

ARIN BOARD OF TRUSTEES
BUSINESS MEETING
25 March 2020
Teleconference

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
Brian Kirk, CFO
Therese Simcox, Sr. E.A.

Guest:

Tina Morris, Chair, ARIN Advisory Council (AC)

1. Welcome & Agenda Review. The Chair called the meeting to order at 3:05 p.m. EDT. The presence of a quorum was noted. The Chair thanked the Board for attending this meeting, acknowledging the extraordinary circumstances happening around the world. The Chair welcomed Tina Morris, AC Chair, to the meeting for the discussion of item 3. He noted that there was an update to be given on the December 2019 outage that occurred, and added it to item 8.
2. Consent Agenda.
 - Approval of the Minutes January 22, 2020. (Exhibit A)
 - Confirmation of Action without Meeting. (Exhibit B)
On March 05, 2020 the Board ratified and adopted Recommended Draft Policy ARIN-2018-6: Clarify Reassignment Requirements in 4.2.3.7.1 via e-mail, with each Trustee consenting in writing to this action.
 - AUP Committee Member Appointment. (Exhibit C)
“The ARIN Board of Trustees appoints Amy Potter, ARIN Advisory Council member, and Joe Pace, ARIN Member in Good Standing, to the ARIN Mailing List Acceptable Use Policy Committee.”
 - ARIN 2019 Tax Compliance Report. (Exhibit D)
 - Minor Editorial Updates to Board and AC Travel Policies. (Exhibits E, F)
 - Approval of Proposed ARIN 2020 Election Process Calendar. (Exhibit G)
 - Adoption of ARIN Nominations Committee Charter. (Exhibit H)
 - Approval of ARIN 2020 Election Processes. (Exhibits I, J)

The Chair thanked the Board for permitting significant use of the consent agenda. There were no requests to remove any items.

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

“The ARIN Board of Trustees approves the Consent Agenda, as presented.”

The Chair called for any comments. There were no comments.

The motion carried with no objections.

3. ARIN COVID-19 Update.

- A. ARIN Continuity of Operations. The President stated that ARIN has a formal response plan for the pandemic in place, and is operating according to the plan. He reviewed the four phases of the plan and indicated that, as of last week, ARIN entered phase 4 in which the ARIN HQ in Chantilly is effectively closed and all ARIN travel is curtailed. There are operational and administrative processes to address issues such as mail handling, check processing, and access to paper files. He stated that ARIN continues to operate successfully, and can do so for several months under these processes.

The President further noted that ARIN will accommodate customers who contact ARIN and seek flexibility in payment issues during the crisis, and also with customers who are unable to obtain required notarization due to in-person contact that is entailed. In that case, ARIN will defer the requirement to receive notarized documents and process most requests, but will not transfer resources on non-notarized documents.

The President thanked the Engineering Dept for keeping the infrastructure running with all employees now working remotely. He explained that ARIN has practiced remote operations as a result of past Federal and county closures, and has ample experience operating in this manner, but not at the level of magnitude nor duration that is presently underway. ARIN is now fully running via remote operation, and the infrastructure is working properly to date.

Board members expressed specific issues about the employees who are still seeking to access the ARIN office. The CEO and Counsel indicated that ARIN is an essential business in the communications/Internet sector, according to U.S. DHS guidelines, and ARIN personnel are legally permitted, when needed, to access physical facilities for ARIN operations while maintaining proper health protections. The number of ARIN employees who, from time to time, need access to the office is quite small; and, no ARIN employee is required to go to the ARIN office if they do not wish to, as alternates are available.

The Board also expressed concern for employees' emotional well-being at this time, and asked for continued focus on this as the organization maintains operations. The President assured the Board that ARIN is giving employees enormous flexibility with regard to accommodating their individual situations.

Discussion ensued on mitigation plans in the event a co-location were to become inaccessible for needed maintenance, and it was noted that ARIN has the ability to swing services back to its HQ systems.

The Chair thanked the President for the update, and requested further updates as appropriate. The President acknowledged the request.

- B. ARIN 45 Public Policy Meeting Status. The Chair noted that Counsel had briefed the Board on options available that would be in compliance with the ARIN Bylaws regarding necessary meetings. The Chair thanked the AC Chair for participating in this call. ARIN staff discussed ARIN's readiness to hold the April PPM virtually. Test runs have been conducted on Zoom Conferencing with video, and there were no problems encountered. Staff regularly holds large internal meetings in this manner with multiple presenters without issue.

Tina Morris, AC Chair, indicated that the AC had met last week, and supported holding a virtual PPM, but added that the AC believes none of the pending policies on the docket were time critical or in need of immediate attention. The single exception was Draft Policy: ARIN 2020-2, regarding the grandfathering of requests during the re-establishment of the IPv4 waitlist, which the AC believed could pose community timing concerns if it was delayed. While the policy is not guaranteed to move forward, the AC does want community discussion. The Chair thanked Ms. Morris for her input.

