

Board Accountability Mechanisms Committee Charter | As Approved by the Board of Directors on 23 September 2017

I. Purpose

The Board Accountability Mechanisms Committee is responsible for:

- A. Considering and responding to Reconsideration Requests submitted to the Board pursuant to ICANN's Bylaws;
- B. Considering any recommendations arising out of the Independent Review Process prior to the recommendation being submitted by the Board;
- C. Considering Ombudsman's "own motion" investigations; and
- D. Provide input on specific matters at the request of the Board.

II. Scope of Responsibilities

- A. Considering and responding to Reconsideration Requests submitted to the Board pursuant to ICANN's Bylaws.
 - 1. Article 4, Section 4.2 of ICANN's Bylaws sets forth procedures with respect to requests by the ICANN community for reconsideration of staff and Board action or inaction. The Committee is charged with reviewing and responding to such requests pursuant to the requirements of ICANN's Bylaws.
 - 2. The Committee shall annually report to the Board regarding its actions over that past year as set forth in Article 4, Section 4.2(u) of ICANN's Bylaws.
- B. Considering matters regarding the Independent Review Process prior to the matters being submitted to the Board for consideration;
 - 1. Article 4, Section 4.3 of ICANN's Bylaw sets forth procedures for a process for independent third party review of staff and Board action or inaction that allegedly violated the Articles of Incorporation or Bylaws.
 - 2. The Committee is charged with considering any recommendations arising out of the Independent Review Process prior to the recommendation being submitted by the Board, including recommendations regarding interim action or emergency relief if timing permits, and recommendations set forth in an Independent Review Process Panel's Final Declaration.

- C. Considering the Ombudsman's proposals for "own motion" investigations.
 - 1. Should the Ombudsman believe starting an investigation on his/her "own motion" would be appropriate, the Ombudsman will request authority to do so from the BAMC.
 - 2. The BAMC shall determine, based on the information provided by the Ombudsman and any information it obtains on its own, whether such an "own motion" investigation is sanctioned and thus whether or not the Ombudsman is authorized to proceed with that investigation.
- D. Provide input on specific matters at the request of the Board.
 - 1. The BAMC shall consider and provide input on matters referred by the Board.

III. Composition

The Committee shall be comprised of at least three but not more than seven voting Board members, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy (see <http://www.icann.org/en/committees/coi/coi-policy-04mar99.htm>.) The voting Directors on the Committee shall be the voting members of the Committee, and the majority of the Committee members must be voting Directors. The members of the Committee shall serve at the discretion of the Board.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the members of the Committee by majority vote of the full Committee membership.

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee may seek approval and budget from the Board for the appointment of consultants and advisers to assist in its work as deemed necessary, and such appointees may attend the relevant parts of the Committee meetings.

IV. Meetings

A. Regularly Scheduled Meetings

The Board Accountability Mechanisms Committee shall meet at least quarterly, or more frequently as it deems necessary to carry out its responsibilities. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Meetings may be called upon no less than forty-eight (48) hours notice by either (i) the Chair of the Committee or (ii) any two members of the

Committee acting together, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

B. Special/Extraordinary Meetings

Special/extraordinary meetings may be called upon no less than 48 hours notice by either (i) the Chair of the Committee or (ii) any two members of the Committee acting together. The purpose of the meeting must be included with the call for the meeting.

C. Action Without a Meeting

i. Making a Motion:

The Committee may take an action without a meeting for an individual item by using electronic means such as email. An action without a meeting shall only be taken if a motion is proposed by a member of the Committee, and seconded by another voting member of the Committee. All voting members of the Committee must vote electronically and in favor of the motion for it to be considered approved. The members proposing and seconding the motion will be assumed to have voted in the affirmative. The action without a meeting and its results will be noted in the next regularly scheduled Committee meeting and will be included in the minutes of that meeting.

ii. Timing:

- a. Any motion for an action without a meeting must be seconded by another Committee member within 48 hours of its proposal.
- b. The period of voting on any motion for an action without a meeting will be seven (7) days unless the Chair changes that time period. However, the period must be a minimum of two (2) days and a maximum of seven (7) days.

V. Voting and Quorum

A majority of the voting members of the Committee shall constitute a quorum. Voting on Committee matters shall be on a one vote per member basis. When a quorum is present, the vote of a majority of the voting Committee members present shall constitute the action or decision of the Committee.

A report of the activities of the Committee shall be prepared and published semiannually.

VI. Records of Proceedings

A preliminary report with respect to actions taken at each meeting (telephonic or in-person) of the Committee shall be recorded and distributed to committee members within two working days, and meeting minutes shall be posted promptly following approval by the Committee.

VII. Succession Plan

The Board Accountability Mechanisms Committee shall maintain a succession plan for the Committee which includes identifying the experience, competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.

VIII. Review

The Board Accountability Mechanisms Committee shall conduct a self-evaluation of its performance on an annual basis and share a report on such self-evaluation with the full Board and shall recommend to the full Board changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. Performance of the Board Accountability Mechanisms Committee shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.