

Charter for the Governance Committee

1.0 Purpose

The Governance Committee is established to advance the effectiveness and continuing development of the ARIN Board of Trustees. The Governance Committee shall only be delegated the powers and authority, if any, from the Board as specified below; and for any other work or matters requested by the Board, the Governance Committee will work to refer any actions or information for consideration by the Board.

2.0 Composition of the Committee

The Committee shall consist of at least three elected members from the Board of Trustees, with one appointed as the Committee Chair. The Chair shall appoint a Vice Chair from the members of the Governance Committee. The President shall serve as a non-voting, ex-officio member of the Committee.

When requested, the General Counsel provides advice to the Governance Committee.

3.0 Scope of Responsibilities

The Committee's responsibilities span two primary areas: Board effectiveness and Board development. In carrying out these responsibilities, the Committee shall undertake the deliverables specified below, as well as any additional responsibilities assigned or delegated by the Board.

3.1 Board Effectiveness Responsibilities

The Committee shall:

1. Annually review ARIN Board of Trustee procedures and recommend to the Board policies and processes designed to provide for effective and efficient governance by June of each year,
2. Prepare and distribute Board Skills Matrix by December of each year.
3. Annually review the ARIN Election Process and provide proposed updates, if any, to the Board by December of each year,
4. Annually review the ARIN Code of Conduct document and provide proposed updates, if any, to the Board by October of each year.

3.2 Board Development Responsibilities

The Committee shall:

1. Prepare a Board development and training plan for the year, to be recommended to the Board in April of each year, to include specific required training and development opportunities for each Board member as well as resources made available to each

member of the Board. in the fourth quarter of each year, review the effectiveness of the development and training plan and include a report on the results of the assessment in the end-of-year Committee Report.

2. With input from the Board, and using the then current Skills Matrix, annually develop a list of general characteristics, professional experience and advanced qualifications selection criteria needed on the Board. Such criteria shall enhance the Board's ability to manage and direct the affairs and business of ARIN, including the ability of committees to fulfill their duties. This list is to be completed by February of each year.
3. Conduct an annual Board self-evaluation to assess Board effectiveness and identify areas for improvement and present the results and recommendations to the Board.
4. Prepare and draft for recommendation to the Board the Board Guidance Letter, as provided for in the ARIN Election Process.