

OARC Inc. Annual General Meeting

12 October 2023 – Minutes

Date: Thursday, 12 October 2023
Location: Online & 6151 Central Ave, Ste. 115
Indianapolis, IN USA
Chair: Benno Overeinder
Minutes: Phil Regnauld

Attendees

In person: A total of 24 delegates plus 8 OARC staff and 4 non-voting Member attendees. 31 Voting Representatives, inclusive of 7 Proxies, attended from a total of 92 OARC members with named voting reps in the OARC Portal. 33.7% of eligible Members attended.

Voting Organization Name	Voting Representative	Proxy
Akamai	Ralf Weber	
Amazon	Brett Carr	
APNIC	João Damas	
auDA	Bruce Tonkin	x
CIRA	Jacob Zack	
Cloudflare	Joe Abley	
CZ.NIC	Jaromir Talir	
DENIC	Peter Koch	
Deutsche Telekom AG	Nicolai Leymann	
Fastly	Robert Edmonds	x
Google	(Proxy)	x
ICANN	Matt Larson	
ISC	Ray Bellis	
ISOC	Mat Ford	
JPRS	Kazunori Fujiwara	

Voting Organization Name	Voting Representative	Proxy
Microsoft	Cole Quinn	
NIC Chile	Eduardo Mercader	
NIC.AT	Alexander Mayrhofer	x
NLNet Labs	Benno Overeinder	
NS1, an IBM Company	Shane Kerr	
NSRC at University of Oregon	Hans Kuhn	x
PIR	Suzanne Woolf	
PowerDNS	Peter van Dijk	
Punktum dk	Erwin Lansing	x
Quad9	John Todd	x
salesforce.com, Inc.	Shumon Huque	
SIDN	Marc Groeneweg	
SWITCH	Oli Schacher	
Telus	Yared Tessema	
USC/ISI	Wes Hardaker	
Verisign	Duane Wessels	

Minutes

(all times in UTC)

1. The 2023 OARC AGM was called to order by the Board Chairman, Benno Overeinder (BO), and convened at 15:00.
BO delivered the welcome opening statement, including success in finding a new President for OARC. BO praised good attendance and mentioned the new initiatives such as the Hackathon.
BO mentioned not seeing member defection in spite of 8% price increase.
Looking forward, goals include how to increase the value of OARC - and what future initiatives can enable this.
BO then proceeded to welcome the Members, and introduced Keith Mitchell (KM), outgoing President.

2. 15:06 The [OARC 2022-23 Status Report](#) was presented by KM.
At 15:19, KM asked for questions. No questions were asked.
3. 15:20 [Engineering report](#) was presented by Michael Baer (MB).
This report covered Systems, including Storage and Network; and Software.
At 15:30, MB questions were prompted.

Questions:

- Duane Wessels (DW) had comments and feedback about DITL re. some availability index to have a better overview of what's available (or not).

Matt Pounsett (MP) replied that the new CEPH cluster cephfs and the better metadata reporting would facilitate this (single mountpoint among other things).

There was further discussion between DW and MP about the benefits of clean datasets and time alignment.

4. 15:34 [Community report](#) presented by Steve Sullivan (SS).

Steve explained the synergy of the combined CRO (Community Relations and Operations) department comprising Steve Sullivan, Denesh Bhabuta and Rebecca Petro (SS, DB and RP hereafter).

SS went on to review the Workshops and gauge effectivity, highlighting the need for more outreach travel, and engaging using smaller events such as the Hackathon.

Following this, SS went on to cover the member landscape.

At 15:50, questions were prompted - no questions were asked.

5. 15:51, BO introduced João Damas (JD), presenting a short report about the Privacy Committee.

BO was previously in charge of this. OARC has been in contact with Rickert Law Office in Germany. They produced a report on things OARC would need to modify in our membership Participation and Data Sharing agreements. The report has been read, but no further engagement so far. The plan is to have this finalized by the end of 2023.

15:53 questions were prompted - no questions were asked.

6. 15:54, Joe Abley (JA), Treasurer, presented the [2022 Financial Statements](#) and [OARC Treasurer's Report](#).

JA praised the clean bill of health.

Observations from JA included: the number of members has remained flat, but with a slight increase in member dues because of the 8% fee increase. No fee increase was planned for 2024.

JA went on to review projected vs realized budget figures.

At 16:00, questions were prompted - no questions were asked.

7. 16:01, BO called a break for 15 minutes until 16:15.
BO asked for people to stay around for the resolutions to maintain quorum.
8. 16:15, BO re-opened the meeting after the break.

16:16, KM presented the [Resolution voting process](#) and [Board Election process](#), confirming that with 30 voting delegates, 23 would be needed to pass the Bylaws modifications with the required super-majority.

