

## **Board Governance Committee Activities Report**

1 January 2020 – 30 June 2020<sup>1</sup>

### **Summary:**

#### Completed Activities:

1. Becoming Observers to Committees
2. Board Communications Training
3. Committee Roles with Respect to the Strategic Plan
4. Responses to Questions from Nominating Committee Review Implementation Working Group
5. Board Member Statements Interest
6. Framework on Establishing and Maintaining Board Working Groups and Caucuses, and Identifying Liaisons to Community Groups
7. Review of Third Accountability and Transparency Review Team (ATRT3) Report
8. Board Member Peer Evaluations
9. Board Self-Evaluation Survey
10. Call for Expression of Interest for 2021 Nominating Committee Chair and Chair-Elect
11. Board Skills Matrix Survey
12. Board Leadership Selection Process

#### In-Progress Activities:

1. Working Groups, Caucuses and Board Liaisons to Community Groups
2. Review of Delegation of Authority

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<sup>1</sup> This report is intended to capture the activities of the BGC, from 1 January 2020 to 30 June 2020. However, because this report was published in July 2020, a few activities that occurred in July 2020 are also captured in the report.

## Section I: Completed Activities

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Becoming Observers to Committees	The BGC discussed the document re: observers to Board Committees, which included a description of how to become an observer, whether and how observers may participate in Committee meeting discussions, and the process for closing a Committee meeting to observers. The Committee also discussed how to deal with possible disruptive observers.	14 January 2020	ICANN org revised the description of document and forwarded to the Board for information and comment, if any.
2. Board Communications Training	The BGC discussed the plan and related document for providing Board members with communication training. The plan is to provide two other sessions in different Board workshops and continue to offer training until everyone has the appropriate tools for communicating as Board members. The BGC discussed making some refinements to the plan document and possibly creating a separate document that identifies the specific situations where a Board member could be perceived as speaking on behalf of the Board even though they may not be attending an event in their capacity as a Board member. The BGC noted that once suggested revisions are shared with the communications team, the BGC's role on this is concluded. The first training session, which was schedule during the January 2020 Los Angeles Board Workshop was rescheduled to be conducted at a later date.	14 January 2020	ICANN org shared suggested revisions with communications team.
3. Committee Roles with Respect to the Strategic Plan	The BGC reviewed a spreadsheet that sets out the strategic objectives and goals found in the Strategic Plan. ICANN org suggested that the team responsible for the Strategic Plan will propose which Board committees should have oversight of the strategic goals and then present the proposal to the BGC at its next meeting. The BGC agreed with this approach as a first step, with the idea that after the BGC is comfortable with the proposal, it should be sent to the relevant Board Committee Chairs for consideration. Accordingly, the org made suggestions to the BGC identifying which Board Committees may be most appropriate to have oversight responsibility for each of the strategic goals set forth in the Strategic Plan. The BGC was comfortable with the proposed suggestions	24 January 2020	ICANN org sent the proposed suggestions to the relevant Board Committee Chairs for consideration and to follow up later to ensure the suggestions are added to the relevant Board Committee meeting agendas and that committees report back to the BGC with their thoughts on proposed suggestions.

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	from ICANN org and also suggested that the proposed responsible Board Committees could coordinate their oversight of the goals with any relevant Board caucuses and/or working groups, if needed.		
4. Responses to Questions from Nominating Committee Review Implementation Working Group	The Committee reviewed and approved proposed responses to questions that ICANN received from the Nominating Committee (NomCom) Review Implementation Working Group (RIWG) related to the recent recommendations resulting from the NomCom Review.	13 February 2020	The proposed responses to the NomCom RIWG were submitted to the full Board for consideration and then forwarded to the NomCom RIWG.
5. Board Member Statements of Interest	The BGC discussed its role with respect to annually reviewing the Board members' conflicts of interest disclosures. It is the responsibility of each individual Board member to disclose his/her conflict(s), as each is best suited to understand if there is a conflict in a given circumstance. Nevertheless, the BGC is tasked with reviewing all Board members' annual disclosure statements and discuss the nature of those disclosures. The BGC discussed that the Committee members should be aware of all Board members' disclosures so that they have the opportunity to help each other realize when conflicts might exist and when they should be identified. Following the BGC's annual review of a summary of Board members' statements of interests, the Committee identified some suggested updates to some individual Board members' disclosures. The BGC also discussed generally the process for when and how a conflict may be raised during the course of Board discussions and activities.	13 February 2020	ICANN org published ICANN Officers and Board Members Statement of Interest Summary relating to ICANN matters <a href="#">here</a> .
6. Framework on Establishing and Maintaining Board Working Groups and Caucuses, and Identifying Liaisons to Community Groups	The BGC approved the framework document for establishing and maintaining Board Work Groups and Caucuses and identifying liaisons to community groups.	24 March 2020	The BGC approved the framework document for establishing and maintaining Board Work Groups and Caucuses and identifying liaisons to community groups.

