24 September 2026

ICANN Nominating Committee Leadership

Dear Nominating Committee (NomCom) Leadership and Delegates:

As you consider candidates for the ICANN Board of Directors to be seated at the Annual General Meeting in 2027, we are writing to share the Board's current views on the characteristics and skills that we believe will enable members of the Board to contribute meaningfully to the Board's work and enhance its effectiveness. The "mandatory attributes" listed first are drawn from the ICANN Bylaws and required of every member of the Board. Next, we describe skills that are generally valuable to ICANN's Board. Finally, we identify specific skill sets and other criteria that the Board is seeking to maintain and enhance based on its current membership. In closing we discuss considerations related to time commitments and continuity.

The ICANN Board carefully considers the guidance we provide every year. Sometimes the Board undertakes substantive revisions, and sometimes only minor tweaks. The absence of substantive changes from year to year does not mean that the Board has not thoroughly and thoughtfully considered this guidance. Rather, it means that the Board has affirmatively determined that its needs have not changed from the previous year. Accordingly, the Board strongly encourages the Nominating Committee to use the guidance below in selecting directors for the Board.

In considering appointments to the ICANN Board, the NomCom is encouraged to seek an appropriate balance of perspectives, recognizing the value of each director exercising independent judgment, regardless of which ICANN group selected that director. In addition, it is important for the NomCom to also recognize the need for some directors to be free of actual, perceived or potential conflict of interests on issues that are known as likely to come before the Board in the coming year(s). The NomCom might wish to consider enhancements to its practice of identification of actual, perceived or potential conflicts of interests that candidates might bring.

The ICANN Board benefits from a broad composition of views, including directors with deep knowledge of ICANN, as well as those who are from outside of the ICANN community who bring an external and fresh perspective on governance and leadership at ICANN. Both can bring independent judgment to the Board room. Complementary perspectives strengthen the Board's ability to provide effective governance and strategic oversight. To that end, the NomCom is encouraged to focus on candidates that will support ICANN Board's ability to act as a whole, with all Board members exercising independent judgment in the best interests of ICANN and in the public interest.

The Board Governance Committee looks forward to discussing this guidance with members of the Nominating Committee during ICANN87. We see this meeting as the beginning of our conversation with the 2027 NomCom, and based on your input and input from NomCom leadership, we stand ready to update or supplement this guidance.

Mandatory Bylaws Attributes:

First, pursuant to the ICANN Bylaws (Article 7, Section 7.3), in addition to being able to read, write, and speak fluently in English, all Board members must demonstrate the

following:

- Integrity, Intelligence, and Critical Thinking. The Bylaws require Board members to be "accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a demonstrated capacity for thoughtful group decision-making." Board members must be able to act in the global public and establish bright lines regarding conflicts with their personal interests, the interests of their employer, or the interests of any particular constituency. They must be able to analyze complex arguments and synthesize coherent and appropriate proposals.

- Knowledge. Board members must have an "understanding of ICANN's Mission and the potential impact of ICANN decisions on the global Internet community." This means they must understand the role and function of ICANN in the Internet ecosystem as well as the distinct roles and functions of ICANN's constituent parts: the ICANN Board, ICANN management, and the ICANN community. They must understand ICANN's mission and the importance of ensuring that ICANN activities remain within its remit. Board members should also possess a basic technical understanding of the Internet architecture and protocols, including the IANA functions.

- Commitment. Board members must be "committed to the success of ICANN" and have the time and ability to focus on execution of ICANN's mission, with an emphasis on excellence, efficiency, effectiveness, and empathy.

- Collegiality. Board members must have a demonstrated capacity for thoughtful group decision-making. This requires that they have the necessary experience and temperament to work closely and comfortably with a diverse group of people within the Board, the organization, and the community. They should be committed to cooperation and consensus building, able to remain poised in the face of criticism, and to remain fair, balanced, and open to different perspectives in all situations.

Additional Traits and Skills; General:

In addition to the character traits and skills specified in the Bylaws, the following values and attributes are important contributors to the Board's effectiveness:

- Independence. The Board values the "fresh eyes" that members who come from outside of the ICANN sector and industry bring to its table, so long as they possess the necessary skills to come up to speed with DNS industry nuances and ICANN-specific issues, and with connect to the community. The Nominating Committee is in a unique position to identify and recruit such people.

- Diversity. The Board values diversity. Collectively, Board members should have the ability to converse in multiple languages and reflect diverse linguistic, cultural, geographical and/or professional backgrounds to the extent possible. The ICANN community has also expressed strong support for efforts to increase diversity along several axes, especially including gender diversity. Without compromising the fundamental requirement that Board members have the necessary integrity, skills, and experience, the Board would find it helpful to have greater gender diversity on the Board.

