

**Minutes of the August 5, 1997 meeting of the ARIN Board of Trustees (Proposed)**

The meeting was called to order by John Curran at 9:10 AM at 505 Huntmar Park Drive, Herndon, VA. In attendance were John Curran, Randy Bush, Scott Bradner, Kim Hubbard, Don Telage, and Dennis Malloy. John Curran requested that the minutes of the July meeting be amended to correct his offer of financial assistance for the initial Advisory Council meeting by substituting BBN Planet for GTE.

The first order of business was to be the election of the Board of Trustees. On the basis of a report submitted by Don Telage regarding liability insurance coverage and the timing for placement thereof, it was generally agreed to postpone election until such time as the insurance coverage was fully in place. As the Bylaws allow electronic meetings, all present agreed that the Board could be officially seated without a face to face meeting. A teleconference will be scheduled at the appropriate time once insurance coverage is placed.

It was agreed that membership solicitation would proceed as authorized by the initial Board of Trustees so that no further delays in completing the membership roster would occur. Therefore, under the authority of the initial Board, ARIN may begin collecting membership dues and enrolling new members as soon as the application process can be put in place. Furthermore, all present elected to discuss the required Presentation of Corporate Regulations at today's meeting so that the telephonic conference would not involve lengthy debate and detailed discussion. The points were read individually by John Curran and discussed as needed to achieve clarity. The corporate regulations were adopted as presented with the following exceptions:

3a. Adoption of Articles of Incorporation and Articles of Amendment to Articles of Incorporation of ARIN. (Changes recommended to be drafted and reviewed within five days)

3b. Approval and Adoption of ARIN Bylaws (changes recommended to be drafted and reviewed within five days)

**3d. Election of ARIN Trustees (Was submitted for correction of addresses for Board members and to replace the number seven with the number five for the number of Trustees as two individuals serve ex officio and are not technically members of the Board.)**

**3e. Consider Fees Payable to ARIN Trustees (Item stricken by voice vote)**

**3f. Election of ARIN Officers (Listing was completed to reflect the appointment of Randy Bush as Treasurer and Scott Bradner as Secretary as well as corrected to show the correct spelling of John Curran's name in identifying him as the Chairman of the Board).**

**3g. Consider Compensation of President of ARIN (item modified to remove specific dollar amount from the paragraph).**

**3i. Appointment of Other ARIN Committees (was expanded to include a Standing Committee designated to review the President's Employment Agreement. The committee is to be chaired by John Curran and will include Randy Bush and Scott Bradner. An Audit Committee was formed and will include Don Telage and Randy Bush. The Planning Committee was acknowledged to consist of all members of the proposed Board acting in the capacity of planners for ARIN).**

**3j. Designation of Bank. (Completed to reflect the selection of Nations Bank as ARIN's depository institution and to reflect the designated signers as the President, the Controller and the Chairman of the Board. The regulation was also expanded to reflect a requirement for two signers on checks issued in excess of \$5000.)**

**3o. Authorization to Purchase Liability Insurance (Was amended to reflect the use of the word "appropriate" in place of the word "liability").**

**3p. Designation of ARIN Fiscal Year (item stricken due to redundancy by voice vote)**

**Recommended changes in the Articles noted above were in the Articles of Amendment, specifically points 6 and 7 of Article 7. The recommended change was to add clarity to point 7 by stating " When it is generally believed that the technology is available to support portable addressing, to encourage allocation policy changes for Internet service Providers in order to enhance competition by providing mobility of Internet Service Providers among upstream Internet Service Providers". In the discussion surrounding this issue, it was noted that the original language of this clause was to satisfy**

the IETF concern with regard to portability issues. It was agreed that Elliot Maxwell be informed regarding this change in the clause as drafted above.

In reviewing the Bylaws, the following change was recommended in Article VI, section 5; that the section be rewritten to emphasize the fact that "only" candidates recommended by the Advisory Council would be selected to fill future vacancies on the Board and that up to three candidates would be considered.

The next agenda item covered was Kim Hubbard's report on the Status of Operational Issues. In the area of facilities, Kim reported that negotiations were presently underway to lease a facility in Reston that combined excellent space and reasonable pricing. Facilities specialists are working with Kim to secure and modify the space to meet all requirements.

