



ARIN BOARD OF TRUSTEES
MEETING

February 28, 2022
Hybrid Meeting – Miami, FL

Attendees:

Bill Sandiford, Chair
Tina Morris, Vice Chair
Bram Abramson, Trustee
Nancy Carter, Treasurer
John Curran, President & CEO
Peter Harrison, Trustee
Catherine Middleton, Trustee
Paul Andersen, Past Chair

Staff:

Michael Abejuela, General Counsel, Secretary
Alyssa Arceneaux, Exec. Coordinator, Scribe
Richard Jimmerson, COO
Christian Johnson, VP, Information Security
Brian Kirk, CFO
Steve Ryan, Counsel
Therese Simcox, Sr. Executive Assistant
John Sweeting, CCO

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DRAFT MINUTES

1. Welcome, Agenda and Conflict of Interest Review. The Chair called the meeting to order at 10:00 a.m. and a presence of quorum was noted.

He welcomed all to Florida and asked if there were any questions and/or comments on the agenda. The Chair stated his intentions to enter the Board Workshop following item #3, Board Committee Updates.

No conflicts of interests were mentioned.

2. Consent Agenda.
 - a. Approval of the Minutes. (Exhibit A)
"The ARIN Board of Trustees approves the Minutes of 25 January, as written."
 - b. Approval of the 2021 Elections Report. (Exhibit B)
"The ARIN Board of Trustees approves the 2021 Elections Report, as written."

It was moved by John Curran, and seconded by Bram Abramson, that:

"The ARIN Board of Trustees approves the Consent Agenda, as written."

The Chair called for discussion. There was none.

The motion carried with no objections.

3. Board Committee Updates.

- a. Compensation Committee. The Chair stated that he had received the President's documentation for 2022 objectives and that he would call for a compensation committee meeting soon to review.
- b. ARIN Finance Committee Report. (Exhibit C) The Treasurer stated that she and the CFO would work to put a Finance report together for each Board meeting going forward. The Treasurer noted what was discussed at the most recent Finance Committee meeting: Review of the 2021 investment results, ARIN Financial statements and that they are under audit right now (the auditors are very happy with their staff/Board interactions), and a discussion on ARIN and a potential Special Investment Process. It was noted that this last item will continue to be worked on in the Finance Committee.

The Treasurer presented the outstanding Finance Committee actions. ↓

The CFO noted that regarding investments, ARIN's decision to take a more conservative investment position in the last year has led to smaller losses during the market downturn early this year compared to previous losses experienced during market downturns. ↓

- c. Mailing List Acceptable Use Policy Committee. The MLAUP Chair stated that there has not been a meeting, nor was there a need yet.

The President stated that he would schedule a kick-off meeting if wanted.

The COO stated that the AC reinstated Amy Potter for the Committee. The COO also mentioned the current member of the committee from the membership, Joe Pace, has been in place for two years and the Chair has the option to have staff conduct an open call for participation from the membership, if desired, or can move forward with maintaining the existing community member.

The business meeting was called to recess at 10:09 a.m. ET on Monday, February 28 to enter a workshop. The Chair resumed the business meeting at 2:12 p.m. ET on Monday, February 28.

The Chair then asked for the General Counsel update to be given, prior to the Appointments of Board Members to committees, as originally scheduled.

4. General Counsel Update. The General Counsel provided an attorney-client privileged update on legal matters to the Board.
5. Appointments of Board Members to Committees. (Exhibit D, E, F)

It was moved by John Curran, and seconded by Bram Abramson, that:

"The ARIN Board of Trustees approves the establishment of the ARIN Governance Committee in accordance with the presented charter and appoints to that committee the following Board Members: Catherine Middleton (as Chair), Nancy Carter, and Peter Harrison."

The Chair called for discussion. There was none.

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The motion carried with no objections.

It was moved by Catherine Middleton, and seconded by John Curran, that:

"The ARIN Board of Trustees approves the establishment of the ARIN Risk and Cybersecurity Committee in accordance with the presented charter and appoints to that committee the following Board Members: Peter Harrison (as Chair), Bill Sandiford, and Tina Morris."

The Chair called for discussion. There was none.

The motion carried with no objections.

It was moved by John Curran, and seconded by Nancy Carter, that:

"The ARIN Board of Trustees approves the establishment of the ARIN 2022 Nominations Committee in accordance with the presented charter and appoints to that committee the following Board Members: Peter Harrison (as Chair), and Bram Abramson."

The Chair called for discussion. There was none.

The motion carried with no objections.

It was noted that Mr. Harrison will sit on four committees and that carries a heavy workload. The Chair asked Mr. Harrison to come back to the Board if he felt that he would prefer to not sit on four committees.

6. ARIN Public Policy Hybrid Meeting Logistics. The President stated that the next public policy meeting is taking place in Nashville. The President noted that there was not yet any confirmation for the Board to meet in person, but that staff is standing by ready to accommodate as needed. The Chair noted that he believed the Board would meet in Nashville; and that he and the Board would let staff know if they were going to meet before or after the ARIN Public Policy meeting.

The President noted that ARIN would be supplying antigen test kits for all staff and attendees to have the opportunity to test each morning before participation in order help mitigate COVID-19-related risks. ARIN staff who are qualified to travel presently must be vaccinated; but the President had intended to allow a PCR negative test prior to travel as an alternative in lieu of providing vaccination status. A discussion took place regarding this change.

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It was moved by Nancy Carter, and seconded by Tina Morris, that:

"The ARIN Board of Trustees directs that staff be vaccinated in order to qualify for ARIN-paid travel."

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The Chair asked for further discussion. There was none.

The motion carried with no objections.

The Chair asked the President to continue to monitor the ever-changing situation with regards to COVID-19 and continue to update the Board as necessary particularly with regards to any travel

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after ARIN 49.

7. ARIN Board 2022 Teleconference Schedule Discussion. The Chair asked that a standing meeting be set each month. After much discussion, the Board agreed to meet the 3rd Monday of each month from 1:00 – 3:00 p.m. ET beginning with March (excluding January, April, August, and October due to already planned in-person meetings). The Board asked for meeting invites to be sent. The Chair requested an updated 2022 travel matrix and indicated that he will work with Board members to ensure upcoming events are covered.

8. Open Action Item List. (Exhibit G) The President provided an update on the open action item list to the Board.

9. Any Other Business. The Chair asked for any additional business.

a. The President noted that during the workshop, a motion was discussed, and raised it at this time.

It was moved by John Curran, and seconded by, Tina Morris, that:

"The ARIN Board of Trustees, approves having ARIN Board, Advisory Council, and NRO NC members participate in Sexual Harassment Prevention training as a requirement of their duties."

No further discussion occurred. The motion carried unanimously.

b. A question was raised about the pending Committee Charters. The Chair stated that he intended to work on those in workshop and brought forth in the next Board meeting.

10. Executive Session. The Chair called for an Executive Session at 4:16 p.m. ET on Monday, February 28.

11. Adjournment. The Chair called for adjournment at 4:55 p.m. on Monday, February 28. There were no objections.

ACTION ITEMS

20220228-01: President to include history of key Board decisions, including strategic IPv4 resource reserve, in new Trustee onboarding materials (Q3 2022)

20220228-02: President to work with facilitators on reclamation of abandoned IPv4 number resources. (Q3 2022)

20220228-03 President to engage membership with long-term fee setting strategy (i.e., how often should ARIN adjust fees to accommodate rising costs/inflation) (Q1 2023)

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