

OARC 2017 AGM: Resolutions and Board Elections



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Domain Name System Operations Analysis and Research Center

AGM Process

- Each member representative should have signed in, and received:
 - colored voting card – please hold up per resolution for **one** of *yes/no/abstain* vote
 - voting paper – please mark your preferred candidates from 1 to up to 7 in decreasing preference, and hand in to William
- Board results will be announced after software vote-count, which may be via e-mail after meeting close



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AGM Resolutions

1. Approve 2016 OARC Audited Financial Statements

- <https://indico.dns-oarc.net/event/27/material/0/0.pdf>

2. Approve Minutes of 2016 AGM

- <https://indico.dns-oarc.net/event/27/material/slides/0.pdf>

3. Elect three member representatives to the OARC Board

- <https://www.dns-oarc.net/oarc/agm-2017/elections>



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Recent Board Changes

- OARC Board positions belong to Member organizations, **not** the elected individuals
- This has lately led to a lot of composition changes due to people switching jobs mid-term:
 - e.g. CZ.NIC, Comcast, Dyn, Afilias seats in past 2 years
- Consequences:
 - admin overhead of switching
 - lack of continuity within Board
- More common practice within industry is Board appointments belong to persons not organizations



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Special Resolutions

1. *“that Article IV of the Company’s Bylaws shall be revised to provide that all of the Directors shall be elected by the members, and such change shall be effective beginning with the election of Directors at the Company’s 2018 annual meeting of the members;”*

- Full text:

<https://indico.dns-oarc.net/event/27/material/0/2.pdf>

- Amendment to Bylaws requires super-majority of 3/4ths of Members present at quorate meeting, or 2/3rds of entire membership



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Special Resolutions

2. *"that all matters pertaining to the Members as set forth in the Company's Bylaws, including without limitation, voting rights, quorum calculations and other matters contained in Article III, shall pertain only to Members and shall not be applicable to Supporters."*

- Full text:
<https://indico.dns-oarc.net/event/27/material/0/3.pdf>
- Clarification of existing practice rather than actual change



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Board Seats

- The Board seat for **Verisign**, held by **Duane Wessels** who has served for 2 years, is up for election by rotation.
- The Board seat for **Oracle** (previously Dyn), currently held by **Liam Hynes**, has been held for 2 years and is up for election by rotation.
- The Board seat for **Comcast**, currently held by **Peter Hagopian**, has been held for 2 years and is up for election by rotation.
- **Ondřej Surý** is stepping down due to a change in employment. As this seat has 1 year of term to run, **CZ.NIC** have appointed **Jaromir Talir** as his replacement.
Ondřej Surý is re-standing for election to one of the 3 available seats as a representative of his new employer, **ISC**.
- The elections for 2017 will be conducted under the current system of Board seats being held by Member organizations, not individuals, whether or not Special Resolution 1 is approved



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Board Candidates

- David Lawrence (Akamai)
- Peter Hagopian (Comcast)
- Ondřej Surý (ISC)
- Ralf Weber (Nominum)
- Liam Hynes (Oracle)
- Shumon Huque (Salesforce)
- Duane Wessels (Verisign)
- *7 candidates for 3 seats*



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