# Project Overview

# to the

# Request for Proposal
# For
# Review of the ICANN Nominating Committee

Date of Issue: 19 January 2017

# 1.0 Introduction

## 1.1 About this Document

The Internet Corporation for Assigned Names and Numbers ("ICANN") is seeking a provider to conduct an independent review of the Nominating Committee (NomCom), as mandated by ICANN's Bylaws.

In seeking a comprehensive proposal for these services, ICANN is placing maximum emphasis on several key components of value including expertise with similar processes, demonstrated practices, and the ability to work within the guidelines established in this RFP. Additional ideas and suggestions are welcome.

Note: This "Project Overview" to the RFP, even if it provides all the information relevant for the RFP such as the RFP background, scope, requirements, deliverables and timeline, does not constitute the complete RFP packet by itself. There are several other documents included as part of the RFP packet that require participants to provide information to ICANN in a structured format. For a full list of documents included in the RFP, along with detailed instructions for responding to the RFP and use of the ICANN Sourcing tool, refer to the Instructions document provided separately.

## 1.2 Overview of the Internet Corporation for Assigned Names and Numbers (ICANN)

The Internet Corporation for Assigned Names and Numbers' (ICANN) mission is to help ensure a stable, secure and unified global Internet. To reach another person on the Internet, you have to type an address into your computer - a name or a number. That address has to be unique so computers know where to find each other. ICANN helps coordinate and support these unique identifiers across the world.

See www.icann.org for more information.

# 2.0 NomCom Review Requirements

## 2.1 Period of this Review

This is a one-time review. ICANN is planning to start the review of the NomCom on 17 February 2017, with an anticipated duration of twelve (12) months, and is seeking qualified providers to conduct the review in an efficient and effective manner and submit their Final Report by 31 May 2018.

## 2.2 Scope of the Review

As part of ICANN's ongoing commitment to its evolution and improvement, Article IV, Section 4.4 of ICANN's Bylaws contains provisions for *"periodic review of the performance and operation of each Supporting Organization, each Supporting Organization Council, each Advisory Committee (other than the Governmental Advisory Committee), and the Nominating Committee […]by an entity or entities independent of the organization under review."*

These periodic reviews present ICANN structures with opportunities for continuous improvement through consistent application of compliance audit principles to objectively measure performance relative to specific and quantifiable criteria developed by ICANN based on the unique nature of its structures. The resulting implementation of improvements and the systematic means of measuring performance and validating effectiveness of implementation are of utmost importance to the ongoing legitimacy of ICANN.

According to Article 8 of the Bylaws: "*There shall be a Nominating Committee of ICANN ("Nominating Committee"), responsible for nominating all Directors except the President and those Directors nominated by Decisional Participants; for nominating two directors of PTI (in accordance with the articles of incorporation and bylaws of PTI); and for such other selections as are set forth in these Bylaws. "*

The NomCom is a committee that is re-composed each year; meaning that its members are appointed for one year, i.e. one 'selection cycle'; although some members are re-appointed and do serve on consecutive NomComs. The 2016 NomCom is composed of 20 members, three of which form the leadership team. The NomCom represents the depth and breadth of the ICANN Community (see also Article 8 Section 8.4 of the Bylaws). Members are selected for one year and they shall be:

a) Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and with experience and competence with collegial large group decision-making;

b) Persons with wide contacts, broad experience in the Internet community, and a commitment to the success of ICANN;

c) Persons whom the selecting body is confident will consult widely and accept input in carrying out their responsibilities;

d) Persons who are neutral and objective, without any fixed personal commitments to particular individuals, organizations, or commercial objectives in carrying out their Nominating Committee responsibilities;

e) Persons with an understanding of ICANN's mission and the potential impact of ICANN's activities on the broader Internet community who are willing to serve as volunteers, without compensation other than the reimbursement of certain expenses; and

f) Persons who are able to work and communicate in written and spoken English.

The NomCom is designed to function independently from the ICANN Board, Supporting Organizations, and Advisory Committees. NomCom members act only on behalf of the interests of the global Internet community and within the scope of the ICANN mission and responsibilities assigned to it by the ICANN Bylaws.

