

# **OARC 2018 AGM: Resolutions and Board Elections**



**DNS-OARC**

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 4 in decreasing preference, and hand in to Matt Pounsett
- Board results will be announced after software vote-count, which may be via e-mail after meeting close



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# AGM Business

## *1. Approve 2017 OARC Audited Financial Statements*

- [https://indico.dns-oarc.net/event/29/attachments/620/991/OARC\\_2017\\_Financial\\_Statements.pdf](https://indico.dns-oarc.net/event/29/attachments/620/991/OARC_2017_Financial_Statements.pdf)

## *2. Approve Minutes of 2017 AGM*

- [https://indico.dns-oarc.net/event/29/attachments/620/996/AGM2017-Minutes-18\\_final.pdf](https://indico.dns-oarc.net/event/29/attachments/620/996/AGM2017-Minutes-18_final.pdf)

## *3. Elect three member representatives to the OARC Board*

- <https://www.dns-oarc.net/oarc/agm-2018/elections>



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# Board Composition

- OARC Board positions previously belonged to Member organizations, **not** the elected individuals
- This led to a lot of composition changes due to people switching jobs mid-term
- More common practice within industry is Board appointments belong to persons not organizations
- Passed resolutions at 2017 AGM which started migration to this for OARC
- Resolution 2 completes this migration
- Resolution 1 protects against possible Capture consequences of this change



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# Special Resolutions

1. *“to approve additional revisions to Sections 2 and 4A of Article IV of the Company’s Bylaws so that not more than one person employed by or affiliated with a particular member organization may be nominated or elected to serve as a Director.”*

- Full resolutions text:

[https://indico.dns-oarc.net/event/29/attachments/620/995/OARC-AGM2018\\_resolutions.pdf](https://indico.dns-oarc.net/event/29/attachments/620/995/OARC-AGM2018_resolutions.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 any Director holding office as of the date of the Company’s 2018 annual meeting of the members shall serve the remainder of their terms as individual Directors, not as designees of particular member organizations.”*
- Applies to:
    - David Lawrence
    - Duane Wessels
    - Ondřej Surý



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# Special Resolutions

3. *“to add a new Section 2.3(d) to the DNS-OARC Participation Agreement which states as follows: Participant, and all individuals acting on behalf of Participant, shall comply at all times with the DNS-OARC Conduct Policy.*
  - <https://www.dns-oarc.net/oarc/policies/conduct>
  - 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



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# Board Seats

- The Board seat for **APNIC**, held by **George Michaelson** who has served for 2 years, is up for election by rotation.
- The Board seat for **CIRA**, held by **Jacques Latour** who has served for 2 years, is up for election by rotation.
- The Board seat for **CZ.NIC**, currently held by **Jaromír Talíř**, has been held for 2 years, and is up for election by rotation.
- The 3 Directors elected today will be elected in an *individual* capacity



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# Board Candidates

- Paul Ebersman
- Jacques Latour
- George Michaelson
- Jaromír Talíř
- *4 candidates for 3 seats*



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