

ARIN Board of Trustees
Business Meeting
Monday, 12 January 2015
Miami, FL

DRAFT MINUTES

Attendees:

Vint Cerf, Chair
Paul Andersen, Treasurer/Vice Chair
John Curran, President & CEO
Timothy Denton, Secretary
Aaron Hughes, Trustee
Bill Sandiford, Trustee
Bill Woodcock, Trustee

Note Taker:

Therese Colosi

ARIN Staff:

Nate Davis, COO

Counsel:

Stephen M. Ryan, Esq.

1. Welcome & Agenda Review. The President called the meeting to order at 9:00 a.m. EST. He thanked Steve Ryan for hosting the meeting at MWE's Miami office, and welcomed everyone to the meeting. The President called for any comments on the agenda. Vint Cerf requested an Executive Session regarding the Compensation Committee Report. It was agreed to hold the session between items 5 and 6 on the agenda.

2. Election of Officers.

a. Chair. Bill Woodcock nominated Vint Cerf for the position of Chair. Vint accepted the nomination. There were no further nominations.

Paul Andersen moved that:

"The ARIN Board of Trustees appoints Vint Cerf as Chair."

Aaron Hughes seconded the motion. The motion carried unanimously via a show of hands.

The President turned the chairmanship of the meeting over to the newly-elected Chair.

b. Vice Chair. Bill Sandiford nominated Paul Andersen. John Curran seconded the nomination. Paul Andersen accepted nomination. There were no further nominations.

Bill Woodcock moved that:

"The ARIN Board of Trustees appoints Paul Andersen as ~~Treasurer~~ Vice Chair."

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Aaron Hughes seconded the motion. The motion carried unanimously via a show of hands.

- c. Secretary. Bill Woodcock nominated Tim Denton. John Curran seconded the nomination. Tim Denton accepted the nomination. There were no further nominations.

Bill Woodcock moved that:

"The ARIN Board of Trustees appoints Tim Denton as Secretary."

John Curran seconded the motion. The motion carried unanimously via a show of hands.

- d. Treasurer. Bill Woodcock nominated Paul Andersen. Vint Cerf seconded the nomination. Paul Andersen accepted the nomination. There were no further nominations.

Tim Denton moved that:

"The ARIN Board of Trustees appoints Paul Andersen as ~~Vice Chair~~ Treasurer."

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John Curran seconded the motion. He then stated that, per the ARIN Bylaws, holding the Vice Chair position does not interfere with holding any other office of the Board. Therefore, Paul can hold the Treasurer and Vice Chair offices simultaneously.

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The motion carried unanimously via a show of hands.

3. Adoption of ARIN Board Standing Rules. (Exhibit A, ARIN Board Standing Rules - amended)

It was moved by John Curran, and seconded by Aaron Hughes, that:

"The ARIN Board of Trustees adopts the ARIN Board Standing Rules, as written."

The Chair called for discussion. The President stated that the language under the "Meeting Minutes" section implies that Trustees are not identified in the minutes. This has been corrected say that Trustees "are not required to be" identified, but can be if they so choose. Furthermore, the standing rules are updated to show that non-confidential meeting documents will be identified and posted to the ARIN website as exhibits as part of the Board minutes.

Tim Denton pointed out that making supporting documents public might affect the frankness of these materials. The Chair acknowledged his statement, but believed that posting supporting documents was important for transparency to the community.

The motion carried by show of hands, with Tim Denton abstaining.

4. Approval of the Minutes. (Exhibit B, 2014-12-08 Board Minutes)

It was moved by John Curran, and seconded by Tim Denton, that:

"The ARIN Board of Trustees approves the Minutes of 08 December 2014, as written."

The motion carried with no objections.

5. Non-Disclosure and Conflict of Interest Disclosure Review. General Counsel provided a privileged attorney/client brief to the Board on this topic.

Discussion of Compensation Committee Report. The Chair called for an Executive Session of the Board, without the President and staff, at 9:28 a.m. EST to discuss the report of the ARIN Compensation Committee. The Chair existed the session at 9:50 a.m. EST.

The Chair then called for a short recess at this time. The meeting resumed at 9:55 a.m. EST.

