The Internet Corporation for Assigned Names and Numbers

ICANN

21 December 2017

ICANN Nominating Committee

Guidance from the ICANN Board to the Nominating Committee
Re: Important Skills for Board Members

Dear Members of the Nominating Committee;

As you consider candidates for the ICANN Board of Directors to be seated at the Annual General Meeting in 2018, I wanted to share the current Board's views on the characteristics and skills that we believe will enable meaningful contribution to the Board's work and enhance the Board's effectiveness. These characteristics are drawn from three distinct sources: the ICANN Bylaws; considerations related to continuity and diversity; and specific skills of value to ICANN's Board. The considerations specified in the Bylaws are fundamental and mandatory. But the other traits and skills identified are also drawn from ICANN's Mission, Commitments, and Core Values articulated in the bylaws. While it will be a rare candidate who ticks all of the boxes on the list of additional characteristics and skill sets, the Board should do so. Accordingly, the Board strongly encourages the Nominating Committee to use the guidance below in selecting directors for the Board.

First, pursuant to the ICANN Bylaws (Article 7, Section 3), in addition to being able to read, write, and speak fluently in English, Board members must demonstrate the following:

- Integrity. Board members are expected to act in the best interest of the Internet as a whole. Board members must have an ingrained sense of integrity and bright lines regarding conflicts with their personal interests, the interests of their employer or the interests of any particular constituency.

- Intelligence and critical thinking. Members of the Board must be able to analyze complex arguments and synthesize coherent and appropriate proposals.

- Management experience. The ICANN organization has approximately 400 staff members, operates globally and has a budget well in excess of US$100MM per year. Experience with and understanding of an organization of this size is needed on the Board.

- Knowledge. Board members must understand the role and function of the ICANN Board as distinct from ICANN management, and the role of the ICANN

community as distinct from the Board. They should also possess a basic technical understanding of the Internet architecture and protocols, including the IANA functions.

- Commitment. Board members must have the ability to focus on execution of ICANN's mission, with an emphasis on excellence, efficiency, effectiveness, empathy, and avoidance of expanding ICANN activities beyond its mission.

- Collegiality. Board members should have the necessary experience and temperament to work closely and comfortably with a diverse set of people within the Board, the organization, and the community. They should be committed to cooperation and consensus building, able to remain poised in the face of criticism and other stressful situations.

In addition to the character traits and skills specified in the Bylaws, the following values and attributes are important contributors to the Board's effectiveness:

- Continuity. The Board values experience and continuity, particularly in leadership or specialized positions. It generally takes new Board members – including those already part of the ICANN community - a year or two to come up to speed. Continuity also allows us to get the most out of the "beyond ICANN" perspective and experience that members from outside the ICANN community bring to the Board table. Continuity is particularly important this year given the departure of many of the longest-serving Board members in 2018 or soon thereafter.

- Diversity. It would be desirable if selected Directors had the ability to converse in multiple languages and came from as diverse linguistic, cultural, geographical and/or professional backgrounds as possible. There has been increasing sensitivity within the Board regarding gender balance, probably reflecting comparable sensitivity throughout the community. Without compromising the fundamental requirement to have Board members with the necessary integrity, skills, experience, the Board would find it helpful to have more women on the Board.

- Communication Skills and Cultural Awareness. ICANN Board members need to be able to express themselves clearly and to listen carefully, in both cases with an open mind and sensitivity to cultural diversity. Board members must be able to:

    - Engage in dialogue and express an opinion in a self-starting manner without tending to dominate all dialogue;

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- Express opinions and participate in discussions in an informed manner as knowledge seekers committed to informed decision-making;
- Express themselves in a manner, tone and words that demonstrate mutual respect for colleagues, and reveals a good balance between assertiveness and courtesy;
- Demonstrate awareness and appreciation of, and the ability to adapt to, different cultures, personalities, and modes of expression; and
- Demonstrate the ability to listen to and assimilate what others are saying or asking, and the ability to react appropriately under the given circumstances.

Finally, certain specific skillsets are desirable in the aggregate:

- Comfort with Technology. A number of issues that come to the Board have a strong and sometimes subtle technical underpinning. There is generally good experience on the Board with respect to the operation of gTLD registries and registrars, ccTLD registries, IP address registries, and with Internet technical standards and protocols. The Board continues to expect the need to consider technically complex issues in the next few years, and we anticipate that the technical community will look to ICANN and the Board to address a number of issues that include technical challenges. Thus, in choosing among candidates that have other valuable qualities and skills, good technical intuition is a plus.

- Management Experience. The Board has strong existing skills in strategic planning, budgeting, public outreach, and international relations but would benefit from additional expertise in executive management in an organization of the size of ICANN, regulatory and compliance frameworks, financial planning, and audit processes and procedures. The Board is not specifically looking for practicing competition lawyers or auditors, as the ICANN Organization engages staff members and external firms with this expertise, but does need people who have experience in these issues from a board governance perspective. Accordingly, directors in the aggregate (meaning not every candidate needs to have each of these) should possess:

  - Board governance or equivalent experience with at least a medium-sized[1] organization with an independent board whose members are appointed without participation of other Board members or the CEO;
  - Non-profit board governance or equivalent experience; and

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[1] For the purpose of this requirement, we mean an organization with a degree of complexity equivalent to one with more than 150 people spread across multiple (ideally international) locations with language and cultural diversity and an annual budget in excess of US$80 million.

- Experience working effectively in telephonic or video conferencing settings where 20 or more participants are distributed globally and collaboration via Internet tools such as instant messaging and web conferencing.

On behalf of the ICANN Board I would like to thank the members of the Nominating Committee for their hard work, which is critical to ICANN's success. We hope this guidance will contribute positively to your efforts.

Best regards,

Cherine Chalaby
Chairman, ICANN Board of Directors