

DNS-OARC Governance Update

OARC28, March 2018



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Domain Name System Operations Analysis and Research Center

Summary

- Changes made at 2017 AGM
- Status of existing Board Directors
 - Akamai Board seat
- 2018 AGM elections
- Anti-capture Bylaws change
- Conduct Policy



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Recent Board Changes

- OARC Board positions have belonged to Member organizations, **not** the elected individuals
- More common practice within industry is Board appointments belonging to persons not organizations, should give better stability & continuity
- Bylaw amendment resolution passed during 2017 AGM at OARC27 enacts this effective from 2018 AGM elections:
 - *“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;”*



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Current Board Seats

- Elected 2016 for rotation at 2018 AGM during OARC29:
 - **APNIC** George Michaelson
 - **CIRA** Jacques Latour
 - **CZ.NIC** Jařomir Talir *(replaced Ondřej Surý in 2017)*
- Elected 2017 for 2-year term:
 - **ISC** Ondřej Surý
 - **(Akamai)** David Lawrence
 - **Verisign** Duane Wessels
- The elections for 2018 will be conducted under the new system of Board seats being held by individuals, not Member organizations



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Akamai Board Seat

- David Lawrence ceased working for Akamai recently
- Formally Akamai are required to designate a replacement within 60 days, or the Board must do so
- Akamai have agreed to allow David to continue to hold their seat until we migrate to the new individual model



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Proposed Resolutions for 2018 AGM at OARC29

- *"that any Director holding office as of the date of the Company's 2018 annual meeting of the members (i.e., those Directors continuing their terms and not newly elected) shall serve the remainder of their terms as individual Directors, not as designees of particular member organizations."*
- This will convert the 3 Directors elected in 2017 to individuals
 - cleans things up without having to wait until 2019
 - avoids further Board composition changes meantime



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Proposed Resolutions for 2018 AGM at OARC29

- Prevention of capture of Board via single Member holding multiple seats through associated individuals
 - via amendment to Bylaws
 - <https://indico.dns-oarc.net/event/28/session/9/contribution/64/material/0/0.pdf>
- No Member may employ or be affiliated with more than one Board Director
- Should this arise, duplicate Directors *may* be removed and replaced by a majority vote of the Members
- Should the Board not do this, Members have existing powers to call a Special Meeting



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Proposed Conduct Policy

- Draft text at:
 - <https://indico.dns-oarc.net/event/28/material/0/0.pdf>
- Applicable at events and online, to Members and others
- In line with emerging industry best practice on such codes
- Defines acceptable and non-acceptable conduct
- Process for breaches of Conduct principles
- Board has authority to amend policy, and discretion to act on breaches
- Conduct at our workshops has always been exemplary, we know you will be guided by this policy during OARC28



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Process

- Member review/questions/discussion at OARC28
- Board resolutions and policy ratification at 10th March meeting
- Member vote on Bylaws changes at OARC29 AGM prior to elections



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