

**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 recommending for Board approval a slate of board leadership (chair, vice chair, committee chairs and committee membership). As part of the responsibility, the BGC has established this practice to help inform the BGC's proposed slate, if the BGC chooses to utilize it, by seeking the Board's participation in identifying candidates for the Board Chair, Board Vice Chair, and BGC Chair positions within that slate. The BGC also recommends Chairs for Committees other than the BGC as part of the proposed slate for Board consideration.
2. Self-nominations for Board Chair, Board Vice Chair, and BGC Chair are to be opened sometime following ICANN's Policy Forum (usually held in June) for two weeks and conclude one week prior to 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, Vice Chair, and BGC Chair. This is usually at the Board workshop in September.
3. Self-nominations must be accompanied by an expression of interest, sent to all members of the Board of Directors, that includes, among other things, an explanation of the individual's interest in the position sought and the individual's qualifications for that position, taking into account any specific criteria identified by the Board in advance of the opening of the nominations process.
4. The Board as a whole may choose to engage an external facilitator to assist the leadership slating process. A decision to engage an external facilitator must include an explanation of why a facilitator is needed. The BGC will be responsible for coordinating the process of identifying and engaging an external facilitator.
5. Board Chair, Board Vice Chair, and BGC Chair positions will be addressed, in that order.
6. All Candidates for each position will remain in the room when the other candidates make presentations to, and discussions are held among, both existing Board members and new Board members that have already been selected, but not yet seated. The initial sequence of candidate presentations shall be randomized. Each candidate will be allotted equal amount of time for initial presentations. Following initial candidate presentations, each candidate will receive adequate opportunity to discuss with the full Board.
7. All logistical details to conduct the straw poll must be finalized no less than a week prior to the straw poll.

8. All voting members of the next Board (who will be seated at the Annual Organizational Meeting which is usually immediately after the Annual General Meeting), and if the individuals who will fill the Board seats that are to be re-seated at the Annual Organizational Meeting are not yet known then the current Board member in those seats, will participate in a written or virtual straw poll by secret ballot. The ballots will be collected, counted and reported by the Board Secretary, and confirmed by two non-voting members of the Board.¹
 - 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) Should there be a tie for the least ranked number of votes in any round of voting, there will be a runoff between the tied candidates only, and the candidate receiving the least votes on that runoff will be eliminated.
 - d) 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.
 - e) If there is only one candidate for the Chair, the Board may choose not to take a straw poll on this position.
9. Repeat steps 4, 5, and 6 for Board Vice Chair and for BGC Chair.
10. The BGC shall convene a committee meeting, or take an action without a meeting, to formalize a vote on the slate, including Board leadership, Committee leadership, Committee membership, and other Board groups as appropriate, 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.
11. In the case of a disputed ballot, the General Counsel and Secretary will hold an oral poll of the individual Board members.

¹ In the event that the balloting is conducted virtually, the details of the virtual system will be determined at the appropriate time.