9. 16:23 Resolution 1 to Approve the [2022 OARC Audited Financial Statements](#) was proposed.

Vote closed at 16:27:

For: 24 + 7 Proxies

Against: 0

Abstain: 0

Financial statement was approved.

10. 16:29 Resolution 2 to Approve [Minutes of the 2022 AGM](#) was proposed.

Vote closed at 16:32:

For: 23 + 7 Proxies

Against: 0

Abstain: 0

Resolution 2 was carried

11. 16:34 [Resolution 3](#) to amend §2 of Article 4 of the company Bylaws.

KM went on to explain rationale for the Bylaws change.

No clarifications were asked about the amendment.

- Question from Ralf Weber (RW): §3 means terms limits now can range from 3 to 6 years ?

KM: yes, this is correct - number of terms vs number of years, limit can now range from 3 terms of one year up to 3 terms of two years).

- Question from Marc Groeneweg: §2 states that unaffiliated Directors can be voted out by other Board Directors. KM mentioned the case of their original Member organisation. Can they have a vote in this?

KM: Clarified that no, they don't.

Ray Bellis further clarified.

Actual vote enabled 16:40 – 16:43:

For: 24 + 7 Proxies

Against: 0

Abstain: 0

Resolution 3 was carried, with the required super-majority

KM mentioned that due to a technical glitch, an earlier missing vote for the first two resolutions was resolved, adding 1 vote for in each case. This change has been reflected in the Minutes.

12. 16:45 [Resolution 4](#) to amend §2 of the company Bylaws.

KM gave context for the proposed change to re-balance the number of rotating Directors to one-half of the Board, in the event that Directors do not serve their full two-year term.

Referring to RW's question earlier concerning the limit of 3 two-year terms – a consequence is the maximum of 3 terms could possibly include just 3 one-year terms, though unlikely.

Actual vote enabled 16:48 – 16:49

For: 23 + 7 Proxies

Against: 1

Abstain: 0

Resolution 4 was carried, with the required super-majority

13. KM thanked the Members for showing up and making it possible to carry the changes.
14. 16:50 Phil Regnauld, the incoming President, gave a short presentation until 17:01.
15. 17:02 There was no other business put before the meeting.
16. 17:03 KM explained that the Board election would start in under an hour's time, when online voting tokens will be received by representatives at 18:00.
KM went on to explain voting process, which would be open for 24 hours.
17. 17:07 BO closed the meeting and expressed the gratitude of the Board to KM.
18. Meeting closed at 17:10

Benno Overeinder, Chair

Election Results

Summary

Of the 40 voters in this election, 40 cast ballots.

There were 5 candidates for 2 positions:

Benno Overeinder (NLnet Labs)	was elected for a 2-year term
Jacob Zack (CIRA)	was elected for a 2-year term
Joao Damas (APNIC)	was elected for a 2-year term
Ray Bellis (ISC)	was elected for a 1-year term (4th preference)
Ralf Weber (Akamai)	was not elected

Detailed Results

Counting ballots using Scottish STV. There are 5 candidates competing for 4 seats. The number of voters is 40 and there were 40 valid votes and 0 empty votes.

The bar charts below show the vote counts for each candidate in each round. Place the mouse over a bar to see the number of votes.

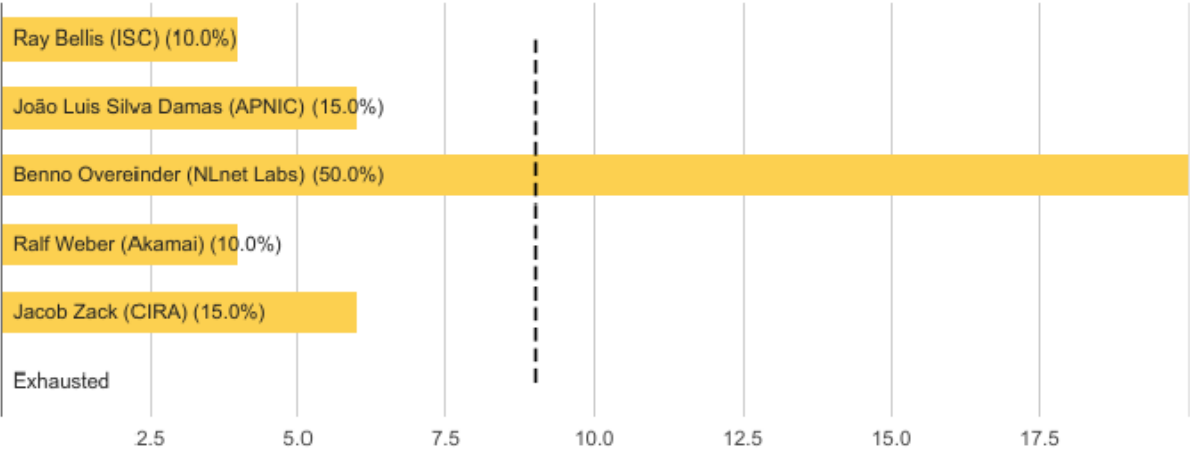
- Yellow — Votes carried over from the previous round.
- Green — Votes received in this round.
- Red — Votes transferred away in this round.

