

# OARC 29 Annual General Meeting

## 14 October 2018 - Minutes

Date: Sunday 14 October 2018  
Location: Okura Hotel, Ferdinand Bolstraat 333,  
1072 LH, Amsterdam, Netherlands  
Chair: Duane Wessels  
Minutes: Sue Graves

### Attendees

In person: 46 people from 56 Voting Members, (including/ 6 Proxies)

<b>Member</b>	<b>Name</b>	<b>Vote Rep/Proxy</b>
.au Domain	Adam King	Yes
Afilias	Joe Abley	Yes
AFNIC	Vincent Levigneron	Yes
Akamai Technologies	Larry Campbell	Yes
Amazon	James Raftery	Yes
APNIC	Geoff Huston	Yes
CentralNic	Proxy	Proxy
CIRA (.CA TLD)	Jake Zack	Yes
CNNIC	Yuedong Zhang	Yes
CZ.NIC	Jaromír Talíř	Yes
DENIC eG	Peter Koch	Yes
DNS.PT	Proxy	Proxy
Facebook	Emmanuel Bretelle	Yes
Farsight Security	Mike Schiffman	Yes
Fastly, Inc.	Robert Edmonds	Yes
Fondation RESTENA	Guillaume Herbiet	Yes
Google	Warren Kumari	Yes
Hostmaster Ltd	Dmitry Kohmanyuk	Yes
ICANN	Matt Larson	Yes
IE Domain Registry	Paul Duffy	Yes
IIS	Ulrich Wisser	Yes
Infoblox	Proxy	Proxy
InternetNZ	Sebastian Castro	Yes

ISC	Jeff Osborn	Yes
ISOC-IL	Meir Kraushar	Yes
JPRS	Kazunori Fujiwara	Yes
MSK-IX	Dmritrii	Yes
Neustar	Paul Ebersman	Yes
NIC Chile-Universidad	Eduardo Mercader	Yes
NIC Costa Rica	Mauricio Calderón	Yes
nic.at	Proxy	Proxy
NIC.br	Marcelo Gardini	Yes
NLnet Labs	Benno Overeinder	Yes
Norid	Jarle Greipsland	Yes
NS1	Jan Včelák	Yes
Oracle	Liam Hynes	Yes
PowerDNS	Bert Hubert	Yes
RIPE NCC	Anand Buddev	Yes
RNIDS	Zarko Kecic	Yes
Salesforce	Shumon Huque	Yes
SIDN	Marc Groeneweg	Yes
Snake Hill Labs	Joe Abley	Yes
SWITCH	Oli Schacher	Yes
University of Maryland	Karl Reuss	Yes
Verisign	Matt Larson	Yes

**Not In Room or Attending**

USC/ISI	Proxy	Proxy
Comcast	Proxy	Proxy

# Minutes

1. The meeting was called to order and the 2018 OARC AGM convened at 4:05pm CEST by the Board Chairman, Duane Wessels.

Sponsors and logistics assistance were acknowledged.

Duane explained the voting process for the new members and called the names of missing voting members who did not check in after the afternoon break to verify quorum.

Note: on Saturday morning 13<sup>th</sup> October, during the Opening of [OARC29](#) the following updates were presented:

-- The Presidents Report, [OARC Annual Report](#), was presented by Keith Mitchell:

-- The [Software Development year in review](#) by Jerry Lundstrom.

-- The [Systems Engineering update](#) was presented by Matt Pounsett.

2. The [Treasurer's Report](#) on OARC's [2017 Financial Statements](#) and 2018 YTD Financial position was presented to the members by Jacques Latour:

He discussed the need for Banking changes, unplanned costs of the Engineering personnel change and that 2018 is below budget but tracking with expenses. Goal for year ending 2019 had been \$1Million in revenue and to build a 1-year operational reserve by the end of 2020.

Question from Benno Overeinder (NLnet Labs):

*What is projection for 2018 to finish the year?*

A. Should be flat with 2017 at approximately \$760k.

3. A resolution to approve the 2017 Audited Financial Statements was proposed and voted upon. This was approved as follows:

For: 39 + 6 proxies

Against: 0

Abstain: 0

**\*\*Passed**

4. The minutes from the [2017 AGM](#) held in San Jose, were presented  
Called for questions about the Minutes before voting.

Question from Peter Koch/DENIC asking about correcting the spelling of DENIG to DENIC, so it was agreed to fix that and called for a vote for the to-be-corrected Minutes to proceed.

This was approved as follows:

For: 37 + 6 proxies

Against: 0

Abstain: 2

**\*\*Passed**

5. Special Resolutions: It was mentioned that the Board was in full support of all 3 Special Resolutions, and that the corporate attorney had reviewed and approved all the language.

A. *"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."*

Question: *What happens if two members need to step down ?*

Answer: Keith Mitchell said the Board decides

This was approved as follows:

For: 39 + 6 proxies

Against: 0

Abstain: 0

**\*\*Carried**

B. *"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."*

This was approved as follows:

For: 39 + 6 proxies

Against: 0

Abstain: 0

**\*\*Carried**

C. *"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](#)."*

This was approved as follows:

For: 37 + 6 proxies

Against: 0

Abstain: 2

**\*\*Carried**

## 6. Election of Members of the Board of Directors

Warren Kumari and Jake Zack volunteered as Independent Voting reviewers for the election. The election of members to the Board was called to Elect three member representatives to the OARC board to replace seats held by:

- The Board seat for APNIC, held by **George Michaelson**, who served for two-years and is up for election by rotation.
- The Board seat for CIRA, held by **Jacques Latour**, who has served for two-years, and is up for election by rotation.
- The Board seat for CZ.NIC, held by **Jaromír Talíř**, has been occupied for two-years and is up for election by rotation.

Note that OARC Board seats elected from 2018 onwards will be held by individuals, not Member organization representatives.

Other candidates were:

- **Paul Ebersman** Neustar

40 ballot papers were collected from in-room attendees and 6 from proxy holders, and taken to be counted by means of the "Scottish" Single Transferable Vote system.

\* One ballot had to be made ineligible as it was filled out with "x"s instead of 1-4, resulting in 45 votes counted.

Proxies received: 6 (six)

CentralNIC

Comcast

DNS.PT

Infoblox

NIC.at

USC/ISI

Total Votes: 39 + 6 proxies for total of 45 votes counted

The results of the ballot were presented and announced, candidates were elected as follows:

**Jacques Latour**  
**George Michaelson**  
**Jaromir Talir**

Thanks were given to Paul Ebersman for standing for nomination.

7. The formal part of the meeting was closed at 5:10pm CEST.

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Susan Graves for Keith N. Mitchell, President and Secretary