ICANN 75

ANNUAL GENERAL

KUALA LUMPUR

Nominating Committee Review Update

Nominating Committee Review Implementation Working Group (NomComRIWG)

ICANN75 Prep Week
Thursday, 8 September 2022 @ 18:00 UTC

ICANN

Presenter

Volunteers (2022)

Tom Barrett *(Chair)*

Cheryl Langdon-Orr *(Vice-Chair)*

Arinola Akinyemi

Ejikeme Egbuogu

Michael Graham

Tracy F. Hackshaw

Dave Kissoondoyal

Raymond Mamattah

Remmy Nweke

Vanda Scartezini

Jay Sudowski

Nadira Al-Araj

Leah Symekher

Agenda

1 NomComRIWG Overview

2 Standing Committee Charter

3 Rec. 27: Unaffiliated Directors

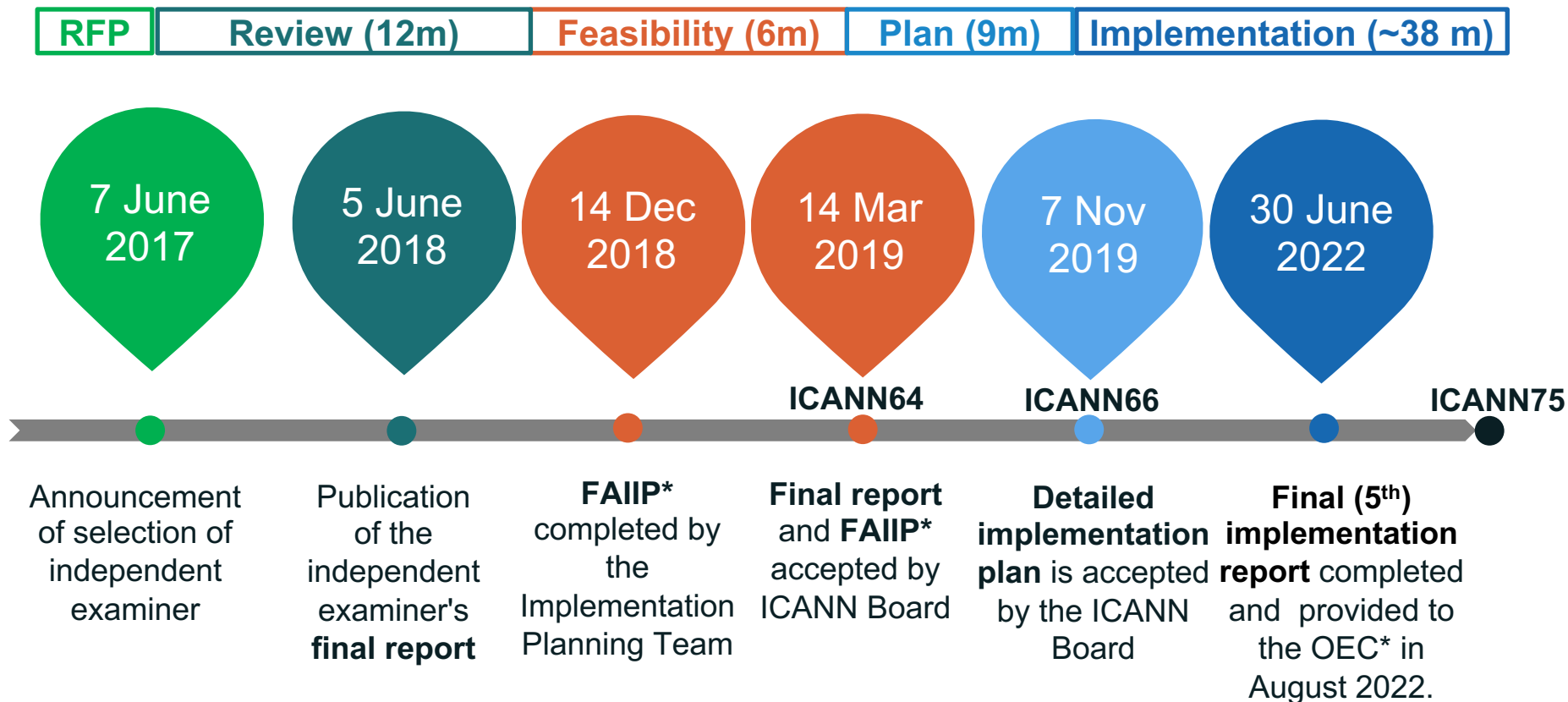**4** Proposed Bylaws Changes

5 Next Steps

Agenda 1.
NomComRIWG Overview

Overall NomCom Review Timeline

- **Held 102 teleconferences to-date**, 58 since implementation work started
- Completed phase 2 of the implementation phase
- **12 Members, 13 Observers** representatives from all SOs/ACs other than ASO, GAC, and SSAC, participated in the implementation phase

RFP	Review (12m)	Feasibility (6m)	Plan (9m)	Implementation (~38 m)

7 June 2017

5 June 2018

14 Dec 2018

14 Mar 2019 — ICANN64

7 Nov 2019 — ICANN66

30 June 2022 — ICANN75

Announcement of selection of independent examiner

Publication of the independent examiner's **final report**

FAIIP* completed by the Implementation Planning Team

Final report and **FAIIP*** accepted by ICANN Board

Detailed implementation plan is accepted by the ICANN Board

Final (5th) implementation report completed and provided to the OEC* in August 2022.

