# OARC Governance Update

**Keith Mitchell**
**OARC President**
**OARC Member Meeting**
**Beijing, 6$^{th}$ Nov 2009**

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# OARC Governance Update

- Introduction
- Objectives
- Policy Council Composition
- Board of Directors and Officers
- Participation Agreement
- Secretariat Arrangements
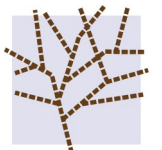- Finances
- Summary

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# DNS-OARC

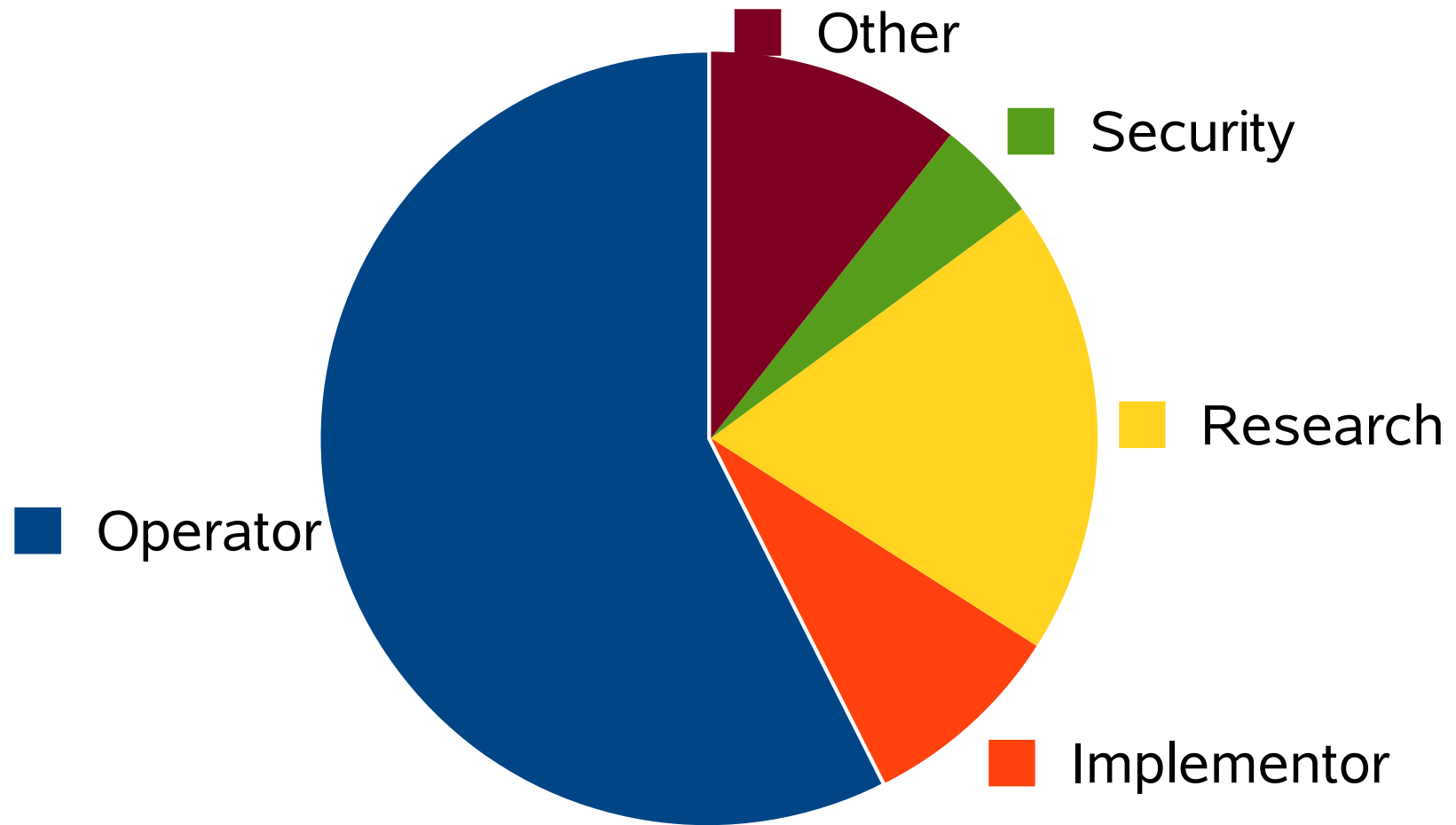Created about 5 years ago by Paul Vixie at ISC.

Modelled after Information Sharing and Analysis Centers (ISACs) in other disciplines.

Seeded with NSF grant money in collaboration with CAIDA.

Spun-off from ISC in 2008 as a stand-alone corporation.

