Board Governance Committee (BGC) Activities Report
1 July 2024 – 31 December 2024[1]

Summary:

Completed Activities:
1. Discussion re Impact of Nominating Committee (NomCom) Related Bylaws Change
2. Board Three-Year Skills Matrix Survey
3. Delegation of Authority Guidelines
4. Nominating Committee (NomCom) 2025 Leadership Selection
5. BGC Subcommittee on Conflicts of Interest Final Report on New gTLD Program: Next Round
6. ICANN Community Ethics Policy Development
7. Board Committee and Other Board Group Slating
8. Selection of Board Member to the Pilot Holistic Review Team
9. Board Liaison to Development Process for Transfer Policy Review Working Group
10. Selection of BGC Chair Alternate
11. Board Skillset Guidance to Nominating Committee

In-Progress Activities:
1. Board Self-Evaluation
2. Proposed Revision to Risk Committee Charter
3. Call for Volunteers for Standing Committee on Continuous Improvement
4. Board Liaisons to the Planning Prioritization Group and the Evolution of the MSM Project WGs

[1] This report is intended to capture the activities of the BGC from 1 July 2024 to 31 December 2024. However, because the report was prepared in January 2025, an activity that occurred in January 2025 is also captured in the report.

Completed Activities

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Discussion re Impact of Nominating Committee (NomCom) Related Bylaws Change	The BGC discussed issues relating to fact that the 2025 NomCom membership will be comprised of entirely new members due to the NomCom related Bylaws change resulting from the Board-approved NomCom Review Implementation Working Group recommendations. The Committee received a briefing on the meeting that took place during ICANN80 in Kigali between some BGC members, ICANN staff, and the NomCom leadership, at the request of the NomCom leadership, to discuss the issues. The BGC discussed sending a letter to the SO/AC appointing bodies encouraging them to nominate individuals with experience for the 2025 NomCom membership. The BGC also discussed the impact of the Bylaws change on the NomCom leadership and noted that two-year term limit under the Transition Article of the Bylaws only applies to voting delegates and not the Board-appointed leadership.	23 July 2024	N/A
2. Board Three-Year Skills Matrix Survey	The Committee noted that the Board Skills Matrix Survey will be launched shortly, and that the results of the Survey will be used to inform the slating process.	23 July 2024	The survey was launched and ultimately completed by all Board members in advance of the Committee slating process began.
3. Delegation of Authority Guidelines	The Committee continued its discussion of the updated Delegation of Authority Guidelines (Guidelines), and the additional edits to the current draft proposed by certain Board members following the Board's discussion at the May 2024 Board Workshop and the September 2024 Board Workshop. The Committee agreed that the language in current Board approved Guidelines appropriately addresses the issues discussed and does not need to be revised any further. Following discussion, the Committee approved a recommendation to the Board to approve the revised Guidelines.	12 September 2024	The BGC's recommendation was approved by the Board on 24 October 2024 (see Resolution 2024.10.24.02).
4. Nominating Committee (NomCom) 2025 Leadership Selection	The Committee reviewed the Expressions of Interest and curricula vitae received for the 2025 NomCom leadership. Danko Jevtović recused himself from this discussion, out of an abundance of caution to avoid any conflict of interest. Following discussion, the BGC approved a slate for the 2025 NomCom Chair and Chair-Elect to recommend to the Board for approval.	12 September 2024	The BGC's recommendation was approved by the Board on 26 September 2024 (see Resolutions 2024.09.26.03 – 2024.09.26.04).

