

## **ICANN's Delegation of Authority Guidelines**

### **Revised 16 March 2017**

#### **Purpose**

To identify the respective key roles of the Board and the Chief Executive Officer (CEO) and the delegation of authority from the Board to the CEO and key staff. This document also identifies the key interdependencies in those relationships.

#### **Guiding Principles**

- *The Board and CEO should be unified in their understanding and goals for ICANN.*
- *Board and CEO should communicate freely and frequently to avoid misunderstandings.*
- *Trust and mutual respect is key to the relationship between the CEO and the Board.*

This list includes what has been discussed by the Board and the CEO regarding delegation of authority, but other issues as they arise and are discussed will be added to the document after being confirmed by the Board.

#### **ICANN Board – Key Roles**

A primary source of the Board's powers comes directly from the ICANN Bylaws, as well as internal policies. The Board's key powers and roles include:

- The Board acts collectively by voting at meetings to authorize and direct management to take action on behalf of the ICANN organization.
- Interact with the ICANN community to ensure that ICANN is serving the global public interest within ICANN's mission.
- Respect and support accountability mechanisms, including:
  - Participating in the Empowered Community processes as specified in Bylaws;
  - Considering Requests for Reconsideration; and
  - Considering final Independent Review Process declarations.
- Consider policy recommendations arising out of Supporting Organizations (SOs), including participating in consultation processes if necessary.
- Acknowledge advice from Advisory Committee (ACs) and consider advice as appropriate.
- When necessary, follow consultation processes relating to AC advice.
- When necessary, create ACs and working groups to report recommendations and findings to the Board.
- Appoint membership of the RSSAC and SSAC, pursuant to the recommendations from the respective groups.
- Appoint the Nominating Committee Chair and Chair-Elect.
- Exercise strategic oversight, including oversight of the development of the strategic plan.

- Oversight of enterprise risk work within the organization.
- Delegate the Board's authority (within statutory limitations) to Board committees and management.
- Select the CEO and appoint other officers; and undertake CEO succession planning.
- Elect the Chair and Vice-Chair of the Board.
- Appoint members to membership and chair positions of the various board committees and working groups
- Setting and approving compensation structure for CEO. Approving compensation for officers.
- Setting and overseeing enforcement of conflicts of interest policy.
- Set the fiscal year, adopt annual budget, operation and strategic plans, appoint independent auditors and cause the annual financial report to be published.
- Overseeing the development of, and approval of, key financial direction such as the investment policies and reserve fund management policies.
- Set fees and charges for ICANN services.
- Appoint and oversee the performance of the Ombudsman.
- Authorize entering into expenditures and obligations as required by Contracting and Disbursement Policy.
- Approve new ICANN office locations, including hubs and engagement centers.
- Approve the need to move an ICANN Public Meeting from a previously identified location, or need to vary from approved meeting strategy.
- Consider recommendations from reviews.
- Selecting PTI Board membership.
- Setting agenda for the Board, and identifying the structure and information needed to support that agenda.
- Act in accordance with documented policies and procedures.

### **ICANN CEO – Key Roles**

- The acts within the authority delegated by the Board.
- Interacts with the ICANN community to ensure that ICANN is serving the global public interest within ICANN's mission.
- Maintains open line of communication with the Board, and leads organizational communications with the Board.
- Interacts with governments and organizations within the scope of ICANN's Mission and Board's directives.
- Interacts with the broader Internet community and other interested parties within the scope of ICANN's Mission and Board's directives.
- Speaks for ICANN organization and serves as the external face of the organization.
- Leads and oversees ICANN's day-to-day operations (*i.e., the CEO is day-to-day decision maker*).

- Leads the ICANN organization, including the retention and supervision of staff.
- Executing global compensation structure for the organization based upon Board policies per legal obligations.
- Act in accordance with documented policies and procedures.
- Responsible for the IANA functions and reporting back to the ICANN Board on Public Technical Identifier's work as ICANN's contractor.

### **ICANN CEO and Senior Management – Key Roles**

- Act within ICANN's Mission.
- Act in accordance with ICANN's Articles and Bylaws.
- Support accountability and transparency mechanisms, including coordination of reviews, supporting and advising the Board in considering Reconsideration Requests and declarations from Independent Review Processes, and document disclosure requests.
- Supporting the Empowered Community processes as necessary.
- Provide the Board with information as requested to enable the Directors to act on an informed manner
- Implement the decisions of the Board, *including implementation of policies approved by the Board and review recommendations approved by the Board.*
- Perform operational work in accordance with the strategic direction of the Board.
- Manage within the approved Budget.
- Identify sites for ICANN's Public Meetings within the approved Budget and meetings strategy.
- Upon Board approval of need to move a previously-announced ICANN Public Meeting or variance from meetings strategy, identify sites for ICANN Public Meetings within approved Budget and variance.
- Support community in development of and then implement Strategic Plan/Operating Plan as approved by Board.
- Ensure that ICANN remains in compliance with all applicable legal/regulatory requirements.
- Proactively protect the organization from third-party claims.
- Monitor and mitigate risks to the organization.
- Act in accordance with documented policies and procedures.
- Within budget, authorize entering into expenditures and obligations as required by Contracting and Disbursement Policy.
- Follow all applicable conflict of interest policy, confidentiality, employee conduct guidelines, applicable expense policies and travel guidelines, etc.

### **Interdependencies of Relationships**

Across the roles and obligations that the Board, CEO and senior management share, there are numerous interdependencies in these relationships. These include:

- The CEO (or his designee) is the spokesperson for ICANN. The Chair is the spokesperson for the ICANN Board, unless delegated to other board members.
- Working together on Board workshop and Board meeting agendas, with the Organization responsible for timely delivery of materials to the Board in the circumstances when the Organization is informed that it should provide Board briefing materials.
- ICANN Board relies on management for information upon which the Board will base its decisions. The Board also relies on management to support the Board's interactions with the ICANN community.
- CEO oversees day-to-day operations, while the Board exercises oversight over the CEO, and is responsible for the identification of the strategic direction that the operations will serve.
- Management implements Board resolutions and acts within the scope of delegated authority reflected within those resolutions.
- Board and management actively engage with the community to ensure that ICANN serves the global public interest within ICANN's mission.
- Interdependencies highlighted through ICANN accountability mechanisms, including:
  - Empowered Community rights
  - Reconsideration of Board or staff actions
  - Independent review of Board or staff actions
- Management is responsible for leading the activities to develop budget and operating and strategic plans, and the Board approves those budget and operating and strategic plan and sets priorities.
- Once approved, the CEO (or to a person designated by the CEO) implements budget, plans and priorities approved by the Board.
- CEO has authority and obligation to lead day-to-day operations, within budget, plans and priorities.