

At-Large Proposed Bylaws Amendments to Align Board Terms Workspace

Close Date	Statement Name	Status	Assignee (s) and RALO(s)	Call for Comments	Call for Comments Close	Vote Announcement	Vote Open	Vote Reminder	Vote Close	Date of Submission	Staff Contact and Email	Statement Number
22.10.2012	Proposed Bylaws Amendments to Align Board Terms	Adopted 14Y, ON, OA	Olivier Crepin-Leblond (EURALO)	n/a	n/a	02.11.2012	03.11.2012	07.11.2012	08.11.2012	09.11.2012	Samantha Eisner samantha.eisner@icann.org	AL/ALAC/ST/1112/3

Comment/Reply Periods (*)		Important Information Links
Comment Open:	18 September 2012	
Comment Close:	22 October 2012	
Close Time (UTC):	23:59 UTC	
Reply Open:	23 October 2012	
Reply Close:	13 November 2012	
Close Time (UTC):	23:59 UTC	Report of Public Comments

Brief Overview	
Originating Organization:	ICANN Board
Categories/Tags:	ICANN Board/Bylaws
Purpose (Brief):	ICANN is seeking public comments on proposed Bylaws amendments drafted to align the terms of all Board members to begin at the conclusion of the Annual General Meeting each year. Currently, some Board member terms begin between around the time of a Mid-Year ICANN meeting (June) while those selected by the Nominating Committee begin just a few months later at the conclusion of the Annual General Meeting. This requires two induction periods just months apart as well as two times per year when committee assignments and Board leadership may have to be reviewed. Under the proposed Bylaws amendments, all five voting Board members selected in any year would join the Board at the same time (along with the non-voting liaisons), which is expected to increase Board effectiveness and efficiency.

Current Status:	Proposed Bylaws drafted and out for community consideration.		
Next Steps:	The Board will review the comments received and take the proposed Bylaws amendments under consideration.		
Staff Contact:	Samantha Eisner	Email:	Samantha.eisner@icann.org
Detailed Information			
Section I: Description, Explanation, and Purpose			
<p>The ICANN Board, through the Board Governance Committee, has been reviewing ways to improve Board effectiveness and efficiency. The issue of alignment of Board terms has long been considered a potential area for improvement. Currently, the voting Directors selected by the ICANN Supporting Organizations and the At-Large Community (SO/AC) have terms that begin approximately 6-8 months after the ICANN Annual General Meeting (typically the last meeting in any calendar year). The Directors selected through the Nominating Committee, as well as all non-voting Liaisons, have terms that begin upon the conclusion of the Annual General Meeting. The proposed Bylaws changes produced for public comment would have all Board member terms begin upon the conclusion of the Annual General Meeting.</p>			
Section II: Background			
<p>Every time a new Director is selected to the Board, there are required things that must happen. Some of those items include:</p> <ul style="list-style-type: none"> • An induction period within which the Director must become acclimated to and receive training on the work of the Board; and • Board Committee memberships must be evaluated and re-aligned to reflect the current composition of the Board. <p>In addition, though Chair and Vice-Chair selection typically occurs upon the conclusion of the Annual General Meeting, if the Director serving in that position was selected through the SO/AC and his or her term concludes mid-year, the Board will have to undertake another Board Chair and Vice-Chair selection process. Each of these items requires time and attention. Having to perform this work twice per year requires the Board to focus on twice these items, as opposed to the regular work of ICANN.</p> <p>The Board Governance Committee recommended that the Board consider these proposed Bylaws revisions, which will create a unified term of the Board for each year. Each of the five members selected to the Board in a given year, whether selected by the Nominating Committee or the SO/AC structure, will begin on the same day. The Board's internal induction and organizational work can then be on a unified schedule.</p> <p>The Board considered one of the purposes of having the dual-selection schedule, allowing the Nominating Committee to consider the geographic diversity of the Board after seeing who the SO/AC structure selected for service. The proposed Bylaws, therefore, have been drafted to achieve alignment of Board term transitions while preserving the ability for the Nominating Committee to consider the geographic diversity of the Board. The Board encourages the Supporting Organizations and At-Large Community to consider how the timing of their selection processes may need to be modified to meet the proposed Bylaws revisions.</p>			
Section III: Document and Resource Links			
<p>The Proposed Bylaws revisions are provided in redlined form: http://www.icann.org/en/about/governance/bylaws/proposed-bylaws-revision-board-terms-redline-04sep12-en.pdf [PDF, 66 KB]</p>			
Section IV: Additional Information			
None			

(*) Comments submitted after the posted Close Date/Time are not guaranteed to be considered in any final summary, analysis, reporting, or decision-making that takes place once this period lapses.

FINAL DRAFT

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