Board Governance Committee Activities Report
1 January 2021 – 30 June 2021[1]

Summary:

Completed Activities:
1. Proposed Revisions to BGC Charter
2. Revisions to Board Committee and Leadership Selection Procedures Document
3. Revisions to Scope and Charter of Board Working Group on Internationalized Domain Name (IDN) and Universal Acceptance (UA)
4. Five Question Survey for Term Ending Members
5. Board Meeting Process Discussion
6. Board Members Serving as Liaisons to Community Groups Guidelines
7. Board Member Peer Evaluations
8. Outstanding Issues on Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership Document
9. Board Caucus on DNS Abuse
10. Proposed Revisions to Risk Committee Charter
11. Suggestions to the Board from ATRT3 Final Report
12. Code of Conduct Review

In-Progress Activities:
1. Review of Delegation of Authority Document
2. Board Operational Priorities

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[1] This report is intended to capture the activities of the BGC, from 1 January 2021 to 30 June 2021. However, because the report was prepared in July 2021, a few activities that occurred in July 2021 are also captured in the report.

Section I: Completed Activities

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Proposed Revisions to BGC Charter	The BGC discussed certain changes to the Committee's charter to make sure it conforms with current practices. Following discussion, the BGC approved a recommendation to the Board to approve the revised charter.	14 January 2021	The BGC approved a recommendation that the Board approve the revised charter, which is set for Board consideration on 22 July 2021.
2. Revisions to Board Committee and Leadership Selection Procedures document	The BGC discussed the proposed revisions to the Board Committee and Leadership Selection Procedures document to align with the current selection procedures. The document has been updated to reflect that the BGC is responsible for overseeing the membership of the Board Working Groups and Caucuses, and to include changes that were made to the Practice for Board Engagement in Developing Slate for Board Leadership document in August 2020. Following discussion, the BGC approved a recommendation that the Board approve the revised document.	14 January 2021	The BGC approved a recommendation that the Board approve the revised charter, which, the Board approved on 8 February 2021 (*see* Resolution 2021.02.08.05).
3. Revisions to Board Working Group on IDN and UA	The BGC evaluated the proposed revisions to the scope and charter for the Board Working Group on internationalized domain names (IDNs) and Universal Acceptance (UA). The BGC discussed the charter and agreed on suggesting some revisions to the working group for consideration, which were adopted by the working group.	3 March 2021	Following receipt and review of the further revised charter of the Board Working Group on IDNs and UA, the BGC approved it.
4. Five Question Survey for Term Ending Members	The Committee noted that it has consulted with the Nominating Committee (NomCom) and that the NomCom did not have any suggested revisions to the Five Questions Survey for the term ending Board members. The BGC agreed that survey is ready to be launched.	3 March 2021	The survey was distributed to term ending Board members to complete and results were eventually provided to the relevant Board-selecting bodies.
5. Board Meeting Process Discussion	The BGC discussed the scope of and purpose for Board minutes. The BGC agreed and understood	14 May 2021	The BGC determined that the current practice with respect to

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	that minutes are the official and legal record of a Board meeting, and the purpose of minutes is to accurately summarize what transpired during the meeting. The BGC also discussed whether voting statements should be included as attachments to Board meeting minutes, and discussed the scope, timing and process for submitting voting statements. The BGC agreed that voting statements should accurately reflect statements and actions taken by the voting directors during a Board meeting and should not contain new statements, new facts, or new information.		meeting minutes, including voting statements, is appropriate and consistent with the Bylaws and other corporate laws and regulation, and therefore should remain as is.
6. Board Members Serving as Liaisons to Community Groups Guidelines	The Committee reviewed and discussed proposed guidelines applicable to the functioning of a Board member who is appointed as a Board liaison to a community group. The proposed guidelines were developed following input from community members and Board members. The BGC suggested that the org make some relatively minor revisions to the guidelines re: (i) defining the role of Board liaisons to community groups; (ii) adding reference to the number and liaisons and the interaction between them; and (iii) the role of the liaisons to community groups vis-a-vis Board Caucuses and Board Working Groups on the same subject matter as the community group. The BGC agreed that the guidelines should be shared with the community.	14 May 2021	The Guidelines were published on 31 May 2021 at https://www.icann.org/en/system/files/files/board-liaison-guidelines-31may21-en.pdf.
7. Board Member Peer Evaluations	The current round of peer evaluations were launched and completed on schedule.	January to June 2021	The results of the recent peer evaluations were provided to the Board Chair for discussion with the individual Board members who were the subject of this round of peer evaluations.