A candidate's votes in a round is the sum of the yellow and green bars. Since the green and red bars represent votes being transferred, the sum of the green and red bars is the same.

The exhausted bar represents votes where the voter did not indicate a next preference and thus there were no candidates to transfer the vote to.

Round 1

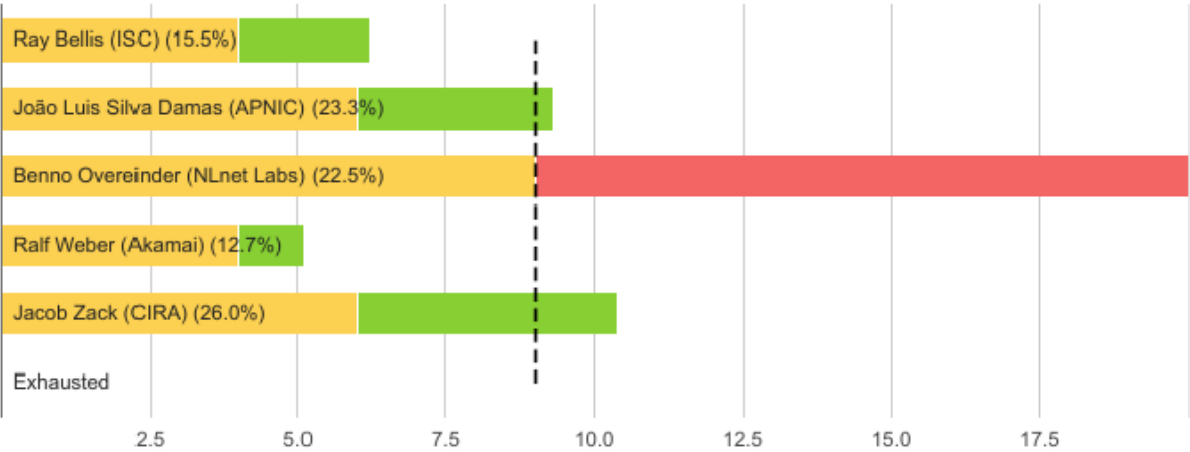
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Count of first choices. Candidate Benno Overeinder (NLnet Labs) has reached the threshold and is elected. Candidates have surplus votes so surplus votes will be transferred for the next round.

Round 2

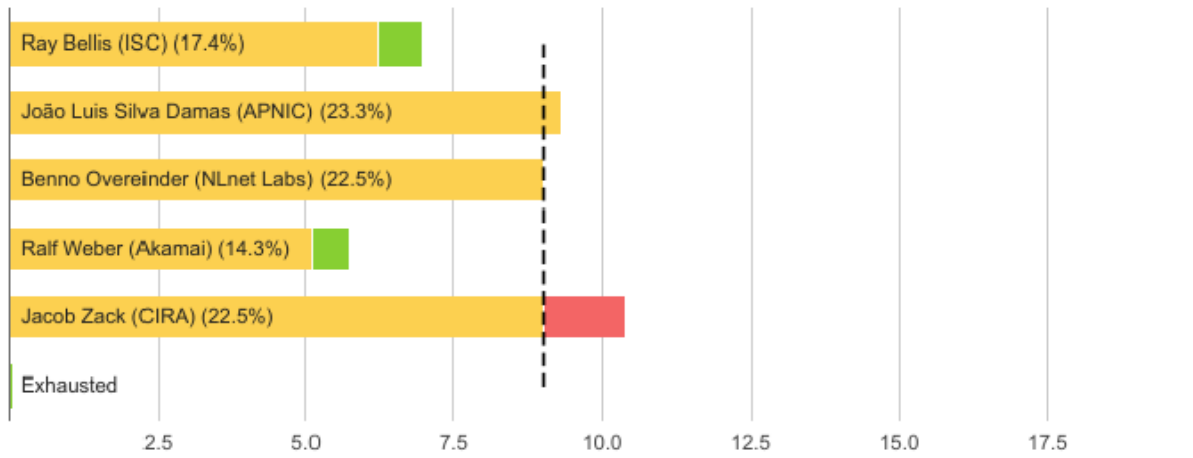
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Count after transferring surplus votes from Benno Overeinder (NLnet Labs) with a transfer value of 11.00000/20.00000. Candidates João Luis Silva Damas (APNIC) and Jacob Zack (CIRA) have reached the threshold and are elected. Candidates have surplus votes so surplus votes will be transferred for the next round.

