



June 1, 2024

Mr. Hank Kilmer, 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 2024 Nomination Committee

Dear Mr. Kilmer,

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 2024 Nomination Committee (NomCom) Charter, the committee will identify and recruit nominees for serving on either the ARIN Board of Trustees or the Advisory Council. A third-party vendor firm, engaged by ARIN staff, will have the sole responsibility to qualify and classify each nominee as a key component to the overall nomination process. 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 Confirmed". The ARIN Board of Trustees strongly encourages the Nomination Committee to recruit a slate of at least five "Qualified" or "Well-Qualified" candidates so as to provide the electorate with more viable options on the ballot. With regard to the Advisory Council, while the NomCom may satisfy its charter requirement to exceed the five available Advisory Council seats by providing an initial slate with only six candidates, it is noted that such a slate might include one or more candidates with "Qualifications Not Confirmed". The ARIN Board of Trustees strongly encourages the Nomination Committee to recruit a slate of at least eight "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 recruit 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 100 individuals. **As such, ARIN is not an entry level board.**

To inform classification of nominees, the third-party vendor shall consider each nominee's qualifications as compared to the Trustee Job Description ([Trustee Job Description](#)). "Qualified" candidates will demonstrate all Required Background/Skills and offer experience in one or more of the Preferred Background/Skill areas. Those "Qualified" nominees that also fulfill one of more of the Board priorities indicated below will be classified as "Well Qualified" nominees due to their ability to advance overall Board performance.

Priorities

In recruiting candidates and encouraging them to self-nominate, please bear in mind the following areas which the Board of Trustees has identified as priorities for the current recruitment cycle:

- Business Development/Organizational Strategic Planning, or
- Financial Management/Investment Oversight, or
- Senior Executive/Administrator (Executive or C-Suite), or
- Human Resources, or
- Marketing/Communications, or
- Understanding of ARIN and the Regional Internet Registry System

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 recruitment 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 recruiting the slate of candidates for the ARIN Board of Trustees and Advisory Council.

Should you have any questions please let us know.

On behalf of the ARIN Board,

Bill Sandiford
Chair, ARIN Board of Trustees