Some Board members thought that holding a virtual meeting would be a good exercise and it would move the AC's docket forward. Others suggested that there is no compelling need to do so at this time, as ARIN members are struggling to adjust to the changes in their lives. A full day virtual meeting was seen as unrealistic. There was general consensus to schedule a compressed meeting to obtain community engagement.

Ms. Morris noted that the AC would support reducing the quantity of topics to a minimum, and make the meeting as short as possible. She suggested the meeting be pushed to June or July, since there was no issue requiring it to be held in April. The President noted that ARIN owes the community a timely process for updating policy, and suggested that ARIN conduct an online Public Policy Consultation (PPC) for those policies that the AC deems necessary to be promptly considered, and complete it in two to three hours. Key presentations relative to the policy experience reports needed, or to the statistics needed, should be added. This will provide the interaction needed from the community, and it would be a better compromise to the timing of the event.

The Chair concurred and proposed a shorter meeting with only the items that the AC needs on the agenda, delaying the event until late June, and directing staff to pick dates that do not conflict with other meetings. The Chair stated that if the Board needs to act on a matter, they will promptly hold a virtual meeting. The Chair asked if any Board members had any other views and the proposal was agreed upon. Ms. Morris left the call, and mutual thanks were exchanged.

Counsel provided a brief attorney-client privileged discussion to the Board. After the discussion,

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

"Recognizing the national and international state of emergency that exists as a result of the Coronavirus epidemic, the ARIN Board of Trustees adopts the following measure per VA Non-Stock Act § 13.1-824:

For the duration of the Coronavirus public health crisis, ARIN Public Policy and/or Members Meetings will be held as determined necessary by the ARIN Board of Trustees, and to protect the health and safety of participants, meetings may be held

entirely via remote participation mechanisms as deemed appropriate for compliance with public health guidelines."

The Chair called for discussion and asked if the motion would cover any future public health crisis, and when this motion, if adopted, would expire. The President noted that this motion will last for the duration of this emergency and automatically expires when this emergency is over. Until such time, the Board will make decisions on how ARIN meetings will be conducted.

The motion carried unanimously, via roll call vote.

The Chair requested making a separate motion to summarize the intent for the April PPM, and called for any objections to this request. There were no objections.

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

"The ARIN Board of Trustees directs ARIN staff to postpone the April ARIN Virtual Public Policy Meeting and set a date in June 2020, noting that the ARIN Advisory Council is hereby requested to recommend any critical policy content for the June meeting, and that the ARIN Advisory Council advise the ARIN Community that the ARIN Board will consider any policy, on a case-by-case basis, that cannot wait."

The Chair called for discussion. There were no comments.

The motion carried unanimously, via roll call vote.

The Chair thanked the staff and the President for their flexibility in what may arise, as this an unprecedented situation. He further thanked the Board for assisting in planning a meeting methodology never before conducted. The President stated that staff has been quite responsive to the crisis, and that he will pass the Board's thanks to them, noting that staff remains enthusiastic about accomplishing ARIN's mission.

C. Financial/Legal Aspects. (Exhibit K)

The Chair briefed the Board on the Finance Committee (FinCom) meeting held on 3/24/20. ARIN contracts currently held for future ARIN PPMs through April of 2021 in light of the Coronavirus outbreak were discussed. It was the sense of the Board that staff conduct a review of these contracts, which the President and Counsel indicated is already underway.

- ARIN Legal Update. Counsel provided an attorney-client privileged legal briefing to the Board on current ARIN legal matters.

4. Treasurer 2019 Q4 Financial Report. (Exhibits L, M, N, O, P) The Treasurer reviewed 2019 Q4 reports with the Board, and thanked Brian Kirk, ARIN CFO, for his help and their productive meetings. She noted that the FinCom has a plan for holding regular meetings and activities this year. There are two RFPs planned to be launched, and they are realigning the timing of when to do so.

The Chair and Board welcomed Mr. Kirk to ARIN noting the peculiar time for the economy, and state of events in the world. Mr. Kirk stated he is happy to be onboard.

5. 2020 Board Guidance to the Nomination Committee. (Exhibit Q) The Chair stated that a guidance document had been circulated for review via the Board's list. Discussion ensued on the feedback received by the Board, which included questions raised, and clarifying the text. The Chair suggested that the document be revised, and a newly revised clean copy recirculated to the Board. He further suggested the document be approved via the Board's list as an action without a meeting, in order to get the task done and submitted to the Nomination Committee in a timely manner. There were no objections to this request.

