

Board Accountability Mechanisms Committee Charter¹

I. Purpose

The Board Accountability Mechanisms Committee is responsible for:

- A. Considering and responding to Reconsideration Requests submitted to the Board pursuant to ICANN's Bylaws;
- B. [Additional purpose to be defined by the Board as appropriate.]

II. Scope of Responsibilities

- A. Considering and responding to Reconsideration Requests submitted to the Board pursuant to ICANN's Bylaws.
 - 1. Article 4, Section 4.2 of ICANN's Bylaws sets forth procedures with respect to requests by the ICANN community for reconsideration of staff and Board action or inaction. The Committee is charged with reviewing and responding to such requests pursuant to the requirements of ICANN's Bylaws.
 - 2. The Committee shall annually report to the Board regarding its actions over that past year as set forth in Article 4, Section 4.2(u) of ICANN's Bylaws.
- B. [Additional responsibilities to be defined by the Board as appropriate.]

III. Composition

The Committee shall be comprised of at least ____, but not more than ____ voting Board Directors and not more than ____ Liaison Directors, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy (see <http://www.icann.org/en/committees/coi/coi-policy-04mar99.htm>.) The voting Directors shall be the voting members of the Committee. The members of the Committee shall serve at the discretion of the Board.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the voting members of the Committee by majority vote of the full Committee membership.

¹ NOTE – Draft for information purposes. Sections III – VII are based upon the standard Board Committee charter language. The Board may identify revisions to the standard language and identify additional items for Section I (Purpose) and Section II (Scope) as appropriate to meet the needs of the Board.

DRAFT for Informational Purposes

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee may seek approval and budget from the Board for the appointment of consultants and advisers to assist in its work as deemed necessary, and such appointees may attend the relevant parts of the Committee meetings.

IV. Meetings

The Board Accountability Mechanisms Committee shall meet at least _____, or more frequently as it deems necessary to carry out its responsibilities. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Meetings may be called upon no less than forty-eight (48) hours notice by either (i) the Chair of the Committee or (ii) any two members of the Committee acting together, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

V. Voting and Quorum

A majority of the voting members of the Committee shall constitute a quorum. Voting on Committee matters shall be on a one vote per member basis. When a quorum is present, the vote of a majority of the voting Committee members present shall constitute the action or decision of the Committee.

VI. Records of Proceedings

A preliminary report with respect to actions taken at each meeting (telephonic or in-person) of the Committee shall be recorded and distributed to committee members within two working days, and meeting minutes shall be posted promptly following approval by the Committee.

VII. Review

The Board Accountability Mechanisms Committee shall conduct a self-evaluation of its performance on an annual basis and share a report on such self-evaluation with the full Board and shall recommend to the full Board changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. Performance of the Board Accountability Mechanisms Committee shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.