



Review of the ICANN Nominating Committee

Final Report of the NomCom Review Finalization Working Group

January 2010



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1. Background

As part of its program of Organizational Reviews, ICANN has undertaken a review of its [Nominating Committee](#) (hereinafter, NomCom), which is responsible ‘for the selection of all ICANN Directors except the President and those Directors selected by ICANN's Supporting Organizations, and for such other selections’ as set forth in ICANN Bylaws¹.”

Organizational Reviews are part of ICANN’s program of continuous improvement and are intended to ensure an in-depth examination of the role and operation of key structures of ICANN, with support from external, independent professional consultants.

As specified in Article IV, Section 4 of ICANN’s [Bylaws](#), the “goal of the review, to be undertaken pursuant to such criteria and standards as the Board shall direct, shall be to determine (i) whether that organization has a continuing purpose in the ICANN structure, and (ii) if so, whether any change in structure or operations is desirable to improve its effectiveness.”

The Structural Improvements Committee (SIC – a standing Committee of the Board) oversees the Organizational Review processes. The SIC is authorized to set up specific Working Groups (WGs) for each of the Reviews.

With support from the ICANN Director for Organizational Review, the Review WGs have two main tasks:

- To ensure that the selected external reviewers carry out their task in full autonomy and independence of judgment, basing their conclusions and recommendations on evidence and in observance of the selected methodologies and work plan;
- After delivery of the reviewers’ report, to carry out an extensive consultation with the community under review and any interested party on the conclusions of the external review, and formulate a report to the Structural Improvements Committee and the Board on measures to be adopted to increase effectiveness of the key structure under review.

Chronology

In [March 2007](#) the Board of ICANN approved the composition of a specific NomCom Review WG, which included the following individuals: Alejandro Pisanty (Chair); Peter Dengate-Thrush, Njeri Rionge, Mouhamet Diop, Jonathan Cohen, and Steve Goldstein. The WG was supported by Donna Austin, Manager Governmental Relations, who served as staff support to the Nominating Committees from 2005 to 2007.

In June 2007 an external consultant, [Interisle Consulting Group](#), was contracted to undertake the independent, external review of the NomCom. Interisle delivered their [report in October](#) of the same year.

Following public comments, the NomCom Review WG analyzed the recommendations issued by external reviewers and presented a report to the Board Governance Committee (BGC), at that time responsible for the oversight of the Organizational Review function within ICANN. The BGC considered that recommendations from the NomCom review process had to be analysed in coordination with the findings of other reviews that at the

¹ As defined by [Article VII of the Bylaws](#).



time of delivery of the report were ongoing. Consequently, the NomCom review WG report was *not* published for public comments.

More recently – and towards the conclusion of the review processes of the Board and the At Large Advisory Committee (ALAC) – the Structural Improvements Committee (SIC) – which in the meantime took over the duty of coordinating the Organizational Review processes – engaged in discussions with present and past NomCom Chairs as to analyze the implications arising from the NomCom review process. It emerged that – because the NomCom review was largely based on evidence collected in 2007– the findings and conclusions of the Working Group report needed to be consolidated and updated before publication for public comments.

To this end, the Structural Improvements Committee decided to task a specific NomCom Review Finalization Working Group with the duty to update the conclusions and recommendations of the original NomCom review WG report. The decision of the SIC was ratified by the [Board in July 2009](#), and the following individuals were designated to form the WG: Thomas Roessler (Chair), Alejandro Pisanty, Jonathan Cohen, and Steve Goldstein. George Sadowsky participated in part of the Working Group’s deliberations as an expert advisor. The WG is supported by Marco Lorenzoni, ICANN Director for Organizational Review.

In order to fulfill its mandate, the WG reviewed relevant documents, and consulted intensively with NomCom Chairs of the period of 2006 to 2009, with supporting staff, and with General Counsel. It issued for public consultation a [draft final report](#), which was presented at the ICANN meeting in Seoul (October 2009). The useful feedback obtained from the public workshop held at the Seoul meeting has been ‘food for thought’ for the WG’s discussion.

Based on the feedback received on the draft report and further WG discussion, the NomCom Review Finalization Working Group now delivers its Final Report for Board adoption.

Structure of the present report

The present report contains two sections and two Annexes, namely:

- Section 1 – The present Section, containing background information
- Section 2 – This section presents the conclusions of the WG on each of the Recommendations formulated by reviewers. Comments formulated by the previous NomCom Review WG are included, as well
- Annex A – Summary of the comments received during the workshop of the draft final report’s presentation at the Seoul meeting
- Annex B – Summary of the comments received during public consultation on the draft final report

2. WG conclusions

The independent reviewers’ [Final Report](#) contains 17 recommendations; for ease of reference they have been numbered from 1 to 17, and clustered into four different thematic groups. Headlines of these Recommendations are represented in the table below.

