Nominating Committee Standing Committee Charter

I. Background

In the final report of the second Nominating Committee (NomCom) review, published on June 5, 2018, the independent examiner conducting the review found that there was a lack of continuity in process across different years' NomCom such that the operational performance of any individual NomCom was routinely impacted. The independent examiner recommended that a standing committee be formed to suggest and assist in implementing changes to NomCom processes since the NomCom itself operates on a tight timeline and needs to focus on its recruiting and evaluation activities.

For historical reference, the Nominating Committee (NomCom) is responsible for appointing a number of seats to the ICANN Board of Directors, the Public Technical Identifiers Board of Directors, the At-Large Advisory Committee (ALAC), and the Councils of the Country Code Names Supporting Organization (ccNSO) and the Generic Names Supporting Organization (GNSO). The NomCom is an independent body that acts on behalf of the interests of the global Internet community and within the scope of ICANN's mission and its responsibilities in the Bylaws. The NomCom consists of 15 voting delegates along with a number of non-voting leaders, advisors, and delegates. Voting delegates serve one-year terms and can serve no more than two successive terms, after which two years must elapse before they are eligible to serve again.

II. Purpose

The purpose of the Standing Committee is to:
- Support continuous improvement to the NomCom Operating Procedures and associated processes to increase the effectiveness and efficiency of the NomCom while enhancing the NomCom's transparency and accountability to the overall ICANN community.
- provide continuity across annual NomCom cycles and to build the institutional memory of the NomCom.

The NomCom is supported by ICANN org support staff, who focus on standardization of NomCom processes and bring continuity. The Standing Committee is an external complement to support continuous improvement.

In serving its purpose, the NomCom Standing Committee may need to communicate and coordinate with other entities to inform a set of processes to standardize. The NomCom is ultimately responsible for ongoing coordination and communication across ICANN. For the avoidance of doubt, the NomCom Standing Committee does not participate in, oversee, or influence the decision-making processes of the NomCom's annual candidate evaluation and selection activities. The Standing Committee is also prohibited from participation in, oversight of, or influencing the NomCom delegate selection process which is the sole responsibility of the appointing bodies. The NomCom Standing Committee will not have access to any confidential information available to the NomCom.

III. Scope of Responsibilities

A. Provide continuity across annual NomCom cycles

In collaboration with ICANN org NomCom support staff (section III.C), the Standing Committee will support the standardization of the work across NomCom cycles including but not limited to the planning, documentation, and the review of the NomCom's processes. Examples of this work could include:

- Providing input on the publication of process maps and reports regarding the goals and accomplishments of the NomCom's Continuous Improvement program.
- Reviewing, assessing, and providing inputs on updates to documentation or on NomCom process enhancements.

The Standing Committee is also charged with participating in ICANN's annual budget and planning processes on behalf of the NomCom

The Standing Committee is not intended to be involved in the work of each annual NomCom; it is intended to help support the continuous improvement of the NomCom and its processes.

B. Build the institutional memory of the NomCom

In collaboration with ICANN org NomCom support staff, the 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.

The NomCom Standing Committee will be responsible for reviewing, assessing, and providing input to NomCom Support Staff and NomCom on:

(i)   the website and systems used for maintaining a historical archive for processes and procedures used by the NomCom.
(ii)   the process for community outreach on proposed changes to the NomCom Operating Procedures .
(iii)   the processes of identifying, collecting and timely publication of publicly available data on the candidate pool
(iv)   The publication of regular reports regarding the goals and accomplishments of the NomCom's Continuous Improvement program.

C. Standing Committee engagement with ICANN org

In fulfilling its purpose and responsibilities, especially with regard to the review of each NomCom cycle, the Standing Committee will: work in consultation with ICANN org NomCom support staff to help assess the previous NomCom cycle using the end-of cycle-feedback from applicants and survey results; provide feedback on whether processes worked properly; and to determine any potential changes needed for future NomCom cycles. Activities encompassed in the relationship between the Standing Committee and ICANN org may include:

(a) In coordination with ICANN org NomCom support staff, reviewing the previous NomCom planning cycle projects against the adopted budget to inform the Standing Committee's recommendations into future budgeting cycles.
(b) Reviewing the end-of-cycle feedback and providing recommendations for improvements.

(c) Supporting the assessment and effectiveness of NomCom training to improve training of incoming NomCom delegates and Leadership
(d) Supporting the continuous improvement of the NomCom online knowledge base and tools.
(e) Engagement within the ICANN annual budgeting and planning cycles.

D. Standing Committee Role with Respect to Bodies That Appoint Delegates to the NomCom

In fulfilling its purpose and responsibilities, the Standing Committee will be available to provide information/guidance to bodies appointing delegates to the NomCom regarding the diversity needs, in line with the ICANN community agreed upon definitions and goals for diversity considerations.

IV. Composition

The ICANN Board, or a subset thereof, will review individual candidates in light of the membership criteria and select Standing Committee members to ensure high integrity of the Standing Committee.

