

ICANN NomCom Assessment and Recommendations

Prepared for: Public Webinar
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Agenda

Introduction to the Independent Examiner

Scope and Design of the Review

Interviews and Survey

ICANN Meetings

Assessment and Recommendations

Next Steps

Discussion

Introduction

- We were retained as the Independent Examiner to conduct an independent review of the NomCom, as mandated by ICANN's Bylaws.
- The team has deep practical and research experience in analyzing non-profit (including volunteer-based organization) governance structures and in determining how organizations can develop more effective boards of directors.
- Relevant experiences includes past work with ICANN and knowledge of, and contributions to, the non-profit management literature.
- Our team is led by Drs. Will Brown, Mark Engle, and Greg Rafert.

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Project Scope

- **The goal of our review is to provide an assessment of:**
 - Whether the NomCom has a continuing purpose within the ICANN structure.
 - How effectively the NomCom fulfills its purpose and whether any change in structure, process, or operations is needed to improve effectiveness.
 - The extent to which the NomCom is accountable to the wider ICANN community, its organizations, committees, constituencies, and stakeholder groups.

Project Scope (continued)

- **The criteria examined during the review include, but are not limited to:**
 - Fulfilment of mission and adherence to policies and procedures.
 - Accountability and transparency to the public.
 - Composition, membership processes, and participation.
 - Communication among the NomCom’s members and with the ICANN community.
 - Effectiveness of execution, including governance and management.
 - Evaluation and measurement of outcomes, such as whether NomCom processes identify skills needed by the bodies to which they are appointed.

Project Design

- **Our project is designed as a two-step process.**
- **Phase 1: Assessment**
 - Review of bylaws, policies, and other written materials.
 - 60 people interviewed during and after ICANN59, ICANN60, and ICANN61.
 - 85 responses to an online survey open to the entire community.
 - Assessment report submitted for feedback from the ICANN community. Public webinars were held on January 18 and 25, and feedback was incorporated into draft final report.
- **Phase 2: Recommendations**
 - Public comment period on draft final report ends May 7.
 - Final report will be submitted June 1.

Project Design (continued)

- In the course of our project, we are coordinating with ICANN staff and the NomCom Review Working Party (RWP). They have:
 - Assisted in outreach efforts.
 - Ensured our understanding of ICANN and NomCom policies and procedures is comprehensive and accurate, which provides the foundation necessary to provide specific, actionable recommendations.
- **This coordination does not affect our independence.**

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Interviews and Survey

■ Interviews

- Spoke to more than 60 people during interviews at ICANN59, ICANN60, ICANN61, or remotely.
- Interviewees were identified based on knowledge of NomCom processes, interest in providing feedback, diversity of perspectives, and recommendations from interviewees, RWP members, and ICANN staff.

■ Survey

- Designed to elicit feedback from the wider community – it has not been analyzed in a statistical manner.
- Informed by our interviews and promoted by ICANN.
- 85 completed responses.

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ICANN Meetings

- Independent Examiner audited most of the NomCom meetings at ICANN60 and ICANN61.
 - Confirmed that our findings and recommendations are appropriate.
 - At ICANN 61, we learned that 2018 NomCom has already implemented several of our recommendations.
- At ICANN61, we also participated in a productive session in which we presented our findings and draft recommendations to interested members of the ICANN community.

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Summary of Findings

- The NomCom is generally seen as performing its role effectively, but there is room to improve the functioning of the NomCom.
- NomCom members have exerted, and continue to exert, tremendous effort and time to the activities of the committee.
- NomCom members have significant technical and policy-related experience in their fields.
- The NomCom's interactions with candidates have improved significantly over the past five years and are generally viewed positively.
- The NomCom has made significant progress in becoming more transparent.
- Diversity requirements for NomCom appointees are currently appropriate.
- The leadership structure of the NomCom generally works well.
- The current size of the NomCom is sufficient.

Summary of Recommendations

Three Sections:

1. Composition and responsibility of the NomCom and its members.
2. Recruitment and evaluation processes.
3. Additional recommendations.

