

ARIN BOARD OF TRUSTEES
JANUARY BUSINESS MEETING
Wednesday & Thursday, January 22 & 23, 2020
Miami, FL

DRAFT MINUTES

Attendees:

Paul Andersen, Chair
Bill Sandiford, Vice Chair
Dan Alexander, Trustee
Nancy Carter, Treasurer
John Curran, President & CEO
Peter Harrison, Trustee
Catherine Middleton, Trustee

ARIN Board Secretary & General Counsel:

Stephen M. Ryan, Esq.

ARIN Staff:

Michael Abejuela, Deputy General Counsel
Richard Jimmerson, COO
Therese Simcox, Sr. E.A.

1. Welcome & Agenda Review. The Chair called the meeting to order at 10:00 a.m. EST. The presence of a quorum was noted, and he welcomed the Board and staff to the first meeting of 2020. The Chair welcomed new Board member, Catherine Middleton to her first Board meeting. The agenda was reviewed and approved. The Chair asked for any further comments. The President added two items: a briefing on the status of another RIR, and an update on the U.S. Government's IPv6 policy.
2. Consent Agenda.
 - A) Approval of the Minutes. (Exhibit A)

"The ARIN Board of Trustees approves the Minutes of 17 December 2019, as written."
 - B) Adoption of ARIN Board Standing Rules. (Exhibit B)

"The ARIN Board of Trustees adopts the ARIN Board Standing Rules, as written."
 - C) 2019 Audit Committee Year-End Report. (Exhibit C)

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

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

The Chair called for any comments. It was noted that the Board's draft agenda is to be posted on the ARIN website.

The motion to approved the Consent Agenda carried with no objections.

The Chair suspended the meeting to hold a Board Operations Workshop at 10:04 a.m. EST. The Chair ended the workshop at 11:10 am. EST, and called for a 20-minute break.

The Chair resumed the business meeting at 11:35 am EST and handed the meeting over to the President.

3. Election of Officers. The President explained the process of electing officers to the Board.

A. Chair. The President opened nominations for the position of Chair. Bill Sandiford nominated Paul Andersen. The President asked Mr. Andersen if he accepted the nomination. Mr. Andersen accepted the nomination. The President called for further nominations. There were no further nominations. Mr. Paul Andersen was elected Board Chair with 6 in favor. Mr. Andersen abstained.

The President handed the meeting back to The Chair.

The Chair thanked the Board for entrusting him in this role. He stated that he hoped to continue to evolve operations and to develop others to lead in Board roles so that the Board continues with a solid leadership basis moving forward into the future.

B. Vice Chair. The Chair opened nominations for the position of Vice Chair, noting the Vice Chair can also serve as another officer simultaneously. Nancy Carter nominated Bill Sandiford. The Chair asked Mr. Sandiford if he accepted the nomination. Mr. Sandiford accepted the nomination. The Chair called for further nominations. There were no further nominations. Mr. Bill Sandiford was elected Vice Chair with 6 in favor. Mr. Sandiford abstained, and thanked the Board for their support.

C. Secretary. During nominations the President nominated himself to allow discussion under the rules of order on the Secretary role. The President briefed the Board on the role and the options available to it, noting the decision to have a non-Board member as Secretary had occurred for the first time the previous year.

After a discussion, John Curran nominated Steve Ryan as Secretary. The Chair asked Mr. Ryan if he accepted the nomination. Mr. Ryan accepted the nomination. Mr. Steve Ryan was elected Secretary by unanimous vote of all seven Board members.

D. Treasurer. The Chair opened nominations for Treasurer. Peter Harrison nominated Nancy Carter. The Chair asked Ms. Carter if she accepted the nomination. Ms. Carter accepted the nomination. The Chair called for further nominations. There were no further nominations. Ms. Nancy Carter was elected Treasurer with 6 in favor. Ms. Carter abstained.

4. Board Non-Disclosure Forms and Board Conflict of Interest Disclosure Review. General Counsel provided an attorney-client privileged briefing and provided materials to the Board.
5. Authorization of the Treasurer to Approve Future Commitments.

