

SPECIAL MEETING OF THE
ARIN BOARD OF TRUSTEES
Monday, 27 April 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., Scribe

1. Welcome & Agenda Review. The Chair called the meeting to order at 5:01 p.m. EDT. The presence of a quorum was noted.
2. Consent Agenda.
 - 2020 Nomination Committee Charter Clarification. (Exhibit A)
 - Action Taken Without A Meeting: ARIN Nomination Committee Questionnaires. (Exhibits B, C) On April 23, 2020, the ARIN Board of Trustees approved the ARIN Nomination Committee Questionnaires for the ARIN Board and the Advisory Council via e-mail, with each Trustee consenting in writing to this action.

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

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

The Chair called for discussion. There were comments.

The motion carried with all in favor and no objections.

3. Approval of the ARIN Board of Trustees Guidance Letter to the 2020 ARIN Nomination Committee. (Exhibit D)

It was moved by Nancy Carter, and seconded by Bill Sandiford, that:

“The ARIN Board of Trustees approves the ARIN Board of Trustees Guidance Letter to the 2020 Nomination Committee, directs that it be provided to the Nomination Committee, and directs that it be posted publicly on the ARIN website.”

The Chair called for discussion. Dan Alexander stated his first of two concerns about the letter as written, specifically the paragraph that was added offering the NomCom a Board-level view of current skills gaps and Board Member performance. He stated that the guidance letter, as previously drafted, is generic and describes the minimum qualifications that the NomCom should consider. The newly added paragraph increases the role of the Board, potentially leading the NomCom to favor or omit candidates based on this supplied information. Second, Mr. Alexander stated that the additional language regarding the Board providing their view of a Board member’s performance on the Board was unbounded and unstructured. He strongly believed that the Governance Working Group should be asked to review this increased role of the Board in elections in the work that they are performing. Mr. Alexander stated he was opposed to the letter as written.

Bill Sandiford stated that with regard to self-assessments of Board needs, he has seen them conducted with other Boards and believed it very helpful to identify skill gaps. If the NomCom needed to decide between two otherwise qualified candidates, identifying gaps in Board skills may be beneficial to assist in its decision. Mr. Sandiford stated that while he was initially concerned that the Board’s report of a Board member’s performance could unjustly influence the NomCom’s view of that Board member; he stated that he did discuss this with the Chair and was assured this is not the intent. The intent is to address community comments that have been received, that the NomCom needed better information to evaluate how incumbents are performing, or not. Mr. Sandiford reiterated that his initial concern was similar to Mr. Alexander’s, but that he was convinced, based on explanations he was given, that it is worth a try. Mr. Sandiford stated that he would support the motion because he believes that it solves a real problem.

Mr. Alexander replied that he did not believe that any ill-intent was planned, but his concern was that this letter, as a framework, has the potential to be carried over from year to year. If the Board composition changes later on, the letter as amended could be used for ill intent. Mr. Sandiford agreed that he was concerned about future usage of the letter as it was updated, but he stated that he believed it was worth trying this year. Mr. Sandiford had no concerns with the current Board’s use of the letter as written. He stated that if the NomCom does not find it useful, they will let the Board know, and the language would be removed going forward.

The Chair stated that the letter needs Board approval and the Board’s understanding of Board processes is of important note. The Chair stated that therefore this item is to be placed on the Board’s agenda for their meeting in January 2021, in order for the Board review the letter again at that time. The President agreed to do so.

Peter Harrison suggested that it may be beneficial for the Board to prepare this information as a standard process, rather than provided on an exception basis. As a routine process,

everyone would be aware that it would always be prepared by the Board and given to the NomCom. Mr. Harrison believed that if it became standard reporting, it would be less likely to be abused.

The motion carried with 5 in favor, one against (Dan Alexander) and one abstention (John Curran).

The Chair stated that the Board members should let him know of any topics they would like discussed for the two upcoming Board meetings in May. He noted that the Board will be holding two more meetings given that the in-person meeting this month was cancelled.

4. Adjournment. The Chair called to adjourn at 5:14 p.m. EDT. The meeting adjourned with no objections.