Composition and Responsibility of the NomCom and its Members

Findings

- SO/ACs not always familiar with roles and responsibilities of NomCom members
- There is concern about the NomCom's independence and diversity

Recommendations

- Formalize and communicate the job description for NomCom members that emphasizes independence and diversity considerations

Composition and Responsibility of the NomCom and its Members

Findings

- NomCom lacks understanding of Board member's role and the skills and attributes needed to be a successful Board member

Recommendations

- Training to improve understanding of director responsibilities

Composition and Responsibility of the NomCom and its Members

Findings

- NomCom performance highly dependent on the effectiveness of the Chair
- NomCom lacks recruiting and selection experience

Recommendations

- Train NomCom leaders regarding responsibilities and authorities and appoint chair earlier
- Training in how to interview and assess candidates

Composition and Responsibility of the NomCom and its Members

Findings

- NomCom not always clear on roles of professional recruiting and evaluation firms

Recommendations

- Retain professional recruiting consultant and codify role
- Retain professional evaluation consultant and codify role

Composition and Responsibility of the NomCom and its Members

Findings

- Term length of 1 year insufficient for learning and engagement
- Concern over role and participation of non-voting members
- NomCom may not accurately represent constituencies

Recommendations

- 2 year terms, maximum of 2 terms
- All NomCom members should be fully participating and voting (except leadership)
- Review NomCom composition every 5 years

Composition and Responsibility of the NomCom and its Members

Findings

- NomCom is under-resourced and lacks integration with ICANN staff and strategy

Recommendations

- NomCom senior staff should be accountable to and report to CEO office
- NomCom leadership should have input on budget and resources

Recruitment and Evaluation Processes

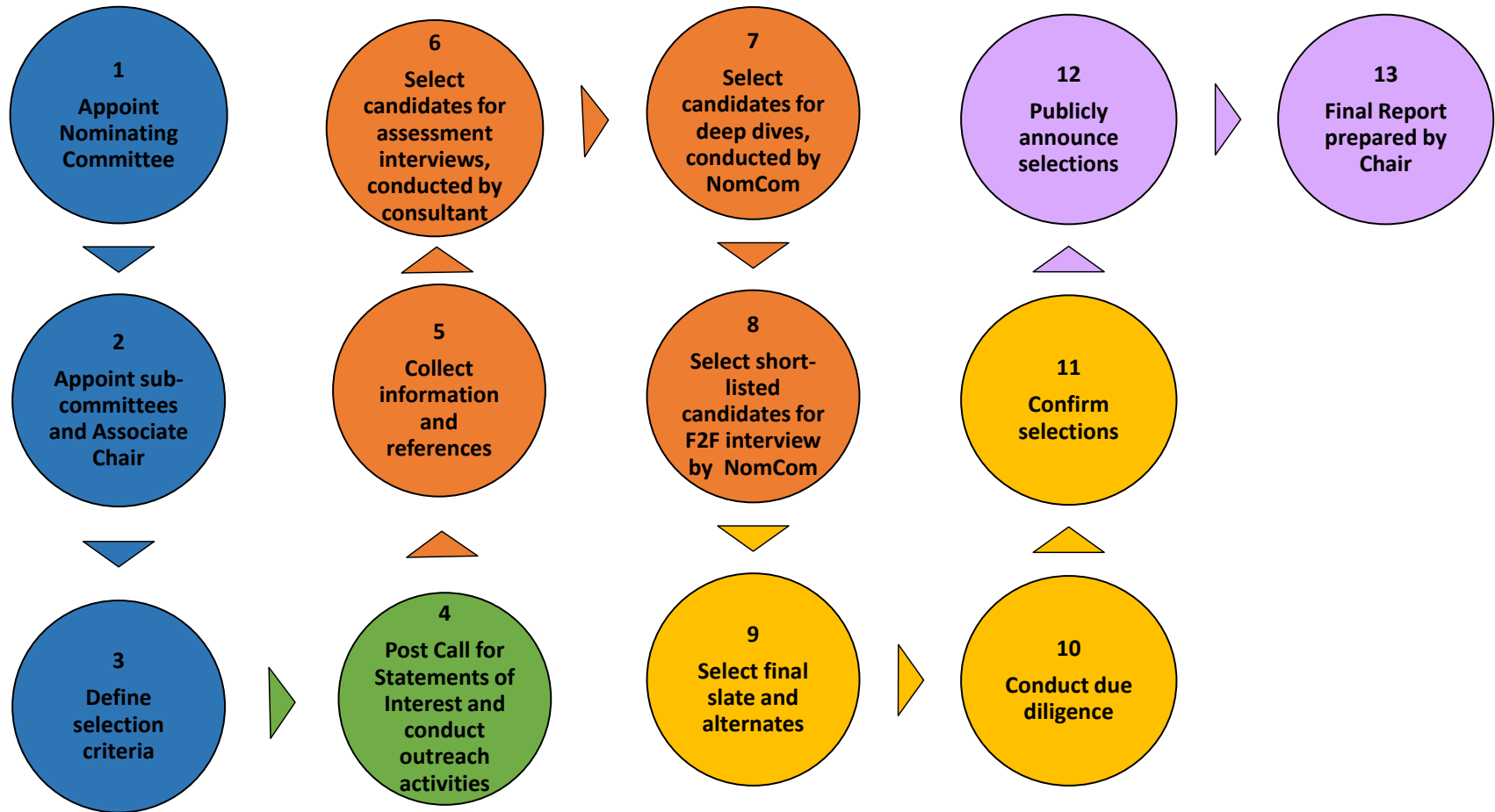
Findings

- Recruitment and evaluation processes generally effective, yet “reinvented” each year; lack of continuity

