

ICANN Board Training - version 23 March 2014

Background

The Board Governance Committee has undertaken ad hoc initiatives regarding training in accordance with its charter viz.:

- "Assisting the Board to enhance its performance"; and
- " The Committee will serve as a resource for Directors in developing their full and common understanding of their roles and responsibilities as Directors as well as the roles and responsibilities of ICANN. The Committee will provide guidance and assistance in orienting new Directors as the Board's membership evolves. It will help reinforce the Board's commitment to adhere to its Bylaws and Core Values"

It is the view of the BGC that Board member training:

- assists Board members to be most effective and assists the organization as a whole having better skilled Board members;
- requires an integrated process of analysis, design, development, implementation, and evaluation;
- this process will arrive at an individual training plan per director and guidelines for such training;
- each director is best suited to select training appropriate to her/himself in terms of the plan and the guidelines;
- however a certain limited amount of training is obligatory and must be attended and will be selected by ICANN and/or the BGC;
- use of appropriate local generic training courses (in areas such as corporate governance, board responsibilities, risk and finance) is cost effective and will give Board members sufficient background to enable specific corporate training to account for ICANN's current locus of incorporation to be most impactful; and
- Board members may also require specific training to allow their service to be most beneficial to ICANN.

Training plan

Each Board member will agree an individual annual training plan with the Chair of the Board and Chair of the Board Governance Committee, which will be made public as part of our accountability and transparency requirements to show how the Board is improving its skills and the qualifications of Board members. Training attended by each Board member will be publicly reported. Board members may self-select courses that are consistent with their training plan and within the indicative budget and obtain appropriate reimbursement.

Training Areas

Training will be conducted in the following areas:

- General Board Governance

- Specialized Board Governance for committees such as finance, audit, compensation, and risk
- Internet's system of unique identifiers
- ICANN's structures and processes as well as compliance with local law
- ICANN Board tools, such as mailing lists, Adobe Connect, and Board Vantage

Note: training in ICANN Board tools is a high priority component of induction training for new Board members, and training should be incorporated for the whole Board when a new tool is introduced.

Method of Training

Training in the first three areas will generally be via external training courses.

Board members are encouraged to undertake such training in their local area or by way of appropriate online courses, other than in exceptional circumstances. Where travel is required this will be in economy class, with accommodation in standard business hotels (3-4 star), other than in exceptional circumstances. Note that there may be cultural and legal differences in the way Board directors operate and publicly report in different parts of the world, and some bridging training materials and courses outside of the local area may be necessary to align with the frameworks used at ICANN.

Training in the last two areas will generally be through materials developed for ICANN – typically in the form of online materials.

Budget

ICANN will provide an indicative annual budget of \$10,000 per Board member (Directors and Liaisons) for individual training. This budget includes the cost of any travel and accommodation as well as course expenses.

Board members are encouraged to use such funds as cost effectively as possible, favouring local and online training where possible.

New Board directors may need to incur a higher training expenditure in the first year of their 3 year term, with the expectation that their training expenditure will be lower in later years.

Deviation

Deviation from the indicative budget, local training preference, subsistence and travel guideline or any other guidance in this document is possible in exceptional circumstances, which will require consultation with the Chair of the Board Governance Committee and approval by the Chair of the Board.

General Requirements

- Each Board member is encouraged to become a member of their local or regional institute of Board directors, or a Board member has the option of joining the USA National Association of Corporate Directors (NACD). ICANN should reimburse reasonable expenses in this area as part of the training budget. Examples of Institutes of Directors are available at: <http://www.gndi.org>. Dual membership is possible.