Members contribute to the NomCom both their understanding of the broad interests of the Internet as a whole and their knowledge and experience of the concerns and interests of the Internet stakeholders that have appointed them. The challenge for the NomCom is to integrate these perspectives and derive consensus in its selections. Although appointed by Supporting Organizations and other ICANN bodies, individual NomCom members are not directly accountable to their appointing constituencies. They are required to attend meetings and adhere to the NomCom's Operating Procedures; the compliance with these requirements may impact on NomCom member's re-appointment. Members cannot be held accountable for specific selection choices made.

Section 4.4 of the Bylaws addresses the periodic review of ICANN's structures and operations:

> *The Board shall cause a periodic review of the performance and operation of each Supporting Organization, each Supporting Organization Council, each Advisory Committee (other than the Governmental Advisory Committee), and the Nominating Committee (as defined in Section 8.1) by an entity or entities independent of the organization under review. The goal of the review, to be undertaken pursuant to such criteria and standards as the Board shall direct, shall be to determine (i) whether that organization, council or committee has a continuing purpose in the ICANN structure, (ii) if so, whether any change in structure or operations is desirable to improve its effectiveness and (iii) whether that organization, council or committee is accountable to its constituencies, stakeholder groups, organizations and other stakeholders.*
>
> *These periodic reviews shall be conducted no less frequently than every five years, based on feasibility as determined by the Board. Each five-year cycle will be computed from the moment of the reception by the Board of the final report of the relevant review Working Group.*
>
> *The results of such reviews shall be posted on the Website for public review and comment, and shall be considered by the Board no later than the second scheduled meeting of the Board after such results have been posted for 30 days. The consideration by the Board includes the ability to revise the structure or operation of the parts of ICANN being reviewed by a two-thirds vote of all Directors, subject to any rights of the EC under the Articles of Incorporation and these Bylaws.*

### 2.3 Scope of Work

The objective of this RFP is to identify an independent reviewer to conduct a review of the NomCom as mandated by the ICANN Bylaws. The Review is scheduled to take place from April 2017 through May 2018.

The scope of work will include the following key elements:

1. An assessment of whether the NomCom has a continuing purpose within the ICANN structure;
2. An assessment of how effectively the NomCom fulfills its purpose and whether any change in structure or operations is needed to improve effectiveness, in accordance with the ICANN-provided objective and quantifiable criteria;
    a. An assessment of NomCom nominating cycles from 2011 onwards with regard to the effectiveness of the appointments by the NomCom selection process, without conducting performance assessments of individual NomCom appointees;
    b. An assessment of the composition and size of NomCom;
3. An assessment of the extent to which the NomCom as a whole is accountable to the wider ICANN community, its organizations, committees, constituencies, and stakeholder groups to make effective selections.

As the NomCom is reconstituted on an annual basis, the scope of the review should include nominating cycles from 2011 to the present.

ICANN will supply the criteria to be used in conducting the NomCom Review, which were developed in collaboration with the NomCom Review Working Party. These criteria include but are not limited to the categories listed below. To further elaborate on the criteria, several questions are included within relevant categories, possibly for inclusion by the Independent Examiner into interviews or surveys, as applicable:

**A. Fulfilment of mission, adherence to Policies and Procedures, and organizational support**
- Are the decision-making procedures of the NomCom consistent over the years – if not, why is flexibility important and which procedures (if any) should remain constant?

**B. Accountability and transparency to the public**
- How can the NomCom selection process be improved, including but not limited to transparency, accountability, diversity and representativeness?

**C. NomCom Composition, membership processes and participation**
- Does the outcome of the selection processes of the various SO/ACs to the NomCom, including those of the GNSO's Stakeholder Groups and Constituencies, lead to a functional, diverse, and representative NomCom?
- Does representation in the current NomCom structure appropriately match ICANN's goals of diversity and representativeness – if not, how could the structure of the NomCom change to reflect that remit better?

- Should there be term limits on NomCom membership?

