

Board Governance Committee (BGC) Activities Report

1 July 2017 – 31 December 2017

Summary:

Completed Activities:

1. Recommendation of 2018 Nominating Committee (NomCom) Chair and Chair-Elect
2. Consideration of Inaugural Charters of the Board Accountability Mechanisms Committee (BAMC) and Board Technical Committee (BTC) and Revisions to the BGC Charter
3. Board Committee and Leadership Selection Procedures
4. Board Committees and Leadership Slate Recommendations
5. Board Committee Charter Amendment Recommendations
6. BAMC/BGC Transition Process re Pending Reconsideration Requests
7. Annual Accountability Mechanisms Report
8. Review of Code of Conduct Annual Report
9. Community Priority Evaluation Process Review
10. 2018 Work Plan
11. Board Member Peer Evaluation Cadence
12. Annual Review of Board Members' Conflicts of Interest Disclosure Statements
13. Board Member Skillsets Guidance to the Nominating Committee

In-Progress Activities:

1. Uniform Board Member Integrity Screening
2. BGC Succession Plan
3. Three Year Board Skills Plan
4. Review of Questions for Peer Review, 360 Degree Board Survey, Survey for Selecting Bodies

Section I: Completed Activities

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Recommendation of 2018 NomCom 2018 Chair and Chair-Elect	The BGC reviewed the Expressions of Interest from candidates for the 2018 Nominating Committee Chair and Chair-Elect, considered the results of a 360-degree evaluation of the 2016 Nominating Committee leadership, and conducted interviews of candidates. On 23 August 2017 , the BGC recommended to the Board that Zahid Jamil be appointed as the 2018 Nominating Committee Chair and J. Damon Ashcroft be appointed as the 2018 Nominating Committee Chair-Elect.	23 August 2017	In September 2017, the Board adopted the BGC's recommendation in Resolution 2017.09.23.04 .
2. Consideration of Inaugural Charters of the BAMC and BTC and Revisions to the BGC Charter	The BGC recommended that the Board approve revisions to the BGC Charter to reflect the redesignation of the Reconsideration responsibilities from the BGC to the BAMC. The BGC also moved to recommend that the Board approve: (1) the inaugural charter of the Board Accountability Mechanisms Committee (BAMC) as the committee charged with oversight of ICANN accountability mechanisms; and (2) the inaugural charter of the Board Technical Committee (BTC) as the committee formed to help the ICANN Board with oversight of technical work necessary to achieve ICANN's mission of ensuring the stable and secure operation of the Internet's unique identifier systems.	23 August 2017	On 23 September 2017, the Board approved the inaugural Charter for the BAMC and the BTC and the revised BGC Charter (Resolutions 2017.09.23.12 – 14)
3. Board Committee and Leadership Selection Procedures	The BGC recommended that the Board adopt the proposed revised Board Committee and Leadership Selecting Procedures.	11 October 2017	On 2 November 2017, the Board adopted the BGC's recommendation (Resolution 2017.11.02.13)
4. Board Committees and Leadership Slate Recommendations	The BGC recommended that the Board adopt the proposed Board Leadership and Board Committee slate for 2018.	11 October 2017	On 2 November 2017, the Board elected ICANN Board Chair and Vice Chair (Resolutions 2017.11.02.40 – 41) and appointed Membership and Leadership of

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			Board Committees (Resolution 2017.11.02.42)
5. Board Committee Charter Amendment Recommendations	The BGC recommended that the Board amend the charters of the following committees as part of the process of standardizing Committee charters: Audit Committee, Compensation Committee, Executive Committee, Finance Committee, Governance Committee, Organizational Effectiveness Committee, and Risk Committee.	11 October 2017	On 2 November 2017, the Board approved the BGC's recommendations in Resolutions 2017.11.02.14 - 2017.11.02.20 .
6. BAMC/BGC Transition Process re Pending Reconsideration Requests	The BGC discussed that as part of its approval of the Fundamental Bylaws amendment redesignating the Reconsideration responsibilities under Article 4, Section 4.2 of the ICANN Bylaws, the ICANN Board committed that there would be minimal impact on reconsideration requestors with requests pending at the time of the transfer of the Reconsideration responsibilities from the BGC to the BAMC. The Board directed the BGC to coordinate with the BAMC in this effort. The BGC considered the proposed transition process document to carry forth the Board's directive.	11 October 2017	ICANN org published a paper regarding the proposed process and a communication plan to engage the community here .
7. Annual Accountability Mechanisms Report	The BGC was provided with a brief overview of the Accountability Mechanism Annual Report, which is required under the BGC's Charter and which was published on the BGC webpage as it is every year. The report provides a summary of Reconsideration Requests, Independent Review Process Requests, and Documentary Information Disclosure Policy Requests initiated and acted upon in the last year.	27 October 2017	The report has been published on the BGC's webpage at https://www.icann.org/en/system/files/files/bamc-accountability-mechanisms-27oct17-en.pdf .
8. Review of Code of Conduct Annual Report	The BGC was provided with a brief overview of the Code of Conduct Annual Report, which is required under the Code of Conduct itself, and is part of the BGC's Charter responsibilities. It was noted that there have been no allegations of non-compliance with the Code of Conduct by any Board members in the last year.	27 October 2017	The Report has been published on the BGC page at https://www.icann.org/en/system/files/files/code-of-conduct-report-27oct17-en.pdf .
9. Community	In Resolution 2016.09.17.01 , the Board directed the	13 December	On 13 December 2017, the three reports