It was moved by President, and seconded by Peter Harrison, 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. There were no comments.

The motion carried unanimously, via show of hands.

6. ARIN Board Committee Charters.

- A. Compensation Committee. (Exhibit D)

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

"The ARIN Board of Trustees accepts the Compensation Committee Charter, as revised."

The Chair called for discussion. The President stated he supported the revision to the Charter.

The motion carried with 6 in favor and one abstention (John Curran).

- B. Finance Committee. (Exhibit E)

It was moved by Dan Alexander and seconded by John Curran, that:

"The ARIN Board of Trustees accepts the Finance Committee Charter, as presented."

The Chair called for discussion. There was discussion regarding the status of ARIN's investment consultants and advisors, clarifying their distinct roles. The President provided a description of ARIN's consulting company relationship, noting the investment consulting company recommended a change in funds and advisors from time to time.

The President stated that he moved the Audit Committee description of responsibilities to the Finance Committee Charter.

The motion carried unanimously, via roll call vote.

- C. Governance Working Group. (Exhibit F) The Chair stated this would be discussed after the Governance Workshop later in the agenda.

The Chair called for the President's other business items be discussed at this time (12:15 p.m.) EST. The Board entered an executive session to discuss:

- Update on U.S. Government IPv4/IPv6 policy.
- Update on other RIRs.

The Board exited the executive session at 12:30 p.m. EST for a recess. The Chair resumed the executive session at 1:19 p.m. EST. The President resumed his briefing. The Board exited the executive session at 2:12 p.m. EST. The Chair called for a short recess.

The Chair stated that the Board would enter into a workshop session to discuss Board Governance. The Chair ended the workshop and resumed the meeting, stating that item 6 C. would be discussed at this time.

6. ARIN Board Committee Charters (Cont).

C. Governance Working Group. (Exhibit F)

It was moved by Bill Sandiford, and seconded by Catherine Middleton, that:

"The ARIN Board of Trustees accepts the Governance Working Group Charter, as presented."

The Chair called for discussion. There were no comments.

The motion carried unanimously with all in favor.

In the interest of time, the Chair stated that item 7 would be discussed at this time.

7. Appointments of Board Members to Standing Committees and Other Roles. The Chair provided a handout that listed the members of said Committees, noting he had previously confirmed their willingness to serve.

2020 Board Committees:

It was moved by Bill Sandiford, and seconded by Catherine Middleton, that:

"The ARIN Board of Trustees approves the establishment of their 2020 Committees, appointing the following Board Members, as follows:

- *ARIN Finance Committee: Nancy Carter (Treasurer and Chair); Paul Andersen, John Curran, Peter Harrison, Bill Sandiford.*
- *ARIN Governance Working Group: Nancy Carter (Chair); Peter Harrison; Catherine Middleton*
- *Nominations Committee: Catherine Middleton (Chair); Paul Andersen*
- *Mailing List AUP Committee: Dan Alexander (Chair)*
- *Election Officer and Vote Counter: Bill Sandiford*
- *NRO EC Observer: Paul Andersen*

The Chair called for discussion. There were no comments.

The motion carried unanimously with no objections.

ARIN Board Compensation Committee:

It was moved by Bill Sandiford, and seconded by Peter Harrison, that:

“The ARIN Board of Trustees approves the establishment of the Compensation Committee, appointing the following Board Members: Paul Andersen, Dan Alexander, Nancy Carter, Peter Harrison, Catherine Middleton, and Bill Sandiford, with Paul Andersen as Chair. All other Board members other than the CEO/President may attend meetings and participate in discussions.”

The Chair called for discussion. There were no comments.

The motion carried with 6 in favor, and one abstention (John Curran)

The Chair stated that item 14 would be discussed at this time.

14. Harassment Prevention Training. Led by General Counsel, the Board reviewed ARIN’s employment policy on harassment; the Board’s own Code of Conduct; and, the standard of conduct for ARIN participants. The Board reconfirmed the importance of ARIN’s commitment to providing a model of attention to these ever-present issues.

The Chair recessed the meeting for the day at 4:00 p.m. EST. The meeting adjourned with no objections.

