

# Charter for the Nomination Committee (NomCom)

## 1.0. Purpose

The ARIN Nomination Committee (NomCom) is responsible for identifying and recruiting nominees standing for election to the Board of Trustees (Board) and the Advisory Council (AC) in accordance with the Bylaws, and as described in the Election Processes that the Board shall have approved as specified in the Bylaws, Article VIII, Section 1(c). The Nomination Committee is a standing committee of the Board, as specified in the Bylaws, Article VI, Section 3(a). The President is not a member of NomCom. The NomCom shall only be delegated the duties as specified below and shall not act outside of its chartered duties.

## 2.0. Composition, Selection, and Term of the Committee

2.1 The NomCom shall be composed of members as specified below:

- a. The NomCom shall include three members from the ARIN Board of Trustees, with one appointed as the Committee Chair. The Chair shall appoint a Vice Chair from the Board Trustee members of the NomCom Committee. The NomCom members may be appointed by the Board as vacancies arise, which should ordinarily be annual. The Board may make Trustee appointments to this committee whenever necessary to fill vacancies.
- b. One of the Board members shall be appointed Chair of the NomCom.

The duties of the Committee Chair include the following:

- prepare for and facilitate committee meetings, including working with staff to shape meeting agendas;
- able to run a meeting, to time, and bring a group to a consensus;
- able to draw on colleagues' skills and abilities;
- able to deploy people management skills to handle different people and personalities managing the strong versus the quiet, gathering input from all;
- able to establish and maintain a good working relationship with the Board Chair; and
- act as subject matter expert and/or offer technical skills related to the committee's mandate.

The duties of the Committee Vice Chair include the following:

- work with the Committee Chair to further develop skills in
  - a. identifying and implementing Committee workflows, and
  - b. chairing meetings
- lead Committee projects as needed
- co-author the end of year Committee Report
- in any instance where the Chair is unavailable or the position becomes vacant, the Vice Chair will serve.

- c. The NomCom shall include five individuals recognized as representatives from the ARIN community who shall be appointed for two-year terms by the NomCom members specified in 2.1.a. For the purposes of representation and experience, the five (5) community members of the NomCom may be accepted from the following:
  - at least one (1), but no more than two (2) currently serving Advisory Council members
  - recognized representatives of ARIN General Members.
- d. The terms of these community representatives will be staggered. All must complete ARIN volunteer training, such as anti-harassment training, similar to that required of Board, AC, and NRO NC members.
- e. No person may serve as a member of the NomCom and be a nominee or candidate for election in the same year, nor serve as a member of the NomCom for more than four years without an intervening two-year period away from NomCom.

2.2 The NomCom shall preserve the confidentiality of its recruitment discussions. All NomCom members who are not Board members shall enter into non-disclosure and conflict of interest agreements satisfactory to the Board as a condition of serving.

- a. To facilitate the recruitment of nominees, all NomCom members are to disclose to the NomCom, in a timely fashion, the potential for a conflict of interest (“COI”) and the material circumstances thereof. A NomCom member knowing a nominee or having an opinion of a nominee’s fitness does not constitute a COI. A NomCom member who has a material business relationship with a candidate or the candidate’s employer should disclose this to other NomCom members and recuse themselves, if necessary, from discussing the recruitment of a particular candidate. It shall be up to the NomCom to consider any disclosed circumstances and make its own determination of whether a COI exists.

2.3 The primary work of the NomCom for each election cycle concludes upon publication of the Initial Slate of Candidates (“Initial Slate”); however, supplemental work of the NomCom concludes when, after the election results are announced, the NomCom has reviewed, collected, and collated feedback from its members on the Committee’s governing documents, process, and performance, as internal notes; and finalizes a written report of recommendations to the full Board for consideration.

2.4 All unpublished personal data (including, for certainty, pseudonymous data) relating to nominees, whether carried forward as candidates, will be destroyed after the election cycle for which the personal data was collected. Other information, including feedback, recommendations, and lessons learned about the nominations process, shall be retained.

### **3.0. Assistance to the NomCom**

The NomCom identifies and recruits nominees for serving on either the ARIN Board of Trustees or the Advisory Council. Other than as specified below, the NomCom does not assess candidates qualifications, as ARIN engages a third-party vendor firm that has sole responsibility to assess each nominee’s qualifications within the nomination process.

#### **3.1 Nominee Promotion and Recruitment**

NomCom shall undertake such promotion and recruitment activities so that, by Bylaws Article VIII, Section 2

- a. the number of candidates on the initial Board of Trustees election slate exceeds the number of open positions by at least one (1) candidate. The Board candidate slate shall include a minimum of one (1) non-incumbent candidate; and
- b. the number of candidates on the initial Advisory Council candidate slate shall exceed the number of open positions by at least one (1) candidate. The Advisory Council election slate shall include a minimum of one (1) non-incumbent candidate.

### 3.2 Nominee Assessment Confirmation

- a. As described in the Elections Processes document, upon delivery of nominee assessments from the third-party vendor, the NomCom shall confirm that each nominee for a position meets the Nomination and Appointment Conflict of Interest Requirements established by the ARIN Board of Trustees. No nominee will be included on the initial slate of candidates for a position with a potential material conflict of interest unless their public nominee question provides clear guidance regarding resolution of the conflict (for example, indicating resignation from a conflicting role if elected.)

### 3.3 Initial Slate Completion

Based on all relevant information gathered in the process, the NomCom shall provide an Initial Slate of Candidates for the ARIN Board of Trustee election and for the ARIN Advisory Council election to ARIN's President, ARIN's General Counsel and ARIN's Chief Experience Officer. The NomCom's list shall include the third-party vendor firm's assessment of each nominee, as-is and without modification, and certify that this Initial Slate was developed in accordance with this charter, the Bylaws, and the ARIN Election Processes.