Board Governance Committee (BGC) Activities Report
1 July 2025 – 31 December 2025[1]

Summary:

Completed Activities:

1. Board Leadership Selection Process
2. Board Liaison to Universal Acceptance (UA) Expert Working Group and Board members Review of Reviews Cross Community Group (CCG)
3. Nominating Committee (NomCom) 2026 Leadership Selection
4. Revised Community Anti-Harassment Policy
5. Slating for Board Committee and Other Board Group
6. Board Skillset Guidance to NomCom
7. Establishment of Board Caucus re GNSO Transfer Policy Recommendation
8. Discussion re BGC Subcommittee on Conflicts of Interest (Subcommittee)
9. Discussion re Launching Survey for Term Ending Board Members
10. Discussion re Launching Peer Evaluation Survey
11. Board Member Position Description
12. Discussion re NomCom
13. BGC Chair Alternate
14. DNS Abuse Caucus
15. Executive Session Committee Meetings
16. Review of Board Member Conflicts of Interest Disclosure (Summary)

In-Progress Activities:

1. Follow Up re Conflicts of Interest Discussion
2. Status of NomCom Standing Committee
3. Conflicts of Interest Discussion

[1] This report is intended to capture the activities of the BGC from 1 July 2025 to 31 December 2025. However, because the report was prepared in January 2026, an activity that occurred in January 2026 is also captured in the report.

Completed Activities

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Board Leadership Selection Process	The BGC discussed the Board leadership selection process and the practice that the Board uses to inform the BGC's recommendations. The BGC also discussed a suggestion of revising the timing of the leadership selection process and noted that this was discussed earlier this year and the BGC had determined not to suggest any changes to the timing.	28 July 2025	The BGC Chair sent out a call for nominations to the Board shortly before the self-nomination period opened.
2. Board Liaison to Universal Acceptance (UA) Expert Working Group and Board members of Review of Reviews Cross Community Group (CCG)	The BGC unanimously approved via email the appointment of the Board liaison to the UA Expert Working Group and a recommendation of the two Board members that the BGC thinks the Board should appoint as members to the Review of Reviews Cross Community Group.	29 August 2025	The BGC unanimously approved the appointment of the Board liaison to the UA Expert Working Group and a recommendation to the Board of the two Board members appoint as members of the Review of Reviews Cross Community Group.
3. Nominating Committee (NomCom) 2026 Leadership Selection	The Committee reviewed the Expressions of Interest and other information received for the 2026 NomCom leadership, and discussed the candidates it interviewed. The BGC discussed some questions that were raised during the 2026 NomCom Leadership interviews, along with some responses to those questions. Following discussion, the BGC recommended a slate for the 2026 NomCom Chair and Chair-Elect for Board approval.	4 September 2025	The Board approve the BGC's recommendation on 14 October 2025 (see Resolutions 2025.10.14.01 - 2025.10.14.02).
4. Revised Community Anti-Harassment Policy	The BGC reviewed and recommended that the Board approve the revised Community Anti-Harassment Policy (Policy), which was also recommended by the Board Anti-Harassment Working Group. In furtherance of the Board Anti-Harassment Working Group's recommendation, the BGC also recommended that the Board retire the working group now that it has fulfilled its charter by completing the final part of its remit work on revising the Policy.	9 September 2025	The Board approved the BGC's recommendations on 14 September 2025 (see Resolutions 2025.09.14.15 - 2025.09.14.16).
5. Slating for Board Committee and Other Board Group	Over several meetings, the BGC discussed the leadership and membership slates for Board Committees, Working Groups, and Caucuses. The BGC also discussed the idea of formalizing a process for approving Board members as observers to Board committees and agreed to discuss this at a future meeting. The BGC approved the BGC-proposed slate for Board leadership and for Committee leadership and membership. The BGC also	9 October 2025	The Board approved the BGC's recommendations on 30 October 2025 (see Resolutions 2025.10.30.33 - 2025.10.30.35).

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
	approved the membership and leadership of the Board Working Groups and Caucuses.		
6. Board Skillset Guidance to NomCom	The BGC reviewed the draft of skillsets guidance letter to the NomCom for their consideration as the NomCom looks to seat Board members at the end of the 2026 Annual General Meeting. The BGC identified the need to ensure transparency and communication between the BGC and the NomCom on a going forward and consistent basis. The BGC also discussed including more specific and factual context, NomCom's purpose and independence, and increasing transparency of the NomCom. The BGC also discussed meeting with the new NomCom leadership prior to finalizing the letter to ensure the changes to the guidance letter are helpful for the new NomCom and agreed to schedule a meeting with the new NomCom leadership to seek their input on what the NomCom needs in the letter. The BGC revised the draft letter to reflect the BGC's discussions and requested staff to send the revised version to the BGC for review and then distribution to the Board and the NomCom. Catherine Adeya recused herself from discussion, out of an abundance of caution to avoid any conflict of interest.	20 October 2025	BGC sent the email Chair authorized Guidance Letter to the NomCom.
7. Establishment of Board Caucus re GNSO Transfer Policy Recommendation	Staff reported that the GNSO has completed and submitted recommendations to update the existing GNSO Transfer Policy, which were delivered to the Board in April 2025. Because there is no existing Board committee or caucus to shepherd these transfer policy recommendations through Board consideration, staff proposed creating a new, temporary caucus group for this purpose. Staff reported that a draft charter was prepared to define the caucus's purpose and role. The BGC discussed the process of establishing a new caucus as opposed to a working group, noting that caucuses are typically formed to shepherd specific recommendations, while working groups often have broader, ongoing projects. Following discussion, the BGC established the Board Transfer Policy Caucus.	15 December 2025	The BGC Chair sent to the full Board a call for volunteers to serve on the Board Transfer Policy Caucus.
8. Discussion re BGC Subcommittee on Conflicts of Interest (Subcommittee)	The BGC discussed whether use of the Subcommittee is still needed and if so, whether a new member should be added, considering the recent Subcommittee member departure. The Subcommittee was originally created to reduce BGC workload and to address heightened conflict issues, however the BGC noted that those circumstances no longer apply. The BGC	15 December 2025	The BGC Chair informed the full Board of the BGC's decision to close the Subcommittee.

