

# Charter for the Governance Committee

## 1.0 Purpose

The Governance Committee is established to advance the ARIN Board's effectiveness and continuing development efforts. The Governance Committee shall only be delegated the powers and authority, if any, from the Board as specified below; and for any other work or matters requested by the Board, the Governance Committee will work to refer any actions or information for consideration by the Board.

## 2.0 Composition of the Committee

The Committee shall consist of three elected members from the Board of Trustees, with one appointed as the Committee Chair. Alternatively, two members from the Board of Trustees may serve as Committee Co-Chairs. The President shall serve as a non-voting, ex-officio member of the Committee.

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,
- act as subject matter expert and/or offer technical skills related to the committee's mandate.

The Board of Trustees, at its first business meeting of each calendar year, shall appoint the members of the Committee. Members may serve successive one-year terms if they continue to meet the selection criteria. Vacancies on the Committee during a term shall be filled in the same manner as the regular selection process.

When requested, the General Counsel provides advice to the Governance Committee.

### **3.0 Scope of Responsibilities**

The Committee has responsibilities in two overall areas: (1) Board Effectiveness and (2) Board Development. The Committee shall periodically report to the Board those recommendations that result from fulfilling these responsibilities.

At the end of each year, the Governance Committee shall review its Charter and its performance as a Board committee. Any recommendations from this review shall be reported to the Board for their consideration.

#### **3.1 Board Effectiveness Responsibilities**

The Committee should:

1. Periodically review ARIN Board of Trustee procedures and recommend to the Board policies and processes designed to provide for effective and efficient governance,
2. Review and recommend any changes to ARIN's governance mechanisms that are referred to the Committee by the Board,
3. Periodically review ARIN's Board committee structure, including responsibilities and composition, and recommend changes as needed to the Board,
4. Periodically review and recommend changes to position descriptions that detail the responsibilities of, and expectations for, Trustees, Officers, and Committee Chairs,
5. Periodically review the Board's ethics and code of conduct program to uphold the highest fiduciary standards,
6. Annually review the ARIN Election Process,
7. Annually review the ARIN Board Code of Conduct document.

#### **3.2 Board Development Responsibilities**

The Committee should:

1. Develop and implement a comprehensive Board development plan, which includes methods and tools for orienting, training, educating, and evaluating diverse, skilled, and knowledgeable Board members.
2. Ensure maintenance of a current skills matrix to inform development requirements.
3. With input from the Board, annually develop a list of selection criteria and competencies needed on the Board. Such criteria shall include the possession of knowledge, experience, skills, expertise, and diversity which enhance the Board's ability to manage and direct the affairs and business of ARIN, including the ability of committees to fulfill their duties.
4. Engage in succession planning for the Board and key leadership roles on the Board and its committees.
5. Establish a timeline and process for regular review and assessment of the performance of elected Trustees per established position descriptions.

6. At least every two years conduct a Board self-evaluation to measure the Board's effectiveness and to identify areas for improvement and present the evaluation results and recommendations to the Board.

### **3.3 Reporting Responsibilities**

The Committee shall:

1. Report at least quarterly to the board about committee activities, issues, and related recommendations.
2. Review any other reports ARIN issues that relate to committee responsibilities.

### **4.0 Committee Logistics**

The Committee will meet at least quarterly. With support from staff the Committee chair will develop an agenda in advance of each meeting. Meeting minutes will include an attendance record and a report of Committee discussions with documented actions, recommendations, and decisions. These minutes will be completed, reviewed, and posted no more than three weeks following the meeting.