

April 19, 2026

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

**Re: ARIN Board of Trustees Guidance to the 2026 Nomination Committee**

Dear Peter,

On behalf of the ARIN Board of Trustees, I thank you and the Nomination Committee for your crucial work in identifying and recruiting Board of Trustees candidates for the 2027 election. ARIN's continued success depends on a strong Board, and we appreciate your Committee's role in this process. This letter contains the Board's guidance to the Nomination Committee for the current election cycle.

**Qualifications and Recruitment Focus**

ARIN's Board fulfills a strategic leadership and oversight role for the organization. As such, it is vital that candidates, at a minimum, meet the qualifications for members of the Board of Trustees defined in the Trustee Job Description attached hereto as Exhibit A. This is the minimum standard that a candidate must meet to be rated "Qualified" on the election ballot.

In addition, each year, according to the ARIN Election Process, the Board identifies any additional nominee characteristics that would help promote a balanced composition of the Board of Trustees that collectively possesses the skills necessary for ARIN's effective governance. A candidate who meets both the requirements to be rated as "Qualified" and possesses one or more of the characteristics listed in the guidance letter will be rated "Qualified and Additional Recommended Skills".

The Board strongly encourages the recruitment of at least four "Qualified" candidates for the Board of Trustees, with as many of them as possible meeting the rating "Qualified and Additional Recommended Skills", as well.

To be classified as "Qualified and Additional Recommended Skills" in this election cycle, a candidate must possess one or more of the following characteristics:

1. CPA or equivalent
2. Executive personnel oversight, management, and planning

In conducting its outreach and recruitment efforts, the Nomination Committee should seek to identify a broad and diverse pool of qualified candidates whose backgrounds, experience, and perspectives would contribute to a well-rounded and effective Board.

Diversity may include, among other things, differences in professional experience, skills, geographic representation, and personal background. The Nomination Committee should proactively encourage applications from individuals who would enhance the Board's overall diversity.

Consideration of diversity should complement, and not override, the qualifications and requirements set forth in this letter.

## **Conclusion**

This guidance is provided to support the recruitment process. Ultimately, the Nomination Committee is entrusted with acting in the best interests of ARIN's membership throughout the recruitment of potential candidates.

Thank you once again for your efforts. Should you have any questions, please feel free to reach out.

Sincerely,

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**Nancy Carter**

Chair, ARIN Board of Trustees

## **EXHIBIT A - ARIN TRUSTEE JOB DESCRIPTION**

### **Introduction**

ARIN's Board of Trustees ("Board") is responsible for the governance (but not the management<sup>1</sup>) of the organization. Service on the Board requires that Trustees possess:

1. an understanding of ARIN's role in the governance of the Internet and of ARIN's organizational structure;
2. an understanding of the duties that Trustees have to ARIN;
3. an understanding of the responsibilities of the Board;
4. relevant previous governance experience;
5. compliance with legal requirements, as well as ethical and other standards;
6. the commitments expected of individual Trustees; and
7. the basic skills and experience possessed by Trustees that enable them to exercise their duties and perform their duties in an effective and efficient manner.

Certain additional skills, qualifications and experience are considered an asset, and it may be important for certain Trustees to possess one or more of them during any given year to balance the skills required on the Board based on the needs that exist at the time, but these characteristics do not need to be possessed by every Trustee.

The balance of this document addresses these matters.

### **The Role of ARIN in the Governance of the Internet and ARIN's Structure**

The role of ARIN in the governance of the Internet is well-explained at <https://www.arin.net/about/>. Trustees must understand ARIN's role and structure.

### **Duties that Trustees have to ARIN**

In governing ARIN, Trustees have the following fundamental duties:

1. Fiduciary Duty – Trustees must put the interests of ARIN above their own and avoid actual or perceived conflicts of interests and/or self-dealing;
2. Duty of Care – Trustees must discharge their responsibilities with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances<sup>2</sup>;
3. Duty of Loyalty – Trustees must act honestly and in good faith with a view to the best interests of ARIN; and
4. Duty of Obedience – Trustees must act in accordance with ARIN's purposes, comply with all legal requirements, support Board decisions, and follow ARIN's by-laws, internal policies, and rules.