**D. Communication**

- Are the NomCom's communications and its community channels – both among its members about its internal processes, and among the ICANN community about its role and function – adequate to assure understanding and legitimacy of its action? If not, how can it be improved?

**E. Governance and management, effectiveness of execution**

- How effective has each annual NomCom been in terms of appointing candidates that meet the stipulated requirements? This assessment should not include conducting performance assessments of individual NomCom appointees.
- Do the SO/ACs and the ICANN Board provide adequate guidance with regard to the qualities and skills they seek from NomCom appointees?
- Do the qualities that the NomCom appointees displayed correspond with the selection criteria communicated to the NomCom by the Board and the SO/ACs? Specifically, did the NomCom classes of 2011, 2012, 2013, 2014, and 2015 produce appointees to the Board and the SO/AC Councils that embodied the qualities that were identified to make a positive impact to those bodies?
- Should the strategy for defining a pool of prospective candidates be modified?

**F. Evaluation and measurement of outcomes**

- Is the NomCom's assessment process adequate to determine whether candidates possess the skills needed to perform the task asked of them on the bodies they are appointed to?
- Does the entity to which the NomCom appoints members consider that the appointees have been effective in their contributions during their appointed terms? – if so, how and what has the outcome been? If not, why not?

**G. Effectiveness of implementation of prior review recommendations**

This includes the implementation status of the recommendations of the NomCom Review Finalization Working Group, and the procedural reforms resulting from the Accountability, Transparency Reviews: ATRT1 and ATRT2 (see Background Section below for further details).

- Have all recommendations from the first NomCom Review, and pertinent recommendations from ATRT1 and ATRT2 been implemented? If not, why not?

- Have the implemented recommendations from previous review efforts led to the desired improvements?

The outcome of the current review will be factored into the strategic planning work and a holistic consideration of the ICANN structure as a whole.

### 2.4 Review Work

Methodology

The review's methodology is expected to include the following:

- Examination of documentation, records and reports, including recommendations from previous review efforts (see 'Scope of Work' above).
- Observation of proceedings of NomCom activities.
- Interviews (group and/or individual) with existing and former NomCom members, former appointees and their peers, and the broader ICANN community especially those in leadership positions of the SO/ACs as well as the ICANN Board.
- Online survey aimed to collect feedback pertinent to the scope of this review. Feedback should be sought from existing and former NomCom members and appointees, as well as all of ICANN's Supporting Organizations (SOs) and Advisory Committees (ACs), especially those to which the NomCom appoints members; the ICANN Board of Directors; interested members from ICANN community; the ICANN Organization.[1]
- Consulting studies and/or literature related to the roles/procedures of other, comparable nominating committees.[2]

### 2.5 Structure of the Review Report

The review report should include the following main sections:

1. **Executive Summary:** This section should provide a clear and easy to understand summary of findings and recommendations.

2. **Facts:** This section should provide data on all aspects as described in the Scope of Work section above.

3. **Analysis:** This section must provide an in-depth analysis of the data collected, and show correlations amongst the various data sets.

[1] ICANN Organization is the term used for all ICANN employees.

[2] Note: Different from many other organizations, ICANN's nominating committee is not a committee of the Board, and in fact no Board members are part of it.

4. **Conclusions:**

   a. Based on the findings from analyzing the data collected, the report must identify elements that are working well and those that need improvement.

   b. The report should provide suggestions and recommendations on ways to improve effectiveness of the NomCom.

### 2.6 Other

The final report and any attached documents will be submitted in the English language. The report will be submitted to ICANN as an electronic document.

## Background of the RFP

Previous Review

In July 2007, the ICANN Board of Directors appointed Interisle Consulting Group to undertake the independent review of the ICANN NomCom. The first NomCom Review focused on how well the NomCom has performed its function during four selection cycles (2003- 2006), and whether there were general or specific ways to enhance its effectiveness. Additionally, the composition of the NomCom, its internal procedures (including transparency), the selection process it utilizes, and the extent of its outreach were assessed by the Independent Examiner. The Final Report, summarizing findings from the independent review and containing proposals for action, was published on 23 October 2007.