In her report on staffing, Kim indicated that Michele Radell had begun work as ARIN's Controller on July 28<sup>th</sup> and that the position of Network Engineer was still vacant because the individual who had committed to joining ARIN in that capacity had decided not to do so. Kim reported that an active advertising campaign was underway for numerous positions and that resumes were being submitted in response to those ads. She also indicated that the ARIN website had recently been modified to include employment opportunities. All Board members agreed to actively recruit on behalf of ARIN as appropriate candidates were identified, especially during the upcoming conference in Munich.

As the agenda moved into the subject area of Membership Solicitation and the Initial Membership Meeting, Kim opened the floor for discussion regarding the issue of membership classes and issues of representation. Following an exchange of ideas, it was decided that at the present time, there would be no modification of the agreed upon dues of \$1000, that no hierarchical membership classes would be created, and that one entity can be a member with one representative but that others within an entity could join ARIN as individuals.

Certain technical issues were discussed at length so that the practical function of assigning IP addresses could continue now and through the ARIN transition. All members agreed that ARIN is now a legal entity and that we can proceed to take the necessary steps to ensure a smooth transition to the new IP registration process without an interruption of service.

As earlier agenda items were dispatched efficiently, a discussion of the Advisory Council was moved up chronologically to the time period just prior to the working lunch. The discussion centered around the timing and the process for filling the fifteen seats on the Advisory Council in such a way that the work of ARIN could get underway. It was decided that the selection process would begin with thirty days of active solicitation followed by review and selection of candidates by the Board of Trustees. The members emphasized the nature of ARIN as a public resource and their desire to follow an open process in Advisory Council selection.

Dave Pool, a member of NSI's technical team, presented a report on steps to be taken as the IP addressing function is moved from the InterNIC to ARIN. Dave reported that while some elements of information will be common to ARIN and the InterNIC after the transition, there will be no shared database. There may be a need to exchange information between the two entities and a design team is presently studying that aspect. He indicated the following sequence of events as the approach to be taken:

- (1) Modifications will be made
- (2) Unit testing will follow
- (3) Units will be moved to ARIN facility
- (4) Testing will continue
- (5) Transition will be made on the InterNIC side and
- (6) ARIN side will be activated fully.

Following a short break, the Board heard a report presented by Bob Korzeniewski of NSI regarding NSI financial support during the transition to ARIN and the months following operational activation. Bob presented a comprehensive list of items representing financial assistance, a copy of which will be added to this record. There followed a discussion of various aspects of the written report and a sharing of concerns. Questions centered on the issue of "operational" as a concept and a reality and the implications of timing and definition of the term as it is understood by those involved. The issue of debt to be taken on by ARIN in the early years of its existence was pivotal in the discussion.

Don Mitchell of the National Science Foundation was present for and took part in the discussion of financial support, offering his view of the commitment made under the Cooperative Agreement between NSI and NSF regarding ARIN. Further study of ARIN budgetary assumptions will be undertaken and the issue revisited following that study.

Don Mitchell, speaking on behalf of the NSF, indicated that he has no objection to ARIN's moving forward to begin to fulfill its function by initiating appropriate charges for address space as soon as the mechanisms are in place to do so.

In a discussion of the budget, during which Michele Radell was present, cash flow projections for ARIN were reviewed and discussed. Changes indicated from prior budget versions include the addition of a copywriter position and a slot for a Senior Software Engineer. The travel line item was also adjusted based on projections for travel by ARIN principals during the next twelve months. A suggestion was made that additional recruitment funds be added to accommodate the possible use of an agency in the hiring process. Funds were also added for compensation of Board members for expenses incurred on behalf of ARIN.

There followed a discussion of certain technical and engineering concerns, including the transition from Ingres to Oracle. Kim agreed to study the possibility of making the change to Oracle

**simultaneously with the transition from the InterNIC to ARIN rather than making another transition at a later date.**

**The next meeting will be a teleconference and will occur, with all probability by next week, although no firm date was set.**

**The meeting was adjourned by voice vote of all attendees.**