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
8. Outstanding Issues on Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership Document	The BGC continued its discussion of the remaining issues regarding the Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership document (Board Leadership Slating Practice). The two remaining issues are the timing of voting and voting methodology. With respect to the timing of the Board vote on the Board leadership slate, some members of the BGC think that the current timing of when the Board votes on its leadership works well as is, while others think that the vote should occur in September by the existing Board members only. The BGC noted that there are many dependencies with the timing. The BGC agreed to move this issue to the full Board for further discussion. Regarding the voting methodology, the BGC considered whether to change the current voting methodology, and ultimately agreed not to recommend any changes.	1 July 2021	The BGC Chair to discuss with Board Chair the idea of moving the discussion regarding timing of the vote on Board leadership to the full Board.
9. Board Caucus on DNS Abuse	The BGC reviewed the proposed charter for the Board Caucus on DNS Abuse. The charter focuses on the remit of the caucus and anchors that in the strategic plan. The BGC discussed that the purpose of the caucus is to help form organizational strategy around DNS abuse, and provide oversight to that strategy in its execution and continued evolution. The BGC discussed the importance of the issue of DNS abuse to the broader community because inevitably, any action the caucus group recommends should intersect, influence, or contribute to the work of the community and the broader ecosystem on this issue. The BGC suggested that this component be incorporated in the charter. The BGC also noted that the charter should be revised to include the	1 July 2021	ICANN org revised the charter as the BGC requested, and began seeking a list of Board members who are interested in serving as a caucus. Member.

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	different roles and responsibilities that the Board will be focusing on.		
10. Proposed Revisions to Risk Committee Charter	The BGC considered proposed revisions to the Risk Committee charter, which update certain outdated terminology and add a section about the Risk Committee's oversight of the Risk Appetite Statement.	1 July 2021	The BGC recommended that the Board approve the revised Risk Committee charter, which is set for Board consideration on 22 July 2021.
11. Suggestions to the Board from ATRT3 Final Report	The Committee continued its discussion of the suggestions for the Board in the ATRT3 Final Report. The BGC discussed the suggestion about the Board developing metrics to measure the effectiveness of the Board's functioning and improvement efforts and publishing the materials used for training to gauge levels of improvement. The BGC noted that it currently publishes Board training materials unless the third party providing the training does not allow its proprietary material to be publicly posted. With respect to the suggestion that the Board develop metrics, the BGC noted that the Board currently already publishes Board priorities, and that through those priorities and related activities, the Board can provide more context going forward to give further transparency on the Board's decision making and effectiveness.	1 July 2021	The Board will look to provide more context going forward to give further transparency on the Board's decision making and effectiveness. The BGC also agreed to look at possible activities in furtherance of the Board priorities that could include some of the ATRT3 suggestion.
12. Code of Conduct Review	ICANN org noted that outside counsel recently reviewed the Code of Conduct and did not recommend any revisions to the version last updated in 2018. The BGC also reviewed the Code of Conduct to determine if any other changes are needed to the current Code of Conduct.	1 July 2021	The BGC agreed that no changes are needed to the current Code of Conduct.

Section II: In-Progress Activities

Item	Description of BGC Activity	Target Completion Date	Status
1. Delegation of Authority document	One member of the BGC reported that a small group of BGC members are taking the initial effort to review the delegation of authority document. The first suggestion is to port the data in the existing document (ADD CITE) into a matrix format, with which ICANN org agreed to assist.	TBD	ICANN org to move the Delegation of Authority document into a matrix format and share with the small group of BGC members working on this issue for review before bringing it back to the full Committee for further discussion.
2. Board Operational Priorities	The BGC Chair indicated that the FY22 Board Priorities are being developed, and noted that certain actions resulting from Board self-evaluation as well as some suggestions for the Board from the ATRT3 Final Report and the Legitimacy Project will be included into Board operational priorities or underlying activities, as appropriate.	TBD	TBD