



20 June 2022

Mr. Peter Harrison, Chair, Nomination Committee
American Registry for Internet Numbers
P.O. Box 232290 Centreville, VA 20120 USA

Re: ARIN Board of Trustees Guidance to the 2022 Nomination Committee

Dear Mr. Harrison,

On behalf of the ARIN Board of Trustees, I thank you and your committee for undertaking this important work on behalf of the community. ARIN will thrive with a strong Board and thus the work your committee performs is essential to this process.

Background

ARIN's Board of Trustees fulfils a strategic leadership and oversight role for the organization.

As set out in the 2022 Nomination Committee (NomCom) Charter, the committee will review and classify all nominees for the Board of Trustees. While the NomCom may satisfy its charter requirement to exceed the three available Board of Trustee seats by providing an initial slate with only four candidates, it is noted that such a slate might include one or more candidates with "Qualifications Not Demonstrated". The ARIN Board of Trustees strongly encourages the Nomination Committee to return a slate of at least four "Qualified" or "Well-Qualified" candidates so as to provide the electorate with more viable options on the ballot.

In keeping with best practices in corporate governance, the ARIN Board is strengthened with a diverse set of perspectives around the table. The NomCom is expected to produce a slate of candidates that offers diversity of thought and experience.

Relevant Experience and Priorities

ARIN seeks individuals who bring to the Board significant background/education or relevant experience in governance, relevant professional experience and an understanding of ARIN's mission, strategy and operations. ARIN is a non-profit organization with an annual budget in excess of \$25 million USD and a staff count of over 80 individuals. As such, ARIN is not an entry level board.

To inform classification of nominees, the NomCom shall consider the attributes listed below. "Well Qualified" candidates will demonstrate all the Highly Recommended attributes and offer experience in one or more of the Recommended areas. "Qualified" candidates will demonstrate

some of the Highly Recommended attributes and offer experience in one or more of the Recommended areas.

Background – Mandatory

- Relevant board experience, to include an understanding of, and participation in, board governance in the nonprofit and/or for-profit sectors
- Demonstrated understanding of, and ability to fulfil, board fiduciary duties
- Track record of prudent personal, and professional, financial management
- Ability to listen and be open to others' perspectives
- Ability to ask pertinent questions to help foster mutual understanding
- Ability to synthesize and build consensus
- Ability to articulate a point of view with objective reasoning

Background – Highly Recommended

- Relevant governance experience in ARIN or the network operator/Internet governance ecosystem
- Demonstrated leadership experience
- Experience with strategic planning for an organization with ARIN's scope and size
- Diversity of experience that reflects key sectoral, demographic and geographic perspectives of the community
- Experience with and understanding of the Board's oversight role with respect to risk management

Background – Recommended

- Experience in related industry sectors, e.g., Internet or telecommunications
- Understanding of the major technologies ARIN deploys and/or oversees
- Understanding of the Regional Internet Registry system
- Strong professional experience/qualifications in one or more of the following areas:
 - Areas of law related to ARIN's business
 - Business strategy
 - Cybersecurity
 - Finance, accounting and audit
 - Human resources management
 - Information technology management
 - Investment management and performance oversight experience
 - Risk oversight and management

Priorities

In recruiting candidates, please bear in mind the following areas which the Board of Trustees has identified as priorities for the current recruitment exercise:

- Institutional knowledge of ARIN
- Experience in related industry sectors, e.g., Internet or telecommunications
- Experience dealing with legal or risk management situations

- Ability to understand risks, opportunities, and external and internal issues that may affect ARIN and the community that it serves
- Familiarity with, and experience in, the field of cybersecurity

The Board is expected to face challenging strategic questions related to ARIN's scope, service offerings and structure. Individuals with an understanding of the Regional Internet Registry system would benefit the Board greatly.

The identification of priority areas is not intended to suggest that the Board is wishing to augment strengths in these areas in isolation from considerations relating to diversity and a range of styles of leadership (such as independent mindedness, professional maturity, collegiality and courage to take a position as well the ability to ask probing and relevant questions).

Board Role and Responsibility

We stress that the Board relies heavily on a good understanding among its members of the duties and responsibilities of ARIN and its Board. It is essential that Board candidates have attained a strong level of governance understanding to permit them to focus on substantive issues.

This document is also meant to serve as one of many inputs to your deliberation process and we hope the suggestions within it are useful to your process. Ultimately, we entrust the committee to seek enough inputs to ultimately act on behalf of ARIN's members in classifying the slate of candidates for the Board of Trustees.

Should you have any questions please let us know.

On Behalf of the ARIN Board,

Tina Morris
Vice-Chair, ARIN Board of Trustees