# Membership

# OARC Functions

Incident and outage tracking

    Attacks, maintenance

Networking and collaboration

    Meetings, chat rooms, mailing lists

Data collection and analysis

    DITL, DSC, attack events

Education and outreach

    Tools, workshops, notifications, assistance

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# OARC Governance Objectives

OARC was established in 2003 as a project within ISC

ISC has always wanted OARC to be an independent, neutral body of which it could be an equal member

Some bootstrapping needed to get it there..

We are near the end of this long gestation period :-)

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# OARC Governance Objectives

Neutral independent legal entity

Accountable to diverse member base

Financially self-supporting

    No cross-subsidies

Council/Board reflecting member interests

Non-profit public benefit corporation

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# Progress to Date

First OARC Policy Council elected by members in July 2007

Legal entity (Delaware Corporation) established in June 2008

Policy Council became Board of Directors

US IRS Federal non-profit status "*501(c)3*" recognized in August 2009

Aim to complete separation by end 2009

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# Annual General Meeting

Bylaws and Articles require this to take place annually

Abortive attempt at first AGM in Amsterdam in May 2009

Not enough members had signed new legal entity Participation Agreement

Successfully re-convened this in September 2009

https://www.dns-oarc.net/node/218

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# Current Board

Matt Larson, VeriSign, *Chairman (Root Ops)*
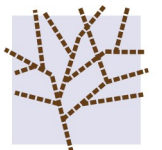
Keith Mitchell, ISC, *Secretariat*

Roy Arends, Nominet

Stephane Bortzmeyer, AFNIC

Peter Koch, DENIC

Matt Pounsett, Afilias

4 positions elected by members,
   1 by root operator members

# Company Officers

Defined by Bylaws

**President**, **Secretary**, **Treasurer** positions are
appointed by Secretariat (ISC) to be
Keith Mitchell

**Chairman** appointed by Board

Duane Wessels is currently "**Director**"
(effectively CEO) under contract to
The Measurement Factory

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# Board Meetings

Take place by phone every month on 1$^{st}$ Tuesday, and/or when Board members at same related meetings

Review/approve:
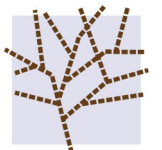New members
Finances
Director report

Strategy discussions

Agenda/Minutes for each meeting

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# Participation Agreement

https://www.dns-oarc.net/files/agreements/oarc-participation-20090825.pdf

Defines relationship between OARC and Members

There have been various versions of this over the years, originally under contract to ISC Inc.

For OARC to be properly constituted, **all** members need to sign version with OARC Inc.

Slightly more than half have done so to date

If you have not yet signed, you don't get any voting or nomination rights

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# Participation Agreement

Most recent versions have auto-update provision:

Current agreement version takes effect when you renew your subscription each year

Per-member version history available on member portal

Please review ASAP – current version is essentially same as previous, just made consistent with OARC Inc. bylaws

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# Participation Agreement

ISC has power to *assign* OARC agreements to OARC Inc, and will do so by end 2009 for any members that have not  signed new agreement

We'll also be terminating long-dormant members who have not lately contributed cash or benefits at this point

Please help us get this cleaned up for year end !

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# Secretariat Arrangements

OARC outsources its Secretariat Functions to
ISC

    ISC has done so as founder at below cost to date

    Since June 2008, ISC has in turn outsourced some
    functions to The Measurement Factory for Duane
    Wessels' time

This will change going forwards..

# Secretariat Arrangements

*Secretariat MoU* will exist between OARC Inc and ISC Inc

  Draft 95% there, to be approved by Board before end 2009

ISC assigned TMF contract to OARC as soon as OARC achieved *501(c)3* status

  This will be replaced by CEO Service Contract between OARC and TMF shortly

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# Secretariat MoU

Defines ISC/OARC services:

1. Secretariat Director responsibilities

2. Finance/Admin functions

3. Infrastructure services

- Sets fees, hours/month, service levels for above

- Notice period for changes and termination


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# OARC Finances

Complete accounting separation from ISC planned for end 2009

OARC now has own bank accounts and signatories

Monthly P&L, balance sheet reports, and quarterly cash forecasts to Board meetings

Draft annual accounts presented at AGM, audit for 2008 part-year and 2009 will take place soon

Cross-subsidy of $30k from ISC to OARC for 2009 enumerated for first time

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# Summary

It has taken longer than anticipated, but OARC is well on track to be fully formally independent by end 2009

Completing this will give us a secure foundation to focus more on core activities for 2010 and beyond

Thank you to our former Directors, and to you our members for your continued support

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# Questions ?

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# Contact Us

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