It was moved by Paul Andersen, and seconded by Aaron Hughes that:

"The Chairman of the ARIN Board of Trustees shall finalize the terms of the President & CEO's employment agreement and shall execute it."

The motion carried with no objections, and with the President abstaining. The President noted that he was a party in this transaction, and hence abstained.

6. Directors and Officers Fiduciary Duty Review. General Counsel provided a review of essential duties to the Board, including balancing guidance to organizational management, versus detailed oversight of management. The Chair queried the Board on this matter and there were no concerns.

General Counsel provided an overview of core fiduciary responsibilities (financial issues, risk, prudent business judgment, proper conduct, etc.) Counsel discussed indemnification of Trustees and related insurance issues.

7. Authorization of the Treasurer to Approve Future Commitments.

It was moved by John Curran, and seconded by Bill Sandiford, that:

"The ARIN Board of Trustees authorizes the Treasurer to approve expenses beyond the current approved budget year as long as they are in the normal course of ARIN's business, are reasonable and customary, and are consistent with the Board's current expenditure guidance."

John Curran explained that this predominantly encompasses committing ARIN to hotel contracts in advance of meetings and any professional service contracts that may extend past the end of the current year.

The motion carried unanimously via roll call vote.

8. ARIN Board Standing Committee Appointments.

- Compensation Committee. One Board member needs to be appointed (in addition to the Chairman and Treasurer).

It was moved by Paul Andersen, and seconded by Bill Sandiford, that:

"The ARIN Board of Trustees appoints Board Member Aaron Hughes, the Chairman of the Board, and the Treasurer as members of the ARIN Compensation Committee, with the Chairman of the Board as Chair."

The Chair called for discussion. There were no comments.

The motion carried with no objections, and with the President abstaining as he noted that he should not participate in selection of this committee.

- Finance Committee. Two Board members need to be appointed (in addition to the Treasurer).

It was moved by Paul Andersen, and seconded by Bill Woodcock, that:

"The ARIN Board of Trustees appoints Board Members Bill Woodcock, Aaron Hughes, and the Treasurer as the members of the ARIN Finance Committee, noting the Treasurer as Chair, and the President as an ex-officio member."

The Chair called for discussion. There were no comments.

The motion carried unanimously with no objections.

- Audit Committee. Three Board members need to be appointed (and all must be distinct from Board members serving on the ARIN Finance Committee)

It was moved by Paul Andersen, and seconded by John Curran, that:

"The ARIN Board of Trustees appoints Board Members Vint Cerf, Bill Sandiford, and Tim Denton, as the members of the ARIN Audit Committee, Vint Cerf as Chair, and the President as an ex-officio member."

The Chair called for discussion. There were no comments.

The motion carried unanimously with no objections.

- ARIN Board Governance Committee. Three Board members need to be appointed.

It was moved by Paul Andersen, and seconded by Aaron Hughes, that:

"The ARIN Board of Trustees appoints Board Members Vint Cerf, Bill Woodcock, and Paul Andersen, as the members of the ARIN Board Governance Committee, noting Paul Andersen as Chair, and the President as an ex-officio member."

The Chair called for discussion. There were no comments.

The motion carried unanimously with no objections.

- ARIN Mailing List Acceptable Use Policy (AUP) Committee. (Exhibit C, 2015 Charter of the AUP - amended) One Board member, and one Advisory Council member need to be appointed.

It was moved by John Curran, and seconded by Aaron Hughes, that:

“The ARIN Board of Trustees accepts the Charter of the ARIN Mailing List Acceptable Use Policy (AUP) Committee.”

The Chair called for discussion. The President explained that this has been a ‘Special’ committee that was chartered anew each year. The need for the committee, and its charter has proved quite stable over the years, so it is useful to now have it as a ‘Standing’ committee.

The motion carried unanimously with no objections.

It was moved by Paul Andersen, and seconded by Aaron Hughes, that:

“The ARIN Board of Trustees appoints Board Member Bill Sandiford, Advisory Council Member Kevin Blumberg, and General member Ronald da Silva as the members of the ARIN’s Mailing List Acceptable Use Policy (AUP) Committee noting Bill Sandiford as Chair, and the President as an ex-officio member.”

The Chair called for discussion. There were no comments.

The motion carried unanimously with no objections.

