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 #51

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

Agenda

1. Roll Call + SOI Updates
2. Recommendation 27: Independent Directors
3. Recommendation 13: Process Diagram
4. Recommendation 24: Standing Committee Process Diagram
5. Next Meeting
6. A.O.B.

Roll Call + SOI Updates

Agenda Item #1

Agenda

2. Recommendation 27: Independent Directors
3. Recommendation 13: Process Diagram
4. Recommendation 24: Standing Committee Process Diagram
5. Next Meeting
6. A.O.B.

Rec. 27: Independent Directors

Agenda Item #2

Rec. 27: Independent Directors

1) **Discussion outcomes on previous plenary call**

- Use different language than conflict of interest, and proof it with a multilingual test
- NomComRIWG to suggest another word instead of conflict of interest
- Operating procedures should have version control, ensuring there are no changes without the review from the Standing Committee
- Wordsmith "should strongly consider"
- Check with ICANN Legal whether creating "fundamental procedures" within the operating procedures requires updating the ICANN Bylaws considering section 8.7 "*the Nominating Committee shall adopt such operating procedures as it deems necessary, which shall be published on the website*"

2) Tom's rewrite of general language added to the NomCom Operating Procedures: LINK

During each NomCom appointment cycle, the NomCom shall recruit and nominate Board Directors to the ICANN Board who have 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 to appoint directors who bring an outside perspective to ICANN without predisposition towards any of ICANN's community groups.

However, given the unpredictability of the candidate pool, the NomCom is allowed to make a single exception each year of a candidate not meeting this requirement.

Recommendation 27

3) 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.~~

Rec. 13: Process Diagram

Agenda Item #3

Rec. 13: Process Diagram

- **Process diagram has been submitted to NomCom Support Staff for input**
  - Updates in yellow reported here: LINK

Rec. 24: Standing Committee Process Diagram

Agenda Item #4

Rec. 24: Standing Committee Process Diagram

- **Standing Committee Process Diagram** (which will fall into rec. 24, not rec. 13)

    - Identify tasks and their sequencing: LINK

Next Meeting

Agenda Item #5

Next Meeting

- **2 September 2020 – 19:00 UTC**

Any Other Business

Agenda Item #6

Thank you!

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