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
	discussed returning the responsibility to the full BGC, noting that the Subcommittee could be re-established if needed in the future. Following discussion, the BGC agreed that the full BGC should resume the work with which the Subcommittee had been tasked.		
9. Discussion re Launching Survey for Term Ending Board Members	The BGC discussed the survey questions that Board members complete relating to the Board members whose terms are ending and who are eligible for another term. The BGC noted that the 2026 NomCom, which is one of the groups that uses the survey results during its Board member selection process, indicated it might have some suggestions for enhancing the usefulness of the survey responses. Accordingly, the BGC agreed that the BGC Chair should ask the NomCom for any suggestions that the BGC might want to consider regarding the survey but noted that the deadline in the draft note should be extended a bit.	15 December 2025	The BGC sent a note to the NomCom for any suggestions that the BGC might want to consider regarding the survey with the extended deadline for the NomCom to respond.
10. Discussion re Launching Peer Evaluation Survey	The BGC discussed launching the peer evaluation survey, which was recently streamlined to five questions. The BGC discussed response formats and agreed that responses may be made in writing, verbally through an interview with a third-party provider, or through a combination of both, to provide flexibility and reduce burden on Board members. The BGC also agreed to use the current questions for the time being and to revisit processes in the future.	15 December 2025	The peer evaluation survey was launched.
11. Board Member Position Description	The BGC identified a need to review and possibly refresh the current ICANN Board position description used by the NomCom. The BGC reviewed the revisions to the 2026 Board Position Description and confirmed that all input had been addressed and incorporated. Following discussion, the BGC approved the 2026 Board Position Description. The BGC also agreed to share the finalized document with the full Board for awareness prior to posting it on the NomCom webpage. Catherine Adeya recused herself from this discussion, out of an abundance of caution to avoid any conflict of interest.	15 December 2025	The BGC approved the 2026 Board Position Description and shared with the full Board for awareness; the final version was posted at https://www.icann.org/en/system/files/files/icann-board-directors-job-description-22jan26-en.pdf.
12. Discussion re NomCom	At the request of the Board, the BGC reviewed the selection process it followed for the NomCom leadership and confirmed that the BGC had followed standard processes. It also confirmed that the only returning Board member subject to reappointment by the BGC recused herself from all discussions regarding the selection of leadership, including this discussion.	15 December 2025	N/A

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
13. BGC Chair Alternate	The BGC Chair informed the BGC that Catherine Adeya has agreed to serve as the BGC Chair alternate in the event the Chair is unavailable to attend a meeting or is otherwise unavailable to full his role as Chair.	15 December 2025	N/A
14. DNS Abuse Caucus	The BGC noted that Greg DiBiase was approved as a member of the DNS Abuse Caucus via unanimous online approval.	15 December 2025	The BGC Chair circulated a note to the Board informing them of new member of the Caucus.
15. Executive Session for Committee Meetings	A BGC member proposed introducing in-camera portions of committee meetings with Board members only as a standard practice. Following discussion, the BGC agreed to include a standing executive part of each BGC meeting and agreed that staff should develop procedural guidelines for executive sessions for BGC to review.	15 December 2025	N/A
16. Review of Board Member Conflicts of Interest Disclosures	The BGC reviewed the Board members recently submitted conflicts disclosures and did not identify any conflicts that required further discussion that are not already being discussed.	15 December 2025	Following review of disclosures, staff sent a summary of statements of interest to Board for comments and published the summary.

In Progress Activities

Item	Description of BGC Activity	Target Completion Date	Status
1. Follow Up re Conflicts of Interest Discussion	The BGC discussed the possible next steps or an action plan in light of the conflicts training that the full Board received during the September Workshop. One of the topics considered is when and how to leverage the subject matter expertise of a conflicted Board member while complying with the Conflicts of Interest Policy.	TBD	In progress.
2. Status of NomCom Standing Committee	The BGC inquired about the status of the NomCom Standing Committee. Staff reported that ICANN has issued two calls for membership, and the Board is looking at how to establish membership in light of the membership criteria set forth in the Charter and noted that this will be put on an upcoming BGC meeting agenda. Staff also agreed to send background information about the NomCom Standing Committee to the BGC.	TBD	In progress.