

Board Governance Committee Activities Report

1 July 2020 – 31 December 2020¹

Summary:

Completed Activities:

1. Board Leadership Slating Practice
2. Review of Board Member Onboarding
3. 2021 Nominating Committee (NomCom) Leadership Selection
4. Review of Committee Slating Guidelines Document
5. Board Committees, Board Working Groups, and Board Caucus Slating
6. Review of Board Caucuses and Working Groups
7. Establishment of Board Strategic Planning Committee
8. Sunsetting RDS (Registration Directory Services) Working Group/Caucus
9. Board Self-Evaluation Results
10. Review of Draft 2021 BGC Work Plan
11. Board Working Group on Internet Governance (BWGIG)
12. Recommendations of Second Board Liaison to EPDP Working Group
13. Discussion re: Written Five Question Survey for Publication to the Board-member Selecting Bodies
14. Annual Review of Board Member Conflicts of Interest Disclosure Statements
15. Board Skillsets Guidance to the Nominating Committee (NomCom)
16. Revision to Board Committee and Leadership Selection Procedure Document
17. Annual Review of BGC Charter

In-Progress Activities:

1. Board Working Group on Internationalized Domain Name (IDN) and Universal Acceptance (UA)
2. Outstanding Issue on Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership Document

¹ This report is intended to capture the activities of the BGC, from 1 July 2020 to 31 December 2020. However, because this report was published in February 2021, a few activities that occurred in January 2021 are also captured in the report.

Section I: Completed Activities

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Board Leadership Slating Practice	The BGC reviewed and discussed proposed updates to the BGC Practice for Board Engagement In Developing Slate for Board Leadership (Slating Practice document) following consultation with the full Board. The BGC noted that the Slating Practice document should also be updated to address slating related to known Board members at the time of straw polling. The BGC then voted to recommend that the Board approve the proposed changes to the Slating Practice document.	29 July 2020	The Board approved the proposed changes to the Slating Process document on 13 August 2020 (See Resolution 2020.08.13.01)
2. Review of Board Member Onboarding	The BGC received and discussed a presentation from ICANN org regarding the draft ICANN Board Onboarding document, which is related to Fiscal Year 2020 (FY20) Board Operational Priority 4.2.2. The document includes information related to the process and timing of onboarding new Board members and the topics included in the onboarding program. The BGC also discussed the complementary nature of, and proposed revisions to, the Board member mentorship program.	29 July 2020	ICANN org circulated the revised Board mentorship program documentation to the BGC, which is now in effect.
3. 2021 Nominating Committee (NomCom) Leadership Selection	The BGC reviewed the Statements of Interests from candidates for the 2021 Nominating Committee (NomCom) Chair and Chair-Elect and conducted interviews of the candidates. Following discussion, the BGC recommended that the Board approve candidates for the NomCom 2021 Chair and Chair-Elect. Note that Sarah Deutsch, Ihab Osman, and Tripti Sinha recused themselves from the discussion out of an abundance of caution to avoid any perception of a conflict of interest.	28 August 2020	The BGC recommended that the Board appoint Ole Jacobsen as the 2021 NomCom Chair and Tracy Hackshaw as the 2021 NomCom Chair-Elect, which the Board approved on 10 September 2020 (See Resolution 2020.09.10.07)
4. Review of Committee Slating Guidelines	The BGC reviewed and discussed the proposed Committee Slating Guidelines (Slating Guidelines) for slating of Board Committees and other Board groups. The Slating Guidelines are intended to assist with slating and are not intended to be rigid rules. Upon consensus from Committee members, the document was shared with the full Board, ahead of the September 2020 slating process cycle for Board Committees and other Board groups.	28 August 2020	The Slating Guidelines was shared with the Board upon receiving consensus from the BGC.

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
5. Board Committees, Board Working Groups, and Board Caucus Slating	The BGC discussed membership and leadership of the Board Committees, Board Caucuses, and Board Working Groups, as well as Agenda Block Leads, taking the Slating Guidelines into account. The BGC also discussed whether any of the Working Groups or Caucuses should be retired or change forms and agreed that further discussion on some was needed. The Committee approved a recommendation to the Board to approve the slate for Board leadership and Board Committee membership and leadership based upon Board member preferences and the BGC's slating discussions.	8-9 September 2020	The BGC recommended that the Board adopt the proposed slate for Committee membership and leadership, which the Board approved on 22 October 2020. (See https://www.icann.org/resources/board-material/resolutions-2-2020-10-22-en .)
6. Review of Board Caucuses and Working Groups	The BGC assessed the currently existing Board Working Groups and Caucuses to, among other things, determine whether each Working Group and Caucus has a charter, a Board sponsoring committee, and whether the Working Group or Caucus is still relevant or can be retired or combined with another group. The BGC suggested Board Sponsoring Committees and membership for each of the Board Working Groups and Caucuses and asked ICANN org to send the list, along with the BGC's suggestions of potential Board Sponsoring Committees for those groups, to the relevant Committees for their input.	7 October 2020	ICANN org sent the list of Board Working Groups and Caucuses to the Board Committees that have been identified as potential Sponsoring Committees for their input. The Sponsoring Committees agreed with the BGC's recommendations.
7. Establishment of Board Strategic Planning Committee	The BGC discussed the proposal to evolve the Board Strategic Planning Working Group/Caucus into a Board Committee on Strategic Planning (BSPC). The purpose of the BSPC would be: (a) supporting the Board in identifying the strategic priorities facing the Board, ICANN org and community and making sure the Board is addressing those priorities; and (b) leading the strategic planning process for ICANN on behalf of the Board, including development and implementation of a review process for adjusting the current strategic plan should the need arise. The BGC agreed that the BSPC membership should consist of at a minimum three Board members and that there would not be an upper limit. The BGC also agreed that the BSPC membership should include members from the Finance, Risk, Governance and Organizational Effectiveness Committees to ensure	7 October 2020	The BGC recommended that the Board approve the establishment of the BSPC, the proposed BSPC charter, and the membership, which the Board approved on 22 October 2020. (See Resolution 2020.10.22.22)

