

BOARD MEMBER EVALUATION PROCESS

Conducting evaluations of Boards and their individual members is considered part of the “best practices” for Boards of both for-profit and not-for-profit organizations.

In addition to the existing Board Self-Evaluation process, ICANN is formalizing a Board Member Evaluation Process that will serve a number of purposes including providing feedback to individual Board members, providing feedback (as appropriate) to ICANN bodies that select individuals to serve as ICANN Board members (e.g., Nominating Committee), and providing information for calibrating future Board members.

Who Is Evaluated?

Each year a Board Evaluation will be conducted on all Board members entering in to the third year of a three-year term or whose term will expire at or before the next Annual General Meeting. This includes any Board Member who is in a second or subsequent term on the Board.

Who Evaluates?

Each Board member evaluated will be evaluated using a “360” methodology. Evaluators may include the Board Chair, Committee Chairs, peer Board members, and staff members who regularly interact with that Board member. All evaluator input is kept anonymous. The goal will be to have at least two evaluators who have direct experience in a leadership role with the Board member (e.g., Board Chair or Chair of Board Committee in which person being evaluated is a member), two to three other Board members, and at least two to three staff members.

How is the Evaluation Conducted?

An independent third party vendor will conduct each evaluation. The process will utilize both an online assessment tool as well as one-on-one interviews.

Elements of the Evaluation

The evaluation will have an on line component consisting of ten to twelve questions scored on a Likert scale (Strongly Agree to Strongly Disagree) along with written comments. The vendor will also conduct one-on-one interviews with selected evaluators. The data from both tools will be combined into a summary report by the vendor. The report will be delivered to the person evaluated both in hard copy and via a discussion with the vendor. The written report will also be shared with the Board Chair and the Board Governance Committee Chair, and as appropriate, with the ICANN selecting body for that Board member.

Process Steps

- 1) After the conclusion of the Annual General Meeting, the evaluation process will begin.
- 2) The Director of Human Resources will coordinate with the Board Governance Committee Chair (and any other designee) to determine who is to be evaluated and the appropriate evaluators for each individual.

- 3) The vendor will contact each person to be evaluated and each evaluator to start the data gathering process. The data gathering step should take no longer than three weeks.
- 4) Once all the data is received, the vendor will produce the final report about each evaluated Board member, send the reports to the applicable evaluated Board members, and have a one-on-one discussion with each evaluated Board member to review the report and provide feedback.
- 5) The reports will also be forwarded to the Board Chair (or the Vice Chair if it is the Chair being evaluated) and to the Board Governance Committee (BGC) Chair (or a designee if the BGC Chair is being evaluated) for forwarding to the Chair of the applicable ICANN selecting body as input into the Board member selection process.
- 6) The Chair of the applicable ICANN selecting body will only provide the report to the rest of the selecting body if the evaluated Board member has chosen to stand for re-nomination to the Board for another term.