Thursday, January 23, 2020

DRAFT MINUTES

Attendees:

Paul Andersen, Chair
Bill Sandiford, Vice Chair
Dan Alexander, Trustee
Nancy Carter, Treasurer
John Curran, President & CEO
Peter Harrison, Trustee
Catherine Middleton, Trustee

ARIN Board Secretary & General Counsel:

Stephen M. Ryan, Esq.

ARIN Staff:

Michael Abejuela, Deputy General Counsel
Richard Jimmerson, COO
Therese Simcox, Sr. E.A.

The Chair called the meeting to order at 12:45 p.m. EST. The presence of a quorum was noted. The Chair welcomed the Board to the second day of their meeting.

The Board entered into a workshop session to discuss Board Governance. The Board exited its workshop at 1:30 p.m. EST.

The Chair resumed the meeting agenda.

8. 2020 – 2022 ARIN Strategic Plan – Review and Next Steps. (Exhibit G) The President reviewed the Plan with the Board. Discussion ensued on the promotion of IPv6, recognizing that each party makes their own decision on IPv4 and IPv6 deployment but that ARIN should support and encourage the long-term goal of IPv6 operation, and engaging with the community on the matter.

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

“The ARIN Board of Trustees approves the ARIN 2020-2021 Strategic Plan as presented.”

The Chair called for discussion. The Chair thanked staff on the successful process of the Strategic Plan. There were no further comments.

The motion carried unanimously, via show of hands.

9. ARIN Strategic Reserve of IPv4 Addresses. (Exhibits H, I) Michael Abejuela, ARIN's Deputy General Counsel, provided an overview to the Board on this matter of reviewing ARIN's IPv4 blocks that could be placed in a legal contingency reserve. He suggested a particular /15 block to add to the reserves. Mr. Abejuela provided an overview of the particular recommended block's history, which was chosen for its suitability since ARIN's revocation was confirmed by a recent adjudication decision. The President agreed that this is the right block to add to the reserve to fulfill a previous Board direction.

It was moved John Curran, and seconded by Peter Harrison, that:

“The ARIN Board of Trustees accepts the recommendation of the addition of 107.168.0.0/15 (direct allocation) to the ARIN IPv4 Reserves.”

The motion carried unanimously, via show of hands.

10. ARIN Operations Update.

- a. 23 December 2019 Outage Report. (Exhibit J) The COO provided the reason for the outage report to the Board. The President provided additional information to supplement the report. The Chair thanked the COO and President for their candor in presenting the report and explaining the failures leading up to the outage. The Board asked that the following tasks be conducted to implement fail-safe measures going forward to avoid future outages:

- Staff to provide a technical infrastructure report by April for Board review.
- As soon as possible, advise the Board of requirements needed to update the remediation plan so that the long-term goals in the report are accomplished faster.
- Prioritize strengthening of disaster recovery profile.
- Provide an updated assessment of the incident at their April meeting, including information to allow the Board to understand ARIN's down-time risks.

Once received, the Board will assess the matter further. The Chair thanked staff for the updates provided during the outage, recognizing that staff had a challenging event at a time during holiday activity.

The President noted a report will be published for the community regarding the outage.

b. ARIN Quarterly Activity Metrics – Format/Content Review. (Exhibit K) The Chair stated this item would be discussed on a future agenda due to time constraints.

11. ARIN Fellowship Program Update. (Exhibit L) The President provided an update to the Board that the Program was successfully run in 2019 and will be run again in 2020. He requested that the Board please provide guidance to staff if they find it necessary. The President added that the year-end report for 2020 will report on metrics detailing the number of Fellows that have continued their engagement with ARIN following their Fellowship.

The Board discussed the cited goals of the program. It was determined that goals 3 and 4 should be moved into the purpose of the program, as they are not goals, but part of the purpose. It was established that both engagement with the community, and diversity, were solid goals of the program. The President stated that he would look at the selection criteria, and the goals and criteria.

