

**BOARD GOVERNANCE COMMITTEE PRACTICE FOR BOARD ENGAGEMENT  
IN DEVELOPING SLATE FOR BOARD LEADERSHIP**

1. Pursuant to the Board Committee and Leadership Selection Procedures, which were approved on 26 June 2009, the Board Governance Committee (BGC) is responsible for selecting a slate of board leadership (chair, vice chair, committee chairs and committee membership). As part of the responsibility, the BGC has established this practice, if the BGC chooses to utilize it, to seek Board participation in the selection of Chair and Vice Chair positions within that slate.
2. Nominations for Chair and Vice Chair to be closed at the beginning of the Board workshop or retreat at which the BGC is developing the final slate that it will recommend to the Board for filling a vacant position for Chair or Vice Chair of the Board. This is usually at the Board workshop during the last ICANN Public meeting of the calendar year
3. Chair and then Vice Chair positions will be addressed, in that order. Candidates for the Chair position will be asked to leave and each will be individually invited back to make presentations to remaining Board members and new Board members.
4. All members of the next Board (who will be seated at the Annual Organizational Meeting which is usually immediately after the Annual General Meeting) will participate in a written straw poll by secret ballot. The ballots will be collected, counted and reported by the Secretary, and confirmed by two non-voting members of the Board.
  - a) If there are just two candidates – the candidate receiving a minimum of nine affirmative votes from the 16 voting Board members (“Majority”) is to be slated as Chair on the BGC recommendation to the Board.
  - b) If there are more than two candidates, unless one candidate receives a Majority in the first straw poll, the candidate receiving the lowest number of votes will be eliminated and the vote will be taken again until a single candidate has received a Majority.
  - c) If the straw polling is unable to result in a Majority then the candidate with the most votes will be considered for slating by the BGC at a separate BGC meeting or, at the BGC’s discretion, a new practice for identifying the candidate will be evaluated.
  - d) If there is only one candidate for the Chair and one candidate for Vice-Chair, the Board may choose not to take a straw poll.

5. Repeat steps 3 and 4 for Vice Chair.
6. The BGC shall convene a committee meeting, or take an action without a meeting, to formalize a vote on the slate, and that slate shall be formally recommended by the BGC to the Board at the Annual Organizational Meeting for the Board's approval during that meeting.
7. In the case of a disputed ballot, the General Counsel and Secretary will hold an oral poll of the individual Board members.