

ARIN BOARD OF TRUSTEES
JANUARY BUSINESS MEETING
Monday, 11 January 2016
Santa Monica, CA

DRAFT MINUTES

Attendees:

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

Scribe:

Thérèse Colosi

Staff:

Nate Davis, COO

ARIN General Counsel:

Stephen Ryan, Esq.

1. Welcome & Agenda Review. The President called the meeting to order at 9:00 a.m. PST and welcomed the Board to the meeting. He reviewed the agenda with the Board. He stated the election of officers would commence to seat the officers of the Board.
2. Election of Officers.

- A. Chair. The President called for nominations. Bill Sandiford nominated Paul Andersen. The President asked Paul Andersen if he were willing to serve as Chair. Mr. Andersen accepted the nomination. The President called for any further nominations.

Bill Woodcock nominated Vint Cerf. The President asked Vint Cerf if he were willing to serve as Chair. Mr. Cerf accepted the nomination. The President called for any further nominations. There were no further nominations.

The election was conducted by secret ballot. The COO and Counsel confirmed the vote results and Counsel announced Vint Cerf elected as Chair.

The President turned chairmanship of the meeting over to Vint Cerf, the newly elected Chair.

- B. Vice Chair. The Chair called for nominations. Tim Denton nominated Paul Andersen. The Chair asked Paul Andersen if he were willing to serve as Vice Chair. Mr. Andersen accepted the nomination. The Chair called for any further nominations. There were no further nominations. Mr. Andersen was appointed Vice Chair by acclamation.

- B. Secretary. The Chair called for nominations. Paul Andersen nominated Tim Denton. The Chair asked Tim Denton if he were willing to serve as Secretary. Mr. Denton accepted the nomination. The Chair called for any further nominations. There were no further nominations. Mr. Denton was appointed Secretary by acclamation.
 - B. Treasurer. The Chair called for nominations. Bill Woodcock nominated Bill Sandiford. The Chair asked Bill Sandiford if he were willing to serve as Treasurer. Bill Sandiford accepted the nomination. The Chair called for any further nominations. There were no further nominations. Mr. Sandiford was appointed Treasurer by acclamation.
3. Adoption of ARIN Board Standing Rules. (Exhibit A)

It was moved by BW, and seconded by JC, that:

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

The Chair called for discussion. President stated that revisions had been made to clarify language concerning recording of abstentions by moving said language into the section regarding meeting minutes.

The motion carried with no objections.

4. Approval of the Minutes. The Chair (Exhibit B)

It was moved by TD, and seconded by BW, that:

"The ARIN Board of Trustees approves the Minutes of 10 December 2015, as written."

The Chair called for discussion. There were no comments.

The motion carried with no objections and 2 abstentions. John Curran and Bill Sandiford abstained, as they were not in attendance on the call for that meeting.

The Chair noted that, per Roberts Rules of Order, it is permissible to bypass voting if there are no objections raised. The Board agreed to adopt this practice approved by Roberts Rules of Order, when applicable.

5. Non-Disclosure and Conflict of Interest Disclosure Review. General Counsel provided an attorney-client privileged brief to the Board on the matter.
6. Directors and Officers Fiduciary Duty Review. General Counsel provided a review of the fiduciary responsibilities of the Board, including balancing guidance to management of the corporation, versus detailed oversight of management. 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.

After discussion, the Chair called for a 10-minute recess at this time (10:59 a.m. PST).

7. Authorization of the Treasurer to approve Future Commitments.

It was moved by John Curran, and seconded by Paul Andersen, 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."

The Chair called for discussion. No comments.

The motion carried unanimously via roll call vote.

8. ARIN Board Standing Committee Appointments. The Chair

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

Bill Woodcock nominated Aaron Hughes. Mr. Hughes accepted the nomination. The Chair called for any further nominations. There were no further nominations. Mr. Hughes was appointed to the Compensation Committee by acclamation, in addition to the Vint Cerf, as Committee Chair, and Bill Sandiford.

