

OARC Annual General Meeting 5th October 2013 - Minutes

Date: Sat 5th October 2013, 10:00 MT/17:00 UTC
 Location: [Wild Horse Pass Resort](#), Chandler, Arizona 85226, USA
 Chair: Ondrej Filip
 Secretary: Keith Mitchell

Attendees

In person

| | |
|--------------|----------------------------|
| Afilias | Matt Pounsett |
| AFNIC | Stephane Bortzmeyer |
| APNIC | Geoff Huston |
| ARIN | De Harvey |
| CIRA | Jacques Latour |
| CIRA | Rock Chantigny |
| CZ.NIC | Ondrej Filip |
| Demand Media | Wayne Maclaurin |
| Demand Media | Roy Hooper |
| DENIC | Peter Koch |
| DENIC | Christian Petrasch |
| DNS-OARC | Keith Mitchell |
| DNS-OARC | John Crain |
| Donuts Inc. | Chris Cowherd |
| Dyn Inc. | Chris Griffiths |
| Dyn Inc. | Liam Hynes |
| Dyn Inc. | Chip Marshall |
| Google | Warren Kumari |
| ICANN | Joe Abley |
| ICANN | Dave Knight |
| IID | Merike Kaeo |
| ISC | Peter Losher |
| ISC | Brian Conry |
| JAS Advisors | Jeff Schmidt |
| JPRS | Kazunori Fujiwara |
| Microsoft | Christopher Ferraro |
| Microsoft | Jason Hughes |
| Neustar | Ed Lewis |
| NIC Chile | Eduardo Mercader |
| NIC Chile | Marco Diaz |
| Nominet | Ray Bellis |
| Nominum | Ralf Weber |
| Nominum | Sam Bretheim |
| Nominum | Bruce van Nice |
| OttIX | William Sotomayor |
| PIR | Don Blumenthal |
| registro.br | Marcelo Gardini |
| registro.br | Danillo Antonio Roncoleta |
| RIPE NCC | Anand Buddhev |

| | |
|----------|-------------------|
| RIPE NCC | Colin Petrie |
| RTFM LLP | Jim Reid |
| Secure64 | Amanda Constant |
| Secure64 | Stephan Lagerholm |
| SIDN | Antoin Verschuren |
| Verisign | Duane Wessels |
| Verisign | Aziz Mohaisen |
| Verisign | Gregory Patrick |
| Verisign | Andrew Simpson |
| Verisign | Brian Dickson |

Proxies received

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| Comcast |
| NZRS |
| ISI |

Total Votes: 31

Minutes

1. The meeting was called to order and the 2013 OARC AGM convened at 10:00 by the company Chairman, Ondrej Filip.
2. The [OARC Annual Report](#) was presented to the members by the President, Keith Mitchell.
3. The [Treasurer's Report](#) on OARC's 2012 [Financial Statements](#) was presented to the members by the Treasurer, Matt Pounsett.
4. A resolution to approve the 2012 Audited Accounts was proposed and voted upon. This was approved as follows:

For: 29
Against: 0
Abstain: 2

5. The minutes from the 2012 AGM held in Toronto on 14th October, available at:
https://www.dns-oarc.net/files/workshop-201310/OARC-2012-AGM_minutes.pdf

were presented, and voted upon. These were approved as follows:

For: 29
Against: 0
Abstain: 2

6. The meeting briefly adjourned for a refreshment break.
7. The OARC Chairman's Presentation, was presented to the members by Ondrej Filip, who then proceeded to
8. present a [revised](#) version (2013-10) of the [OARC Participation Agreement](#).
9. The following *Action of the Members* Resolutions were proposed by the Board to the meeting, and voted upon as follows:

3. [Secretariat Director](#)

WHEREAS, Article IV, Section 2A of the Company's Bylaws currently provides that one member of the Board of Directors shall be appointed by the Secretariat (as defined therein); and

WHEREAS, it is in the best interest of the Company and its members to change such election procedure so that the Director formerly appointed by the Secretariat shall be elected by a majority vote of the members and shall be deemed an At-Large Director pursuant to Article IV, Section 2A of the Bylaws; and

WHEREAS, the Board of Directors has approved such change as described above; and

WHEREAS, Suzanne Woolf, the Secretariat Director, has resigned effective as of October 5, 2013;

NOW THEREFORE, IT IS RESOLVED, that Article IV, Section 2A of the Company's Bylaws is hereby revised to provide that the Director formerly appointed by the Secretariat shall be elected by a majority vote of the members and shall be deemed an At-Large Director;

FURTHER RESOLVED, that the above revision shall be effective as of October 5, 2013, and the members shall elect an At-Large Director on such date in place of the former Secretariat Director.