Reviewers' recommendations	
A) Outreach and recruitment	<ol style="list-style-type: none"> 1. Create a full-time Administrative Director position 2. Treat candidates more respectfully 3. Recruit and select based on requirements 4. Separate recruitment from selection 5. Seek candidates' info from many sources 6. Boost awareness of ICANN and NomCom
B) Selection and appointment	<ol style="list-style-type: none"> 7. Select all policy Directors from ICANN volunteer pool; ALAC to appoint two voting Directors 8. SOs to select their Council Members from ICANN volunteer pool, based on qualifications needed, to be documented by SOs 9. ALAC to select its At-large Committee Members
C) Membership and leadership	<ol style="list-style-type: none"> 10. Reduce NomCom membership 11. Select NomCom Members by lottery from a list of volunteers 12. Focus NomCom on its core mission to seek independent, unaffiliated Directors 13. Restructure NomCom leadership rules, providing balance of continuity and fresh perspectives
D) Operations	<ol style="list-style-type: none"> 14. Balance confidentiality and transparency; maintain core confidentiality of candidates' data and eliminate secrecy everywhere else 15. Enforce participation rules, by removing non performing Members 16. Design and document NomCom key processes 17. Audit yearly NomCom effectiveness, and publish results

The present section explains each recommendation issued by reviewers. Both the initial comments of the WG and the conclusion of this NomCom Review finalization WG are then discussed.

Cluster	Outreach and recruitment
Reviewers Recommendation	<ol style="list-style-type: none"> 1. Create a full-time Administrative Director position <p><i>Explanation: 'Hire a permanent full-time Administrative Director (...) to manage a continuous global outreach and recruitment process to identify motivated volunteers, establish relationships with them, and gather relevant information about them and their interests in ICANN. (...)'</i></p>
Initial WG comments	No conclusive position on this. In case of acceptance, the AD should be responsible to ICANN Board and NomCom Chair, not to Staff.
WG conclusions	<p><i>The Working Group considers that this recommendation should not be implemented. The present level of staff support is considered sufficient by NomCom Chair(s), and the tasks that reviewers originally proposed to delegate to an Administrative Director are now regularly carried out either by NomCom Members or by supporting staff. Regarding the suggested reporting line of the Administrative Director (direct report to the Board), it is furthermore remarked that this arrangement would threaten the independence of the NomCom. Moreover, it would conflict with the Board review recommendation to focus the Board on non-management issues.</i></p>



Cluster Outreach and recruitment	
Reviewers Recommendation	<p>2. Treat candidates more respectfully</p> <p><i>Explanation: 'ICANN depends on a high level of effort from dedicated volunteers. A candidate who submits a Statement of Interest (Sol)—perhaps having been encouraged to do so by someone he or she trusts and respects—is not a supplicant, and not a job applicant, but a volunteer who has offered to step forward and contribute to the organization: a potential colleague. The current process does not reflect that perspective. While individual NomCom members are respectful of candidates, the process is not.'</i></p>
Initial WG comments	<ul style="list-style-type: none"> • Inform candidates of NomCom processes. • Publish conference minutes, respecting confidentiality.
WG conclusions	<p><i>The Working Group shares the view of reviewers about the need for the NomCom to use a style of work that is fully respectful of candidates, and remarks that over the recent years the NomCom has already adapted its working practices in this sense, ensuring a higher level of transparency of the application process. It further considers that the objective to fully respect the candidates shall be considered as a core value for the NomCom, and –as such- included in the set of core binding values governing the NomCom, suggested in the WG comments to Recommendation 16.</i></p>

Cluster Outreach and recruitment	
Reviewers Recommendation	<p>3. Recruit and select based on requirements</p> <p><i>Explanation: 'The NomCom should communicate regularly with the Board and other bodies, rather than relying upon individual NomCom members' (or the Chair's) relationship with them, in order to understand their requirements as they evolve over time. We recommend that the NomCom establish a formal procedure for discovering and understanding the requirements of each body to which it makes appointments.'</i></p>
Initial WG comments	To consult with Board and Councils to identify needed skills.
WG conclusions	<p><i>The WG remarks that similar recommendations are also contained in the report issued by the external reviewers of the Board of Directors², which is presently under consideration by the Board Review WG.</i></p> <p><i>Even if not explicitly required by Bylaws, the most recent NomComs adopted the practice to consult informally with Members of the Board and Chairs of SO/ACs on skill gaps to be filled.</i></p> <p><i>Regarding the communication between the NomCom and the Board, the NomCom review finalization WG supports the recommendation of the Board review WG for a formal dialogue between the Nominating Committee and the Board about gaps and needs that have been identified in the Board's skill-set. That dialogue could consist in a regular consultation between the respective chairs.</i></p>

² Recommendation 4c: 'Formally define the participation of the ICANN chairman and the chairman of the Governance Committee as part of the Nominating Committee's process for choosing new board directors.' Recommendation 4d: 'Develop a process for engaging the Supporting Organizations and Advisory Committee in a discussion about the mix of skills required.'



The Board review WG recognizes also value in having input from the SOs and ACs into the NomCom process, but sees little reason to create an extra additional formal process to capture this input. It encourages SOs and ACs to bring to the BGC's attention proposals for ways in which their input might most effectively be incorporated into the considerations of the Nominating Committee. The NomCom review finalization WG shares this view of the Board review WG.

Regarding the specific content of this recommendation (to select based on requirements), the NomCom review finalization WG notes the difficulty of assessing the success of the recruiting process, given the confidentiality of the set of candidates under consideration by the Nominating Committee.

A specific case in which information about the candidate pool's composition is available is gender: despite a broadly shared sense that most representative structures of ICANN are still gender-unbalanced, the same has been true of the candidate pool under consideration by several Nominating Committees in a row. The WG recommends that future Nominating Committees target their recruiting process according to specific profiles (including gender³, outside executive and board experience, and other goals), devise success metrics for their outreach activity, and share information about how these metrics were attained in public. We also recommend that Nominating Committees develop and refine their outreach strategy over the course of several years, and encourage more detailed information sharing on the success of various outreach mechanisms across Nominating Committees.

