

NANOG Board of Directors
May 8, 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	Valerie Wittkop, NANOG Staff
Vincent Celindro, PC Chair	
David Siegel, Treasurer	
Benson Schliesser, PC Liaison	

Start time: 2:07 p.m. EDT

Agenda Review:

The agenda was reviewed with no requested additions, but the order was changed to move voting later in the agenda to accommodate the late arrival of a Board member.

Staff Updates:

The 2019 annual report has been completed and sent to the Board for feedback by 6 p.m. EDT May 13. The staff is planning to launch the document on May 14. The purpose of the document is to:

- Provide timely and transparent information to the community.
- Showcase NANOG as a potential investment for sponsors.
- Encourage others to join the NANOG community.

Tests on recording of presentations for NANOG 79 went well. The staff and PC are continuing to work with Digitell on the virtual meeting.

PC Update NANOG 79:

The committee is doing well, and Vincent estimated they are $\frac{2}{3}$ complete. The PC Tool had issues that prevented presentations from uploading, which slowed the process. Extra time needs to be allowed in the future. Staff will address the issues with the PC Tool and report to the Board next week.

Board Minutes Review and Approval:

Board members were given the opportunity for any final changes.

- 17 April 2020 - Motion to adopt and approve the minutes passed unanimously.
- 24 April 2020 - Motion to adopt and approve the minutes passed unanimously.

Audit Committee 2019 Audit Report:

The recommendation to approve the audit report was made to the Board last week. The board accepted the recommendation of the audit committee for approval of the 2019 NANOG audit

report unanimously, with each voting board member's verbal vote recorded. The staff will notify the auditors and complete the subsequent events review.

Legal Input on Interim Election to Update Bylaws:

The legal review for the bylaw change will be completed for next week's meeting. Legal counsel reviewed the bylaws and provided answers to the questions raised last week:

- No bylaw change is required to allow a virtual meeting to satisfy the bylaw attendance requirement for the Board and PC. Legal counsel highlighted the pertinent wording for this decision.
- An election for the bylaws can take place without the actual meeting as long as it meets the 30-day bylaw time frame. The board will recommend a July election at the next meeting. Staff will provide a proposal for possible dates for the bylaw election, taking the U.S. and Canadian July holidays into consideration.

Scholarship Committee:

Applications will remain open until 3:00 p.m. CDT on May 15. Appointments to the committee are not complete. After discussion, but no vote, it was thought the committee should consist of five members, two of which should be Board members. Benson and Edward both volunteered to serve. Staff will propose the wording for the announcement seeking volunteers by next meeting.

Compensation Committee Update:

The Board went into an Executive session for a confidential discussion.

All staff dismissed at 2:50 p.m. EDT