17 December 2021

Michael Graham, Chair
ICANN Nominating Committee

**Guidance from the ICANN Board to the Nominating Committee
Re: Important Skills for Board Members**

Dear Michael:

As you consider candidates for the ICANN Board of Directors to be seated at the Annual General Meeting in 2022, as promised, I herewith share the current Board's views on the characteristics and skills that we believe will enable meaningful contribution to the Board's work and enhance the Board's effectiveness. These characteristics are drawn from three distinct sources: the ICANN Bylaws; considerations related to continuity and diversity; and specific skills of value to ICANN's Board. The considerations specified in the Bylaws are fundamental and mandatory. But the other traits and skills identified are also drawn from ICANN's Mission, Commitments, and Core Values articulated in the Bylaws. While it will be a rare for a candidate who meets all of the criteria on the list of additional characteristics and skill sets, the Board as a whole should do so. Accordingly, the Board strongly encourages the Nominating Committee to use the guidance below in selecting directors for the Board.

First, pursuant to the ICANN Bylaws (Article 7, Section 7.3), in addition to being able to read, write, and speak fluently in English, Board members must demonstrate the following:

- Integrity. Board members are expected to act in the global public interest. Board members must have an ingrained sense of integrity and bright lines regarding conflicts with their personal interests, the interests of their employer or the interests of any particular constituency.

- Intelligence and critical thinking. Members of the Board must be able to analyze complex arguments and synthesize coherent and appropriate proposals.

- Management experience. The ICANN organization has approximately 400 staff members, operates globally and has a budget well in excess of US$100MM per year. Experience with and understanding of an organization of this size is needed on the Board.

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- <u>Knowledge</u>. Board members must understand the role and function of the ICANN Board as distinct from ICANN management, and the role of the ICANN community as distinct from the Board. They should also possess a basic technical understanding of the Internet architecture and protocols, including the IANA functions.

- <u>Commitment</u>. Board members must have the ability to focus on execution of ICANN's mission, with an emphasis on excellence, efficiency, effectiveness, empathy, and avoidance of expanding ICANN activities beyond its mission.

- <u>Collegiality</u>. Board members should have the necessary experience and temperament to work closely and comfortably with a diverse set of people within the Board, the organization, and the community. They should be committed to cooperation and consensus building, able to remain poised in the face of criticism and other stressful situations.

In addition to the character traits and skills specified in the Bylaws, the following values and attributes are important contributors to the Board's effectiveness:

- <u>Continuity</u>. The Board values experience and continuity, particularly in leadership or specialized positions. It generally takes new Board members – including those already part of the ICANN community - a year or two to come up to speed. Continuity also allows the Board to get the most out of the "beyond ICANN" perspective and experience that members from outside the ICANN community bring to the Board table. Ideally, there should be a distribution of directors serving in various stages of the maximum tenure on the Board, ensuring, in the aggregate, that the Board has continuity, institutional knowledge and memory. Continuity is important given, among other things, the ongoing challenges arising from the pandemic, including uncertainties about when the full Board may be next able to move from its current remote schedule to in-person meetings.

- <u>Independence</u>. It is important that the Board has some members who come from outside of the ICANN sector and industry, while having the necessary skills to come up to speed with DNS industry nuances and ICANN-specific issues, and to connect to the community. The NomCom is in the unique position to identify and recruit such people.

- <u>Diversity</u>. It is desirable for selected Board members to have the ability to converse in multiple languages and to come from as diverse linguistic, cultural, geographical and/or professional backgrounds as possible. The ICANN community has also expressed strong support for efforts to increase

diversity along several axes, especially including gender diversity, across the ICANN eco-system. Without compromising the fundamental requirement to have Board members with the necessary integrity, skills, experience, the Board would find it helpful to have greater gender diversity on the Board.

- <u>Communication Skills and Cultural Awareness</u>. ICANN Board members need to be able to express themselves clearly and listen carefully both within the Board and in the broader community, in both cases with an open mind and sensitivity to cultural diversity. Board members must be able to:

    - Initiate and engage in dialogue and express opinions without tending to dominate all dialogue;

    - Express opinions and participate in discussions in an informed manner as knowledge seekers committed to informed decision-making;

    - Express themselves in a manner, tone, and words that demonstrate and engender mutual respect for colleagues, and reflect a good balance between assertiveness and courtesy;

    - Demonstrate awareness and appreciation of, and the ability to adapt to, different cultures, personalities, and modes of expression; 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;

    - Work effectively in telephonic or video conferencing settings where participants are distributed globally and collaboration via Internet tools such as instant messaging and web conferencing.

- <u>Conflicts of Interest.</u> ICANN Board members are expected to conduct their relationships with each other, ICANN, and outside organizations with objectivity and honesty. Board members are expected to comply with ICANN's conflicts of interest policy, which calls for the disclosure of any "direct or potential ethical, legal, financial and other [potential or direct] [c]onflicts of [i]nterest involving ICANN and remove themselves from a position of decision-making authority with respect to any [c]onflict of [i]nterest involving ICANN."

Finally, the recent skills survey of the ICANN Board shows that there is a good distribution of expertise, knowledge and experience in many disciplines including law, technology, policy, business, finance, civil society, to mention a few. As of now, there is no obvious deficit in any discipline. Future Board appointments will only enrich the current strength of expertise on the Board. That said, certain specific skillsets are desirable in the aggregate:

- <u>Comfort with Technology</u>. A number of issues that come to the Board have a strong and sometimes subtle technical underpinning. There is generally good experience on the Board with respect to the operation of gTLD registries and registrars, ccTLD registries, IP address registries, the root server system, and with Internet technical standards and protocols. The Board continues to expect the need to consider technically complex issues in the next few years, and we anticipate that the technical community will look to ICANN and the Board to address a number of issues that include technical challenges. Thus, in choosing among candidates that have other valuable qualities and skills, good technical intuition is a plus.

- <u>Management Experience</u>. The Board has strong existing skills in strategic planning, budgeting, public outreach, national and international regulation of technology, and international relations, as well as corporate governance and executive management. This kind of expertise is always a plus, including executive management experience in an organization of the size of ICANN, regulatory and compliance frameworks, financial planning, and audit processes and procedures. The Board is not specifically looking for practicing competition lawyers or auditors, as ICANN organization engages staff members and external firms with this expertise, but would benefit from individuals who have experience in these issues from a board governance perspective. Accordingly, directors in the aggregate (meaning not every candidate needs to have each of these) should possess:

  - Board governance or senior leadership experience with a similarly sized or larger organization. That experience should include international geographic scope and an independent board whose members are appointed without participation of other Board members or CEO; and

  - Non-profit board governance or equivalent experience, especially if based on a multistakeholder model.

- <u>Time Commitment</u> – We underscore the significant time commitment required of Board members. Applicants must be able to devote weeks and long hours throughout the year to Board service, and even more because of the challenges caused by the pandemic. Among many other key initiatives, one focus in the upcoming year will be understanding and evaluating the expected recommendations from the policy development process on Subsequent Procedures regarding the next round of new gTLDs (as well as implementation of several Board-approved recommendations from community groups).

On behalf of the ICANN Board I would like to thank the members of the Nominating Committee for their hard work, which is critical to ICANN's success. We hope this guidance will contribute positively to your efforts.

Best regards,

Maarten Botterman
Chair, ICANN Board of Director

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