9. ARIN Special Committees. The President stated the following would be done in due course:

- 2015 ARIN Fellowship Committee. To be done in February after fellowship discussion.
- 2015 ARIN Nomination Committee. To be done in April after election process discussion.

10. ARIN Board Appointments.

- 2015 Postel Network Operator’s Scholarship Program. The Board needs to appoint a representative for this program.

It was moved by John Curran, and seconded by Aaron Hughes, that:

“The ARIN Board of Trustees appoints John Curran, to serve on the 2015 Postel Network Operator’s Scholarship Program.”

The Chair called for discussion. There were no comments.

The motion carried unanimously with no objections.

- NRO-EC Observer. The Board has the option to appoint an ARIN Board Observer to the NRO-EC teleconferences. The President stated the duties involve an early morning monthly teleconference, and can involve travel on relatively short notice.

It was moved by Bill Sandiford, and seconded by Tim Denton, that:

"The ARIN Board of Trustees appoints Paul Andersen to serve as ARIN Board Observer to the NRO-EC meetings."

The Chair called for discussion. There were no comments.

The motion carried unanimously with no objections.

11. Ratification of Recommended Draft Policy ARIN 2014-9. (Exhibit D, Text for ARIN 2014-9) At their meeting on 20 November 2014, the ARIN Advisory Council recommended this Recommended Draft Policy to the ARIN Board for ratification. The President explained that the policy change was intended to better align the RSA language and the NRPM 8.2 utilization requirements.

It was moved by John Curran, and seconded by Bill Sandiford, that:

"The ARIN Board of Trustees, based on the recommendation of the ARIN Advisory Council, and noting that the Policy Development Process has been followed, adopts Recommended Draft Policy ARIN 2014-9: Resolve Conflict Between RSA and 8.2 Utilization Requirements."

The Chair called for discussion. There were no comments.

The motion carried unanimously via roll call vote.

12. 2015 Update to ARIN Advisory Council Travel Policy. (Exhibit E, AC Travel Policy) The President pointed out that the policy is updated to reflect two AC members traveling to other RIR meetings as previously discussed by the Board and included in ARIN's budget.

It was moved by John Curran, and seconded by Paul Andersen, that:

"The ARIN Board of Trustees adopts the 2015 ARIN Advisory Council Travel Policy, as proposed."

The Chair called for discussion. There were no comments.

The motion carried with no objections.

The President stated he would inform the AC that the travel policy has been adopted.

The Chair called for a 15-minute break at this time (10:58 a.m. EST). The Chair resumed the meeting at 11:16 am EST, noting Bill Sandiford would be delayed.

13. ARIN Board Meeting/Teleconference 2015 Schedule. The President reviewed the schedule with the Board. He stated that the schedule is determined by the Chair and Vice Chair.

The Vice Chair noted that not all of the 2015 meetings were known at the time of production, as some were yet to be announced. He stated the schedule would be revisited in 90 days. Doodle polls will be distributed on the Board's list to determine times and dates of teleconferences, and to schedule their annual workshop in August.

Bill Woodcock requested he needed to work on the CRISP proposal as the deadline it was only few hours away. He remained in the Board meeting, but would be splitting his attention at times. The Board agreed.

Paul Andersen requested the Board discuss staff reports, starting with the 2014 ARIN Election Report, at this time, as Mr. Sandiford had not yet returned. The Chair agreed.

17. Review of the 2014 ARIN Election Report.

The President provided an overview of the 2014 Election Report to the Board.

The President noted that there were two suggestions from ARIN staff in the report:

- i) It was suggested that ARIN shorten the election period to end on the following Friday. This would require changing the Bylaws from to read "10 calendar days" to "at least 7 calendar days". Staff suggested if voting ended on Friday, they can indicate on the phone to the organization that 'today is the last day to get your vote in', and possibly obtain a higher level of overall response as it would be a more pressing call-to-action for the voters.
- ii) The President stated that the email voting links do not have formal validation, as voters reach the system separately from ARIN Online. Staff would like to phase out the emailed URL option, and voting be accomplished via access to ARIN Online. One would need to have an account to do so, and not all members currently have an account. There were roughly 1,000 members that do not have an ARIN Online account, out of just over 4,000 members who are eligible to vote.

