

ICANN BOARD SUBMISSION NO. 2020.08.13.1a

TITLE: **Revised Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership**

PROPOSED ACTION: **For Board Consideration and Approval**

EXECUTIVE SUMMARY:

As part of its responsibilities, the Board Governance Committee (BGC) is tasked with “[c]reating 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.” (BGC Charter, § II.C.) In this capacity, the BGC evaluated the Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership (Slating Practice), which was previously revised on 23 June 2019, and is recommending that the Slating Practice be revised to make enhancements to the current slating practices. The revised Slating Practice document is attached as Attachment A to the Reference Materials.

BOARD GOVERNANCE COMMITTEE (BGC) RECOMMENDATION:

The BGC recommends that the Board adopt the proposed revisions to the Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership document attached as Attachment A to the Reference Materials.

PROPOSED RESOLUTIONS:

Whereas, the Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership document was previously updated and approved on 23 June 2019.

Whereas, the Board Governance Committee has reviewed and revised the previously adopted Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership.

Resolved (2020.08.13.XX), the revised Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership is approved.

PROPOSED RATIONALE:

As part of its responsibilities, the BGC is tasked with “[c]reating 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.” (BGC Charter, § II.C.)

In this role, the BGC recommended, and the Board agrees, that Board approve revisions to the Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership, which was previously updated and approved on 23 June 2019, to make enhancements to the current slating practices to further promote transparency around the selection process. Mainly, the revisions provide that all candidates may remain in the room when other candidates make their presentations as well as during deliberations. This change is to help ensure that candidates benefit from hearing each other’s positions and will have the opportunity to respond to them during deliberations.

The action is consistent with ICANN’s mission and is in the public interest as it is important to ensure that procedures for Board Committee and leadership selection are up to date and reflect current practices. This decision will have no direct fiscal impact on the organization and no impact on the security, stability or resiliency of the domain name system.

This is an Organizational Administrative Function that does not require Public Comment.

Submitted By: Amy A. Stathos
Date: 3 September 2020
Email: amy.stathos@icann.org

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BOARD GOVERNANCE COMMITTEE PRACTICE FOR BOARD ENGAGEMENT IN DEVELOPING SLATE FOR BOARD LEADERSHIP

1. Pursuant to the Board Committee and Leadership Selection Procedures, which were approved on 26 June 2009, the Board Governance Committee (BGC) is responsible for recommending for Board approval a slate of board leadership (chair, vice chair, committee chairs and committee membership). As part of the responsibility, the BGC has established this practice to help inform the BGC's proposed slate, if the BGC chooses to utilize it, by seeking the Board's participation in identifying candidates for the Board Chair, Board Vice Chair, and BGC Chair positions within that slate. The BGC also recommends Chairs for Committees other than the BGC as part of the proposed slate for Board consideration.
2. Self-nominations for Board Chair, Board Vice Chair, and BGC Chair are to be opened sometime following ICANN's Policy Forum (usually held in June) for two weeks and conclude one week prior to the beginning of the Board workshop or retreat at which the BGC is developing the final slate that it will recommend to the Board for filling a vacant position for Chair, Vice Chair, and BGC Chair. This is usually at the Board workshop in September.
3. Self-nominations must be accompanied by an expression of interest, sent to all members of the Board of Directors, that includes, among other things, an explanation of the individual's interest in the position sought and the individual's qualifications for that position, taking into account any specific criteria identified by the Board in advance of the opening of the nominations process.
4. The Board as a whole may choose to engage an external facilitator to assist the leadership slating process. A decision to engage an external facilitator must include an explanation of why a facilitator is needed. The BGC will be responsible for coordinating the process of identifying and engaging an external facilitator.
5. Board Chair, Board Vice Chair, and BGC Chair positions will be addressed, in that order.
6. All Candidates for each position will remain in the room when the other candidates make presentations to, and discussions are held among, both existing Board members and new Board members that have already been selected, but not yet seated. The initial sequence of candidate presentations shall be randomized. Each candidate will be allotted equal amount of time for initial presentations. Following initial candidate presentations, each candidate will receive adequate opportunity to discuss with the full Board.
7. All logistical details to conduct the straw poll must be finalized no less than a week prior to the straw poll.

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8. All voting members of the next Board (who will be seated at the Annual Organizational Meeting which is usually immediately after the Annual General Meeting), and if the individuals who will fill the Board seats that are to be re-seated at the Annual Organizational Meeting are not yet known then the current Board member in those seats, will participate in a written or virtual straw poll by secret ballot. The ballots will be collected, counted and reported by the Board Secretary, and confirmed by two non-voting members of the Board.

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- a) If there are just two candidates – the candidate receiving a minimum of nine affirmative votes from the 16 voting Board members (“Majority”) is to be slated as Chair on the BGC recommendation to the Board.
- b) If there are more than two candidates, unless one candidate receives a Majority in the first straw poll, the candidate receiving the lowest number of votes will be eliminated and the vote will be taken again until a single candidate has received a Majority.
- c) Should there be a tie for the least ranked number of votes in any round of voting, there will be a runoff between the tied candidates only, and the candidate receiving the least votes on that runoff will be eliminated.
- d) If the straw polling is unable to result in a Majority then the candidate with the most votes will be considered for slating by the BGC at a separate BGC meeting or, at the BGC’s discretion, a new practice for identifying the candidate will be evaluated.
- e) If there is only one candidate for the Chair, the Board may choose not to take a straw poll on this position.

9. Repeat steps 4, 5, and 6 for Board Vice Chair and for BGC Chair.

10. The BGC shall convene a committee meeting, or take an action without a meeting, to formalize a vote on the slate, including Board leadership, Committee leadership, Committee membership, and other Board groups as appropriate, and that slate shall be formally recommended by the BGC to the Board at the Annual Organizational Meeting for the Board’s approval during that meeting.

11. In the case of a disputed ballot, the General Counsel and Secretary will hold an oral poll of the individual Board members.

REFERENCE MATERIALS TO BOARD SUBMISSION NO. 2020.XX.XX.XX

TITLE: **Revised Board Governance Committee
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PROPOSED ACTION: **For Board Consideration and Approval**

Documents

The following attachments are relevant to the Board's consideration of the revised Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership.

Attachment A is the revised Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership.

Submitted By: Amy A. Stathos
Date: 3 September 2020
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ICANN BOARD PAPER NO. 2020.08.13.1b

TITLE: **Representative of the Istanbul Liaison Office**

PROPOSED ACTION: **Board Approval**

EXECUTIVE SUMMARY:

In 2017, the ICANN Board appointed Nick Tomasso as the representative of the liaison office in Istanbul, Turkey. Nick served in that role for nearly three years and is ready to relinquish his duties to another qualified individual selected by the organization, Baher Esmat. The below resolution withdraws Nick Tomasso and appoints Baher Esmat as the authorized representative of the liaison office in Istanbul. Because of local Turkish laws, the Board must approve this change.

STAFF RECOMMENDATION:

The President and CEO recommends that the Board withdraw Nick Tomasso as the representative of the liaison office in Istanbul, Turkey effective 1 September 2020, and appoint Baher Esmat to this role, effective 1 September 2020, with the authority to act individually on behalf of ICANN in connection with the activities of the liaison office in Istanbul.

PROPOSED RESOLUTION:

Whereas, the Internet Corporation for Assigned Names and Numbers, a non-profit, public benefit corporation, duly incorporated and existing under the laws of the State of California and the United States of America, having its principal place of business at 12025 Waterfront Drive, Suite 300, Los Angeles, California USA 90094 (ICANN), has established a liaison office in Istanbul, Turkey.

Whereas, by resolution <https://www.icann.org/resources/board-material/resolutions-2017-06-24-en>, the ICANN Board appointed Nick Tomasso as representative of the Liaison Office, with each and every authority to act on behalf of the Liaison Office.

Whereas, Mr. Tomasso's role as authorized representative of the liaison office in Istanbul, Turkey will end on 31 August 2020.

Resolved (2020.08.13.XX), effective 31 August 2020, Nicholas Victor Tomasso is removed from his duties as the authorized representative of ICANN’s liaison office in Istanbul, Turkey, for any and all purposes.

Resolved (2020.08.13.XX), as of 1 September 2020, Baher Ali Mohamed Abdelraouf Esmat, **Contact Information Redacted**

is appointed as

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the representative of the liaison office in Istanbul, Turkey, with each and every authority to act individually on behalf of ICANN in connection with the activities of the liaison office.

Resolved (2020.08.13.Cxx), portions of this action by the Board shall remain confidential as an “action relating to personnel or employment matters”, pursuant to Article 3, section 3.5b of the ICANN Bylaws.

PROPOSED RATIONALE:

ICANN is committed to continuing its global reach and presence in all time zones throughout the globe. One of the early key aspects of ICANN’s globalization efforts was to establish offices in Turkey and Singapore.

ICANN formally registered a liaison office in Istanbul, Turkey on 18 June 2013. In order to properly maintain a liaison office in Istanbul, the ICANN Board is required to designate a liaison office representative. To that end, the Board initially designated David Olive as the first representative of ICANN’s liaison office. Mr. Olive was replaced by Nick Tomasso in August 2017. Mr. Tomasso is now ready to relinquish his duties to another qualified individual. ICANN thanks Mr. Tomasso for his years of service as the representative of the liaison office in Istanbul, Turkey.

As Mr. Tomasso is relinquishing his duties, the Board must designate a new representative. Baher Esmat has agreed to serve as the new designated representative of the liaison office in Istanbul, Turkey.

Mr. Esmat will serve as the third legal representative of the liaison office in Istanbul. The identification and designation of a new representative demonstrates ICANN

organization's commitment to globalization and as such, in the public interest and consistent with ICANN mission.

There will be a fiscal impact on ICANN only to the extent of travel and related costs for Mr. Esmat as he will continue to reside in Egypt for the time being, but ICANN will save on the costs associated with Mr. Tomasso's having resided in Istanbul during his tenure as the representative of the Turkey liaison office. This resolution should not have any impact on the security, stability and resiliency of the domain name system.

This is an Organizational Administrative Function not requiring public comment.

Submitted by: Goran Marby, President and CEO

Date Noted: 4 August 2020

Email: Goran.marby@icann.org