Cluster	Outreach and recruitment
Reviewers Recommendation	<p>4. Separate recruitment from selection <i>Explanation: 'A permanent search and recruitment function should seek potential candidates for all ICANN leadership positions (and other volunteer contributions) continuously, reaching out to encourage participation in ICANN throughout the year (not just when candidates are required for appointment to a specific leadership position). The resulting candidate pool should be maintained continuously from year to year.'</i></p>
Initial WG comments	<p>Manage processes separately; make use of existing ICANN networks in recruitment and outreach.</p>
WG conclusions	<p><i>The WG shares the view of reviewers, and remarks that in the most recent years the NomCom already adopted this way of working; the WG considers therefore that no further actions are needed as to implement this recommendation.</i></p> <p><i>The WG remarks that implementation of this measure through the establishment of a candidate pool might require the provision of a suitable 'opt-in' mechanism whereby candidates explicitly allow ICANN to consider their application for future openings; this is addressed by the Comments to Recommendation 14 where it is noted that an opt-in mechanism for Sol retention already exists, but might not have been codified</i></p>

³ A specific target was suggested during consultation by ALAC, such as to pull in at least 30 female candidates per year.



for use by future NomCom instances.

Cluster	Outreach and recruitment
Reviewers Recommendation	5. Seek candidates' information from many sources <i>Explanation: 'We recommend the design and implementation of a process for gathering candidate information from a variety of sources, including but not limited to the references listed in the Sol.'</i>
Initial WG comments	Agreement to continue the present working practices; need to assess the effects of activities of the external consultant supporting NomCom on this.
WG conclusions	<i>The Working Group remarks that the recommendation is in line with current Nominating Committee work styles. Therefore, no further measures are needed to implement this recommendation.</i> <i>The Working Group agrees that the value and effectiveness of the support provided by external consultants should be regularly assessed.</i>

Cluster	Outreach and recruitment
Reviewers Recommendation	6. Boost awareness of ICANN and NomCom <i>Explanation: 'ICANN's ability to recruit highly qualified volunteers ultimately depends on its global visibility and reputation. It also depends on potential candidates' awareness of the NomCom as the formal process for staffing leadership positions in ICANN's volunteer organizations, and of how the NomCom operates. We recommend that ICANN's marketing and public relations efforts include the NomCom, and in particular that those efforts promote two ideas that are critically important for the NomCom: that service to ICANN is a valuable contribution to the Internet community, and that not being selected by the NomCom is not "rejection."'</i>
Initial WG comments	Agreement; to build on increasing visibility and reputation of ICANN brand.
WG conclusions	<i>The WG acknowledges the increasing efforts made in the most recent years to boost awareness of the NomCom and of its selection processes, and recommends that ICANN continue to increase its awareness building and outreach activities.</i> <i>However, recent awareness building campaigns seem not to have influenced the number of Sols received by recent Nominating Committees. We re-iterate our advice on recommendation 3, that the awareness building and recruiting process used by the Nominating Committee should be evaluated based on requirements and specific metrics, and should be refined systematically.</i>

Cluster	Selection and appointment
Reviewers Recommendation	7. Select all policy Directors from ICANN volunteer pool; ALAC to appoint two voting Directors <i>Explanation: Reviewers remark that 'the ICANN Board fulfills both a fiduciary role, in which it is responsible for the financial and business management of ICANN as a corporation, and a policy role, in which it is responsible for the strategic decisions that guide ICANN in the pursuit of its mission.'</i> Consistently, they use 'the terms "fiduciary board" and "policy board," without explicitly recommending that the Board actually be divided into two separate bodies', because this recommendation



	would have been out of their mandate. Ultimately their recommendation did not aim to change the present nomination process for Directors performing a policy role, while they suggested that those performing a fiduciary role should be elected by the fiduciary board itself.
Initial WG comments	No conclusive position on this, pending Board review. In case of acceptance, principle of NomCom nominating at least 50% of Directors will be broken.
WG conclusions	<i>Considerations about roles and different voting mechanisms for the election of the Board Directors were outside of the mandate of the NomCom external reviewers, and of this Working Group.</i> <i>Regarding the second of the recommended measures, the proposal to have two voting Directors selected by the At-Large community has been recently addressed by the ALAC review, and its implications in terms of Board composition analyzed by the Board review WG. Following the conclusion of these analyses, the SIC recommended the inclusion in the Board of one voting Director in representation of the At-Large community, with replacement of the present ALAC Liaison. The Board unanimously adopted this recommendation.</i>