Round 3

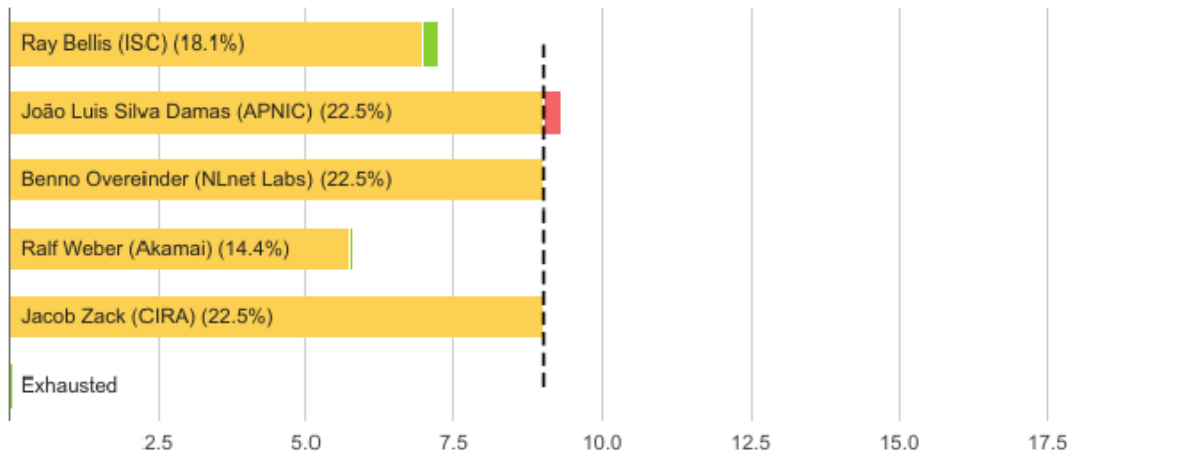
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Count after transferring surplus votes from Jacob Zack (CIRA) with a transfer value of 1.40000/10.40000. Candidates have surplus votes so surplus votes will be transferred for the next round.

Round 4

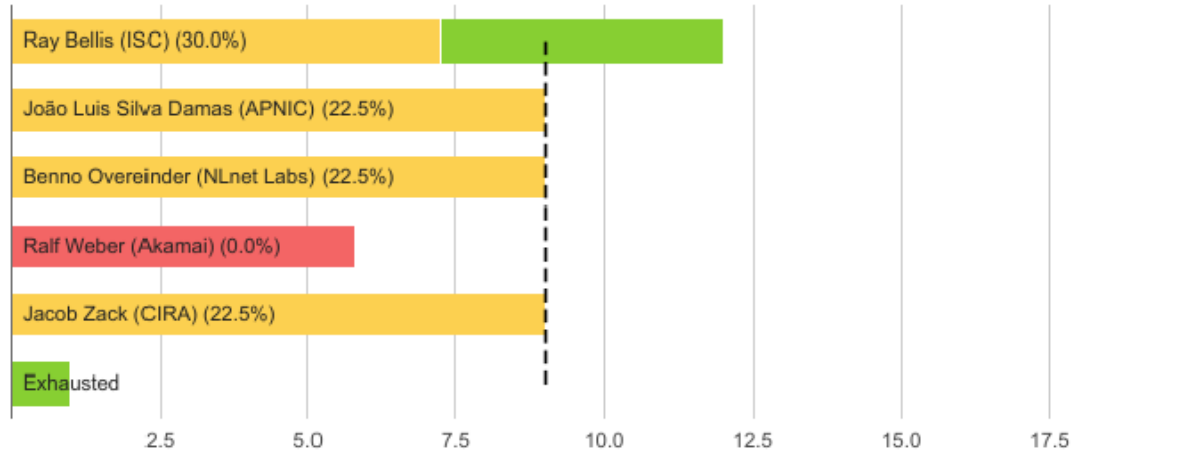
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Count after transferring surplus votes from João Luis Silva Damas (APNIC) with a transfer value of 0.30000/9.30000. No candidates have surplus votes so candidates will be eliminated and their votes transferred for the next round.

Round 5

(prev)



Count after eliminating Ralf Weber (Akamai) and transferring votes. Candidate Ray Bellis (ISC) has reached the threshold and is elected.