### **Responsibilities of the Board**

The governance responsibilities of the Board include<sup>3</sup>:

1. Determining the vision, mission, and values – this defines ARIN's long-term direction (vision), its core purpose (mission), and the guiding principles (values) that will drive its actions;

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<sup>1</sup> Management of ARIN is led by its Chief Executive Officer, who reports to the Board.

<sup>2</sup> This means that Trustees must make sufficient inquiries to inform themselves and consider all material information available to them prior to acting.

<sup>3</sup> The list captures most governance responsibilities of Trustees, but is not necessarily exhaustive; additions may be needed depending on the evolution of governance best-practices, the nature of ARIN's activities and special circumstances that may arise.

2. Ensuring effective planning and measuring performance – the Board is responsible for articulating, approving, and amending ARIN’s strategic plan, ensuring that ARIN’s activities are conducted in pursuit of that plan in a manner that promotes long-term value, and reviewing ARIN’s adherence to the plan with the aid of relevant, approved key performance indicators;
3. Selecting the CEO – this includes ensuring that the duties of the CEO are well-defined and selecting the most qualified candidate to fill this position;
4. Supporting and evaluating the CEO – this includes providing the CEO with the professional and moral support the CEO needs to discharge their duties and responsibilities;
5. CEO compensation and succession – the Board has an ongoing responsibility to review CEO compensation and ensure that a CEO succession plan is in place that can be activated quickly if necessary;
6. Overseeing and ensuring compliance with the PDP – the Board must oversee ARIN’s Policy Development Process (“PDP”) and ensure that ARIN Internet numbering policies are developed in a manner that adheres to the PDP;
7. Monitoring and strengthening programs and services – the Board must monitor the consistency of ARIN’s programs and services with ARIN’s mission and monitor their effectiveness;
8. Ensuring adequate financial and other resources – the Board must ensure that ARIN has the resources it needs to fulfil its mission;
9. Protecting assets and providing proper financial and operational oversight – the Board must approve ARIN’s annual financial statements, as well as an annual budget and operating plan for ARIN, and ensure that ARIN has proper financial and other controls in place;
10. Assessing and monitoring risk – the Board must ensure that ARIN has an appropriate risk management framework in place, determine ARIN’s risk appetite, and ensure that the risks that ARIN faces are identified, monitored, and managed;
11. Building and maintaining a competent Board – this involves articulating pre-requisites for candidates running for election to fill Trustee positions, orienting and providing educational support to Trustees, evaluating Board performance (e.g., conducting Board self-assessment), as well as individual Trustee performance, and active engagement in Board succession planning;
12. Ensuring legal compliance and ethical integrity – the Board has ultimate responsibility for ensuring that ARIN is complying with applicable laws and ethical norms and promoting an ethical and respectful culture;
13. Ensuring that advocacy is taking place – the Board must ensure that ARIN is engaged in appropriate advocacy activities as a trade association to advance its mission;
14. Being accountable to ARIN members – the Board must always keep in mind that its fiduciary duties are to be exercised with accountability to ARIN members as a foremost consideration;
15. Enhancing reputation – the Board must ensure that its mission, strategic goals and accomplishments are communicated publicly to garner support from the community;
16. Facilitating Board leadership – this includes ensuring that Trustee independence, Board diversity of perspective, positive boardroom dynamics, Trustee and officer job descriptions, and Committee Charters are developed and maintained;
17. Board engagement – the Board has a responsibility to ensure that external communication, including communication undertaken for stakeholders and advocacy is effective and transparent; and
18. Continuous governance improvement – the Board must ensure that ARIN’s governance is continually improved by making it adaptable to changing circumstances, and learning from disruptions with a view to increasing ARIN’s resilience.