Recommendations

- Publish process diagram and codify key elements of NomCom process; explain annual changes

Example NomCom Process Diagram (based on 2017 process)



Example Process Table (based on current process)

	Step	Who does it?	Comments
1	Appoint Nominating Committee	Board, SO/ACs	Board: Non-voting Chair, Non-voting Chair-Elect One non-voting liaison appointed from each of the following groups: <ul style="list-style-type: none"> • Root Server System Advisory Committee • Security and Stability Advisory Committee • Government Advisory Committee

Recruitment and Evaluation Processes

Findings

- Lack of clarity on desired competencies and experience for appointees
- Lack of clarity on responsibilities of SO/AC leadership positions

Recommendations

- Formalize communication between NomCom and Board, SO/ACs, and PTI board in regards to competencies
- Publish job description for open positions

Recruitment and Evaluation Processes

Findings

- No way for Board, SO/ACs to communicate if members should be reappointed

Recommendations

- Feedback regarding members up for reappointment

Recruitment and Evaluation Processes

Findings

- While improved, NomCom interactions with candidates still a topic of concern
- NomCom should increase diversity of candidate pool

Recommendations

- Publish and codify a candidate communication schedule
- Develop marketing plan to better reach prospective candidates

Recruitment and Evaluation Processes

Findings

- Lack of consistency in how candidates are evaluated

Recommendations

- Evaluation consultant does preliminary screening
- Use standardized matrix to evaluate and prioritize based on competencies and experience
- Consistency in interview questions

Current Board Members: Skills and Experience

	Appointed By	Gender	Age	Region	Employment Status	Advocacy /					Technical Expertise (gTLD, ccTLD, etc.)
						Marketing	Govt. Relations	Financial / Audit	Regulatory / Compliance		
Departing Directors											
Director 1	NomCom	F	55	NA	Full-Time						X
Director 2	NomCom	M	60	Europe	Full-Time	X					
Director 3	NomCom	M	52	Africa	Part-Time				X		
Director 4	ccNSO	M	73	Africa	Retired		X				
Director 5	NomCom	F	64	NA	Retired			X	X		
Up for Reappointment											
Director 6	NomCom	F	70	Europe	Part-Time		X				
Remaining Directors											
Director 7	NomCom	M	75	LA	Retired			X			X
Director 8	NomCom	M	68	Africa	Retired				X		
Director 9	NomCom	M	58	NA	Part-Time		X				
Director 10	ASO	M	55	NA	Full-Time				X		
Director 11	ASO	M	52	AAP	Full-Time	X					
Director 12	GNSO	F	61	NA	Full-Time	X	X				
Director 13	GNSO	M	70	Europe	Part-Time		X	X			
Director 14	ccNSO	M	69	AAP	Retired						X
Director 15	ALAC	M	63	LA	Full-Time			X			

Board Candidates

	Source	Gender	Age	Region	Employment Status	Skills and Experience					Personal Qualities			Total (out of 40)	Notes
						Marketing	Advocacy / Govt. Relations	Financial / Audit	Regulatory / Compliance	Technical Expertise (gTLD, ccTLD, etc.)	Communication				
											Leadership	Skills	Unbiased		
Candidate 1	Open Call	F	48	Europe	Full-Time	4	0	0	0	2	5	5	4	20	HR experience
Candidate 2	OB	M	60	LA	Full-Time	0	3	2	5	1	5	4	5	25	
Candidate 3	Referral	F	55	AAP	Part-Time	2	0	1	4	5	4	5	5	26	Good references

Note: Skills, Experience, and Personal Qualities are scored from 0 (worst) to 5 (best).

Recruitment and Evaluation Processes

Findings

- NomCom significantly more transparent in recent years, but transparency still a concern

Recommendations

- Publish data on composition of candidate pool and sources of candidates

Additional Recommendations

Findings

- The NomCom may be too busy to implement some of our recommendations
- Without appreciation of the performance of the board, as a whole, limited ability to determine performance of NomCom

Recommendations

- Form empowered body of current/former NomCom members to implement recommendations
- Inform assessments of NomCom by evaluating performance of the Board

Additional Recommendations

Findings

- Lack of clear path to leadership opportunities in ICANN
- Confusion on the definition of an independent director, if they are desired, and how many should be allocated

Recommendations

- Investigate evolution of NomCom into Leadership Development function
- Clarify definition and desire for independent directors
- Designate 3 seats for independent directors

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- **June 1, 2018:** Final Report

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