Cluster	Selection and appointment
Reviewers Recommendation	8. SOs to select their Council Members from ICANN volunteer pool, based on qualifications needed, to be documented by SOs <i>Explanation: 'We recommend that the GNSO and ccNSO Council seats currently filled by the NomCom continue to be reserved for people who represent the "broad public interest" perspective. We also recommend that each SO clearly document the qualifications and other criteria for members of its Council; that the NomCom AD objectively compile for each SO, when requested to do so, a slate of candidates consisting of everyone in the ICANN volunteer pool who satisfies the SO's criteria and is willing to be considered for appointment to a Council position; and that each SO define its own mechanism for selecting people from that slate.'</i>
Initial WG comments	Disagreement; 'in the interest of objectivity and avoidance of capture the NomCom should remain responsible for the selection of these positions.'
WG conclusions	<i>The Working Group disagrees with the reviewers' recommendation, and considers that in the interest of objectivity and avoidance of capture the NomCom should remain responsible for the selection of these positions.</i> <i>We also note that the results of the GNSO review have changed the role of Nominating Committee appointed GNSO Council members in a fundamental way (including making one of the three non-voting). We recommend that the effectiveness of the GNSO council members appointed by the Nominating Committee be a subject of particular attention when the GNSO's structure is next reviewed.</i>

Cluster	Selection and appointment
Reviewers Recommendation	9. ALAC to select its At-large Committee Members <i>Justification: 'Our review suggests that the original justification (check for original wording) for relying on the NomCom to find and appoint five ALAC members has receded as the ALAC has matured, and that it is no longer necessary or advisable for</i>



	the NomCom to be involved in the selection of ALAC members. In devising its own mechanism for selecting members, the ALAC might decide to take advantage of the NomCom AD's outreach and recruitment efforts to find qualified candidates, but we see no reason to recommend that it do so.'
Initial WG comments	Out of WG remit. Expected indications from ALAC review.
WG conclusions	<i>Out of WG remit.</i>

Cluster	Membership and leadership
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Reviewers Recommendation	<p>10. Reduce NomCom membership <i>Explanation:</i> 'NomCom is "too small" for effective recruitment and outreach and "too large" for efficient deliberation and selection after candidates have been identified.'</p> <p>While not specified in the report, at their presentation of the report at a meeting in Los Angeles reviewers suggested a Nominating Committee of 7 to 15 Members.</p>
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Initial WG comments	<p>No conclusive WG position on this, pending other organizational reviews. In case of a reduction, proposal for a membership of 7 voting Members, plus 4 non voting Members. A smaller NomCom should respect in any case an appropriate balance among Delegates nominated by SOs and ACs, as to reflect the multi-stakeholder model of ICANN.</p> <p>A smaller Nominating Committee would need to be further assisted by an external, international recruiting agency, to receive support in outreach and pre-selection of the candidates.</p>
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WG conclusions	<p>The WG recognizes the complexity of the issues that are associated with this recommendation, and consulted extensively with the community before adopting its final position.</p>
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The NomCom has presently a membership of 22 (17 voting Delegates and 5 non voting Members), as presented below:



The GAC's liaison seat has been vacant on recent Nominating Committees. The GNSO's role in choosing Nominating Committee delegates was most recently revised in a bylaw change adopted on 27 August 2009. That bylaw change depends critically on the GNSO's current set of stakeholder groups and constituencies, and does not scale as new constituencies might be added – the latter an explicit goal of the GNSO reform process.

In considering the reviewers' recommendations on this question, there was consensus on the Working Group that the paramount goal of whatever arrangement governs the composition of the Nominating Committee needs to be the quality of, first, the Nominating Committee's appointees, and second, the Nominating Committee members. There is agreement that the ICANN community should strive to appoint Nominating Committee members of the highest caliber, consistent with the large

responsibility of the task – namely, appointing individuals to critical leadership positions in the organization.

While several Working Group members agree that a smaller size of the Nominating Committee would be beneficial – by making the chair’s task easier, and by enabling stronger peer accountability within the Nominating Committee –, opinions diverge on the priority that should be given to the committee’s size: some WG members see the size as secondary to the primary quality goal, some see the size as secondary to the goal of having a broadly representative and diverse Nominating Committee, and some feel that a significantly smaller Nominating Committee is indispensable for reaching the improvements in the quality of both participants and output that they believe the organization needs from the Nominating Committee process.

We observe that the Nominating Committee’s current composition fulfills the following set of principles:

- *Broad representation of diverse interests*
- *Representation of stakeholder and regional diversity*
- *(Relative) directness of representation: major groups of stakeholders have a direct say in the composition of the Nominating Committee.*

The current Nominating Committee process is also designed to be independent both from the Board and the Staff of ICANN. In particular, the academic representative is the only voting member of the committee that is appointed by an entity selected by the Board (in practice, by the Board itself). Those advisory committees that serve at the pleasure of the board according to the bylaws (SSAC and RSSAC) have only non-voting representation, while ALAC (underpinned by a structure intended to be representative of broader interests, and independent of the Board) selects five voting delegates each year. Likewise, both the Technical Liaison Group and the IETF send voting delegates to the Nominating Committee.

The present large size of the NomCom has two main side-effects:

- *The Chair must possess extraordinary leadership and negotiation skills*
- *Members of the NomCom must possess an extremely high level of self-discipline and amenability with the need to compromise*

Finally, the WG discussed whether the Board’s decision (in principle) to replace ALAC’s current non-voting liaison arrangement with a voting Board Director selected by the At-Large community is a factor suggesting a reduction of the number of ALAC representatives within the NomCom.

In order to obtain views from the community on all these aspects, the Working Group presented for public inputs two straw man proposals⁴ aiming at achieving a different composition of the NomCom; a side effect of one of these proposals would have been a reduction of the NomCom size (from 17 + 5 to 15 + 5 members).

⁴ These proposals were contained in the [draft final report of this WG](#).



