

DNS-OARC Governance Update

**Keith Mitchell
DNS-OARC President
Member Meeting
Prague, 1st May 2010**



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Domain Name System Operations Analysis and Research Center

DNS-OARC Governance Update

- Objectives and Progress
- Board of Directors and Officers
- Secretariat Arrangements
- Participation Agreement
- AGM, Finances
- Secretariat Changes



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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 have completed this long gestation period 😊



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OARC Governance Objectives

- Independent legal entity
- Diverse member base
- Financially self-supporting
 - no cross-subsidies
- Self-governing, neutral
- 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 Federal non-profit status “501(c)3” recognized in August 2009
- Fully legally and fiscally independent of ISC effective 1st Jan 2010



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Current Board

- Matt Larson, VeriSign, Chairman/RootOps
- Keith Mitchell, ISC, Secretariat
- Roy Arends, Nominet
- Stephane Bortzmeyer, AFNIC
- Peter Koch, DENIC
- Matt Pounsett, Afilias



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Board Meetings

- Take place by phone every month on 3rd Tuesday, and/or when Board members at same related meetings
- Approve new members, review finances, Director report
- Agenda/Minutes for each meeting



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Company Officers

- Defined by Bylaws
- President, Secretary, Treasurer positions are appointed by Secretariat (ISC):
 - Keith Mitchell to date
- Chairman appointed by Board
- Wayne MacLaurin new **Executive Director**, started 5th April 2010



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DNS-OARC Staffing

- An outgoing vote of thanks to Duane Wessels !
- Wayne MacLaurin now working as full-time Executive Director from his home base in Ottawa, ON, Canada
- Geoff Sisson as 50%-FTE contract engineer, funded by ICANN root-signing work until Aug 2010
 - hope to expand engineer role in future



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Secretariat Arrangements

- OARC outsources its Secretariat Functions to ISC
 - ISC has done so as founder at below cost to date
- *Secretariat MoU* now exists between OARC Inc and ISC Inc
- Separate service contract between OARC Inc and Executive Director



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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 for above
 - Total \$5k/month
- Notice period for changes and termination



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OARC Finances

- Accounting separation from ISC completed at end 2009
- OARC now has own bank accounts and signatories
- Monthly P&L, cash reports to Board meeting
- Audit for 2008 part-year and 2009 will take place in Q2 for AGM approval



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Participation Agreement

- Previous versions were under contract to ISC Inc.
- **All** members need to sign version with OARC Inc.
- Over 80% 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

- ISC has power to *assign* DNS-OARC agreements to OARC Inc, and is doing so to those members that had not signed new agreement by end 2009
- We are also terminating long-dormant members who have not contributed cash or benefits
- Please help us get this cleaned up !



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Annual General Meeting

- Bylaws and Articles require this to take place annually
- 2009 AGM adjourned from Amsterdam in May to DC in September
- 2010 AGM will take place during Q3, date/venue TBC
 - Meeting hosts/sponsors sought..



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Secretariat Changes

- ISC is growing and being Director of Engineering there needs more of Keith's time
- Effective today I will thus be standing down as President/Secretariat Director
- ISC is appointing Suzanne Woolf as my successor
- Thank you everyone for supporting me in taking OARC this far



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Questions ?



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