

# Charter for the ARIN Board Governance Working Group

## **1.0 Purpose**

The ARIN Board Governance Working Group (GWG) shall perform an overall review of the governance mechanisms of ARIN to determine their suitability and identify any changes to meet the long-term needs of the organization.

## **2.0. Composition of the Governance Working Group**

The Board Governance Working Group (Working Group) shall consist of three members from the Board of Trustees, with one trustee serving as the Working Group Chair. ARIN's Deputy General Counsel will serve as an advisor/facilitator to the Working Group.

The working group may engage, subject to standard approvals, outside advisors to assist in the discharge of its duties.

## **3.0. Scope of Responsibilities**

The Working Group shall review the governance mechanisms of ARIN to determine their suitability in meeting the long-term needs of the organization. The focus should be on Board Governance; however, the committee may make recommendations as it sees fit for other areas of the organization where such changes tie back to the Board.

Governance mechanisms include, but are not limited, to aspects such as the following:

- Board Composition – desirable size, structure, diversity, skills, conflict of interest, and tenure characteristics
- Board Selection – efficient recruitment, vetting, and appointment/election processes
- Board Effectiveness – consideration of Board scope, responsibilities, officers, development, and accountability to the membership

## Timing and Outputs

The Working Group shall hold a workshop during the Board face-to-face meeting in April and the August workshop to present and receive feedback on its progress to date.

The Working Group should aim to bring final recommendations to the Board no later than the Board face-to-face meeting in October.

The Working Group should work with staff to determine appropriate deliverables for outputs to allow for both general and bylaw community consultations as appropriate throughout the process.

The Working Group should conclude all outstanding work by the January 2021 face-to-face meeting of the Board.