For: 25
Against: 0
Abstain: 6

4. Root Servers Director

WHEREAS, Article IV, Section 2B and Article V, Section 2B of the Company's Bylaws currently provide that one member of the Board of Directors shall be appointed by the Root Servers Advisory Committee (as described therein); and

WHEREAS, it is in the best interest of the Company and its members to change such election procedure so that the Director formerly appointed by the Root Servers Advisory Committee shall be elected by a majority vote of the members and shall be deemed an At-Large Director pursuant to Article IV, Section 2B of the Bylaws; and

WHEREAS, the Board of Directors has approved such change as described above;

NOW THEREFORE, IT IS RESOLVED, that Article IV, Section 2B and Article V, Section 2B of the Company's Bylaws are hereby revised to provide that the Director formerly appointed by the Root Servers Advisory Committee shall be elected by a majority vote of the members and shall be deemed an At-Large Director;

FURTHER RESOLVED, that John Crain, the current Root Servers Advisory Director, shall continue to serve as a Director of the Company for the remainder of his term and that the above revision shall be effective upon the earlier to occur of his resignation or the expiration of his term on September 30, 2014 (or such other date as may be fixed for the 2014 annual meeting of the members);

FURTHER RESOLVED, that the members shall elect an At-Large Director to succeed John Crain on September 30, 2014 (or on such other date if necessary due either to John Crain's earlier resignation or the scheduling of the 2014 annual meeting of the members on a date other than September 30, 2014).

For: 24
Against: 0

Abstain: 7

5. Term of Office of Directors

WHEREAS, Article IV, Section 3 of the Company's Bylaws currently provides that the terms of office for directors shall begin on June 30th of each year and shall be staggered so that the terms of approximately one-half (12) of the directors will expire each year; and

WHEREAS, it is in the best interest of the Company and its members to change such terms of office so that the commencement dates coincide with the annual meetings of the members; and

WHEREAS, the Board of Directors has approved such change as described above;

NOW THEREFORE, IT IS RESOLVED, that Article IV, Section 3 of the Company's Bylaws is hereby revised to provide that beginning in 2013, the terms of the directors shall commence on the date on which the annual meeting of the members is held;

FURTHER RESOLVED, that the directors' terms of office shall continue to be staggered so that the terms of approximately one-half (1/2) of the directors will expire each year.

For: 29

Against: 0

Abstain: 2

6. Voting by Dues-Paying Members

WHEREAS, the Company has entered into an annual Participation Agreement with each of its members (a Participation Agreement); and

WHEREAS, Section 2.2(a) of the Participation Agreement provides that members shall have the right to vote on any matter which requires approval of the Company's members pursuant to the Bylaws; and

WHEREAS, it is in the best interests of the Company and its members to clarify such provision to provide that only dues-paying members have the right to vote; and

WHEREAS, the Board of Directors has approved such revision as described above;

NOW THEREFORE, IT IS RESOLVED, that Section 2.2(a) of the Participation Agreement is hereby revised to provide that only dues-paying members of the Company shall have the right to vote on any matter which requires approval of the Company's members pursuant to the Bylaws;

FURTHER RESOLVED, that Schedule A to the Participation Agreement shall be revised to reflect the above change. In accordance with Section 15.12 of the Participation Agreement, the above change shall not be effective with respect to a particular Participant until the renewal of such Participant's annual term;

This resolution was not approved, as there were concerns that the amendments as drafted did not take into account the impact on the definition of a Member quorum. As a consequence it was withdrawn and not voted upon. The consensus was that the larger question of OARC quorum, given the difficulties of achieving it at this meeting, needed to be reviewed by the Board and addressed first, with a view to presenting amended resolution(s) to a future EGM.

16. Election of Directors

The election of members to the Board was called.

In accordance with the Bylaws of this Company, including the changes reflected herein, the members shall elect three (3) At-Large Directors on the date hereof, each to serve for a term of two (2) years in accordance with Article IV, Section 3 of the Bylaws.

The positions held by:

- DENIC (Peter Koch)
- Afilias (Matt Pounsett)
- Secretariat (Suzanne Woolf)

were up for re-election. The following candidates were nominated for election to these 3 positions:

- Afilias (Matt Pounsett)
- Demand Media/eNom (Wayne Maclaurin)
- Dyn (Chris Griffiths)
- ISI (Bill Manning)
- Minds and Machines (Kevin Thomas)
- Verisign (Duane Wessels)

30 ballot papers were collected from in-room attendees and proxy holders, and taken to be counted by means of the "Scottish" Single Transferable Vote system.

The results of the ballot were presented and announced, candidates were elected in the following decreasing order of preference:

1. Verisign (Duane Wessels)
2. Dyn (Chris Griffiths)
3. Afilias (Matt Pounsett)

A copy of the output from the vote-counting software is available at:

https://www.dns-oarc.net/files/workshop-201310/AGM-election-result_2013.txt

17. A vote of thanks for their service to the outgoing board members Peter Koch and Suzanne Woolf was proposed by the Chair and approved unanimously. The unsuccessful candidates were thanked for participating in the election.
18. The formal part of the meeting was closed at 12:30 MT.

Keith N. Mitchell,
President and Secretary