ICANN Expected Standards of Behavior

- **Webpage: https://www.icann.org/resources/pages/expected-standards-2016-06-28-en**

- **PDF: here**

ICANN Community Anti-Harassment Policy

- **Webpage: https://www.icann.org/news/blog/community-anti-harassment-policy**

NomComRIWG

Meeting #49

13 August 2020 | 13:00-14:00 UTC

Agenda

1. Roll Call + SOI Updates
2. Recommendation 13: Process Diagram
3. Recommendation 27: Independent Directors
4. Next Meeting
5. A.O.B.

Roll Call + SOI Updates

Agenda Item #1

Agenda

2. Recommendation 13: Process Diagram
3. Recommendation 27: Independent Directors
4. Next Meeting
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Process Diagrams: Rec. 13 | Rec. 24

Agenda Item #2

Process Diagrams: Rec. 13 | Rec. 24

- NomCom Annual Appointment Cycle
    - Recap of last week's NomCom tasks sequencing
    - Steps identified relevant to the annual appointment cycle?

- Standing Committee Process Diagram (which will fall into rec. 24)
    - Identify tasks and their sequencing

- Supporting document for both discussions: **GSHEET**

Recommendation 13

Publish a "Process Diagram" and codify key elements of the NomCom process. Each year, the NomCom should be required to highlight and explain process changes to the ICANN community in an open session.

#	Task
1	Consult with current/former NomCom members and ICANN org to document the NomCom's annual cycle; including (but not limited to) appointment of the leadership team, seating of the incoming members, communication with Board and other ICANN bodies about skill requirements for new appointees, recruitment outreach, interviews, selection, and announcement of incoming appointees.
2	Draft up a process diagram incorporating all relevant steps in the NomCom's lifecycle, ensuring the process includes: determination by the current NomCom if they are going to follow the previously codified process; if not, how they plan to / have already communicate(d) the change to the ICANN community.
3	Consult with current NomCom and NomCom staff to enquire about comprehensiveness of diagram, including whether to little or too much details are included in the draft.
4	Update/finalize diagram
5	Reach out to decide if additional visual improvements to the diagram are desired and whether ICANN org can provide needed services.

Recommendation 13

Publish a "Process Diagram" and codify key elements of the NomCom process. Each year, the NomCom should be required to highlight and explain process changes to the ICANN community in an open session.

#	Task
6	If a third-party vendor is required, NomComRIWG to enquire with ICANN org if current budget allows for the procurement of a third-party vendor; if it does not: NomComRIWG to coordinate a budget request for the next fiscal year via ICANN's annual budget cycle.
7	Publish where appropriate and publicize among the community.
8	Ensure that the diagram is periodically reviewed and updated, if required and that the community is duly updated about any those process updates.
9	Ensure that any deviation from the standard process by the NomCom is clearly communicated to the ICANN community

Recommendation 27: Independent Directors

Agenda Item #3

Recommendation 27

1) Review previous discussion outcomes on principles.

- Is there is a desire for unaffiliated directors?: Yes.
- During each cycle, there might be 3 or 2 Board openings, but at least one Director nominated should be a non-affiliated director.
- Need to refine definition of an "ICANN Unaffiliate" to include principles such as:
  - Have no or very limited chances of being appointed to the Board through any of the SO/AC-appointed seats.
  - Brings an outside perspective to ICANN
  - Does not have any perceived or real conflicts of interest with any of the ICANN's SO/ACs
- No objections with ICANN org suggestion on general language added to the NomCom Operating Procedures (see next slide), instead of a Bylaws Change.
  - Risk that this language could be removed from the NomCom operating procedures from year to year.
  - No assurance that continuity will be ensured, unless Standing Committee monitors it. NomComRIWG could set up a set of policies, practices guidelines and rules of procedures for the Standing Committee to follow.
- Include language on Independent Directors into the Standing Committee Charter
- Charter will define what's meant by unaffiliated or non-affiliated, and refer that the Standing Committee is the keeper of the principles.

Recommendation 27

Previous ICANN org suggestion on general language added to the NomCom Operating Procedures:

During each NomCom appointment cycle, the NomCom should strongly consider nominating at least one director to the ICANN Board who has no or very limited prior involvement with ICANN and who would have no or very limited chances of being appointed to the Board through any of the SO/AC-appointed seats. The goal of this stipulation is that the NomCom's goal appoints at least one director each year who brings an outside perspective to ICANN and who provides loyalty to ICANN as a whole with limited or no prior loyalty to one or more of ICANN's SO/ACs.

2) Determine remaining workload and timeline to finalize all principles.

- Refine Definition of ICANN unaffiliates and principles
- Engage with the ICANN community, ICANN Board, and ICANN org, to obtain feedback on the definition of 'ICANN unaffiliates'
- Develop a proposal for this recommendation regarding the need (or not) of NomCom-appointed Board directors who are 'ICANN unaffiliates'.
- Review the proposal and ensure that it aligns with all relevant laws and IRS's regulatory standards applicable to the selection of ICANN's Board directors.
- Update NomCom Operating Procedures with definition and requirement
- Include language on Independent Directors into the Standing Committee Charter

Recommendation 27

Provide clarity on desire for and definition of "independent directors". Upon clarification of desire and definition, determine the number of specific seats for "independent directors".

#	Task
Note	The NomComRIWG notes that term 'independent' in the final report is used in the context of 'no prior involvement in ICANN processes'. Therefore, to avoid confusion, the question that the NomComRIWG will ask during the implementation of this recommendation will be: 'should the NomCom be empowered to seat directors that, in addition to being independent, are also 'ICANN unaffiliates? If so, how many?
1	Define 'ICANN unaffiliates', based on the findings of the Final Report, and whether a different term should be used.
2	NomComRIWG to engage with the ICANN community, ICANN Board, and ICANN org, to obtain feedback on the definition of 'ICANN unaffiliates', and the questions of whether being an 'ICANN unaffiliates' should be an additional requirement for some of the NomCom-appointed Board seats, and, if so, how many.
3	NomComRIWG to develop a proposal for this recommendation regarding the need (or not) of NomCom-appointed Board directors who are 'ICANN unaffiliates'.
4	Review the proposal and ensure that it aligns with all relevant laws and IRS's regulatory standards applicable to the selection of ICANN's Board directors.
5*	Update NomCom Operating Procedures with definition and requirement

Recommendation 27

Provide clarity on desire for and definition of "independent directors". Upon clarification of desire and definition, determine the number of specific seats for "independent directors".

#	Task
5	~~Subject to positive feedback from the Board that the definition aligns with all relevant legal requirements, NomComRIWG to propose how to incorporate its proposal into the NomCom's selection process.~~
6	~~Publish its proposal on NomCom-appointed Board directors who are 'ICANN unaffiliates' for public comment.~~
7	~~Based on feedback from the public comment, NomComRIWG to update its proposal for the definition of, need for, and number of NomCom-appointed Board directors who are 'ICANN unaffiliates' and, if deemed necessary, propose a Bylaws change, or changes to the NomCom operating procedures, or determine another way to codify the proposal.~~
8	~~If changes to the Bylaws are required, these will be directed by the ICANN Board.~~
9	~~If the Bylaws change is successful, the Standing Committee should ensure the NomCom produces appropriate documentation that shows how the new requirement is followed.~~

Next Meeting

Agenda Item #4

Next Meeting

- **20 August 2020 – 19:00 UTC**

Any Other Business

Agenda Item #5

A.O.B.

- **ICANN69 Prep Week: Webinar needed?**

Thank you!

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