Following a process that is no longer in place, a public comment period was opened to help ensure that the independent review report contained sufficient and accurate information and to advise the Board on whether any changes were needed for the NomCom. The public comment closed in 2008 and staff produced a Summary Report. Subsequently, a NomCom Review Finalization Group was formed that presented its Final Report to the ICANN Board in January 2010 and was adopted in March 2010. The latest details of the implementation of all recommendations from the 2007 Review and the work of the Review Finalization Group were published in March 2012.

Additional information about the first NomCom Review is available at:
https://www.icann.org/resources/reviews/org/nomcom.
The Final Report of the Board Working Group on Nominating Committee (BWG-NomCom) is available at: https://www.icann.org/en/system/files/files/bwg-nomcom-21aug14-en.pdf
The public comment on the BWG-NomCom Review is available at:
https://www.icann.org/en/system/files/files/summary-comments-bwg-nomcom-26jan15-en.pdf.

2014 Board Working Group on NomCom

The Board Working Group on Nominating Committee (BWG-NomCom) formed in February 2014, was charged with performing the review called for in Recommendation 10 of the NomCom Review Finalization Working Group, addressing issues of the size and composition of the NomCom, as well as the related issues of NomCom's recruitment and selection functions. The BWG-NomCom considered the role of the NomCom in ICANN, as well as issues of representation and parity among the entities across ICANN that have members serving on the NomCom.

The BWG-NomCom prepared a report that included 15 recommendations. Pursuant to its Charter, the report was presented to the Structural Improvements Committee (SIC), currently the Organizational Effectiveness Committee (OEC). After the SIC reviewed the report, the Committee recommended that the Board direct staff to post the report for public comment. A summary of the public comments received can be found here: https://www.icann.org/en/system/files/files/summary-comments-bwg-nomcom-26jan15-en.pdf. The Report contained a number of recommendations with regard to size and term-length of the NomCom but did not address other issues such as the NomCom's leadership selection. The recommendations were not implemented due to community feedback. The BWG-NomCom decided that its draft report and recommendations along with the community feedback trough public comments should serve as an input into the current Review.

Additional improvements through the Accountability and Transparency Review Team (ATRT)

Additionally, procedural reforms were implemented following the ATRT1 and ATRT2 Final Reports. It was following those ATRT recommendations that the ICANN Bylaws were amended with regard to the NomCom Leadership Team, which now consists of a Chair, Chair-Elect and an Associate Chair. In addition, NomCom's transparency was strengthened and since 2012 the NomCom publishes pertinent statistics as well as recommendations to the next NomComs.[3]

Current Review

In preparation for the NomCom Review, the current NomCom has issued a call for volunteers to form a Review Working Party to serve as a liaison between the independent examiner, the wider Community, the current NomCom and the Organizational Effectiveness Committee of the Board (OEC) who is responsible for the oversight of Organizational Reviews, including this NomCom Review.

[3] See: 2012 - https://www.icann.org/en/system/files/files/final-08oct12-en.pdf; 2013 - https://www.icann.org/en/system/files/files/final-17nov13-en.pdf; 2014 – https://www.icann.org/en/system/files/files/final-16oct14-en.pdf; 2015 – https://www.icann.org/en/system/files/files/nomcom-final-09oct15-en.pdf.

The role of the NomCom Review Working Party is to provide input on review criteria and the NomCom assessment, coordinate interviews and objectively supply clarification and responses to the preliminary findings and recommendations. Once a final report is issued and the Board takes action on it, as appropriate, the NomCom Working Party is expected to coordinate with the current NomCom to prepare an Implementation Plan and champion implementation of improvement activities following the conclusion of the Review.