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
	that all Committees that are involved in planning work across the Board are represented on the BSPC. The BGC approved a recommendation to the Board to approve the establishment of the BSPC, the proposed charter, and membership.		
8. Sunsetting RDS (Registration Directory Services) Working Group/Caucus	As part of its Board Working Groups and Caucuses review of the Board, the BGC discussed and agreed that the RDS Working Group should be sunsetted because the majority of the work for the working group has been completed. The BGC noted that the working group's work relating to WHOIS issues will be moved under the Board Caucus on General Data Protection Regulation/Expedited Policy Development Process.	7 October 2020	The BGC agreed that the RDS Working Group should be sunsetted because the majority of the work for the working group has been completed, and that the work relating to WHOIS issues will be moved under the Board Caucus on General Data Protection Regulation/Expedited Policy Development Process.
9. Board Self-Evaluation Results	The BGC reviewed the results of the Board Self-Evaluation Survey for 2020 as compared to the results from 2016 and 2018. The questions and answers were placed into the following categories: culture, effectiveness, ethics, and role. The BGC Chair noted that the dataset varied from year to year as not the same Board members took the survey for all three years and a few of the questions varied from year to year. The BGC discussed the overall results, including what areas were positive and which areas could use improvement. The BGC discussed key takeaways and proposed recommendations for the Board's consideration, which is the next step.	7 October 2020	On 15 December 2020, the Board Chair published a blog discussing some of the results of the self-evaluation and the BGC's takeaways from the results.
10. Review of Draft 2021 BGC Work Plan	The BGC reviewed and approved its workplan for 2021.	6 November 2020	The BGC approved its workplan for 2021.
11. Board Working Group on Internet Governance (BWGIG)	The BGC agreed that the BWGIG should continue to exist, and that the BWGIG's charter should be enhanced. The BGC also agreed on the slate for the BWGIG membership.	6 November 2020	The BGC agreed that the BWGIG should continue to exist and agreed on the membership for the BWGIG.
12. Recommendations of Second Board Liaison to EPDP Working Group	The BGC noted that there is a vacancy in the role of the second Board Liaison to the EPDP Working Group with the departure of Chris Disspain from the Board. The BGC discussed and agreed that the vacancy will be filled by	11 December 2020	The vacancy will be filled by Matthew Shears, with León Sánchez as an alternate for both Board Liaisons to the EPDP Working Group.

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	Matthew Shears, with León Sánchez as an alternate for both Board Liaisons to the EPDP Working Group.		
13. Discussion re. Written Five Question Survey for Publication to the Board-member Selecting Bodies	The BGC noted that the survey was last evaluated and updated following consultation with the Nominating Committee (NomCom) in 2018. The BGC agreed to share the survey with the NomCom members for any comments they may have.	11 December 2020	Ron da Silva sent the survey to the NomCom for input.
14. Annual Review of Board Member Conflicts of Interest Disclosure Statements	The BGC reviewed the Board members' annual Conflicts of Interest Disclosure Statements.	11 December 2020	ICANN org to circulate to Board members to confirm accuracy before posting.
15. Board Member 2021 Skillsets Guidance to the NomCom	The BGC noted that it is important to fully communicate to candidates the workload and time commitment of Board members before they are appointed. Following discussion, the BGC approved language for the guidance letter to the NomCom and forwarded to the Board for comment. Note that the BGC Chair recused herself from the discussion out of an abundance of caution for any perceived conflict of interest; Ron da Silva led the discussion.	11 December 2020	The Board provided the guidance letter on Board member skillsets to the NomCom on 11 January 2021. (https://www.icann.org/en/system/files/correspondence/botterman-to-jacobsen-11jan21-en.pdf)
16. Revisions to Board Committee and Leadership Selection Procedure	The BGC discussed the proposed revisions to the Board Committee and Leadership Selection Procedures document, which was last updated in 2009, to align with the current selection procedures. The BGC approved the revisions and move to recommend that the Board approve the revised Procedures.	14 January 2021	The BGC recommended that the Board approve the revised Procedures.
17. Annual Review of BGC Charter	The BGC conducted its annual review of the BGC charter. The BGC identified some revisions to the BGC charter to align the charter with current practices. The BGC agreed that the BGC Chair and the Chair of the Board Strategic Planning Committee (BSPC) also coordinated to ensure reconcile any potential overlap in the committees' priorities and deliverables. The BGC approved a recommendation to the Board to approve the revised charter.	14 January 2021	The BGC recommended that the Board approve the revised charter, which will be submitted to Board after other Committees determine if they have any suggested revisions to their charters.

Section II: In-Progress Activities

Item	Description of BGC Activity	Target Completion Date	Status
1. Board Working Group on Internationalized Domain Name (IDN) and Universal Acceptance (UA)	The BGC discussed the proposed changes to the name and scope of the Board Working Group on IDNs to include reference to UA related work. The BGC asked ICANN org to revise the proposed charter to reflect the BGC's discussion and review it with the Working Group.	TBD	ICANN org to revise the proposed charter to reflect the BGC's discussion and review it with the Working Group.
2. Outstanding Issues on Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership document	The BGC continued its discussion on outstanding issues for which consensus was not reached.	TBD	The BGC to complete its discussion the outstanding issues relating to the Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership.