

PROPOSED UNIFORM BOARD MEMBER INTEGRITY SCREENING PROCESS

BACKGROUND

Under the Empowered Community processes, the ICANN Board and each of its members are held more accountable for their actions. Each of the nominating groups (the ASO, ccNSO, GNSO, At-Large Community and Nominating Committee for Board Directors, and the GAC, IETF, SSAC, and RSSAC for Board Liaisons) have community-specific processes in place to select ICANN Board Directors and Board Liaisons (collectively, Board members) in accordance with the ICANN Bylaws.

The Board and the community have discussed the need to ensure that prospective Board members are adequately vetted to ensure that each is willing and able to perform the fiduciary and general obligations of service, and capable of upholding the reputation and credibility of the Board. The Nominating Committee, the At-Large Community, and the ASO each currently incorporate an external screening process, facilitated by ICANN Org, to screen prospective Board members prior to finalizing their selection process. Among other things, this external process includes review and as verification of CVs, criminal record checks, professional license verifications, media coverage, etc. Other SO/AC/liaison groups that select ICANN Board members have not asked ICANN Org to facilitate such external screening and it is uncertain if these bodies do any such reviews on their own accord.

Screening prospective Board member, including through interviews, reference checks and external screening, reflects generally accepted good practices and contributes to seating Board members with high levels of integrity. While conducting such due diligence cannot prevent future bad acts, it does give a level of confidence of the integrity of members at the time of seating. This is important in upholding the credibility of the Board.

On 2 November 2017, the ICANN Board passed Resolution [2017.11.02.33](#), directing the President and CEO, or his designees, to develop a proposal paper to be posted for public comment calling on relevant Supporting Organizations and Advisory Committees to consider screening both voting Directors and non-voting Liaisons uses processes similar or identical to the processes utilized by the Nominating Committee. The Board recommends the adoption of robust screening for all prospective members of the ICANN Board. This is not intended to modify other community-specific selection criteria and processes applied by any of the Board member-selecting groups. Instead, this would call for a uniform requirement that the Board should only be comprised of those who: (1) pass through an individual selection process; and (2) also pass through a screening review regarding their fitness to meet the fiduciary duties required of Board members.

RECOMMENDATION

It is recommended that the Supporting Organizations and Advisory Committees adopt the following proposed Uniform Board Member Integrity Screening Process (Screening Process) for conducting due diligence over the candidates selected to serve on the ICANN Board. This is not intended to modify the other selection criteria applied by any of the Board member-selecting groups to their process. Instead, this would call for a uniform requirement that the Board should only be comprised of those who: (1) pass through an individual selection process; and (2) also pass through a screening review regarding their fitness to meet the fiduciary duties required of Board members.

PROPOSED SCREENING PROCESS

The following outlines five levels of integrity screening processes commonly used in similar settings.

- **Level 1 – Basic Compliance Screening (approximately 1-2 days) –** Checks against watch lists and sanctions databases; confirm corporate registrations;
- **Level 2 – Public Records Review (approximately 7-10 days)–** Review

available open source public records, including insight into individual's history, reputation, and personal/professional background (i.e., regulatory, civil, criminal and bankruptcy filing; education check and confirmation of licenses); media, internet, blog and social media searches;

- **Level 3 – Enhanced Public Record Review (approximately 21-28 days)**– Often requiring signed releases, review credit reports, closed public records databases, expanded litigation and criminal records searches;
- **Level 4 – Reputational Review (approximately 21-28 days)**– Validation of records and information provided or received through reviews (through inquiries, interviews, and follow-on analysis); and
- **Level 5 – Investigative Due Diligence (timeline to be determined based on requirements)** – If there are indications of internal fraud, malfeasance, leaked security or confidential information or other serious matters regarding fitness to serve, violations of fiduciary obligations, compliance with law or legal requirements, launch of a formal investigation, often with outside resources.

Under procedures adopted by the ICANN Nominating Committee, the first four levels of external screening are completed prior to selection of a prospective Board member. With the exception of the interviews and reference checking, ICANN org has facilitated parts of these four levels of screening as well for the At-Large Community and the ASO using an external provider with expertise in international due diligence screening of individuals. The Nominating Committee's internal processes call for interviews and reference checks as well, which complete the reviews through Level 4. Moreover, the Nominating Committee, through its internal processes and through the external screening facilitated by ICANN org has all four levels of review conducted even when a seated Board member has been identified for re-selection. The fifth level – a formal investigation – is undertaken only in response to indications or allegations of malfeasance (such as fraud, breach of confidentiality, etc.) and is generally not otherwise indicated.

The screening process does not alter any group's ability to have an individualized selection process for Board members. Instead, this would create a uniform requirement that the Board should only be comprised of those who: (1) pass through an individual selection process; and (2) also pass through a screening review regarding their fitness to meet the fiduciary duties required of Board members.