

ICANN BOARD PAPER NO. 2014.02.07.2b – REV 1

**TITLE:** Formation of Board Working Group on  
Nominating Committee Recruitment & Selection  
Process and Size & Composition

**PROPOSED ACTION:** For Board Review and Discussion

**EXECUTIVE SUMMARY:**

The Structural Improvements Committee (SIC) recommends that -- consistent with the recommendations in the 2010 Nominating Committee (NomCom) Review Finalization Working Group's Final Report<sup>1</sup> -- the NomCom size and composition issue should now be addressed, as well as additional considerations, such as the potential separation of the recruitment and selection functions. SIC recommends that this follow-up work be performed by a Board Working Group. This follow-up effort also will consider any relevant guidance that emerges from Strategic Planning, Accountability and Transparency Review implementation (ATRT 2)<sup>2</sup>, and other relevant developments.

**COMMITTEE RECOMMENDATION:**

The SIC recommends that the Board form a Working Group (BWG-NomCom) to address the size and composition issue set forth in Recommendation 10 of the [NomCom Review Final Report](#). This also includes the issue of recruitment and selection. In Recommendation 10, there was recognition that the use of the NomCom as a recruitment committee required more membership, while the deliberative processes of the NomCom would likely benefit from a smaller membership. Though other portions of the NomCom Review Finalization Working Group Final Report, such as Recommendation 4, noted that the NomCom had already begun working toward separation of the recruitment role, that separation has not been thoroughly achieved.

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<sup>1</sup> In its [Final Report](#) issued in January 2010, the Nominating Committee (NomCom) Review Finalization Working Group did not address the size or composition of the NomCom but rather, at Recommendation 10, recommended follow-up and consideration of this issue in three years.

<sup>2</sup> ATRT2 issued its [Final Report](#) on 31 December 2013; it is posted for public comment and will be considered for Board action.

The purpose of the BWG-NomCom is to execute the recommendation of the Review Finalization Working Group (recommendation 10) to address the size and composition and recruitment and selection functions of the NomCom within three-years' time, as well as address the related issues. These related issues include:

- Whether a representational model is appropriate for the NomCom in the future;
- Determination of the appropriate length of term of service by NomCom members and whether term limits should be imposed;
- Whether the Nom Com should continue to fill other key positions in addition to Board members.

The Proposed Charter for Working Group on Nominating Committee Recruitment & Selection Process and Size & Composition is attached in the Annex.

#### PROPOSED RESOLUTION

Whereas the Board previously received the Final Report of the NomCom Finalization Review Working Group on [12 March 2010](#), which called for a review in three-years' time of issues of the composition, size and recruitment function of the Nominating Committee.

Whereas the Structural Improvements Committee (SIC) recommends that it is time to complete the follow-up work anticipated in the Final Report and that a Board Working Group be established for such purpose.

Resolved (2013.11.xx.xx), the Board approves the establishment of a Board Working Group on Nominating Committee (BWG-NomCom) in accordance with the Charter recommended by the SIC, the membership of which will be addressed by the Board Governance Committee.

#### PROPOSED RATIONALE:

The Board is addressing the issue of NomCom recruitment and selection processes and the size and composition of NomCom, because NomCom plays a key role in the accountability mechanisms of ICANN. Because of the expressed concerns about the

real and perceived deficiencies of the current NomCom and the changes in the composition of ICANN stakeholders, it is appropriate to address these critical issues at this time. The proposed Working Group is expected to consider matters of significance to the community, thus demonstrating ICANN's accountability in conducting the process of nominating qualified individuals into key leadership positions in a trusted and transparent manner. The Working Group will follow up on recommendations made in a previous [organizational review](#) mandated by ICANN [bylaws](#), in line with the direction of the Review Finalization Working Group (recommendation 10) to address the size and composition and recruitment and selection functions of the NomCom.

In considering this action, the Board reviewed materials referenced below and the recommendations offered by the SIC, including the Charter for the Working Group and considered the option of adding non-Board members to the Working Group for additional community perspective.

There is no anticipated fiscal impact from this decision, and there will be no impact on the security, stability and resiliency of the domain name system as a result of this action.

Related materials:

- Final report of the NomCom Review Finalization Group issued in January 2010 <http://www.icann.org/en/groups/reviews/nomcom/nomcom-review-finalization-wg-final-report-29jan10-en.pdf>
- Nominating Committee Improvements Implementation Project Plan adopted in March 2012 <http://www.icann.org/en/groups/reviews/nomcom/nomcom-improvements-implementation-plan-01mar12-en.pdf>

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