

NANOG Board of Directors
May 1, 2020/Board Conference Call
2:00 p.m. EDT

L Sean Kennedy, Chair	Edward McNair, Executive Director
Tina Morris, Vice Chair	Darrieux Harvey, NANOG Staff
Susan Forney, Secretary	Claudia Bristol, NANOG Staff
Patrick Gilmore, Board Member	
Vincent Celindro, PC Chair	
David Siegel, Treasurer	
Benson Schliesser, PC Liaison	

Start time: 2:07 p.m. EDT

Board Minutes Review and Approval:

The Board had been provided the following minutes with time to make any comments, which had all been cleared by the Secretary.

- 20 March 2020 - Public Minutes. Minutes were approved unanimously.
- 27 March 2020 - Public Minutes. Minutes were approved unanimously.
- 3 April 2020 - Public Minutes. Minutes were approved unanimously.
- 10 April 2020 - Public Minutes. Minutes were approved unanimously.

From the March 27 minutes, the Board requested follow up from staff on two items. The Executive Director will send a link to the Board on the ARIN agreement for their review and approval. The Executive Director will report his findings from IEQ regarding any recommended change in investment strategy due to the current financial climate.

The Board will review and comment on April 17 and April 24 meeting minutes by close of business on May 4 to allow time to resolve comments and vote at the next meeting on May 8.

Audit Committee 2019 Audit Report:

In the auditor's opinion, the financial statements fairly present the financial position in accordance with generally accepted accounting principles. The audit committee raised several issues to review before next year's audit, none of which were an obstacle to the approval of the 2019 audit.

The committee had recommended approval of the audit report to the Board last week, but the Board had not seen the audit report and did not take a vote. The audit report was sent to the Board, but some members were unable to review before the current board meeting. Board members will make any comments by the close of business on May 5 to allow a vote at the next meeting.

NANOG 79 Election:

The board is waiting for legal review for proposed bylaws updates and NANOG 79. The board proposed Bylaw updates to improve Board member transitioning. Ancillary items identified during discussion that require legal review were:

- If attendance at a virtual meeting satisfies the bylaw attendance requirement for Board and/or Committee members;
- If a member meeting and election can take place separately from the conference meeting.

NANOG 79 Registration and Presentation Budget:

After research, it was determined that Digitell can accommodate our registration needs and at no additional cost for NANOG 79 because registration for this meeting will be free. The meeting highlights will be available May 4, but registration will not be ready to open. More time is needed for:

- Setting up the registration.
- Testing it thoroughly.
- Proposed date to open either May 11 or 18.

PC Update NANOG 79:

The committee had received a few more submissions, but is working to review talks and develop a complete agenda for the meeting by the deadline. The PC believes the 12-hour presentation target still can be met.

NANOG Budget Updates:

The staff presented and discussed a likely cash-flow projection through the end of the calendar year, adjusted for the virtualization of NANOG 79 and possibly NANOG 80.

NANOG 80 Planning:

The staff will be working with the hotel and report back to the board:

- The changes being made for COVID-19.
- How social distancing can be accommodated.
- The number of attendees possible when social distancing.

Compensation Committee Update:

The committee had sent their recommendation to the Board for review. The last 15 minutes of the next meeting will be reserved for an executive session to discuss the recommendations.

Meeting adjourned.

End time: 3:04 p.m. EDT