A campaign for an ARIN Online account has been suggested. The Chair asked if those voting on less-than-good Internet access would impact accessing ARIN Online? The President did not believe so, but stated that staff would confirm.

Aaron Hughes asked if there were anything to prevent anyone from voting through ARIN Online? The President replied that there were no contracts or anything to impede one from getting an account. The COO pointed out that there is a click-through acceptance of web usability, but it is the routine website terms of service.

Paul Andersen requested that usability be reviewed to ensure the location and process for voting be clear. Aaron Hughes suggested that there be a back-up plan that allows the emailed voting URL during the transition.

The President proposed that in 2015 ARIN would inform members that the voting procedure would be changing in 2016; and would ask members to set up their ARIN Online accounts, but that ARIN would not actually change the voting process in 2015 - i.e. ARIN would support both emailed URL links and ARIN Online for access to the voting system.

The Chair stated an announcement should be made that if you voted in 2015 but did not have an ARIN Online account, you could not vote in 2016. Tim Denton also agreed with this plan to give people ample opportunity to sign up for an account.

Bill Sandiford returned to meeting at this time (11:38 a.m. EST).

It was moved by John Curran, and seconded by Paul Andersen, that:

"The ARIN Board of Trustees refers the 2014 ARIN Election Report to the ARIN Board Governance Committee for consideration of possible ARIN election procedure and Bylaw changes."

The Chair called for discussion. Aaron Hughes requested that the Board Governance committee evaluate the entire nomination timeline to ease unusual time demands on the Nomination Committee.

The motion carried with no objections and two abstentions; Bill Woodcock, as he was occupied with working on the CRISP proposal, and Bill Sandiford as he was not in attendance during much of the discussion.

As all Board members were in attendance, the Chair resumed the agenda in regular order.

14. ISOC / IETF Support and Open Internet Endowment. (Exhibit F, ISOC-IETF Contribution)
The President provided a presentation to the Board on the matter. He noted that ARIN has been a Platinum member of ISOC for many years donating \$50K/annually. Last year, ISOC and the IETF established an Open Internet Endowment. The Board discussed the merits and/or drawbacks to contributing to the endowment. The Chair summarized that ARIN would like to deliver resources in support of the IETF via the Endowment. *He tasked the President to investigate any negative side effects.* The President agreed.

On a different but related note, Bill Woodcock mentioned that the IETF RFC Editor function would be moving from ASCII to formatted PDFs for documents within IETF. He discussed the matter of intellectual property licensing of the typeface used, and noted that licensing negotiation is already underway with a font-house for a typeface that has good multi-lingual support, is well designed, and is used for academic and scientific documents. The goal is to get a license for perpetual use for publications of any free, open, and public Internet standards, regardless of the organization publishing.

Bill stated that the starting point of the negotiation was in the low millions of dollars but that it has been negotiated down by an order of magnitude. Lowering it still further is possible, but it's unlikely to come down much below 200K. Bill, as the person handling the negotiation for the RFC Editor team, or the IETF may request ARIN's financial contribution toward this one-time expense, as they are similarly approaching a few large corporate donors. This would serve the Internet as a whole. The Chair asked if the using of ASCII was problematic. Bill replied that the IETF had already determined that ASCII was not their long-term direction, and noted that other Internet standards and similar documents are already often published in variable-width typefaces. The Chair asked whether this would be a variable-width face only, or whether it would also have a mono-spaced version. Bill replied that \$50K, a small portion of the overall cost of the license, was dedicated to production of, and non-exclusive license of, a mono-spaced version. The Board will return to this issue when it becomes actionable.

The Chair called for lunch recess at 12:00 p.m. EST. The Board resumed the meeting at 12:32 p.m. EST.

15. RPKI Service Terms and Conditions Update. (Exhibit G, RPKI Service Terms & Conditions Update) The President presented an overview of ARIN's present terms and conditions for RPKI services, as well as issues and concerns expressed by the community regarding

ARIN's RPKI rollout. Discussion ensued on the merits and risks of making changes to the terms and conditions to accommodate the concerns. After discussion, the Chair tasked the President to continue looking into the various options that exist, including working with ARIN Counsel as needed, and report back with a recommendation. The President agreed and stated he would report back to the Board in February.