- B. Finance Committee. Two Board members need to be appointed (in addition to the Treasurer) Bill Woodcock nominated himself. Paul Andersen nominated himself and Mr. Woodcock. There were no further nominations.

Mr. Woodcock and Mr. Andersen were appointed to the Finance Committee by acclamation, in addition to the Mr. Sandiford, Treasurer, as the Committee Chair.

- C. Audit Committee. Three Board members need to be appointed and all must be distinct from Board members serving on the ARIN Finance Committee. Vint Cerf, Tim Denton and Aaron Hughes were appointed, by acclamation, to the Audit Committee. Mr. Hughes was appointed as Committee Chair.

- D. ARIN Board Governance Committee. Three Board members need to be appointed. Paul Andersen stated he would be happy if someone else wanted to Chair the Committee in 2016, but would continue to do so, if appointed. Mr. Cerf volunteered to be on the Committee. Bill Woodcock nominated Paul Andersen as Committee Chair. Bill Woodcock nominated himself. Tim Denton volunteered to be on the committee. In light of Tim's willingness to serve, Bill Woodcock withdrew his self-nomination.

Vint Cerf, Paul Andersen, and Tim Denton were appointed to the ARIN Board Governance Committee, by acclamation, with Paul Andersen serving as Committee Chair.

- E. ARIN Mailing List Acceptable Use Policy (AUP) Committee. One Board member and one Advisory Council member, and one General Member in Good Standing need to be appointed. Mr. Cerf volunteered to serve on Committee. Mr. Cerf was appointed as the Chair of the AUP Committee, by acclamation.

The President stated he would put out a call for an AC and General Member in Good Standing to volunteer.

It was moved by Aaron Hughes, and seconded by Tim Denton that:

"The ARIN Board of Trustees affirms the appointments of the aforementioned individuals to the respective standing committees of the ARIN Board."

The Chair called for discussion. There were no comments.

The motion carried with no objections.

9. ARIN Board Appointments.

- A. 2016 Postel Network Operator's Scholarship Program. The Board needs to appoint a representative for this program.

It was moved by PA, and seconded by BW, that:

"The ARIN Board of Trustees appoints John Curran to serve on the 2016 Postel Network Operator's Scholarship Program."

The Chair called for discussion. There were no comments.

The motion carried with no objections.

- B. 2016 NRO EC Observer. The Board has the option to appoint an ARIN Board Observer to the teleconferences and meetings of the Number Resource Organization's Executive Council (NRO EC). The President stated that the teleconferences customarily are conducted on the second Tuesday of each month, at 6:00 a.m. or 7:00 a.m. Eastern time. Additionally, there are two face-to-face meetings (possibly more) in a given year.

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

"The ARIN Board of Trustees appoints Paul Andersen to serve as the 2016 ARIN Board Observer to the NRO-EC."

The Chair called for discussion. There were no further comments.

The motion carried with no objections.

10. ARIN Bylaw Changes. Counsel was unavailable at this time due to a conflict. The Chair stated that the discussion of the Bylaws changes would be discussed later in the agenda.
11. 2016 ARIN Board Meeting/Teleconference Schedule. The President stated this item was informational, and to the extent possible, requested that the Board express their travel needs to the Chair and Vice Chair. He reminded Board members to provide staff with itineraries if purchasing their own airfare, for expenses reimbursed and duty of care to the organization. The Vice Chair requested the Board determine their schedule to hold teleconferences as soon as possible. The Chair agreed.
12. RPKI Relying Party Agreement (RPA) Change. (Exhibit C) The President presented a briefing to the Board. ARIN undertook a multi-disciplinary review of the liability associated with its RPKI services and the RPKI agreement structures. As a result, changes made were summarized in the presentation. The Board discussed the changes including the new RSA/LRSA and improved professional services insurance coverage.