The comments that have been received almost unanimously discourage the suggestion to reduce the size of the NomCom and differently represent communities in its composition. The main reasons given for this conservative approach include:

- *The large size of the NomCom enables its outreach efforts and gives comfort to the communities, who feel adequately represented;*
- *The existing NomCom size and composition help to ensure a wide representation of different community interests and enable a range of viewpoints and backgrounds;*
- *If a reduction of the ALAC representation is implemented, the geographic diversity of the NomCom will be affected;*
- *The on-going process of GNSO reform suggests that discussions on reconsidering the modalities of its representation within the NomCom ought to be temporarily suspended, as the future GNSO structure might invalidate decisions taken at the present time;*
- *Over the years, the NomCom has proven to be able to reach its objectives. Hence, there is no sufficient evidence suggesting that a different composition of the committee would enhance its effectiveness.*

On balance of all these views, the NomCom Review Finalization Working Group does not recommend the change of the Nominating Committee's structure and composition for the time being.

However, it does encourage a review of this particular issue in three years time, in presence of a more definitive structure of the GNSO, in order to assess whether the circumstances and new factors would then call for a reconsideration of this recommendation.

Cluster	Membership and leadership
Reviewers Recommendation	11. Select NomCom Members by lottery from a list of volunteers <i>Explanation: 'If NomCom members are clearly individuals rather than appointees from a particular group, they will be more likely to "act as individuals...not beholden to their appointing constituencies." To achieve this benefit, we recommend that all of the voting members of the NomCom be chosen by lottery from a pool of volunteers, which anyone who meets specified objective criteria and agrees to abide by the NomCom Code of Ethics may join.'</i>
Initial WG comments	Limited support; the process would not ensure the needed skills, fairness and representation balance.
WG conclusions	<i>The WG does not support this recommendation; its adoption would introduce risks of unbalanced representation into the process of selection of NomCom Members.</i>

Cluster	Membership and leadership
Reviewers Recommendation	12. Focus NomCom on its core mission to seek independent, unaffiliated Directors <i>Explanation: 'We recommend that the NomCom focus exclusively on its core mission of appointing genuinely independent and unaffiliated directors, and develop internal controls to ensure that it does not simply offer an alternative path to a leadership position for people who have been unsuccessful reaching that</i>



	<p>position through a constituency appointment process. NomCom should select for experience and other qualifications that satisfy the requirements of the bodies to which it makes appointments, not for issue advocacy; and it should not be solely responsible for achieving or maintaining geographical diversity on any of the boards to which it appoints.'</p>
Initial WG comments	<p>Achievable by separating recruitment from selection, and with a smaller NomCom. Non affiliation could be hard to achieve, focus more on capacity to operate with independence of thought.</p>
WG conclusions	<p><i>The WG sees validity in this recommendation, but observes that independence from interests that are otherwise part of the ICANN community is very hard –if not impossible – to achieve in the present ICANN environment. Based on consultation with ICANN’s General Counsel, non-affiliation of candidate Directors is not a legal requirement.</i></p> <p><i>In this sense, we share the view of the WG that originally commented the reviewers’ report, which underlined that it is more important for the WG to focus on ‘capacity to operate with independence of thought’ rather than on independence and non affiliation.</i></p> <p><i>The WG endorses the recommendation that the NomCom process “not simply offer an alternative path to a leadership position for people who have been unsuccessful reaching that position through a constituency appointment process”, but notes that this is eventually a question within each Nominating Committee’s judgment, and not a hard, bylaw-level requirement.</i></p>

Cluster	Membership and leadership
Reviewers Recommendation	<p>13. Restructure NomCom leadership rules, providing balance of continuity and fresh perspectives <i>Explanation: ‘Both continuity (experience and institutional memory) and regular turnover (preventing the entrenchment of an insider “old guard”) are important features of a successful volunteer organization.’</i></p>
Initial WG comments	<p>Support of proposal to appoint the Chair one year in advance to serve as non-voting Member of the NomCom during the year prior to becoming Chair.</p>
WG conclusions	<p><i>The current NomCom practice – as codified in the ICANN bylaws - provides for the participation of the previous year’s Chair in the work of each Nominating Committee; while not a voting member, the previous chair serves as an advisor to the active chairman of the committee.</i></p> <p><i>The reviewers proposed to flip this arrangement: the chair would be appointed a year in advance, and would participate as a non-voting “incoming chair”, before taking full responsibility in the next year. The Working Group has considered this option, and explicitly sought community feed-back.</i></p> <p><i>Community feed-back included some observations that an incoming chair may drop out after the initial year, and that this added risk to the overall process. The WG observes that the same risk applies to the outgoing chair, who may not be available as an advisor after his initial term.</i></p> <p><i>Therefore, the WG recommends adopting the reviewers’ recommendation.</i></p>



Cluster	Operations
Reviewers Recommendation	<p>14. Balance confidentiality and transparency; maintain core confidentiality of candidates' data and eliminate secrecy everywhere else</p> <p><i>Explanation: 'Confidentiality with respect to individual candidates is important, as it encourages interest from candidates who might otherwise avoid the potential public loss of face associated with a transparent candidate evaluation process. Confidentiality of deliberations also encourages free and open discussion within the NomCom, and it shields the NomCom from undue outside pressure. But total secrecy is an inappropriately blunt instrument with which to accomplish these goals, and it undermines the legitimacy of both the NomCom and ICANN itself.'</i></p>
Initial WG comments	Support, but need to foresee an opt-in mechanism for non selected candidates for subsequent recruitment rounds.
WG conclusions	<p><i>The NomCom review finalization WG agrees with the initial Working Group's comments, and notes that these reflect the current practices of the NomCom.</i></p> <p><i>The current opt-in practice should be documented and formalized for future Nominating Committees.</i></p>