## 3.0 High Level Selection Criteria

The decision to select a final provider as an outcome of this RFP will be based on, but not limited to, the following selection criteria:

1) Understanding of the assignment
    a. Understanding of the assignment, timeline and expected deliverables
    b. Recognition and understanding that assignment requires ability to work productively and effectively with volunteers and volunteer-based organizations
2) Knowledge and expertise
    a. Experience in organizational governance
    b. Understanding of recruitment, talent acquisition and fostering
    c. Knowledge of board development and management
    d. Demonstrated experience in conducting broadly similar examinations of a large, multistakeholder volunteer-based organization
    e. Demonstrated experience in working with volunteer-based organizations and demonstrated sensitivity and consideration of volunteer time and contribution
    f. Demonstrated understanding of non-for-profit or non-governmental organizations
    g. Basic knowledge of ICANN, including experience as a general participant in the ICANN community
    h. Geographic and cultural diversity, multilingualism, gender balance and demonstrated experience of living and working in different cultural settings
    i. Suitability of proposed CVs
3) Proposed methodology
    a. Work organization, project management approach, timelines
    b. Suitability of tools and methods or work
    c. Clarity of deliverables
    d. Suitability for engaging volunteers within volunteer-based organizations
4) Flexibility, including but not limited to:
    a. Geographic, gender and cultural diversity
    b. Meeting the timeline
    c. Ability to adjust to circumstances that could extend the review
    d. General adaptability

5) Reference checks (see template)
6) Financial value
7) Independence including no conflict of interest

## 4.0 High Level Business Requirements

In order to be considered, the providers must be able to demonstrate ability to meet the following business requirements:

i. Ability to provide a complete response based on ICANN specifications by the designated due date (see below).
ii. Availability to participate in finalist presentations via conference call/remote participation (see below).
iii. Ability to execute a professional services agreement substantially in accordance with the terms and conditions of ICANN's Contractor Consulting Agreement (contact ICANN staff for a copy).
iv. Ability to begin work on or about 17 April 2017 and complete it by 31 May 2018.
v. Conduct of periodic update calls, frequency to be determined.
vi. Demonstrated ability to develop work methods, data gathering mechanisms and evaluation/assessment approaches based on the specific objective and quantifiable criteria supplied by ICANN.
vii. Ability to conduct examination work using remote tools.
viii. Ability to attend and participate in ICANN meetings, specifically ICANN58 (11-16 March in Copenhagen, Denmark) and ICANN59 (26-29 June in Johannesburg, South Africa)
ix. Ability to provide the following deliverables (note that deliverables and dates may change due to community work schedules):

| | **Deliverable description** | **Estimated Due Date** | **Notes** |
|---|---|---|---|
| a) | Work plan and timeline | 24 April 2017 | |
| b) | Interview Plan – candidates and questions | 8 May 2017 | |
| c) | Survey(s) plan – online tool, questions aligned with review criteria, quantitative and qualitative elements, translations | 19 June 2017 | No later than - ICANN59 start date of 26 June |
| d) | Preliminary findings for discussion with Review Working Party | 31 October 2017 | |
| e) | Draft Report for Review Working Party consideration | 8 January 2018 | |
| f) | Draft Report for Public Comment | 22 January 2018 | To coincide with ICANN60; ICANN Public Comment |

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|---|---|---|---|
| | | | standard requirements apply |
| g) | Final Report for discussion with the Review Working Party | 28 April 2018 | Report to include methodology and approach, assessment of the specific objective and quantifiable criteria, basis for conclusions, recommendations, and consideration of public comments and community feedback. |
| h) | Final Report issued and posted | 31 May 2018 | |

## 5.0 Project Timeline

The following dates have been established as milestones for this RFP. ICANN reserves the right to modify or change this timeline at any time as necessary. All responses (including proposals, supporting documentation, questions, etc.) must be submitted via the ICANN Sourcing Tool. See the Instructions document for further instructions. Access to the ICANN Sourcing Tool may be obtained by sending a request to NomComReview-RFP@icann.org .