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Priority Evaluation Process Review	<p>President and CEO, or his designees to undertake a review of the process by which staff interacted with the CPE provider, both generally and specifically with respect to the CPE reports issued the by the CPE provider (Scope 1). Subsequently, the BGC determined that the review should also include: (i) an evaluation of whether the CPE criteria were applied consistently throughout each CPE report (Scope 2); and (ii) a compilation of the reference material relied upon by the CPE Provider to the extent such reference material exists for the evaluations which are the subject of pending Reconsideration Requests relating to the CPE process (Scope 3). The BGC directed that the following pending Reconsideration Requests relating to the CPE process should be placed on hold until the CPE Process Review was completed: 14-33, 16-3, 16-5, 16-8, 16-11, and 16-12. (See Letter from C. Disspain to All Concerned Parties dated 26 April 2017.)</p>	2017	<p>on the CPE Process Review were published. https://www.icann.org/en/system/files/files/cpe-process-review-scope-1-communications-between-icann-cpe-provider-13dec17-en.pdf; https://www.icann.org/en/system/files/files/cpe-process-review-scope-2-cpe-criteria-analysis-13dec17-en.pdf; and https://www.icann.org/en/system/files/files/cpe-process-review-scope-3-cpe-provider-reference-material-compilation-redacted-13dec17-en.pdf.)</p>
10. 2018 Workplan	<p>On 6 December 2017, the BGC reviewed the 2018 work plan. The BGC asked that the Board priorities document be incorporated into the work plan, noting that it is important for the Committee to look at potential new priorities and deliverables approximately three times a year.</p>	6 December 2017	<p>The work plan for 2018 has been updated to align with the BGC's charter and activities.</p>
11. Board Member Peer Review Cadence	<p>The BGC reviewed the current peer evaluation cadence that it previously approved and the BGC noted that the first tranche of reviews is underway. The BGC noted that the intent of the peer evaluations is for individual feedback to the Board members who are being reviewed.</p>	6 December 2017	<p>The first tranche of review under the cadence and survey approved by the BGC is underway.</p>

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
12. Annual Review of Board Members' Conflicts of Interest Disclosure Statements	The BGC reviewed the summary of the Board members' statements of interest for conflict of interest purposes. The BGC discussed what level of information should be provided by Board members in completing their statements of interest, and were reminded that when something changes, the Board members are required to update their disclosure statements. The BGC agreed that the summary should be distributed to the full Board for review prior to publication.	13 December 2017	The December 2017 summary report was distributed to the Board, and was then published on the Summary of ICANN Officers and Board Member Statements of Interest page. (https://www.icann.org/resources/pages/summary-soi-2017-12-13-en)
13. Board Member Skillsets Guidance to the Nominating Committee	The BGC discussed the draft Board member skillsets guidance to the Nominating Committee and suggested certain revisions to the document then provided the final version to the Board Chair for distribution to the Nominating Committee.	December 2017	The Board Chair sent the guidance document to the Nominating Committee.

Section II: In-Progress Activities

Item	Description of BGC Activity	Target Completion Date	Status
1. Uniform Board Member Integrity Screening	The BGC discussed options for engaging with the community regarding the uniform integrity screening, including publication of a BGC blog followed by initiation of a public comment period to obtain community feedback regarding a proposed uniform integrity screening process. The BGC noted that the Board Chair discussed the uniform integrity screening in the Chair's blog of 20 October 2017, noting that this would be a topic of interest over the next year. The BGC discussed the best time and approach for addressing this topic during. The BGC agreed that before formal engagement efforts with the community are commenced, the process for how the screening reports will be handled once received should to be finalized. The BGC requested ICANN org to develop this process and revert to the BGC.	TBD	ICANN to develop the process for handling screening reports once received and revert to the BGC. On 2 November 2017, the Board (1) directed the President and CEO, or his designee(s), to develop a proposal paper to be posted for public comment; and (2) directed the President and CEO, or his

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			designee(s), to ensure that ICANN organization facilitates and funds the due diligence integrity screening process for all Supporting Organizations and Advisory Committees that choose to utilize the process during future Board-member selection periods. (Resolutions 2017.11.02.33 – 2017.11.02.34)
2. BGC Succession Plan	The BGC Charter specifies that the Committee “shall maintain a succession plan for the Committee, which should include identifying the experience, competencies and personal characteristics shall annually review the succession plan to ensure that it meets the needs of the Committee.”	TBD	The BGC agreed to undertake a discussion about succession planning at its next meeting.
3. Three Year Board Skills Plan	Develop 3 year rolling plan to guide Board members in planning for their further training and to inform the nominating bodies on “skills needed, from a Board perspective”.	TBD	To be aligned with BGC Board Education activity.
4. Review of Questions for Peer Review, 360 Degree Board Survey, Survey for Selecting Bodies	The BGC discussed review and revise as appropriate the survey questions for the peer review, the 360-degree Board survey, and the survey for selecting bodies.	TBD	The BGC agreed to undertake this review at its next meeting.