

ARIN Board Committee Standing Rules

1. Committee Structure

- 1.1 **Standing Committees** of the Board shall have Standing Charters that remain in effect until amended by the Board.
- 1.2 **Special Committees** of the Board may be established on an ad hoc basis for specific purposes and shall have Special Committee Charters that shall expire at the end of the calendar year unless extended by Board action for the following year.
- 1.3 All Board Committee Charters shall include, at a minimum:
 - The **Purpose** of the Committee,
 - The **Composition** (including any ex officio roles) of the Committee, and
 - The Committee's **Scope and Deliverables**
- 1.4 Committees may adopt a **workplan and/or meeting schedule** at their discretion to guide execution of their responsibilities.
- 1.5 Committees shall act in an advisory capacity to the Board and shall not exercise the powers of the Board unless specifically delegated in the committee charter.

2. Membership and Appointment

- 2.1 Each Board Committee shall normally be composed of four (4) voting members, unless otherwise specified in its charter.
- 2.2 Committee Members shall be appointed annually by the Board at its first business meeting of the calendar year.
- 2.3 As per ARIN's Bylaws, ARIN's President & CEO shall serve as an ex officio non-voting member of all Board committees other than the Compensation Committee.
- 2.4 The Board may also appoint non-voting ex officio or advisory participants (e.g. General Counsel; CFO; CHRO; or other senior staff as specified.)
- 2.5 The Board shall designate a Committee Chair from among the voting committee members.
- 2.6 The Committee Chair shall appoint a Committee Vice Chair from among the voting committee members.

3. Committee Meetings

- 3.1 Committees shall meet at least quarterly, or more frequently as required.
- 3.2 Committee Chairs, in coordination with the Committee Vice Chair and ARIN staff, shall prepare and circulate meeting agendas in advance, including supporting materials.
- 3.3 A quorum shall consist of a majority of voting committee members. Decisions may be made by consensus or majority vote.
- 3.4 Meetings may be held in person or via remote communication as determined by the Committee Chair.
- 3.5 Committees may act without a meeting if all voting members consent in writing or electronically to the action.

4. Recordkeeping and Confidentiality

- 4.1 The Committee will contemporaneously document each meeting and any written actions undertaken in meeting minutes. The meeting minutes will include an attendance record and a report of Committee discussions with documented recommendations and decisions. All committee minutes, to the extent not confidential, will be made available to all Board members.
- 4.2 Staff shall produce draft minutes within two (2) weeks following each meeting. Draft minutes will be placed on the agenda of the next committee meeting to be reviewed and approved by the Committee.

5. Reporting Requirements

- 5.1 Each Committee shall provide an oral or written report to the full Board at least once each quarter, or as requested.
- 5.2 At year-end, the Committee shall submit:
 - A self-assessment of performance, and
 - Recommendations for updates to its charter, responsibilities, or deliverables.

6. Roles and Duties of Leadership

- 6.1 The Committee Chair shall:
 - Preside over meetings and guide deliberations;
 - Lead consensus-building among members;
 - Coordinate with staff to set agendas and meeting logistics;
 - Present committee actions and recommendations to the Board;
 - Co-sign the year-end report.
- 6.2 The Committee Vice Chair, when appointed, shall:
 - Assist the Committee Chair in their duties;
 - Lead specific committee projects as requested;
 - Co-sign the year-end report;
 - Serve as Committee Chair if the Committee Chair is unavailable.

7. Annual Evaluation and Review

- 7.1 Committees shall conduct a self-evaluation each year, considering meeting frequency, member participation, and effectiveness in executing responsibilities.
- 7.2 The evaluation shall be included in the year-end report outlined in 5.2.

8. Amendments to Board Committee Standing Rules

- 8.1 These Board Committee Standing Rules may be amended by adoption of a motion at any Board meeting.
- 8.2 Committees may propose amendments during their annual evaluation process.