topics, the President prepares "The State of ARIN Report" every other year (last provided in 2019). The Board uses its annual workshop to consider major issues regarding ARIN's strategy, and potentially corresponding updates to the ARIN Strategic Plan. Also discussed are new initiatives and programs for input into the operational and budget planning process that runs from September through year-end. The result of this discussion is a 2-year ARIN Activity Plan Budget that is finalized in November or December interrelating the strategic plan update with the activities and budget. The Board indicated agreement with the process, with suggested minor clarifications.
4. ARIN August Board Workshop. (Exhibit G) The President provided topics for Board discussion in August at this year's strategy workshop. He noted that the present ARIN 2020 – 2022 Strategic Plan was adopted by the Board in January, based on their 2019 August workshop. The overview of the plan published on the ARIN website is a very informative document. The Chair stated that the Board will re-read the plan and ascertain the appropriate level of detail for community guidance. The topics and respective input were tabled to a time before the August meeting.

The President noted the need for a correction to the Board's January minutes regarding the motion which reflects the duration of the plan as one year vs. two years. The Board approved the correction to two years with no objections.

The Chair further stated that the Board should use their mailing list to discuss topics as needed. He stated that the Board and staff should finalize the list of topics to be discussed by mid-June.

5. ARIN General Counsel Legal Update. Mr. Ryan reported on Canadian public policy actions that are being considered by the Canadian government.

The Chair left the call at this time (4:03 p.m. EDT) due to a scheduling conflict, apologizing for the early departure. The Vice Chair assumed the responsibility of chairing the remainder of the meeting.

Mr. Ryan provided an attorney-client privileged briefing to the Board on ARIN legal matters.

6. ARIN Board Governance Working Group ("GWG") Update. The Chair of the GWG, Nancy Carter, provided an update on the status of the GWG's activities. The GWG convened a kick-off meeting in January. Work of the GWG was impacted by the COVID-19 pandemic; however, the GWG has continued to make progress. Deputy General Counsel, Michael Abejuela, has been supporting the GWG with regard to the Board governance review. ARIN is preparing an RFP to engage a consultant company to assess ARIN's governance structure and consider the potential for improvement. The RFP is scheduled to be issued on June 1st.
7. Any Other Business. The Vice Chair called for any other business.
 - ARIN Elections Announcement Mailings. The President stated that in light of the COVID-19 pandemic and the resultant remote work environments of many organizations, it is unclear how effective postal mail will be for communicating to the ARIN membership, particularly with regard to ARIN elections. Some organization's offices are not regularly receiving mail at this time. Therefore, ARIN's electronic election notifications will suffice for notice requirements, and ARIN will not be sending postal mailings. The President also noted that the savings from not sending notices via postal mail will be used for nominee and electorate engagement.

8. Adjournment. The Chair entertained a motion to adjourn at 4:11 p.m. EDT. John Curran moved to adjourn, seconded by Dan Alexander. The meeting adjourned with no objections.

ACTION ITEMS

- President to incorporate annual reporting on 401(k) Discretionary Contribution Program into the January Board workshop.
- Board to finalize August Strategy Workshop topics list by mid-June.
- President to correct the years in January Minutes motion from '2020-2021' to '2020-2022'. (completed)