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
7. Review of ATRT3 Report	The BGC discussed whether the survey results about the Board found in the draft report of the Third Accountability and Transparency Review Team (ATRT3) could be addressed when the Board considers the results of its self-evaluation, which is expected to occur later this year.	24 March 2020	The Committee agreed that it would be helpful to include the results of the survey re: the Board from ATRT's survey into the discussion of the Board's self-evaluation results.
8. Board Member Peer Evaluations	The BGC oversaw completion of the Board Member Peer Evaluations for April 2021 evaluation round.	April to June 2020	The evaluation reports were completed and provided to the individuals that were evaluated and the Board Chair, so that the Board Chair could schedule meeting with each of the Board members evaluated.
9. Board Member Self Evaluation Survey	The BGC updated the Board Self Evaluation Survey, which is completed every two years, to ensure that the questions are sufficient.	19 June 2020	ICANN org updated the Board Self-Evaluation Survey with changes from the BGC, and the survey was launched for completion by the Board members.
10. Call for Expression of Interest for 2021 Nominating Committee Chair and Chair-Elect	The BGC reviewed the draft Call for Expression of Interest (EOI) for the 2021 Nominating Committee (NomCom) leadership, and directed ICANN org to proceed with publishing the Call for EOI. On 19 June 2020, the BGC directed ICANN org to extend the Call for EOI, which it did to 7 July 2020 to allow more time for qualified applicants to apply.	29 May 2020 19 June 2020	ICANN org published the Call for Expressions of Interest for 2021 Nominating Committee Chair and Chair-Elect <a href="#">here</a> .  ICANN org published the extension announcement <a href="#">here</a> .
11. Board Skills Matrix Survey	The BGC reviewed and updated the Board Skills Matrix Survey for 2020. The survey was launched in June 2020 with a completion date of 15 July 2020.	22 June 2020	ICANN org revised the survey form at the BGC's request to delete the question relating to age and launched survey.
12. Board Leadership Selection Process	The BGC discussed potential modifications to the "Practice for Board Engagement in Developing Slate for Board Leadership Selection" (Board Leadership Selection Practice) in anticipation of the next election process. The BGC arrived at recommendation on some issues and agreed to take a few other issues to the Board for broader discussion.	10 July 2020	The BGC discussed and has presented the recommendations and open issues to the full Board for consideration.

## Section II: In-Progress Activities

Item	Description of BGC Activity	Target Completion Date	Status
1. Working Groups, Caucuses and Board Liaisons to Community Groups	The BGC discussed the plan to assign a Sponsoring Board Committee to each existing Board Working Group and Caucus, in accordance with the Board Working Group and Caucuses Framework. ICANN org will take a first cut in identifying a potential Sponsoring Committee for the existing Board working Groups and Caucuses. Thereafter the BGC will review ICANN org's recommendations, make changes as appropriate, and then send it out to the Committee Chairs of the proposed Sponsoring Committee for input.	TBD	ICANN org developing chart identifying potential Sponsoring Committees for the existing Board Working Groups and Caucuses and bring suggestions back to the BGC.
2. Review of Delegation of Authority	The BGC discussed and agreed to have a small group of its members conduct a preliminary review of the 2016 Delegation of Authority document and practices associated with the Board's power to delegate its authority to ICANN org, to determine if any changes are necessary.	TBD	The BGC intends to continue discussion of this topic as needed.