

BYLAWS AMENDMENTS AND DOCUMENTS TO IMPLEMENT THE NOMCOM2 REVIEW

PROPOSED ALAC COMMENTS

PROPOSED CHANGES

- 3 of the NomCom's 8 Board selections to be "Unaffiliated"
- NomCom delegates' terms 1 > 2 years
- All NomCom delegates to vote except for leadership
- NomCom Standing Committee to provide continuity
- Postponed Rebalancing the NomCom to a later time period
- Define transition of new requirements into practice

QUESTION 1:

- Do you have input on the [Fundamental Bylaws amendment](#) proposed for Article 7 of the ICANN Bylaws and the related proposed statement defining “Unaffiliated” Directors?

(ii) ensure that at least three of Directors nominated to fill Seats 1 through 8 on the Board qualify as “unaffiliated Directors” as that term is defined in the Nominating Committee Operating Procedures. Director qualification as “unaffiliated” is measured upon the beginning of the Director’s term, as set forth in Section 7.8. Unless otherwise specified in Transition Article 27.xx, only Directors initially nominated as “unaffiliated” Directors may be nominated for consecutive subsequent terms of service as “unaffiliated” Directors.

DEFINITION OF “UNAFFILIATED DIRECTOR”: DISCUSSION

- **Judith:**
 - It is integral to the ICANN Board that certain number of the independent board members also be unaffiliated be considered outsiders and not part of ICANN. This will give much needed outsider advice that the Board needs.
 - The ICANN Board is better off with that type of independent thinking.
 - Unaffiliated does not mean not knowledgeable about the Internet ecosystem but it does mean that they have not worked in ICANN before so will not be influenced by one constituency and will come with an open mind.
 - In the last selection process NomCom was able to appoint two excellent candidates that met this definition and based on this issue I am not expecting it to be a problem
 - Outside advice and board members play a critical role in making sure ICANN is really providing the service that the community wants and meeting its goals of ensuring the stability and secure operation of the Internet's unique identifier systems.

DEFINITION OF “UNAFFILIATED DIRECTOR”: DISCUSSION (CONTINUED)

Yrjö:

- “Prior experience” does not necessarily affect one’s ability to act independently.
- Without any experience, understanding and knowledge of ICANN is hard to acquire
- Lack of experience presents unaffiliated directors with a steeper learning curve
- At-Large volunteers beware: too much engagement may be detrimental?

PROPOSED ANSWER 1:

- Option 1: ALAC agrees with the amendment, including the definition of “Unaffiliated Director” presented in the related proposed statement (Judith)
- Option 2: ALAC agrees with the amendment, but not with the definition of “Unaffiliated Director” presented in the related proposed statement (Yrjö)

Definition of Unaffiliated

This document provides a proposed statement that could give effect to the principles embodied within Recommendation 27 (on “Unaffiliated” Directors) and the Nominating Committee Review Implementation Working Group (NomComRIWG) efforts towards implementation. The document also includes background on Recommendation 27 from the Independent Examiner performing the Second Organizational Review of the Nominating Committee (NomCom2 Review), as well as the NomComRIWG proposal to implement that recommendation.

The finding of the Independent Examiner is helpful in guiding the intent of Recommendation 27:

“The extent to which NomCom appointees are independent and prioritize the interests of the global Internet community in their decision-making is an area of concern within ICANN.”



<https://www.icann.org/en/system/files/files/draft-nomcom-unaffiliated-director-statement-10apr23-en.pdf>

QUESTION 2:

Do you have input on the proposed [Standard Bylaws amendments](#) proposed to Article 8 of the ICANN Bylaws as well as the Transition Clause proposed for Article 27?

These would:

- a) Change NomCom delegates' terms to serve two-year terms, instead of one year.
- b) Transform all NomCom delegates into voting delegates to be able to vote, except for leadership.
- c) Create a NomCom Standing Committee to provide continuity across annual NomCom cycles and to build the institutional memory of the NomCom.

PROPOSED ANSWER 2:

- a) ALAC agrees with and supports the extension of NomCom delegates terms from one to two years
- b) ALAC agrees with and supports making all NomCom delegates “voting” except for the leadership
- C) ALAC is in support of rebalancing the NomCom and is unhappy with this issue being pushed to a later time. ALAC feels that if the rebalancing cannot happen now then at the very least the slot given to NCUC should be given to NCSG to allocate as it sees fit.
- c) ALAC agrees and supports the creation of the Nom-Com Standing Committee

QUESTION 3:

- Do you have input on the NomCom [Standing Committee Charter](#)?
 - ALAC agrees with creation of a standing committee
 - Allowing for continuity of recommendations across NomCom Cycles is an excellent idea as suggestions and improvements can be sent to the standing committee and they can collect them and ensure that the same mistakes are not made and that people learn from them.
 - It would also allow some red flags and other problematical issues to be dealt with and not have to reinvent the wheel each year. They can also carry forward a series of best practices from year to year.

Nominating Committee Standing Committee Charter (Draft)

Preamble

Recognizing the Nominating Committee (NomCom) Standing Committee has a role to play in supporting continuous improvement of the NomCom and that various NomCom2 Review recommendations and subsequent implementation steps (Recommendations 2-9; 12, 14, 15, 16; 18-23; 25-27) indicate potential roles for the NomCom Standing Committee, those implementation steps have been deferred to be considerations for a work plan once the NomCom Standing Committee is established



<https://www.icann.org/en/system/files/files/draft-nomcom-standing-committee-charter-10apr23-en.pdf>

PROPOSED ANSWER 3 CONTINUED:

- Since even after the Bylaws change, “the Nominating Committee shall adopt such operating procedures as it deems necessary”, the delineation of the competences of the Standing Committee and the current NomCom should be made absolutely clear in the Charter to prevent any future conflicts.

PROPOSED ANSWER 4:

- No opinion