| Activity | Estimated Dates | Lead |
|---|---|---|
| RFP published | 19 January 2017 | ICANN Procurement Department + Multistakeholder Strategy and Strategic Initiatives ("MSSI") Staff |
| **Participants to indicate interest in submitting RFP proposal** | **30 January 2017** | **RFP Candidates** |
| **Participants submit any RFP-related questions to ICANN** | **3 February 2017 by 23:59 PST** | **RFP Candidates** |
| ICANN responds to participant questions | 10 February 2017 | ICANN Organization |
| **Proposals due date** | **17 February 2017 by 23:59 PST** | **RFP Candidates** |
| Preliminary evaluation of responses | 20-28 February 2017 | ICANN Organization |

| Activity | Estimated Dates | Lead |
|---|---|---|
| Target for participant presentations (finalists) | 6-10 March 2017 | RFP Candidates/ ICANN Organization |
| Target for final evaluations, contracting and award | 7 April 2017 | ICANN Organization |
| **Start of Review** | **17 April 2017** | **Independent Examiner/MSSI Staff** |
| Draft Report for Review Working Party consideration | 8 January 2018 | Independent Examiner |
| Draft Report for Public Comment | 22 January 2018 | ICANN Organization |
| Provide Self-Evaluation of 2007/8 Review recommendations | 5 March 2018 | NomCom Working Party |
| Final Report for discussion with the Review Working Party | 28 April 2018 | Independent Examiner |
| **Final Report issued and posted** | **31 May 2018** | **Independent Examiner/ ICANN Organization** |

## 6.0 Terms and Conditions

**General Terms and Conditions**

1. Submission of a proposal shall constitute Respondent's acknowledgment and acceptance of all the specifications, requirements and terms and conditions in this RFP.

2. All costs of preparing and submitting its proposal, responding to or providing any other assistance to ICANN in connection with this RFP will be borne by the Respondent.

3. All submitted proposals including any supporting materials or documentation will become the property of ICANN. If Respondent's proposal contains any proprietary information that should not be disclosed or used by ICANN other than for the purposes of evaluating the proposal, that information should be marked with appropriate confidentiality markings.

**Discrepancies, Omissions and Additional Information**

1. Respondent is responsible for examining this RFP and all addenda. Failure to do so will be at the sole risk of Respondent. Should Respondent find discrepancies, omissions, unclear or ambiguous intent or meaning, or should any question arise concerning this RFP, Respondent must notify ICANN of such findings immediately in writing via e-mail

no later than three (3) days prior to the deadline for bid submissions. Should such matters remain unresolved by ICANN, in writing, prior to Respondent's preparation of its proposal, such matters must be addressed in Respondent's proposal.

2. ICANN is not responsible for oral statements made by its employees, agents, or representatives concerning this RFP. If Respondent requires additional information, Respondent must request that the issuer of this RFP furnish such information in writing.

3. A Respondent's proposal is presumed to represent its best efforts to respond to the RFP. Any significant inconsistency, if unexplained, raises a fundamental issue of the Respondent's understanding of the nature and scope of the work required and of its ability to perform the contract as proposed and may be cause for rejection of the proposal. The burden of proof as to cost credibility rests with the Respondent.

4. If necessary, supplemental information to this RFP will be provided to all prospective Respondents receiving this RFP. All supplemental information issued by ICANN will form part of this RFP. ICANN is not responsible for any failure by prospective Respondents to receive supplemental information.

**Assessment and Award**

1. ICANN reserves the right, without penalty and at its discretion, to accept or reject any proposal, withdraw this RFP, make no award, to waive or permit the correction of any informality or irregularity and to disregard any non-conforming or conditional proposal.

2. ICANN may request a Respondent to provide further information or documentation to support Respondent's proposal and its ability to provide the products and/or services contemplated by this RFP.

3. ICANN is not obliged to accept the lowest priced proposal. Price is only one of the determining factors for the successful award.

4. ICANN will assess proposals based on compliant responses to the requirements set out in this RFP, any further issued clarifications (if any) and consideration of any other issues or evidence relevant to the Respondent's ability to successfully provide and implement the products and/or services contemplated by this RFP and in the best interests of ICANN.

5. ICANN reserves the right to enter into contractual negotiations and if necessary, modify any terms and conditions of a final contract with the Respondent whose proposal offers the best value to ICANN.