Cluster	Operations
Reviewers Recommendation	<p>15. Enforce participation rules, by removing non performing Members</p> <p><i>Explanation: 'No documented criteria or principles establish objective grounds for removal, however, which means that it is difficult to invoke the removal mechanism without inviting the challenge of subjective bias; and no clear mechanism is available to quickly fill a vacancy created by a non-participation removal.'</i></p>
Initial WG comments	To be left to the discretion of Chair, under Members' inputs.
WG conclusions	<p><i>The Working Group considers that the removal of non performing NomCom Members should be based on objective criteria, such as meeting attendance, and require agreement by a suitable majority of the Nominating Committee. Criteria should be documented as part of Nominating Committee operating principles (see recommendation 16). Replacing a non-performing Member might not always result achievable in practice, in consideration of the short term (one year) of the appointment of NomCom Members and of the relatively long time that might be needed to find a suitable substitute.</i></p> <p><i>We recommend that the following guiding principles be integrated in Art.7 of Bylaws:</i></p> <ul style="list-style-type: none"> • <i>A NomCom member may be removed by the Chair based on objective criteria, following notice to the member, and due consideration of the member's response to the notice;</i> • <i>Removal of a member is to be adopted by a two-thirds majority of the voting NomCom Members;</i> • <i>Preliminary notice is given to the entity that has appointed the member.</i>



Cluster	Operations
Reviewers Recommendation	<p>16. Design and document NomCom key processes</p> <p><i>Explanation: 'Although the NomCom procedures have been documented (...), they do not deal with many of the issues that arise during the course of an actual NomCom season, and they are poorly understood by many NomCom members.'</i></p>
Initial WG comments	Support
WG conclusions	<p><i>Several Nominating Committees have made efforts to assemble an organized collection of their working procedures, as to guide the work of future instances of the NomCom. However, it these procedures do not have binding value for future committees, and – as remarked also by reviewers – in some situations they might be insufficiently understood or appreciated by NomCom members.</i></p> <p><i>We also note that the NomCom should not be burdened by the establishment of too rigid or complex codes of procedures, which could hamper its effectiveness and discourage innovative issue resolution.</i></p> <p><i>On balance, the WG recommends identifying and documenting – based on the efforts made by previous Nominating Committees – a small set of core working values and procedures, to be formally adopted by the Board as a binding guidance.</i></p> <p><i>Any instance of the NomCom should be then left free to adopt and to adapt further working practices that are deemed necessary for its functioning, in respect and application of the established core principles .</i></p>

Cluster	Operations
Reviewers Recommendation	<p>17. Audit yearly NomCom effectiveness, and publish results</p> <p><i>Explanation: 'We recommend that the NomCom process be audited each year to determine how well it worked, and that the results of the audit be published before the next year's NomCom members are selected.'</i></p>
Initial WG comments	Agreement in principle, but the relation with the standard Organizational Review processes needs to be defined.
WG conclusions	<p><i>The Working Group considers that the assessment of the effectiveness of the activities of any organization –including the NomCom- should not be confused with "auditing" these activities.</i></p> <p><i>From this perspective, we do not share the reviewers' advice about the need for a regular audit of the operations of the Nominating Committee. Assessment of the effectiveness of any key structure of ICANN – including the NomCom – is now performed every five years through an Organizational Review process.</i></p> <p><i>Between each pair of Organizational Review processes, all key structures of ICANN are called to self-asses their performances, based on a set of performance indicators to be selected. The annual reports issued by the NomCom Chairs already provide a valuable set of indications about the performances of the Committee.</i></p> <p><i>We note several specific areas for further review and assessment beyond the current reporting practice:</i></p>

1. *As noted in our remarks concerning recommendation 3, more formal outreach goals and metrics should be established. Each Nominating Committee should publish these goals and an assessment of the committee's performance against them. The data collected this way should feed into the development and continuous improvement of ICANN's recruiting and outreach strategy.*
2. *In the end of each Nominating Committee's term, members should be polled (possibly anonymously) on their experience with the committee's effectiveness and integrity, chair performance and effectiveness, and any ideas for future improvements. The Board (through an appropriate committee) should review the results of such polls to take necessary steps and initiate improvements.*
3. *We encourage future Nominating Committees to experiment with more explicit performance goals and metrics, and with self-evaluations against these metrics. The results of such experiments should feed into the next organizational review of the Nominating Committee.*

3. ANNEX A - Summary of the comments received during the draft final report's presentation at the Seoul meeting, 28 October 2009

Section 1 – Do we have the people we need?

