

## **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, 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 (equivalent to US\$35,000) and reimbursement of certain 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 should have:

- board governance or equivalent experience with a medium-sized<sup>1</sup> organization that has an established board whose directors are independent and are appointed without participation of the CEO.

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<sup>1</sup> 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 \$10 million budget. (ICANN's FY13 budget is \$144 million.) Ideally the locations will be in multiple countries.

- board governance or equivalent experience with non-profit organizations.
- 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.)

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 executive management in an organization of the size of ICANN, in regulatory and compliance frameworks, and in audit 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 that have experience in these issues from a Board Governance perspective.