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
5. BGC Subcommittee on Conflicts of Interest Final Report on New gTLD Program: Next Round	The Committee discussed the Subcommittee's Final Report on the Next Round conflicts. The Chair of the Subcommittee explained that the conclusions and recommendations of the Final Report regarding current Board member conflicts with the Next Round was made following thorough evaluation by the Subcommittee. Specifically, the Subcommittee evaluated the conflicts disclosed by current Board members relating to the Next Round to determine if these Board members have an actual, potential, and/or perceived conflict. The Chair of the Subcommittee explained that the Subcommittee met with each conflicted member to discuss their conflicts and potential mitigation measures that might enable them to have access to materials and/or participate in Board discussions or votes on any matters relating to the Next Round. Following discussion, the Committee agreed to recommend that the Board approve the Final Report to the full Board. James Galvin recused himself from this discussion, out of an abundance of caution to avoid any conflict of interest.	12 September 2024	The BGC's recommendation was approved by the Board on 26 September 2024 (see Resolutions 2024.09.26.01 – 2024.09.26.02).
6. ICANN Community Ethics Policy Development	The Committee received an update on the draft community ethics policy.	26 September 2024	The draft community ethics policy was published for public comment on 16 October 2024.
7. Board Committee and Other Board Group Slating	Over a number of meetings, the Committee discussed the leadership and membership slates for Board Committees, Working Groups, and Caucuses. The Committee approved a recommendation that the Board approve the slate for the membership of Board Committees, except for the Compensation Committee which needs input from the Board Chair. The Committee also approved the slate for the membership of the Board Working Groups and Caucuses, except for the Grant Program Board Caucus, which needs further discussion.	8 October 2024	The BGC's recommendation was approved by the Board on 14 November 2024 (see Resolutions 2024.11.14.29 – 2024.11.14.31).
8. Selection of Board Member to the Pilot Holistic Review Team	The Committee discussed that Leon Sanchez volunteered to serve as a member of the Pilot Holistic Review Team.	8 October 2024	The Committee approved León Sánchez to serve as a member on the Pilot Holistic Review Team.
9. Board Liaison to Development Process for Transfer	The Committee discussed that Alan Barrett volunteered to serve as the Board liaison to the Development Process for the Transfer Policy Review.	5 December 2024	The Committee approved Alan Barrett to serve as the Board Liaison to the Development

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Policy Review Working Group			Process for the Transfer Policy Review.
10. Selection of BGC Chair Alternate	The Chair informed the BGC that Sarah Deutsch has agreed to serve as the BGC Chair alternate in the event the Chair is unavailable for a meeting or is otherwise unavailable to fulfill her role as Chair.	5 December 2024	N/A
11. Board Skillset Guidance to Nominating Committee	The Committee reviewed the draft of skillsets guidance letter to the Nominating Committee (NomCom) for their consideration as the NomCom looks to seat Board members for the 2025 NomCom. The BGC revised the draft letter to reflect the Committee's discussion and requested ICANN org to send the revised version to the BGC Chair for distribution to the Board and then the NomCom.	9 January 2025	BGC Chair authorized letter to be sent to the NomCom (see https://www.icann.org/en/system/files/correspondence/burr-to-qayyum-09jan25-en.pdf).

In Progress Activities

Item	Description of BGC Activity	Target Completion Date	Status
1. Board Self-Evaluation	The BGC noted that it should evaluate whether the current Board Self-Evaluation Survey process is optimal and meets the current needs of the Board. Following discussion, the Committee agreed that ICANN should launch the survey to the full Board, after the Board Chair has been notified. After receiving the survey results, the BGC will conduct a detailed review and present the results and the BGC's thoughts to the full Board.	TBD	In progress.
2. Proposed Revision to Risk Committee Charter	The Committee discussed the Board Risk Committee's (BRC) proposed revisions to its current Charter. The Committee noted the new responsibilities on internal audit function proposed in the Charter align with the Board's decision earlier this year that the internal audit function should report to the BRC. The Committee also made suggested edits to the proposed revision for the BRC's consideration, and agreed that seeking the Board Audit Committee and Board Finance Committee (BFC) for feedback would be a good idea.	TBD	In progress.
3. Call for Volunteers for Standing Committee on	The Committee discussed appointing Board liaisons to the Standing Committee on Continuous Improvement (SCCI). The SCCI, to be established, will consist of a total of 21 members, two	TBD	BGC Chair opened a call for volunteers; BGC to make

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Continuous Improvement	Board liaisons, and nine observers. The BGC Chair noted that the Generic Names Supporting Organization (GNSO) suggested that the two Board liaisons be Becky Burr and Chris Buckridge, as they are the GNSO-appointed Board members. The Committee agreed that the BGC Chair should open a call for volunteers to the full Board, but to note in that call that the GNSO recommended Becky Burr and Chris Buckridge.		selection at upcoming meeting.
4. Board Liaisons to the Planning Prioritization Group and the Evolution of the MSM Project WGs	The Committee discussed and agreed that the BGC Chair should send out a call for volunteers to the Board to serve as liaisons to the Planning Prioritization Group and the Evolution of the Multistakeholder Model (MSM) Project WG.	TBD	BGC Chair opened a call for volunteers for both WGs; BGC to make selection at upcoming meeting.