- What qualifications for what job? Important to provide NomCom with clear expectations in terms of required skills.
- To send gender and geo requirements to nominating organizations; NomCom cannot assign gender balance as their sole objective.
- To better document processes and thoroughly describe job profile; potential interested individuals need to better understand what is expected from them before applying.
- Time can be an obstacle for women. Hence, time dedicated to ICANN might need to be shaped according to women's needs in order to achieve a greater gender balance.
- Respect diversity; aim to represent diversities within ICANN.
- Gender balance is very important, but:
 - quality of candidates is paramount;
 - geographic balance shall not be underestimated (what if we have 7-8 excellent women candidates all of them from the same geo region?).
- Need to be self-critical about reasons for lack of interest of top-quality candidates (this includes gender unbalance).
- Do unselected candidates participate in projects of ICANN communities after having been discarded?

Section 2 – Chair succession

- Appointing the incoming Chair a year in advance is very risky. Should s/he renounce the position during the training phase, finding a substitute will prove to be very problematic (some support from others).
- We may encounter the same problem with the outgoing Chair. As s/he can resign at any time, this endangers the new Chair's training.
- As the incoming Chair, current Chair and outgoing Chair are simultaneously in service, the 'troika' approach implies a time commitment of three years, which might lead to additional difficulties when appointing the NomCom Chair.
- Even though participants are aware of the 'troika' approach's faults, they are willing to vote for this option as it ensures both training of the incoming Chair and tutorship.
- [No clear majority in favor of any of the discussed options].
- [Regarding the Associate Chair, s/he is currently selected by Chair at her/his full discretion].
 - Associate Chair could be designated by the Board (corporate practice).
 - If adopting a corporate model, it would be fair to pay the Associate Chair or to allocate functions to staff.



- Others prefer to maintain the present arrangement; this represents a degree of freedom for the Chair that needs to be preserved.

Section 3 – Composition of the NomCom

- There is a clear majority of participants in favor of keeping the present size.
 - Should the size be reduced, attention should be paid to not excluding constituencies.
 - Large sizes give comfort to communities, it enables outreach.
 - Should the number of ALAC representatives be reduced, this will affect geo diversity.
 - Unwise to reduce GNSO representatives before even knowing the outcome of the GNSO reform.
 - The present structure works, no reason for changing it.
 - In general, people who have served at the NomCom are very much in favor of keeping the present size (minor adjustments if needed). Reconsider size in a few years.

(Audiocast available at <http://audio.icann.org/meetings/seoul2009/nomcom-review-28oct09-en.mp3>)



4. ANNEX B - Summary of the public comments received on the draft final report

The following table contains a summary of the public comments received in response to the draft Final Report of the Nominating Committee finalization review Working Group (5 October to 22 November 2009). When summarizing the comments, close attention was paid to the process of reflecting as accurately and objectively as possible the opinions expressed by participants. However, this summary does not substitute in any way the original contributions which are publicly available for full reference at: <http://forum.icann.org/lists/nomcom-review-2009/>. This summary solely embodies the opinions of those who took part in the public comment phase.

Contributions to the public forum:

ALAC At-Large Advisory Committee

EBW Eric Brunner-Williams (in personal capacity)

RySG Registries SG (GNSO)

PJ Patrick Jones

ML Marco Lorenzoni

A) Comments on specific sections of the WG report

Reviewers' recommendation	WG draft final report	In favor of WG conclusions	Against WG conclusions
1: <i>Create a full-time Administrative Director position</i>	Implementation not recommended		<ul style="list-style-type: none"> EBW – ‘Moreover’ remark unclear. Is NomCom sufficiently staffed?
2: <i>Treat candidates more respectfully</i>	NomCom has already begun implementing this; further action needed	<ul style="list-style-type: none"> EBW – ‘The utility of the management company doing a behavioral profile seems debatable’ (this view is based on personal experience) 	
3: <i>Recruit and select based on requirements</i>	Implementation recommended	<ul style="list-style-type: none"> EBW – useful to call for views of different communities, but NomCom must remain independent EBW – important to discuss gender balance, but economic diversity and 	



Reviewers' recommendation	WG draft final report	In favor of WG conclusions	Against WG conclusions
		infrastructure accessibility go hand in hand.	
4: <i>Separate recruitment from selection</i>	NomCom has already begun implementing this; further action needed		<ul style="list-style-type: none"> • EBW – ICANN does not have a system responsible for identifying talented contributors 'and advancing them as they mature to greater responsibilities'.
5: <i>Seek candidates' info from many sources</i>	NomCom has already begun implementing this; further action needed		
6: <i>Boost awareness of ICANN and NomCom</i>	NomCom has already begun implementing this; further action needed		
7: (a) <i>Select policy directors from ICANN volunteer pool; (b) ALAC to appoint two voting Directors</i>	(a) Out of mandate (b) Board already ruled on this		
8: <i>SOs to select their Council Members from ICANN volunteer pool, based on qualifications</i>	Implementation not recommended	<ul style="list-style-type: none"> • EBW – Agreement; NomCOM appointments to GNSO and ccNSO Councils are to be maintained as they are a source of balance among different positions. 	
9: <i>ALAC to select its At-Large Committee Members</i>	Out of mandate		
10: <i>Reduce NomCom membership</i>	Specific input requested; straw man's proposal for discussion submitted	<ul style="list-style-type: none"> • EBW (Neutral) – The Board decision of non recognition of new SGs calls for substantial rewording of this section. • RySG – Existing size helps ensuring wide representation of interests and 'allows for a range of viewpoints and 	<ul style="list-style-type: none"> • PJ – Careful analysis needed to measure the impact of new GNSO constituencies on NomCom • PJ – Current size costs in terms of strong leadership skills, extensive contributions from NomCom representatives, and staff support.



