

Board Governance Committee (BGC) Activities Report

1 January 2018 – 30 June 2018¹

Summary:

Completed Activities:

1. Board Member Peer Evaluation Reviews
2. Revised Board of Directors' Code of Conduct
3. Revised Board Governance Guidelines
4. Revised Board Conflicts of Interest Policy
5. Uniform Board Member Integrity Screening

In-Progress Activities:

1. Board Self Evaluation
2. BGC Succession Plan
3. Four question survey for use by selecting bodies and full Board self-assessment survey questions
4. 2019 Nominating Committee Leadership Selection
5. Review of Upcoming Slating Process
6. Three Year Rolling Plan for Board Skills

¹ This report is intended to capture the activities of the BAMC, from 1 January 2018 to 30 June 2018. However, because the report was prepared in July 2018, the significant activities that occurred in July 2018 are also captured in the report.

Section I: Completed Activities

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Board Member Peer Evaluation Reviews	The BGC determined that Board Liaisons are to be included in the peer evaluation process and they have been included in the cadence for upcoming reviews. The BGC also discussed deadlines by which meetings with the Board Chair to review the survey results must be completed and agreed that the deadline should be by the next face to face meeting.	2 February 2018	Board Liaisons are now included in the peer evaluation process and they have been included in the cadence for upcoming reviews. The seven Board members who were slated for review in spring of 2018 have been completed.
2. Revised Board Code of Conduct, Governance Guidelines and Conflicts of Interest Policy	The Committee recommended that the Board adopt the revised Board of Directors' Code of Conduct Governance Guidelines and Conflicts of Interest Policy to conform with the changes in the post-transition Bylaws.	18 July 2018	On 18 July 2018, the Board adopted the revised Code of Conduct, Governance Guidelines and Conflicts of Interest Policy, which have been revised to conform with the changes in the new Bylaws. (See Resolution 2018.07.18.02.)
3. Uniform Board Member Integrity Screening	<p>In order to provide a mechanism for review of the due diligence reports of the seven Board members that volunteered to undergo the screening process, the BGC formed the BGC Sub-Committee on Ethics and Conflicts with George Sadowsky as Chair and Rafael Lito Ibarra and Sarah Deutsch as members of the Sub-Committee. The Sub-committee published its report on 8 February 2018.</p> <p>A public comment proceeding was held from 2 March to 17 April 2018 on the Proposed Integrity Screening Process. On 24 June 2018, the BGC recommended that the Board again strongly encourage all Board-member selecting groups that do not currently employ a due diligence screening process similar to the Nominating Committee to adopt the Proposed Screening Process. For any individual selected to serve as a Board member without undergoing the Proposed Screening Process, the Board will ensure that ICANN org facilitate completion of the screening process upon the announcement of selection by the Board-member selecting group.</p>	18 July 2018	A public comment proceeding was held from 2 March to 17 April 2018 on the Proposed Integrity Screening Process. All comments received during the public comment period generally supported the Proposed Screening Process . On 18 July 2018, the Board adopted the BGC's recommendation. (See Resolution 2018.07.18.03.)

Section II: In-Progress Activities

Item	Description of BGC Activity	Target Completion Date	Status
1. Board Self Evaluation	The Committee discussed the results of the Board Self-Evaluation. The BGC discussed the idea of reviewing the results of the last Board Self Evaluation and compare them to the current set of data, although many of the Board members are new to the Board. The BGC discussed the need to develop some key performance indicators (KPIs) for the Committees. The BGC discussed the need to discuss some of the results of the self-evaluation and the BGC's takeaways from the results and its recommendations with respect to Board priorities, which can be communicated by way of a blog.	TBD	BGC Chair to prepare a blog discussing some of the results of the self-evaluation and the BGC's takeaways from the results and its recommendations for the Board.
2. BGC Succession Plan	The BGC engaged in a preliminary discussion regarding succession planning for the Board, and considered the options of vice chairs for each Board committee. The Committee noted the need to emphasize the importance of continuity as part of succession planning, as well as the value of investing in people who come from outside of the community in terms of independence, legal independence and independence of thought and perspective, which the BGC desires to promote and sustain. The Committee noted that some of these points can be included in the discussion at the meeting between the NomCom and BGC during ICANN61.	TBD	The BGC Chair will reach out to other Board Committees about their succession plans.
3. Four question survey for use by selecting bodies and full Board self-assessment survey questions	The BGC reviewed and discussed the survey questions for the four-question survey. The survey for the selecting bodies will need to be completed before the bodies make their selections. The Committee discussed certain revisions to one question on the four-question survey that would focus on what unique skills sets can be contributed to the Board as a whole. The BGC also reviewed the full Board self-assessment survey and noted that it should be updated to reflect the current Bylaws. The BGC noted that the follow-up interview portion of the survey is really important.	TBD	The BGC asked ICANN org to evaluate the survey and provide the BGC Chair with recommendations for updating the survey to conform to current Bylaws.
4. 2019 Nominating Committee Leadership	A Call for Expression of Interest from the 2019 Nominating Committee (NomCom) Chair and Chair Elect was open from 13 June to 2 July 2018. Eight applications were received. The BGC will commence the interview and vetting process of the applicants before making recommendations to the Board.	TBD	The BGC will commence the interview and vetting process of the applicants.

Item	Description of BGC Activity	Target Completion Date	Status
Selection			
5. Review of Upcoming Slating Process	The BGC noted that consistent with past process, a questionnaire will be circulated to the Board members to indicate their skills, interests, etc. before the rest of the new Board takes seat. Following receipt of the completed questionnaire, the BGC will meet to create a proposed slate to the Board.	TBD	ICANN org to circulate questionnaire for Board members to indicate their skills, interests, etc. before the rest of the new Board takes seat. Following receipt of the completed questionnaire, the BGC will meet to create a proposed slate to the Board.
6. Three Year Board Skills Plan	The Committee discussed an update on the three-year rolling plan for Board skills to guide Board members in planning for their further training and to inform the nominating bodies on “skills needed, from a Board perspective”. The Committee noted that a plan is needed on how it can better collect the skillsets information and sought input from the Committee members as well as other Board members in attendance of ways the Board can obtain the information. The BGC Chair previously circulated several examples including the questionnaire that the Board completes annually. The next step is to develop a matrix with input from Board members as to what skills they would like to acquire and work on, what added value does the Board need such as cultural diversities and sensitivities that can contribute to the overall effectiveness of the Board.	TBD	The next step is to develop a matrix with input from Board members as to what skills they would like to acquire and work on, what added value does the Board need that can contribute to the overall effectiveness of the Board.