- Communication Skills and Cultural Awareness. ICANN Board members need to be able to express themselves clearly and listen carefully both within the Board and in the broader community, in both cases with an open mind and sensitivity to cultural diversity. Board members must be able to:

  - Initiate and engage in dialogue and express opinions without dominating the dialogue;

  - Express opinions and participate in discussions in an informed manner as knowledge seekers committed to informed decision-making;

  - Express themselves in a manner, tone, and with words that demonstrate and engender mutual respect for colleagues, and reflect a good balance between assertiveness and courtesy;

  - Demonstrate awareness and appreciation of, and the ability to adapt to different cultures, personalities, and modes of expression;

  - Demonstrate the ability to listen to and assimilate what others are saying or asking, and the ability to react appropriately at all times; and

  - Work effectively in telephonic or video conferencing settings where participants are distributed globally and collaborate via online tools such as instant messaging.

- Conflicts of Interest. ICANN Board members must conduct their relationships with each other, ICANN, and outside organizations with objectivity and honesty, and in compliance with ICANN's conflicts of interest policy. The conflicts of interest policy requires members of the Board to disclose any "direct or potential ethical, legal, financial and other [potential or direct] [c]onflicts of [i]nterest involving ICANN and remove themselves from a position of decision-making authority with respect to any [c]onflict of [i]nterest involving ICANN."

- Comfort with Technology. A number of issues that come to the Board have technical underpinnings. Different members of the Board possess experience and knowledge regarding: the operation of gTLD registries and registrars; ccTLD registries; IP address registries; the root server system; the Internet technical standards and protocols; and the bodies that promulgate those standards. While it is not necessary for every member of the Board to possess technology expertise, In choosing among candidates that have other valuable qualities and skills, comfort with technology is a plus.

Specific Skillsets Sought this Year:

The ICANN Board conducts an annual skills survey of its members. The recent survey shows that there is a good distribution of expertise, knowledge, and experience in many disciplines including law, technology, policy, business, finance, civil society, and internet governance. While currently there is no obvious deficit in any discipline, certain specific skillsets are desirable in the aggregate. In particular, we seek to maintain and enhance the Board's expertise in the following areas:

- Finance and Audit. The Board would value additional members with experience and interest in the finance and audit functions of complex organizations.

- Executive Management Experience. ICANN has approximately 450 staff members, operates globally, and has a budget of approximately US$150M per year. While the current Board includes members with expertise in strategic planning, budgeting, public outreach, national and international regulation of technology, and international relations, corporate governance and executive management expertise is a critical component of a well-functioning Board. In particular, the Board's effectiveness requires members with executive management experience in an organization the size of ICANN, leadership roles in complex regulatory and compliance frameworks, financial planning for large organizations, and oversight of audit processes and procedures.

Final Notes:

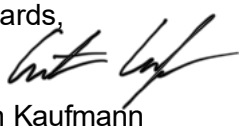
In closing, the Board believes it is important to keep the following in mind as it considers candidates for the ICANN Board of Directors:

- Continuity. The Board values experience and continuity, particularly with respect to members of the Board's leadership and those leading specialized Board work. It generally takes new Board members – including those already part of the ICANN community - a year or two to come up to speed. Continuity also allows the Board to get the most out of the "beyond ICANN" perspective and experience that members from outside the ICANN community bring to the Board table. In addition, there should be a distribution of directors serving in various stages of the maximum tenure on the Board, ensuring, in the aggregate, that the Board has continuity, institutional knowledge, and memory.

- Time Commitment. We would like to underscore the significant time commitment required of Board members. Applicants must be able to devote weeks and long hours throughout the year to Board service. Board members are expected to participate in person in up to six immersive on-site Board workshops and three ICANN Public Meetings each year. In addition, Board members receive a constant flow of complex information requiring regular attention on a near daily basis. The Board expects members to serve on committees, serve as a liaison to community groups, and participate in various Board working groups and caucuses. Preparing for and participating in these groups consumes significant time, which could average 20 or more hours per week throughout the year.
  Prospective Board members should understand that given the geographic distribution of Board members, telephonic or electronic meetings may be held during hours that are outside their normal working hours.

On behalf of the ICANN Board, we would like to thank the members of the Nominating Committee for your hard work, which is critical to ICANN's success. We hope this guidance will contribute positively to your efforts. The ICANN Board, which speaks with the Nominating Committee through the Board Governance Committee (BGC) looks forward to discussing this guidance with the NomCom. In addition, it is important for the NomCom to understand that the BGC remains available to answer the NomCom's questions at any time. All such exchanges should be arranged through ICANN staff and the BGC Chair.

Best regards,



Christian Kaufmann
Chair, ICANN Board Governance Committee