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

“The ARIN Board of Trustees having reviewed the presentation, and changes to the RPKI Relying Party Agreement, approves the approach as presented”.

The Chair called for discussion. Tim Denton suggested an amendment to add the words “and having considered the nature and extent of risk involved, approves”. There was not objection to the amendment.

New motion reads:

“The ARIN Board of Trustees having reviewed the presentation, and changes to the RPKI Relying Party Agreement, and having considered the nature and extent of risk involved, approves the approach, as presented”.

The motion carried with all in favor and one abstention, via roll call vote. The President thanked the Board for their diligence in this matter; and, noted in particular Bill Woodcock’s efforts to ensure thorough consideration of the risks and tradeoffs involved.

The Chair called for a recess for lunch at 12:19 p.m. PST. The Chair called the meeting to order at 12:55 p.m. PST, stating that item 10 would be discussed at this time.

10. Changes to the ARIN Bylaws. Counsel presented revisions to the Board for their review. It was the sense of the Board that further revisions are to be made for clarity, tasking Counsel to do so. The Board will act on the revisions at their next Board meeting.

The President thanked the Board for the excellent review. The Chair stated the Bylaws changes were remanded for further revisions to Counsel and the President.

13. Review of the 2015 ARIN Election Report. (Exhibit D) The President reviewed the report with the Board. It was the sense of the Board to proceed with the staff recommendations provided in the report.
14. 2016 ARIN Nomination Committee (NomCom). (Exhibit E) The President reviewed the report with the Board. The Chair asked Tim Denton and Bill Woodcock to share his experiences and the time it takes to sit on the NomCom. The Board discussed the process with regard to making any changes. Review of the revisions to the 2016 Nomination Committee (NomCom) Charter where presented, as proposed by Counsel. The Board reviewed the Charter, suggesting clarifying revisions.

Per the Charter, two Board members are to be appointed, with one serving as the Chair of the NomCom. These Board members will select the remaining NomCom members after a call for volunteers. Paul Andersen and Tim Denton nominated Vint Cerf. Mr. Cerf accepted the nomination. Bill Woodcock further nominated Aaron Hughes as Chair of the committee. Mr. Hughes accepted the nomination. There were no further nominations.

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

“The ARIN Board of Trustees accepts the 2016 Nominating Committee Charter as presented, and appoints Board Members Aaron Hughes and Vint Cerf as members of the Committee, noting Aaron Hughes as Chair.”

The Chair called for discussion. There were no further comments.

The motion carried unanimously via roll call vote.

15. Review of the 2015 ARIN Fellowship Report. (Exhibit F) The President provided an overview of the report to the Board.
16. 2016 ARIN Fellowship Selection Committee. (Exhibit G) The President stated that no changes are proposed for the 2016 Fellowship Selection Committee Charter.

Per the Charter, one Board member is to be appointed to serve as the Chair of the 2016 Fellowship Selection Committee. Also, one Advisory Council member and two General Members in Good Standing are to be appointed to serve on the Committee.

Paul Andersen nominated Bill Sandiford as Committee Chair, with Mr. Sandiford accepting. There were no further Board nominations. The Board appointed Tina Morris from the ARIN Advisory Council, and L. Sean Kennedy and Paul Emmons as the two general members in good standing to serve on the committee.

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

“The ARIN Board of Trustees accepts the 2016 Fellowship Selection Committee Charter as on ARIN website, and appoints Board Member Bill Sandiford, Advisory Council Member Tina Morris, and General members L. Sean Kennedy, and Paul Emmons as members of the 2016 Fellowship Selection Committee noting Bill Sandiford as Chair.”

The Chair called for discussion. There were no further comments.

The motion carried with no objections.

17. ARIN Services Working Group Discussion. (Exhibit H) The President provided an overview of the proposed Services Working Group and its Charter to the Board. The Chair suggested a slate of candidates be presented to the Board, and for the Board to choose the members. Aaron Hughes and Paul Andersen volunteered, with Aaron Hughes as Group Chair. There were no further volunteers.