(a) The Standing Committee shall be composed of four members selected from a pool of eligible candidates (see VII (h) for Membership Requirements) based upon a public Expression of Interest (EOI).

    (i) Each of the four seats will be filled on a rotational basis as follows:
        (1) The initial term for Seats 1-4 shall begin upon the conclusion of ICANN's Annual General Meeting [TBD] and rotate as follows:
            a) Seats 1 and 3 will conclude after year two.
            b) Seats 2 and 4 will conclude after year three.

    (ii) The current NomCom Associate Chair serves as a liaison and (non-voting) observer between the Standing Committee and on behalf of the current NomCom.

(b) The existence of any vacancies shall not affect the obligation of the Standing Committee to carry out the responsibilities assigned to it in this Charter.

(c) Standing Committee Chair:
    (i) Once formed, the Standing Committee will select a Chair from the Standing Committee membership. The Chair will convene and facilitate Standing Committee meetings, supporting the will of the group to ensure no unilateral or minority led action. A Chair will be selected annually.

(d) Membership Requirements:

    (i) Standing Committee members shall have each completed at least one full term on the NomCom prior to being appointed to the Standing Committee

      (ii)   There cannot be overlap between service on the Standing Committee and service on the NomCom, other than the NomCom Associate Chair who serves only as a liaison and observer between the Standing Committee and on behalf of the current NomCom.

      (iii)   No person who is an employee of or paid consultant to ICANN (including the Ombudsman) shall serve on the NomCom Standing Committee.

      (iv)   Preference for new member appointments will be given to:

           (1) Prior experience on a NomCom Leadership Team (comprised of the NomCom Chair, Chair-elect, and NomCom Associate Chair)

           (2) In-coming members who are not currently involved in the same SO/AC as out-going members

           (3) WS2 diversity recommendation

V. Terms

1. The NomCom Associate Chair shall serve in their liaison capacity on the Standing Committee coinciding with their Associate Chair term

2. The term of all other members shall be three years, with initial terms staggered as described above in Composition (VII; ii).

3. All regular terms shall start upon the conclusion of the ICANN Annual General Meeting

4. Any one person shall not be eligible to be appointed to the Standing Committee for more than two full terms. A member may serve at most two successive three-year terms, after which at least two years must elapse before the individual is eligible to serve another term.

5. A full term is defined as three years and the initial term is considered a full term. A person elected to fill a vacancy in a term shall not be deemed to have served that term.

6. Non-performing members may be removed by a majority vote of the Committee. The determination of Non-Performance can be due to a variety of factors, including, but not limited to, attendance and participation in the Standing Committee.When a Standing Committee member fails to attend two regularly scheduled meetings consecutively without prior notification to the group, this constitutes a 'leave of absence'. Standing Committee ICANN org support staff shall reach out to the absent member, on behalf of the Standing Committee, to confirm if the absent member is able to continue participation on the Standing Committee. Any vacancy that arises during a term shall be filled according to the selection process under IV. Composition.

VI. Meetings

1. The Standing Committee will meet by remote participation (using appropriate technology) as frequently as necessary, but no fewer than six times per year.

2. Regular meetings may be called upon no less than fourteen (14) days' notice by either (i) the Chair or (ii) any two members of the Standing Committee acting together

3. Meetings to address urgent issues may be called in a manner calculated to provide as much notice as possible to the members of the Standing Committee.

4. Standing Committee meetings require a majority of members (3 out of 4), in order to achieve quorum and proceed to hold a meeting.

5. Outcomes and actions of the Standing Committee shall be taken by consensus. All outcomes and actions will strive for full consensus, or unanimous agreement. Where full consensus is not possible, outcomes and actions require a majority of Standing Committee members' support in order to proceed, as opposed to a decision by the Chair.
6. Email discussions do not replace regular meetings, though outcomes and actions can be determined via internet-based discussions (email).
7. The Standing Committee may elect to meet face-to-face but there will be no travel support associated with this activity.

VII. Accountability and Transparency

The Standing Committee shall operate openly and transparently. Standing Committee meetings shall be recorded. The meeting recording, minutes, and other records of the meetings shall be publicly posted to a publicly available webpage as soon as possible following approval by the committee.

Outcomes and actions shall be documented and may be determined via Internet-based discussions without the need for a meeting. The Standing Committee will use a public mailing list for any matters related to its remit.

Standing Committee appointees must complete a conflict-of-interest statement prior to becoming members. Standing Committee members must adhere to ICANN's conflict-of-interest policy by providing and updating statements of interest that identify potential conflicts of interest in their Standing Committee service.

VIII. Review & Continuous Improvement

Any entity that appoints delegates to the NomCom may propose amendments to this Charter. All proposed changes shall be subject to ICANN's public comment processes and Board approval of charter amendments.

This Charter of the Standing Committee shall be reviewed at least every 5 years, preferably as part of the NomCom's organizational review as per Section 4.4 of the Bylaws (or successor section).