

Advice from the ICANN Board on Board Skills to the Nominating Committee

Preamble:

The Board acknowledges that it is desirable that Directors appointed by the Nominating Committee are independent of the industry with respect to being Directors, major shareholders, agents or employees of generic Top Level Domains (gTLD) registrars and registries, country code Top Level Domain ccTLD registries and Regional Internet Registries (RIRs). It is expected that the Generic Names Supporting Organization (GNSO), country code Names Supporting Organization (ccNSO), and the Address Supporting Organization (ASO) will appoint Directors with specific expertise in the management, operation and policies of gTLDs, ccTLDs, and RIRs.

Advice:

The Board recommends that the Nominating Committee use the guidance below with respect to selecting directors for the Board:

As per ICANN Bylaws (Article VI, section 3) the Board is seeking:

1. Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a demonstrated capacity for thoughtful group decision-making;
2. Persons with an understanding of ICANN's mission and the potential impact of ICANN decisions on the global Internet community, and committed to the success of ICANN;
3. Persons who will produce the broadest cultural and geographic diversity on the Board consistent with meeting the other criteria set forth in this Section;
4. Persons who, in the aggregate, have personal familiarity with the operation of gTLD registries and registrars; with ccTLD registries; with IP address registries; with Internet technical standards and protocols; with policy-development procedures, legal traditions, and the public interest; and with the broad range of business, individual, academic, and non-commercial users of the Internet;
5. Persons who are willing to serve, with the option to receive fixed compensation (currently equivalent to US\$35,000, plus US\$5,000 for Board Committee Chair) and reimbursement of certain reasonable and documented expenses; and
6. Persons who are able to work and communicate in written and spoken English.

In addition to the above, Directors in the aggregate (meaning not every candidate needs to have each of these) should have the following experience:

- board governance or equivalent experience with a medium-sized¹ organization that has an established board whose directors are independent and are appointed without participation of the CEO;

¹ For the purpose of this requirement, medium-sized organisation refers to an organization with a degree of complexity equivalent to one with: (i) more than 100 people spread across multiple locations with language and cultural diversity; and (ii) more than \$50 million budget. (ICANN's

- board governance or equivalent experience with non-profit organizations; and
- experience working effectively in meetings that are handled with Board members distributed in locations and time zones around the world with a group size of 20 or more. (The Board makes extensive use of teleconferences, and Internet tools such as instant messaging and web conferencing.)

Further, Directors should have the necessary attributes to:

- engage in dialogue and express an opinion in a self-starting manner without tending to dominate all dialogue;
- express opinions and participate in discussions in an informed manner and demonstrate that they are knowledge seekers in order to develop informed opinions;
- express themselves in a manner, tone and speech that demonstrates mutual respect for colleagues, and reveals a good balance between assertiveness and courtesy;
- demonstrate awareness of, and ability to adapt to, different cultures, personalities, and modes of expression in order to engage in a manner that reaches all participants in a discussion; and
- demonstrate the ability to listen to and assimilate what others are saying or asking, and the ability to react appropriately under the given circumstances.

With respect to specific skill sets in the current Board, there is strong experience in the operation of gTLD registries and registrars, with ccTLD registries, with IP address registries, with Internet technical standards and protocols, with ICANN policy-development procedures, legal traditions, and the public interest. There are also strong existing skills in strategic planning, budgeting, public outreach, and international relations.

There is a lower level of skills in the current Board in executive management in an organization of the size of ICANN, in regulatory and compliance frameworks, and in finance and audit processes and procedures. Note the Board is not specifically looking for practicing competition lawyers or auditors, as ICANN hires staff and external firms with this expertise, but the Board does seek people who have experience in these issues from a Board Governance perspective.

FY14 budget is approximately US\$146 million.) Ideally the locations will be in multiple countries.