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

“The ARIN Board of Trustees accepts the ARIN Services Working Group Charter as presented, and appoints Board Members Paul Andersen and Aaron Hughes as the members of the ARIN Services Working Group, noting Aaron Hughes as the Services Working Group Chair.”

The Chair called for discussion. The President stated he would put out a call for volunteers to the Advisory Council and to ARIN’s members, and would submit the slate of candidates to the Services Working Group Chair. The Services Working Group Chair was tasked with providing status reports of the Services Working Group to the President.

The motion carried with no objections.

18. IETF Endowment Contribution. (Exhibits I, J, and K) The President reviewed the exhibits with the Board. After discussing, it was the sense of the Board that the proposed \$2M contribution to the IETF endowment to further their work would be acceptable, is in conformity with ARIN’s purpose of supporting the Internet, and should be done in conjunction with other RIR’s contributions. The President was tasked with confirming commitments by other RIR and Internet organizations and report back to the Board.

19. Support for the Network Start-up Resource Center (NSRC) for 2016. (Exhibit L) The Chair provided an overview of this project to the Board in support of NSRC operating expenses, stating that, if approved, it would be a one-time contribution of \$50,000 USD. The President stated that he was familiar with the Center and had no objection.

Bill Sandiford expressed concern regarding how ARIN handle requests for operational funding to avoid the expectation of reoccurring contributions. Bill Woodcock agreed, and noted NSRC's quality of work as 'quite good', stating that Mr. Huter leads the organization well. However, Mr. Woodcock agreed that if ARIN were to fund NRSC, a need criterion and structure for doing so was needed.

The Chair was also in agreement with regard to a formal process with limits on spending, to avoid spending reserves in some way inappropriate to ARIN's mission.

The President suggested developing a program for funding initiatives for the Board's review. It was the sense of the Board that a framework should be put in place, and then consider possible contributions to NRSC as well as all other requests of contribution that have been presented to ARIN.

The Chair stated this item would be tabled until next ARIN Board meeting. The President was tasked with drafting a 'Community Grant Process' to be presented at said meeting for the Board's review.

20. ARIN Summary for RIR Accountability Assessment. The President briefed the Board on the assessment. He stated that a public summary of the project would include one page from each RIR. After reviewing, it was the sense of the Board that clarifying edits to the summary need to be made, and the results resubmitted it to the Board for their review. The President agreed to do so.
21. Registration Accuracy Discussion. Mr. Denton requested a confidential briefing and discussion.
22. Alignment of Board/AC January Workshops. The President stated that the Board authorized the venue for the 2016 January Advisory Council face-to-face meeting to be changed to Seattle, WA, from Dulles, VA. This was done as the AC had expressed a desire to hold their face-to-face meeting at different locations around the country so that Board members could possibly attend. The AC had also suggested having their meeting aligned with the Board's January face-to-face meeting each year. It was the sense of the Board that the present workshop schedule is sufficient, but that Board members are to be encouraged to attend the AC workshop if they are available.
23. IANA Stewardship Transition Update. The President provided an overview and update on this matter to the Board.
24. Legal Update. Counsel provided an attorney-client privileged briefing to the Board.
25. Any Other Business. The Chair called for any other business.
 - IGF Best Practices. Mr. Hughes asked if ARIN was sponsoring or participating in 2016. It was the sense of the Board that ARIN participate but with no particular agenda short of deliverables.
 - Board Performance. The Chair entered an Executive Session, sans ARIN staff, at 4:57 p.m. PST to discuss Board performance and effectiveness.
 - Calendar for teleconference. To be conducted via the Board's mailing list.

26. Adjournment. The Chair ended Executive Session and adjourned the Board meeting at 5:15 p.m. PST with no objections.