The Chair stated that Dan Alexander had comments on the new paragraph, and how it was created. The Chair added that several clarifications are needed on wording and moving the experience and related industry sectors to the 'strongly recommended' section. He added that the language concerning ARIN experience, and those who are directly involved in the ARIN process, will be clarified.

Mr. Alexander stated that in the feedback he had provided, he had noted that one new sentence added for guidance is undefined and needs clarification. He was unclear on what 'self-assessment' would be provided to the NomCom, and by whom it would be created. The Chair replied that, based on the feedback received, the NomCom has trouble with evaluating existing Board candidates and the candidates up for election, and that it is vague in its purpose. The Chair stated that the data could be created if desired. Collectively, the Board would have to have a difficult conversation on skill and lack of skill, and could also look to the Board 360 Review, although that is not how the review is intended. The Chair stated that the Board ask the NomCom what they are looking for, and how to address this target.

Mr. Alexander noted that it would make it easier this year to have this data for providing feedback to the NomCom. He asked if the data would come from Board documents or something that is already known, and not necessarily the review or a self-assessment, if it is well understood what the NomCom Chair is receiving. The Chair clarified that the data would have to be Board-generated.

Catherine Middleton asked if it could be done without being in the letter. She believed it may be a bit premature, and suggested that the Board Governance Working Group look at skills. She suggested that next year they may have a clearer understanding of aligning a Board assessment of skills. Ms. Middleton further suggested leaving it out of the guidance this year, but if the data is available, it can be shared outside of the guidance letter.

The Chair stated that the guidance letter is for transparency. It may end up being a rougher version this year, but it would be good input for the Board Governance WG. He noted that the NomCom may not even need it, but they have been criticized previously for not having it.

The Chair reiterated to the Board that a clean copy would be circulated, via the Board's list, and there would be an action without a meeting. There were no objections.

The Chair noted the concern that the Board would miss something as they created the guidance from the NomCom Charter, and he and Ms. Middleton will continue to work on the Charter until completion. The Chair asked that the President circulate a clean copy to the Board's list including a motion of approval for the Board to vote upon. The President agreed to do so.

6. ARIN Operations Update.

- ARIN Quarterly Activity Metrics – Format/Content Review. (Exhibit R) Mr. Jimmerson, the COO, stated this document was sent to the Board and that their feedback was received. Staff will continue to make changes in the quarterly

report. He noted that there have been staffing changes. The CFO is now onboard and he will help to enhance these reports. The Chair noted he had sent an email with requests in regard to content and asked if there were any concerns. The COO responded that there were no concerns, and the Chair's requests would be incorporated into reports going forward. The Chair thanked him for the information.

- Update on Reimbursements for On-call Internet & Mobile Services. The COO stated that this item was requested during the budget review in 2019. Staff had a discussion with the FinCom and the Board and noted the short period of time to get this done last year. The COO stated that this year the reimbursement for Internet access services for staff has been removed. With regard to mobile service, ARIN is going to continue to reimburse mobile service for critical staff. The President explained that mobile service was reviewed for personnel who have operations responsibility, or continuity of operations responsibility.
- Update on Reason for Outage Report December 2019. The Board had asked for a brief update, acknowledging a full update will be provided in April. The COO stated that documents are forthcoming from the President. The remediation deadline is to be done by the end of 2020, and staff is working on a document to provide to the Board which shows how it will be done. The COO stated that everything is on schedule.

Peter Harrison requested that updates be provided to the Board with regard to ARIN's interview process during the pandemic. The President stated that interviews are a challenge, as interviews are best conducted face-to-face, and he is working with the Director of Human Resources on the issue.

7. Initial Fee Waiver for Non-Profits Providing Critical Internet Services. (Exhibit S) The Board discussed this item weighing the need and why, at this point in time. The President stated it has been an issue for some time, as there is a need for more exchange points all over the region and the organizations have difficulty meeting the initial fee during their organizing phase. The President recommended waiving the initial fee for such cases, as the intent of community policy to encourage exchange points to get their own number resources would otherwise be defeated. The Chair asked if data existed on this need. The President indicated that it was anecdotal at this point; it is not possible to know who abandoned the process, or was otherwise deterred after reviewing the fees online.

It was the sense of the Board that the item be referred to the FinCom for discussion and recommendation to the Board. The Chair stated that, in the interim, the Board can meet on short notice if there is need to consider a specific case. The Chair stated that he would set the Board teleconference in early June either in a series or a single meeting, and will work with staff on firming dates.

8. Adjournment. The Chair entertained a motion to adjourn at 5:11 p.m. EDT. Peter Harrison moved to adjourn, seconded by Bill Sandiford. The meeting adjourned with no objections.