Reviewers' recommendation	WG draft final report	In favor of WG conclusions	Against WG conclusions
		<p>backgrounds.' Mix of old versus new members in each NomCom allows for a balance of experiences and diverse thinking. Any reduction of size should be small, if any.</p> <ul style="list-style-type: none"> • ALAC (on gender balance) – 'gender balance should be achieved across all decision-making bodies, with first priority on the Board'. The Board should instruct the 2010 NomCom to consider gender balance and geographic diversity as important factors when recruiting and selecting. To set specific objectives such as: recruiting? at least 30 female candidates per year. • ALAC – The NOMCOM members must be supported by their sending organizations. 'Identifying and suggesting excellent candidates is a task for the community as a whole.' 	<p>Budget impact of the present large structure is not to be neglected. A smaller NomCom might have a positive impact on NomCom's effectiveness and efficiency. Attention should be paid to preserving balance of representation. A proposal for a NomCom composed of 9 voting members is put forward.</p> <ul style="list-style-type: none"> • RySG – Need to establish clear criteria for the selection of the NomCom Chair. • RySG - Need to provide ICANN entities with recommendations on diversity (gender, geographic provenance). • RySG – (on straw man) 'the suggestion to have 3 ALAC voting members versus potentially only 1 Registry and 1 Registrar voting member is a strong imbalance that will skew the perspective of the NomCom – in general, it is important to preserve the balance between the two sides of the GNSO. In relation to the conversion of the Technical Liaison Group (TLG) representative and the IETF representative to voting members, while keeping SSAC & RSSAC as non-voting members, there is neither logic nor precedent to support this move. The TLG's structure and rationale itself is currently under review. The elevation of the TLG and the IETF to voting roles and the continued demotion of



Reviewers' recommendation	WG draft final report	In favor of WG conclusions	Against WG conclusions
			<p>SSAC & RSSAC representatives to non-voting roles is puzzling and not representational. In addition, the elimination of a GAC role in the NomCom is undesirable, especially in light of the recent Affirmation of Commitments and the GAC's increased prominence in the community.'</p> <ul style="list-style-type: none"> • ALAC – Against reduction of present number of 5 ALAC representatives as it embodies diversity and opinions of all geo regions. The suggested rotation system is doomed to silence some regions - thereby generating an under-representation or absence of delegation. By maintaining the current number, we secure the 'protection against capture and potential abuses of processes'. The current size is thus closer to optimal than any smaller group could be. Moreover the reduction of ALAC representation within the NomCom would not compensate the voting Board Director granted to At-Large.
11: <i>Select NomCom Members by lottery</i>	Implementation not recommended	<ul style="list-style-type: none"> • EBW – Agreement; '[n]ew business models must be able to enter the ICANN process [through NomCom]' 	
12: <i>Focus NomCom on its core mission to seek independent, unaffiliated Directors</i>	Limited action needed		
13: <i>Restructure NomCom leadership rules, providing</i>	Specific input requested	<ul style="list-style-type: none"> • RySG - Support for proposal to appoint the Chair a year in advance. 	<ul style="list-style-type: none"> • PJ – A Chair serving in three consecutive NomComs with different



Reviewers' recommendation	WG draft final report	In favor of WG conclusions	Against WG conclusions
<i>balance of continuity and fresh perspectives</i>			roles can generate undesired collateral issues, the present solution is thus supported as a more manageable one, and one that ensures continuity. <ul style="list-style-type: none"> • RySG – Proposal for Chair serving in three consecutive NomComs might be impractical.
<i>14: Balance confidentiality and transparency</i>	NomCom has already begun implementing this; further action needed		
<i>15: Enforce participation rules, by removing non performing members</i>	Implementation recommended	<ul style="list-style-type: none"> • RySG - Support, provided 'that (1) there is an appeals process available to the non-performing NomCom member and (2) the ICANN entity from which the non-performing member originated has the opportunity to provide a replacement member.' • ALAC - It is highly recommended to harmonize the procedures within all constituencies for removing non performing members. 'ALAC suggests that the most likely mechanism would be for the board to make a selection after an open call for candidates and consultation with the SO/AC/Board and ICANN community'. 	
<i>16: Design and document NomCom key processes</i>	Some steps taken in this direction; further action needed		
<i>17: Audit yearly NomCom</i>	Some steps taken in this direction;		



Reviewers' recommendation	WG draft final report	In favor of WG conclusions	Against WG conclusions
<i>effectiveness, and publish results</i>	further action needed		

B) Comments not directly related to WG report's recommendations

Comment
<ul style="list-style-type: none"> • EBW –provide institutional context of reviews • EBW –identify SIC Members and the Director Organizational Review • EBW – clarify reason for a different composition of the second review WG • EBW – (first) WG unbalanced towards IPC and North America; composition of second WG 'either codified or repeated the skew though composition towards shared time-zone and network (voice and data) infrastructure preferences' • EBW – clarify use of plural 'external reviewers': more than one consultant? • EBW – better specify the reasons for not publishing the first WG report • ML [at the request of the NomCom finalization WG] – 'The FY10 expenditures for the NomCom are budgeted at almost \$800k; this includes travels, professional services, direct staff support, and other meetings and admin support costs(...) From a marginal cost standpoint, yearly budget for travel support is about \$10k to \$20k per member depending on number and location of meetings, etc.'