Read all implementation reports on our wiki: https://community.icann.org/x/OwmJBw

*FAIIP: Feasibility Assessment and Initial Implementation Plan
*OEC: Organizational Effectiveness Committee

ICANN Public Comment

The implementation work completed by the NomComRIWG requires Bylaws amendments. ICANN has a process for Bylaws amendments to ensure that all community voices are heard. The process begins with the Board directive to initiate the Bylaws proceeding and open a Public Comment proceeding. The proceeding includes:

- NomComRIWG submission of Bylaws updates (see slide on "Proposed Bylaw Change Summary").
- Draft NomCom Standing Committee Charter.

Public Comment will open after ICANN75.

Q&A

Agenda 2.
Standing Committee Charter

NomCom Standing Committee Charter

Rec. 24: *"An empowered body of current and former NomCom members should be formed to ensure greater continuity across NomComs, and in particular, to recommend and assist in implementing improvements to NomCom operations."*

- NomComRIWG proposed a draft Charter to define the roles and responsibilities and scope of the NomCom Standing Committee specified in recommendation 24, which was submitted to the OEC in February 2022.

NomCom Standing Committee | Objective 1

1. Provide continuity across annual NomCom cycles

Several of the NomCom processes span the typical timeframe of an annual NomCom cycle. With the transition to new leadership and members, this can lead to inefficiencies.

The Standing Committee will publish and maintain the process maps and timelines related to ensuring an efficient NomCom process.

NomCom Standing Committee | Objective 2

2. Build the institutional memory of the NomCom

In collaboration with ICANN org NomCom support staff, the NomCom Standing Committee will be responsible for reviewing, assessing, and providing input on the website and systems used for maintaining a historical archive for processes and procedures used by the NomCom.

NomCom Standing Committee | Objective 3

3. NomCom Standing Committee engagement with ICANN org

In fulfilling its purpose and responsibilities with ICANN org staff support, especially with regard to the review of each NomCom cycle, the NomCom Standing Committee will work in consultation with ICANN org NomCom support staff to help assess the previous NomCom cycle.

This will be based upon all end-of-cycle feedback received by NomCom support staff, not marked as confidential. The NomCom Standing Committee will provide feedback on whether processes worked properly and determine any potential changes needed for future NomCom cycles.

Q&A

Agenda 3.
Rec. 27: Unaffiliated Directors

Unaffiliated Directors

Rec. 27: Provide clarity on desire for independent directors and designate three specific seats for "Independent Directors".

The recommendation called for "independent" but the NomComRIWG changed the word to "unaffiliated".

The NomComRIWG confirmed principles to inform the basis of "unaffiliated" director definition (Recommendation 27) based upon the discussion with Legal.

Unaffiliated Directors

The definition of "Unaffiliated Directors" aims to bring clarity to the heightened standard for the ICANN Board, and would apply to **3 out of the 8 seats** on the ICANN Board. Guiding principles for the definition of "Unaffiliated Directors" include the following:

- Bring outside views and experience to the ICANN Board, while maintaining acknowledgement that familiarity with ICANN is also a valued perspective.
- Meets the US IRS definition of independence in force at that time.
- Attestation that the individual does not have an actual or perceived conflict of interest for matters that routinely come before the Board.
- Have not held a position in the ICANN community, organization, or PTI within 2 years prior to their appointment to the ICANN Board.
- Have not been a candidate to serve on the Board through a selection process outside of NomCom, within 2 years prior to their appointment to the ICANN Board.

This information will be posted for Public Comment after ICANN75. There will be a transition period to implement the changes to the ICANN Board resulting from Recommendation 27.

Q&A

Agenda 4.
Proposed Bylaws Changes

Proposed Bylaw Change Summary

Four (4) recommendations require amendments to the ICANN Bylaws. For efficiency, they are grouped together so that the ICANN Board can follow a single process for the entire group.

- **Rec. 7**: *"NomCom members, except for leadership positions, should serve two-year terms, and be limited to a maximum of two terms."*

- **Rec. 9**: *"All NomCom members should be fully participating and voting members, except for NomCom leadership."*

- **Rec. 24**: *"An empowered body of current and former NomCom members should be formed to ensure greater continuity across NomComs, and in particular, to recommend and assist in implementing improvements to NomCom operations."*

- **Rec. 27**: *"Provide clarity on desire for independent directors and designate three specific seats for 'Unaffiliated Directors'".**

All of the proposed amendments are **limited to Article 7: Board of Directors** and **Article 8: Nominating Committee of the ICANN Bylaws**, along with **transition article(s)**. (see rec. 7)

Q&A

Agenda 5.
Next Steps

Next Steps

NomComRIWG will be focusing in the upcoming months on:

- ICANN Public Comment will commence after ICANN75
- Transitioning remaining implementation steps and supporting documentation to a repository for use by the Standing Committee, once it is established.
- Conclude the role of the NomComRIWG, including addressing Public Comment proceeding feedback, if needed.

Q&A

Thank you!

Contact our working group: yvette.guigneaux@icann.org

Follow our wiki at: https://community.icann.org/x/aBpIBg

Implementation Status Reports:
https://community.icann.org/x/OwmJBw