- Each Board member should have completed the equivalent of a 2-3 day foundation course on Board Governance that would cover – role of the Board, director, financial statements, audit, risks, compensation, strategy, and conflicts of interest. These courses are commonly available from Institutes of Board Directors in each country. A chair of the Board or Board committee must have completed this level of training or have equivalent senior Board experience. Members of the Board Governance Committee must have completed this training.
- Generic training conducted by the members of the Global Network of Director Institutes (www.gndi.org) or a local Institute of Directors or similar organisation which is recognised internationally by its peers, is preferred. Examples of appropriate training courses include:
 - NACD Director Professionalism (<http://www.nacdonline.org/>);
 - AICD Company Directors course (<http://www.companydirectors.com.au>);
 - IOD Certificate in Company Direction (<http://www.iod.com/developing/chartered-director-qualifications/certificate-in-company-direction>) which is also available internationally (<http://www.iod.com/About-the-IoD/IoD-International/International-training-partners>)
- Training by a provider which is a member of the Global Network of Director Institutes (www.gndi.org) or a local Institute of Directors or similar organisation recognised internationally by its peers, will not require separate approval within budget. A board member contemplating attending a different course should discuss with the Chair of the Board or Chair of the Board Governance Committee. A Board member contemplating training must confirm the status of the provider before attending the training and verify with staff if there is any uncertainty.
- Each Board member must complete ICANN internal training on harassment prevention and Corruption prevention in the form of an online training module.
- Each Board must annually complete ICANN internal training on confidentiality and conflicts of interest. This should be in the form of an online training module, and an annual discussion within the Board to consider case studies.

Specialized Requirements

- Each Board member that is a member of a standing board committee (currently risk, audit, finance, and compensation) should complete the equivalent of a one day training course, beyond the basic three day Board director training course, in the specialised area of the committee.
- A chair of a Board standing committee must have completed the equivalent of a one day training course, beyond the basic three day Board director training course, in the specialised area of the committee, or have equivalent senior Board experience in this area.
- These courses are likewise commonly available from the members of the Global Network of Director Institutes (www.gndi.org) or a local Institute of Directors or similar organisation,

recognised internationally by its peers. A board member contemplating attending a different course should discuss with the Chair of the Board or Chair of the Board Governance Committee.

Internet's system of unique identifiers

- Each Board member should have a basic knowledge of the key systems of unique identifiers coordinated by ICANN, and the common uses for these identifiers. Training can be done through reading reference books, completing online training modules or attending face-to-face training courses. Key systems include:
 - IP address and autonomous system number (AS) systems – IPv4 and IPv6 addressing, regional Internet registries, ISP address ranges, static and dynamic address allocation, WHOIS services
 - Domain Name system (DNS) – top level domain registries (ccTLD and gTLD), registrars, WHOIS services, and domain name servers (root servers, TLD servers, hosting company servers, commercial DNS services, individual organization servers, ISP recursive resolvers
 - Internet protocol port and parameter – IANA protocol registries
- Each Board member should have an understanding of how ICANN's mission with respect to the Internet's system of unique identifiers interacts with the missions of other Internet technical organizations responsible for coordination of the Internet infrastructure (including IETF, IAB, RIRs, ccTLD ROs, ICANN, ISOC, and W3C).

ICANN's structures and processes

- Each Board member should have a basic knowledge of ICANN's structures and procedures used in each structure. Training could consist of reading documentation, online training materials, and attending open meetings of the structures. Structures include:
 - Generic Names Support Organization (GNSO) – houses, constituencies, policy development processes
 - Country Code Supporting Organizations (ccNSO) – ccTLD managers, types of local policy development within individual ccTLDs, policy development processes for global policies.
 - Address Support Organization (ASO) – regional internet registries (RIR)s, how policy development is done at a regional level, policy development processes for global policies.
 - Security and Stability Advisory Committee (SSAC) – how membership is determined, how documents are developed.
 - Root Server Advisory Committee (RSAC)

- Government Advisory Committee (GAC) – how advice is produced, level of participation of Governments
- At Large Advisory Committee (ALAC) – At-Large Regional structures, how individuals and organizations participate in At-Large, how advice is generated.
- Technical Liaison Group (TLG) – the role of European Telecommunications Standards Institute (ETSI), the International Telecommunications Union's Telecommunication Standardization Sector (ITU-T), the World Wide Web Consortium (W3C), and the Internet Architecture Board (IAB) to channel technical information and guidance to the Board and to other ICANN entities.

ICANN Board tools

Each Board member should have a basic knowledge of tools in use by the Board for its work. Training should mostly be in the form of documentation as part of induction of a new board member, and online training materials available for systems like Board Vantage. Board tools currently include:

- Board mailing list
- Jabber, Skype, and Adobe chat tools
- Adobe web conferencing tools for presentations during teleconferences
- Board vantage for document distribution and archiving