

## **Board Governance Committee (BGC) Activities Report**

1 January 2022 – 30 June 2022

### **Summary:**

#### Completed Activities:

1. Charter for Board Ad-Hoc Group on ccNSO Proposed Retirement of Country Code Top-Level Domains (ccTLDs)
2. Review of Board Five Question Survey
3. Review of Peer Evaluation Survey
4. Selection of Board Member Seat on the Independent Review Process (IRP) Implementation Oversight Team (IOT)
5. Membership Changes to the Board Caucus on General Data Protection Regulation/Expedited Policy Development Process
6. Review of Board Governance Guidelines
7. 2023 Nominating Committee (NomCom) 2023 Leadership
8. Review of Conflicts of Interest Policy
9. Review of Board Member Self-Evaluation Survey

#### In-Progress Activities:

1. Board Operational Priority 4.2.5 Deliverable
2. Slating – Board Committee and Other Board Groups

## Section I: Completed Activities

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Charter for Board Ad-Hoc Group on ccNSO Proposed Retirement of ccTLDs	The BGC reviewed and discussed the mandate and scope of responsibilities for the Board Ad-Hoc Group on the ccNSO's proposed retirement of ccTLDs, as set forth in the Ad-Hoc Group's proposed charter. The Ad-Hoc Group's responsibilities include, among others, "[r]eview[ing] and provid[ing] guidance to the Board on matters relating to the overall implementation of the proposed policy" and "preparation of advice to the Board to manner in which ccNSO proposed policy recommendations should be handled by the Board going forward." Following discussion, the BGC approved the Charter. The BGC Chair noted that she will send out a call for expressions of interest to serve on the Ad-Hoc Group.	15 February 2022	The BGC Chair sent out an email to full Board asking for expression of interest to serve on the Ad-Hoc Group.
2. Review of Board Five Question Survey	The BGC reviewed the Five Question Survey which is completed for term-ending Board members who are seeking a subsequent term. The results of the survey are meant to be shared with the selecting bodies. The Committee reviewed the survey and determined that it did not need updating.	15 February 2022	ICANN org launched the survey.
3. Review of Peer Evaluation Survey	The BGC reviewed the Peer Evaluation Survey and determined that it did not need updating. The BGC engaged in a discussion regarding the effectiveness of the survey and whether there are other Board best practices related to self-improvement tools that the Committee should consider. The BGC asked org to research the value of this type of review and whether there are other Board best practices on self-improvement that may be relevant to this Board.	15 February 2022	The BGC adopted the revised Slating Guidelines.
4. Selection of Board Member to Serve on the IRP-IOT	In February 2022, the BGC Chair sent out a call for expressions of interest to Board members to fill the Board seat on the IRP-IOT previously held by Nigel Roberts. Following the close of call for expressions period, the BGC appointed León Sánchez to fill the position.	15 February 2022 7 April 2022	The BGC appointed León Sánchez to fill the vacant Board seat on the IRP-IOT.

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
5. Membership Change to the Board Caucus on General Data Protection Regulation/Expedited Policy Development Process	The BGC Chair advised that James Galvin has been added to the Board Caucus on General Data Protection Regulation/Expedited Policy Development Process membership.	7 April 2022	Board member James Galvin has been added to the Board Caucus on General Data Protection Regulation/Expedited Policy Development Process membership.
6. Review of Board Governance Guidelines	The BGC evaluated the Board Governance Guidelines and discussed changes to the Guidelines to align with current practices and to enhance the Guideline’s enforcement mechanisms. Following lengthy discussion, the BGC approved a recommendation to Board to adopt the revised Governance Guidelines.	7 April 2022 19 May 2022 28 June 2022	On 28 June 2022, the BGC recommended that the Board approve the revised Governance Guidelines, which the Board adopted on 13 July 2022. (See <a href="https://www.icann.org/resources/board-material/resolutions-2022-07-13-en#1.b">https://www.icann.org/resources/board-material/resolutions-2022-07-13-en#1.b</a> )
7. 2023 Nominating Committee (NomCom) 2023 Leadership	The BGC reviewed and approved the issuance of the Call for Expressions of Interest (EOI) for the 2023 NomCom leadership. Following the close of EOI period, the BGC conducted candidate interviews. Thereafter, the Committee discussed the candidates’ EOIs, their curriculum vitae, and their interviews. Following discussion, the BGC approved a slate for the 2023 NomCom Chair and Chair-Elect to recommend to the Board for approval. Sarah Deutsch and Avri Doria recused themselves from the discussions out of an abundance of caution to avoid any perception of a conflict of interest.	7 April 2022 19 May 2022 28 June 2022 30 June 2022	The BGC recommended to the Board a slate for the 2023 NomCom Chair and Chair-Elect, which the Board approved on 13 July 2022. ( <a href="https://www.icann.org/resources/board-material/resolutions-2022-07-13-en#2.a">https://www.icann.org/resources/board-material/resolutions-2022-07-13-en#2.a</a> )
8. Review of Conflicts of Interest Policy	The BGC discussed the Conflicts of Interest (COI) Policy It was noted that the COI Policy has been evaluated by outside legal counsel and that outside counsel did not recommend any changes to the Policy because it complies with all laws, rules, and	19 May 2022	ICANN org published the Board Conflicts of Interest Policy with a notation that the Policy has been reviewed and no changes were recommended. (See

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	regulations, and is consistent with best practices. The Committee agreed with outside counsel's recommendations.		<a href="https://www.icann.org/resources/pages/governance/coi-en">https://www.icann.org/resources/pages/governance/coi-en</a>
9. Review of Board Member Self-Evaluation Survey	The Committee discussed the upcoming biennial Board Self-Evaluation Survey. The Committee reviewed the survey questions and did not have any changes to the questions posed in 2020. Regarding the available responses to the survey questions, the BGC requested that ICANN org revise the parenthetical explaining that if the "N/A" choice is selected, the Board member selecting it should provide an explanation for that selection. The Committee then agreed with that change, org should launch the survey.	19 May 2022 28 June 2022	ICANN org updated the Board Member Self-Evaluation Survey to reflect the Committee's discussion, and launched the updated survey.

## Section II: In-Progress Activities

Item	Description of BGC Activity	Target Completion Date	Status
1. Board Operational Priority 4.2.5 Deliverable	The BGC discussed possible mechanisms that can be put in place to measure the community's feedback of Board improvements being made in transparency and accountability. The BGC Chair noted that the item will be added to the docket of an upcoming BGC meeting	TBD	TBD
2. Slating – Board Committee and Other Board Groups	The BGC reviewed the Committee Slating Guidelines for slating of Board Committees and other Board groups. The BGC Chair then discussed the membership and leadership of the Board Committees, Board Caucuses, and Board Working Groups, as well as Agenda Block Leads, based upon the Board member's responses to the Board Skills Matrix. The BGC did not complete its slating discussion and agreed to continue the discussion at upcoming BGC meeting(s).	TBD	TBD