12. ARIN Community Grant Program Update. (Exhibits M, N) The President reviewed the revisions to the Program and further clarified the Program with the Board. He stated revisions resulted from the Program evaluation at the end of 2019. Discussion ensued on the points of better defining goals for research, informational outreach, and Internet governance.

The President pointed out that at this time there is no ‘yardstick’ to measure success of the Program, and that next year there will be suggested potential metrics to help measure its success. He stated that the overall purpose of this program is a Board-level action, and that he would send a revised Program update for review.

13. ARIN Leadership Academy Update. The COO provided an update on this matter. He explained the program to the Board and stated that ARIN has seen a successful uptake of the program with positive response. The COO noted that it is clear that the Fellowship Program has resulted in new candidates for ARIN elections; however, it is not clear, in only its first year, if the Leadership Academy activity will do the same. It is ARIN’s intention to hold the program again in 2020, barring any objections from the Board. The timing and alignment of the Program was queried. The COO stated it would be held in the 1st or 2nd quarter, and timed before the election process. It was noted that the program will be promoted during ARIN 45 to meeting participants. It was the sense of the Board to proceed with the Leadership Academy for 2020.

It was asked if a survey was provided for the 2019 participants. The COO explained that during the delivery of the program a micro-feedback survey was distributed and, at the end, a survey was provided. The COO added that, in addition to positive feedback on ARIN’s Leadership Academy series of webinars, ARIN also received a positive response on the IPv6 webinar programming. Staff continues to improve delivery of these services with new training topics to be developed in 2020.

14. Harassment Prevention Training. Previously discussed.

15. Ratification of Policies. During their teleconference meeting on December 19, 2019, the ARIN Advisory Council advanced the following recommended draft policies to the Board of Trustees for adoption:

- Recommended Draft Policy ARIN-2019-3: Update 4.10 – IPv6 Deployment Block. (Exhibit O)

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

“The ARIN Board of Trustees, based upon the recommendation of the ARIN Advisory Council, and noting that the ARIN Policy Development Process has been followed, adopts Recommended Draft Policy ARIN-2019-3: Update 4.10 – IPv6 Deployment Block.”

The Chair called for discussion. The President stated that the Policy Development Process (PDP) was followed, and that the policy is supported by the community. He provided an overview of the policy to the Board. The President recommended the Board’s ratification of the policy.

The motion carried unanimously, via show of hands.

- Recommended Draft Policy ARIN-2019-8: Clarification of Section 4.10 for Multiple Discrete Networks. (Exhibit P)

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

“The ARIN Board of Trustees, based upon the recommendation of the ARIN Advisory Council, and noting that the ARIN Policy Development Process has been followed, adopts Recommended Draft Policy ARIN-2019-8: Clarification of Section 4.10 for Multiple Discrete Networks.”

The Chair called for discussion. The President stated that the PDP was followed, and that the policy is supported by the community. He provided an overview of this policy to the Board, noting that it does not apply to everyone, but represents equitable and fair treatment of all customers.

The motion carried unanimously, via show of hands.

- Recommended Draft Policy ARIN-2019-15: Hijacking Authorization Not-intended. (Exhibit Q)

It was moved by John Curran, and seconded by Dan Alexander, that:

“The ARIN Board of Trustees, based upon the recommendation of the ARIN Advisory Council, and noting that the ARIN Policy Development Process has been followed, adopts Recommended Draft Policy ARIN-2019-15: Hijacking Authorization Not-intended.”

The Chair called for discussion. The President stated that the PDP was followed, and that the policy is supported by the community. He noted that clarification of wording in the policy had been done, and recommended it to the Board for ratification.

The motion carried unanimously, via show of hands.

16. General Counsel Legal Update. Counsel provided an attorney-client privileged briefing to the Board on legal matters.
17. Any Other Business. The Chair called for any other business. The Chair thanked Mr. Ryan for the use of his law office in Miami and the comfortable surroundings. He also thanked Mr. Ryan for hosting the Advisory Council meeting to be held there on 24 January, 2020.
18. Adjournment. The Chair entertained a motion to adjourn at 3:57 p.m. EST. John Curran moved to adjourn, seconded by Dan Alexander. The meeting adjourned with no objections.