### **Previous Governance Experience**

Trustees must possess at least three years’ previous governance experience as either a director/trustee of, or senior executive leader reporting to, a board of directors/trustees of an organization of a size, asset and revenue base and complexity that is comparable to that of ARIN.

### **Compliance with Legal Requirements, as well as Ethical and Other Standards**

Trustees must meet certain legal requirements (e.g., being of the age of majority, not having the status of a bankrupt, and not being mentally incapable), as well as ethical and other standards that ARIN determines from time-to-time (e.g., related to such matters as criminal convictions and/or potential behaviour, insolvency, truthfulness of educational and professional history, past complaints relating to human resource matters, etc.).

### **Commitments Expected of Individual Trustees**

In addition to adherence to the requirements set out so far in this document, Trustees must be willing to make commitments with respect to their participation in the governance of ARIN. These include:

1. Participating regularly in Board meetings and functions, as well as meetings of Board committees, or other working groups and/or task forces of which they are members;
2. Reviewing agendas and supporting materials prior to Board and committee, working group and/or task force meetings;
3. Serving on Board committees, working groups, and/or task forces and offering to take on special assignments;
4. Participating with conviction, candour, and tact in a responsible and efficient manner in all communications, meetings, and deliberations involving the Board, Board committees, working groups, and/or task forces;
5. Refraining from making special requests of ARIN staff or purporting to speak for ARIN, except as specifically authorized in accordance with ARIN policies or Board directives/authorizations.

Serving as a Trustee also involves a significant time commitment. Trustee workloads vary from year to year, and depend on officer and other assignments, however, a general overview of time requirements for a (non-officer) Trustee is as follows:

1. Attend Board meetings (including related ARIN functions) generally held as follows:
  - a. January in-person meeting (1.5 days)
  - b. April ARIN Public Policy and Members Meeting (2.5 days)
  - c. August in-person meeting (2 days)
  - d. October ARIN Public Policy and Members Meeting (2 days)
  - e. Other teleconferences, as scheduled (1-2 hours)
2. Board Committee work, generally held by teleconference, varies based on workload, and participation is expected on at least two committees, with most committees holding monthly meetings
3. Approximately one to two hours a week for Board work preparation and reviewing/responding to Board correspondence
4. Represent ARIN at one to two other Regional Internet Registry meetings (optional)
5. Attend one to two ARIN on the Road ("AOTR") meetings (optional)
6. Attend governance meetings such as those held by the Internet Corporation for Assigned Names and Numbers ("ICANN") and the Internet Governance Forum ("IGF") (optional/where needed)
7. Attend Caribbean meetings such as those held by the Caribbean Association of National Telecommunication Organizations ("CANTO") and the Caribbean Telecommunications Union ("CTU") (optional)
8. Attend meetings of network operator groups such as North American Network Operators Group ("NANOG") and the Caribbean Network Operators Group ("CARIBNOG") (optional)

### **General Skills and Experience**

In addition to adherence to the requirements set out so far in this document, Trustees must possess the following:

1. Financial literacy;
2. Digital literacy;
3. Collegiality;

4. Good judgement;
5. Excellent communication skills; and
6. Excellent analytic and organizational skills.

#### **Optional Skills, Qualifications and Experience**

The existence of additional skills, qualifications and experiences on the Board are an asset. It may be important for some Trustees to possess one or more of them during any given year to balance the skills needed on the Board as a whole, but not necessarily possessed by every Trustee.

These characteristics include:

1. Advanced understanding of ARIN's role and operations; and
2. Relevant sectoral experience (e.g., Internet, telecommunications, and/or information technology).

Additional characteristics falling under this heading involve significant professional experience or advanced professional qualifications for the purpose of providing broad oversight as follows:

1. Finance professional (i.e., CPA designation or equivalent)
2. Legal professional (i.e., Attorney designation or equivalent)
3. Strategic planning
4. Risk management
5. Cybersecurity
6. Human resources management (Society for Human Resource Management ("SHRM") certification or equivalent, including in executive compensation and succession planning)
7. Government relations
8. Crisis management
9. Investment oversight or management