16. RSA / LRSA Update. (Exhibit H, RSA/LRSA Update) The President presented an update on these documents to the Board, explaining that one harmonized agreement for both RSA and LRSA has been drafted. Discussion ensued on the legal aspects of harmonizing the documents, with the President noting that legal review has been completed but harmonization would impact ARIN's risk profile. The President stated staff would continue work on it, and he would bring it to the Board once completed.

17. Review of the 2014 ARIN Election Report. Discussed previously.

The Chair called for recess at this time (2:07 p.m. EST). The meeting resumed at 2:23 p.m. EST.

18. Community Fee Structure Consultation Report. (Exhibit I, ARIN Fee Structure Review Consultation) The President presented the status of the community consultation on the Fee Structure Review Report. There were two major themes that had fairly strong support

- i) IPv4 fairness issue. There were many in the community who felt that large IPv4 address holders should be paying a larger percentage of ARIN's costs; and,
- ii) IPv6 Support – there was significant support that fees should not hinder the deployment of IPv6.

Bill Woodcock noted that there are parts and pieces of the report that are usable and suggested having the Finance Committee (FinCom) move forward with considering fee changes.

The FinCom Chair stated that an impact study was needed on ARIN finances before any fee change. The President indicated that a specific proposal would be generated to address the major themes and then modeling for impact. The Treasurer asked if this could include ISP and end-users being put into the same fee schedule, and the President indicated it could. Bill Woodcock agreed that it could be done. The Treasurer was in favor of the President exploring next steps in potential changes with the FinCom, and that the FinCom would be holding a teleconference shortly to discuss ideas.

19. IANA Stewardship Transition Update. The President provided a brief update on progress to the Board. It was the sense of the Board for ARIN to continue its part in the process.

20. ARIN Services Working Group Discussion. (Exhibit J, ARIN Services WG) The President gave a presentation on improving community feedback into services at ARIN. The presentation noted the wide range of current feedback (ACSP, PPML, Surveys, etc.), and suggested that an ARIN Services Working Group be created to enable the community to prioritize efforts on the issues on which they would like to see work performed. Discussion ensued with regard to the pros and cons of a working group, with the Chair suggesting it be asked of the community at the next ARIN Public Policy Meeting (PPM) in April. The President stated he would revise the slide deck to be presented at the PPM, and will post it to the Board's list for review prior to the PPM in April.

Bill Woodcock noted that it was announced that Oscar Robles has been elected to be the new CEO of LACNIC.

It was moved by Bill Woodcock and seconded by Tim Denton, that:

“The ARIN Board of Trustees honors and recognizes our new colleague, Oscar Robles, as the CEO/Executive Director of LACNIC, and wishes him much success in his new position.”

The motion carried by acclamation.

21. Review of the 2014 ARIN Fellowship Report. (Exhibit K, 2014 Fellowship Report) The President reviewed the report with the Board. Bill Woodcock suggested that there are usually one to two worthy candidates from each region, and this should be allowed in the Charter. It was also agreed to include ARIN reimbursement for ARIN Fellow’s travel to co-located NANOG meetings.
22. Discussion of ARIN Reserves. The Board discussed the reserves and the matter of keeping them at an acceptable level. Counsel stated that he would compose a memo of guidance to the Board with regard to the reserves and IRS regulations, for the Board’s information.
23. Legal Issue Review and Update. Counsel stated that there was no update at this time.
24. Any Other Business. The Chair called for any other business items.
 - New Chair/Vice Chair of ARIN Advisory Council (AC).

It was moved by Paul Andersen, and seconded by John Curran, that:

“The ARIN Board of Trustees congratulates Dan Alexander and Kevin Blumberg to the Chair and Vice Chair seats, respectively, of the ARIN Advisory Council; and, thanks John Sweeting for his many years of service on the Council.”

The motion carried by acclamation.

- Board Diversity. It was confirmed that the Board Governance Committee (GovCom) has on its agenda to discuss and craft proposal(s) regarding possible changes to the composition and selection of the ARIN Board and Advisory Council to see if the current process can be improved, including proper skill and geographic diversity.
- Adjournment. The Chair entertained a motion to adjourn at 3:45 p.m. EST. Paul Andersen moved to adjourn, seconded by John Curran. The meeting adjourned with no objections.