

Proposed Amendments to Board Governance Committee Charter¹

I. Purpose

The Board Governance Committee is responsible for:

- A. Assisting the Board to enhance its performance;
- B. Leading the Board in periodic review of its performance, including its relationship with ICANN's Chief Executive Officer;
- C. Creating and recommending to the full Board for approval a slate of nominees for Board Chair, Board Vice Chair, and chairmanship and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year;
- D. Oversight of compliance with ICANN's Board of Directors' Code of Conduct;
- E. Administration of ICANN's Conflicts of Interest Policy;
- F. Considering Ombudsman's "own motion" investigations.
- G. Recommending to the Board corporate governance guidelines applicable to ICANN as a global, private sector corporation serving in the public interest; and
- H. Recommending to the Board a nominee for the Chair of the Nominating Committee and a nominee for the Chair-Elect of the Nominating Committee.

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II. Scope of Responsibilities

- A. Assisting the Board to enhance its performance.
 - 1. The Committee will serve as a resource for Directors in developing their full and common understanding of their roles and responsibilities as Directors as well as the roles and responsibilities of ICANN. The Committee will provide guidance and assistance in orienting new

¹ NOTE – This Draft identifies only the changes that are needed if the Fundamental Bylaws Amendment is approved and delegates the Board Accountability Mechanisms Committee with responsibility for the Reconsideration Request process. The Board may identify additional modifications to the BGC charter as necessary.

Directors as the Board's membership evolves. It will help reinforce the Board's commitment to adhere to its Bylaws and Core Values.

2. The Committee will encourage the development of effective tools, strategies, and styles for the Board's discussions.
 3. The Committee will work closely with the Chair and Vice-Chair of the Board and the Chief Executive Officer of ICANN.
- B. Leading the Board in its periodic review of its performance, including its relationship with the ICANN Chief Executive Officer.
1. The Committee will develop a thoughtful process for the Board's self-analysis and evaluation of its own performance and undertake this process at least every two years.
 2. The Committee will develop a sound basis of common understanding of the appropriate relationship between the Board and the Chief Executive Officer under the Bylaws. From time to time it will review and advise on the effectiveness of that important relationship.
 3. The Committee will serve as a resource to Directors and the Chief Executive Officer by stimulating the examination and discussion of facts and analysis to complement anecdotal and other information acquired by individual directors from members of the community. In this way the Committee will assist the Board to distinguish among systemic problems, chronic problems, and isolated problems and will focus the Board's attention to both facts and perceptions.
- C. Creating and recommending to the full Board for approval a slate of nominees for Board Chair, Board Vice Chair, and chairmanship and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year.
1. In accordance with the Board Governance Committee Procedures for Board Nominations posted on the Committee webpage, the Committee will: (a) in advance of the Annual General Meeting (AGM) create for Board approval a new slate of nominees to serve on each committee for the upcoming year; (b) fill any vacancies that arise during the year; and (c) recommended to the Board committee appointments for Board members beginning their terms on a date other than at AGM.
 2. The Committee shall periodically review the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable.

3. The Committee may serve as a resource for the Chief Executive Officer and Directors who are considering the establishment of new committees.
- D. Oversight of compliance with ICANN's Board of Directors' Code of Conduct.
1. The Committee shall be responsible for oversight and enforcement with respect to the Board of Directors' Code of Conduct. In addition, at least annually, the Committee will review the Code of Conduct and make any recommendations for changes to the Code to the Board.
 2. The Committee shall provide an annual report to the full Board with respect to compliance with the Code of Conduct, including any breaches and corrective action taken by the Committee.
- E. Administration of ICANN's Conflicts of Interest Policy.
1. The Committee shall review the annual conflicts of interest forms required from each Directors and Liaisons and shall consider any and all conflicts of interest that may arise under the Conflicts of Interest Policy.
 2. The Committee shall periodically review the Conflicts of Interest Policy and consider whether any modifications should be made to the policy to improve its effectiveness.
- F. Considering the Ombudsman's proposals for "own motion" investigations.
1. Should the Ombudsman believe starting an investigation on his/her "own motion" would be appropriate, the Ombudsman will request authority to do so from the BGC.
 2. The BGC shall determine, based on the information provided by the Ombudsman and any information it obtains on its own, whether such an "own motion" investigation is sanctioned and thus whether or not the Ombudsman is authorized to proceed with that investigation.
- G. Recommending to the Board corporate governance guidelines applicable to the ICANN as a global, private sector corporation serving in the public interest
1. The Committee shall review the existing corporate governance guidelines developed by ICANN staff, be attentive to developments in corporate governance in the global context, and bring ideas and

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recommendations for adjustments in these guidelines to the Board for its consideration.

H. Recommending to the Board a nominee for the Chair of the Nominating Committee and a nominee for the Chair-Elect of the Nominating Committee.

1. Annually the Committee shall identify, through informal and formal means, and recommend that the Board approve a nominee to serve as Chair of the Nominating Committee and a nominee to serve as the Chair-Elect of the Nominating Committee,

III. Composition

The Committee shall be comprised of at least three, but not more than six voting Board Directors and not more than two Liaison Directors, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy (see <http://www.icann.org/en/committees/coi/coi-policy-04mar99.htm>.) The voting Directors shall be the voting members of the Committee. The members of the Committee shall serve at the discretion of the Board.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the voting members of the Committee by majority vote of the full Committee membership.

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee may seek approval and budget from the Board for the appointment of consultants and advisers to assist in its work as deemed necessary, and such appointees may attend the relevant parts of the Committee meetings.

IV. Meetings

The Board Governance Committee shall meet at least quarterly, or more frequently as it deems necessary to carry out its responsibilities. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Meetings may be called upon no less than forty-eight (48) hours notice by either (i) the Chair of the Committee or (ii) any two members of the Committee acting together, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

V. Voting and Quorum

A majority of the voting members of the Committee shall constitute a quorum. Voting on Committee matters shall be on a one vote per member basis. When a quorum is present, the vote of a majority of the voting Committee members present shall constitute the action or decision of the Committee.

VI. Records of Proceedings

A preliminary report with respect to actions taken at each meeting (telephonic or in-person) of the Committee shall be recorded and distributed to committee members within two working days, and meeting minutes shall be posted promptly following approval by the Committee.

VII. Review

The Board Governance Committee shall conduct a self-evaluation of its performance on an annual basis and share a report on such self-evaluation with the full Board and shall recommend to the full Board changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. Performance of the Board Governance Committee shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.

Considering and responding to Reconsideration Requests submitted to the Board pursuant to ICANN's Bylaws;

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Article IV, Section 2 of ICANN's Bylaws sets forth procedures with respect to requests by the ICANN community for reconsideration of staff and Board action or inaction. The Committee is charged with reviewing and responding to such requests pursuant to the requirements of ICANN's Bylaws.

The Committee shall annually report to the Board regarding its actions over that past year as set forth in Article IV, section 2.19 of ICANN's Bylaws.