

2012-12-20 - Board Term Alignment

- **Category:** Board
- **Topic:** Alignment of Board Terms
- **Board meeting date:** 20 December 2012
- **Resolution number:** 2012.12.20.12 – 2012.12.20.16
- **URL for Board minutes/resolution:** <http://www.icann.org/en/groups/board/documents/resolutions-20dec12-en.htm#2.b>
- **Status:** Completed

Summary

Board approves amendments to the ICANN Bylaws to align Board terms, and directs the President and CEO and the General Counsel and Secretary to take all necessary steps to inform the Supporting Organizations and At-Large Community of the revised deadlines within which they are required to complete selections for the Board of Directors.

Text

Whereas, there are currently two induction periods to the ICANN Board each year, one at or around the Mid-Year Meeting for members appointed by the Supporting Organizations and the At-Large Community, and the other at the conclusion of the Annual General Meeting for members selected by the Nominating Committee (NomCom).

Whereas, the ICANN Board has long considered the issue of timing of Board member transition one of Board effectiveness, as each transition period raises the obligation to consider changes to Board committee composition, as well as introduction of new members to Board processes.

Whereas, the Board Governance Committee (BGC) considered how Board terms could be aligned to allow all Board members selected in any year to begin their terms at the same time, while still preserving the ability for the NomCom to consider the geographic diversity of the Board over the coming year.

Whereas, proposed revisions to the ICANN Bylaws were drafted to achieve alignment of Board terms while preserving the ability for the NomCom to consider the geographic diversity of the Board, and those Bylaws revisions were posted for public comment and considered by the Board.

Resolved (2012.12.20.12), the Board approves the amendments to Article VI, Section 8.1.d of the ICANN Bylaws as posted for public comment, addressing the terms of Seats 9 and 12.

Resolved (2012.12.20.13), the Board approves the amendments to Article VI, Section 8.1.e of the ICANN Bylaws as posted for public comment, addressing the terms of Seats 10 and 13.

Resolved (2012.12.20.14), the Board approves the amendments to Article VI, Section 8.1.f of the ICANN Bylaws as posted for public comment, addressing the terms of Seats 11 and 14.

Resolved (2012.12.20.15), the Board approves the amendments to Article VI, Section 8.1.g of the ICANN Bylaws as posted for public comment, addressing the terms of Seat 15.

Resolved (2012.12.20.16) the Board directs the President and CEO and the General Counsel and Secretary to take all necessary steps to inform the Supporting Organizations and At-Large Community of the revised deadlines within which they are required to complete selections for the Board of Directors.

Implementation Actions

- Inform the Supporting Organizations and At-Large Community of the revised deadlines within which they are required to complete selections for the Board of Directors
 - Responsible entities: The President and CEO and the General Counsel and Secretary
 - Due date: None provided
 - Completion date: January 2013

Rationale

The Board's action in approving these Bylaws revisions is part of an effort to improve the effectiveness of the Board, addressing a concept raised by the Board Review Working Group in its January 2010 Final Report. The adoption of the revised schedule is not expected to have any negative impact on the resources of the community or ICANN, and indeed may have a positive impact in reducing the Board's obligations upon term transition to one time per year, as opposed to two, and will streamline Board induction efforts.

The proposed Bylaws changes were posted for public comment prior to the Board's adoption, with two submissions. Though no commenters spoke against the adoption of the Bylaws revisions, one commenter cautioned that changes to the Bylaws should not be taken lightly, and requested that ICANN take heed in evaluating whether a change to the Bylaws is the required mechanism for undertaking any specific change. The commenter also noted some clarifications and additional information that may be helpful when posting these types of items for comment. One comment supported the changes. As a result, it does not appear that any changes to the proposed Bylaws revisions are necessary prior to the Board taking this action.

This decision is not expected to have any fiscal impact on ICANN, or on the security, stability or resiliency of the DNS.

For ease of reference, the following table identifies the current Directors on the Board and when their terms will now conclude:

Conclusion of:	Board Member Term Concluding:
AGM 2013	Cherine Chalaby (Seat 6), Bertrand de La Chapelle (Seat 4), Erika Mann (Seat 5), Bruce Tonkin (Seat 13), Kuo Wei-Wu (Seat 10)
AGM 2014	Sébastien Bachollet (Seat 15), Steve Crocker (Seat 7), Chris Disspain (Seat 11), Bill Graham (Seat 14), and Judith Vazquez (Seat 8)

AGM 2015	George Sadowsky (Seat 3), Gonzalo Navarro (Seat 1), Olga Madruga-Forti, (Seat 2), Ray Plzak (Seat 9) and Mike Silber (Seat 12)
----------	--

This is an Organizational Administrative Function of the Board for which the Board received public comment, at <http://www.icann.org/en/news/public-comment/bylaws-amend-align-board-terms-18sep12-en.htm>.

Other Related Resolutions

- Resolution 2012.09.13.07, regarding public comment regarding the alignment of Board terms, available at: <http://www.icann.org/en/groups/board/documents/resolutions-13sep12-en.htm#1.d>
- Other resolutions TBD

Additional Information

- ICANN Bylaws are available at: <http://www.icann.org/en/about/governance/bylaws>
- Public comments regarding the proposed Bylaws revisions are available at: <http://www.icann.org/en/news/public-comment/bylaws-amend-align-board-terms-18sep12-en.htm>
- The resolution does not address funding for the items identified therein.

Explanatory text does not modify or override Resolutions. See [Board Resolutions Page](#) for more information.

Note: The "Add Comment" box below is for sharing information about implementation of this resolution. Off-topic comments will be removed.