

Board Committee and Leadership Selection Procedures

Procedures

BGC Tasks

Pursuant to its charter, the Board Governance Committee (BGC) takes on the task to present a slate for the election of the Chair and the Vice Chair of the Board and to recommend the composition and leadership of Board committees.

This includes establishing criteria for the Board Chair and Vice Chair and for Board committee membership and leadership, considering rotation of committee members, reviewing Board Directors and Board Liaisons (collectively "Board Members") qualifications and any potential conflicts with the organization's interests, assessing the contributions of current Board Members.

Among the criteria are matters such as integrity, effectiveness, decisiveness, common sense, insight, goal orientation, diligence, ability to collaborate, creativity, constructiveness, open-mindedness, ability to summarize vast amounts of data, ability to solve complex problems, communication skills, and leadership skills in the ICANN environment. So also is the capacity to give the time needed to work on the tasks assigned. Also to be considered is status within the term, i.e., new, in middle of term, about to complete term, in second term, in third term.

For the Board Chair and Vice Chair, and committee chairs added to these criteria are: (i) ability to enunciate clearly the wishes of the Board/Committee after orderly debate; (ii) knowledge of the procedures governing the Board and willing to make judgments on issues regarding these procedures; and (iii) capacity and commitment to draw upon the wisdom of all Board Members to reach either a consensus or a majority of opinion on issues presented.

For all committee members, added to these criteria are: (i) knowledge of the issues before the committee; (ii) ability to speak clearly and concisely their opinion on these issues; (iii) ability to make contributions to debate based upon personal experience and wisdom using objective or subjective reasoning; (iv) consideration and respect for the ideas of other committee members; and (v) ability to visualize the outcomes and enunciate the consequences of proposed decisions and actions.

The task is to fit the people into the roles in a logical way that supports and serves as an incentive for good performance not only of the committee members

and the committee chairs, but also of the members who would subsequently serve on these committees.

Attention should be given to where overlap in membership among committees would be valuable. For example, having the Vice Chair of the Board serve on the BGC could be helpful. It would provide overlap of BGC and the Executive Committee. Other Executive Committee members might or might not also serve on another committee or even lead it.

There may be other committees for which overlap with the BGC would be helpful such as the Finance Committee. But the greatest need is for people who have knowledge and an interest in the activities and responsibilities of each Board committee, and who are courageous, constructive, and diplomatic.

Board Members shall be eligible to serve on Board committees except on that Board Liaisons shall not be eligible to serve on the Audit Committee and the Executive Committee. Board Liaisons that are selected for committees shall be non-voting members and shall not be counted for purposes of quorum. Board Members may be selected as Chair of a Board committee in accordance with the committee's charter.

Normally a Director will not serve as Chair of more than one committee, but there might be exceptions in certain circumstances, provided that a three-quarters majority vote of the Board is obtained. The Chair of the Board shall be the Chair of the Executive Committee and Compensation Committee.

As a general rule no Board Member should serve more than three consecutive terms in the same committee position without a three-quarters majority vote of the Board.

In constructing the slate of Nominees for Board approval, careful consideration will be given to ICANN's Mission, Commitments and Core Values, to tending to geographical, functional, and cultural diversity.

BGC Consultations

Members of the BGC will consult either by means of a questionnaire sent to Board Members or by discussions that the committee members will have privately with other Board Members, the President and CEO, and the Board Chair. The focus of these consultations is threefold: (i) Board Member skills and interests in relation to tasks of the various committees' roles and agendas for the coming year; (ii) Board Member credibility for leadership or membership in the committee areas or in leading the Board; and (iii) Board Member performance of the roles/duties assigned to date. This is an effort to align talent with tasks and to

serve as an incentive for future good performance. A matrix can help to map what is needed with what is available.

For the positions of Board Chair and Vice Chair, members of the BGC will also consult with the proposed individuals to ascertain willingness to serve along with some conversation about any concerns that might have been raised about their past performing in these or other roles, i.e., if there have been shortcomings as well as excellent performance, the BGC will identify these and ask whether the individual felt there could be improvements either in his/her own performance or in the structuring of tasks or support from the ICANN organization to overcome the matters at issue.

For the positions of Chairs of the Board committees, the BGC should look into past performance in these or relevant other roles, leadership capability, skills/knowledge base, credibility of leadership in the substantive areas of the role. The BGC members will explore with the proposed chairs about their willingness to serve, and their ideas for committee composition, but the determination of the committee membership slates will be the judgment of the BGC.

BGC Process

After these consultations, the BGC will discuss the results and develop a proposed slate for Board Chair, Board Vice Chair, committee chairs, and committee members. To help inform the BGC's proposal as it relates to the Board Chair and Vice Chair, the Board will follow the "Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership.": (See <https://www.icann.org/en/system/files/files/informing-leadership-slate-practice-10nov13-en.pdf>.)

Once the proposed slate is ready, the whole package will be presented to the full Board for discussion (in private) and approval (in public). This is not a rubber stamp act: some conversation is expected; but since all concerned will have been consulted early in the process, there should be an easy path to consensus on the whole slate.

This process will take place in advance of the Annual Organizational Meeting. Consultations could start two to three months in advance, sometime in the third calendar quarter. The process will not conclude until after the next set of new Board Members has been selected. The final balancing and alignment of talent and tasks could be done in the month(s) leading up to the the Annual Meeting, ready for documentation and presentation for Board consideration at the Annual Organizational Meeting of the Board.

This process will have three outcomes: (i) the slate for the Board structure for the next year; (ii) better understanding among Board Members of the Board structure and roles in it; and (iii) a part of the Board self-assessment will have been accomplished. The three need to go hand in hand, but the last item is larger in scope than just the preparation for selection of leadership and committee structure and will require additional effort.