

2011 Nominating Committee comments on ATRT report recommendations

The NomCom was asked to comment on the ATRT report recommendations that relate directly to the NomCom: recommendations 1, 2 and 3

<http://icann.org/en/reviews/affirmation/atrt-final-recommendations-31dec10-en.pdf>

General observations

NomCom welcomes the final ATRT report. While we agree with much of it, it is important that key features of the NomCom must be maintained:

1. the NomCom is an independent committee
2. the NomCom's decisions are final.

Both are essential to the success of the NomCom. Care must be taken to ensure that nothing in the implementation of the ATRT's recommendations should undermine these essential aspects of the NomCom.

The ATRT's recommendations also only address the ICANN Board of Directors. It is important to recognize that the NomCom also selects members of the GNSO and ccNSO Supporting Organizations Councils and members of the ALAC. NomCom's processes apply to all positions it selects.

As a final general comment, the ATRT's recommendations only address the NomCom appointed members of the ICANN Board of Directors, those appointed to the Board by the Supporting Organizations and ALAC are not mentioned. While the NomCom has a specific purpose in seating Directors to represent the global public interest and also has the obligation of ensuring diversity, many of the ATRT's recommendations could and should also be addressed to the Supporting Organizations and to the ALAC. We note the ALAC's/At Large's work in 2010 to develop a broad set of criteria for candidates for the voting Director position it selected. We suggest that all the Supporting Organizations adopt a similar practice and in particular pay attention to geographic and gender diversity.

Specific observations

The following observations pertain to the relevant ATRT Recommendations:

1. *Board should establish formal mechanisms for identifying the collective skill-set required by the Board (in time to enable integration of recommendations into next NomCom process beginning in late 2011):*
 - a. *Benchmarking Board skill-sets against similar corporate and other governance structures;*
 - b. *Tailoring required skills to suit ICANN's unique structure and mission through open consultation process, including with SOs and ACs;*
 - c. *Reviewing these requirements annually, and provide as formal starting point for NomCom each year;*
 - d. *Publishing outcomes and requirements as part of NomCom's call-for-nominations (starting with next NomCom - late 2011).*
2. *Board should regularly reinforce and review training and skills building programs (at least every 3 years).*
3. *Board and NomCom should increase transparency of NomCom's deliberations and decision-making process; e.g. explain timeline, skill-set criteria before process starts, and*

explain choices made at the end (ASAP but starting no later than next NomCom - late 2011).

We are concerned about how formal mechanisms for identifying skill-sets would be developed, about how the NomCom would be able to take those skill-sets into account as requirements in its candidate recruitment and selection process. In particular, we are concerned that the NomCom's selections would then be judged against these requirements. We emphasize that the NomCom is and must remain an independent committee, and that its decisions must be final.

We agree that better identifying what the Board does, and better identifying the challenges the Board and ICANN face would be useful in guiding the NomCom as it seeks candidates with the experience and background to address some of those issues. We agree it could be helpful to the NomCom as it recruits and selects candidates if the Board and ICANN community were able to identify any gaps in the knowledge and experience, including geographic, gender and cultural diversity, of the Board (and of the other Councils) the NomCom selects for.

However, the NomCom cannot guarantee that it will be able to recruit high quality international volunteer candidates with those skills. The NomCom is also constrained by diversity requirements and term limits, and by the fact that positions on the ICANN Board, Supporting Organizations and Advisory Committees are unique in the great amount of time they demand of volunteers. The overall composition of the Board would be strengthened, and the NomCom would face fewer constraints in its processes, if the Supporting Organizations and Advisory Committees gave more consideration to geographic, gender and cultural diversity when selecting Directors.

The NomCom cannot provide immediate solutions to gaps in skills and experience; it selects half the voting members of the Board over a three-year cycle, it can only effect a small degree of change each year. The process of identifying desired skill-sets and then addressing any gaps would take 18 months to two years from the AGM where the skill-sets are identified to the time when the person(s) selected become effective as Directors (or Council members). We are concerned the ATRT's recommendations will create unrealistic expectations of what the NomCom can achieve with its limited annual selections.

While we agree with the general direction and intention of the ATRT's recommendations, we are concerned with the implications of notions such as the skill-sets the NomCom seeks in candidates as being "formal" and a "requirement" and criteria that NomCom's selections would be judged against.

Nominating Committees have long attempted to write a "job description" of the positions they are required to select people for. In most cases these descriptions have been developed either directly or with the help of members of the Board/Council concerned. Without such descriptions, many potential candidates would not know what was involved in the position(s) they were volunteering for. These descriptions are available in the "Invitation for Statements of Interest", the document the NomCom provides as the single source of information necessary for a person to decide if they wish to become a candidate, and as a standalone document, "Leadership Positions". Both documents have been part of the NomCom Process since at 2006. We are aware that both documents could and should be improved.

NomCom is aware that it is not as well informed of Board's work and working methods as it should be. The 2011 NomCom has discussed this with the Board Chair and Chair of the Board Governance Committee and agreed that it would be helpful to better understand how Board Committees work, their tasks and the skills that would be helpful to them. Most of the Board's work is now conducted through these committees. Such information would help the NomCom identify and understand the experience useful in potential candidates. These documents could be updated as required. Information of this type could form the basis of the "skill-set" information the ATRT recommends be made available. It would be publicly available information for the whole community.

The NomCom has no comment on the specific recommendations in 1.a. and 1.b. above, we anticipate any additional information that informs the NomCom of the challenges facing the Board and its capacity to address those challenges will be helpful, and that this and other information available would be a useful starting point for the NomCom each year.

The NomCom would also benefit from more information about the work of the Councils and the challenges they face.

NomCom members serve from the conclusion of one AGM to the conclusion of the next. It has been NomCom's practice to begin work after the conclusion of the AGM at which they are appointed, i.e. typically on the Friday afternoon and Saturday after the Board has concluded, with NomCom members arriving at the meeting location later in the week. Depending of the timing of the AGM, they are usually held in October or November, the NomCom uses the period after the AGM to finalize its procedures, application forms, description of the positions it will fill that coming year, timeline and so on. The candidate recruitment process has typically begun in early December.

We suggest that the NomCom elect should attend the AGM from the start of the week until the end when its members are formally appointed. The week should be used for discussions with the community about the challenges facing ICANN and the qualities that might be desirable in candidates for the coming period. Information obtained during these meetings, along with information provided by the Board (for example detailed descriptions of Board Committees) and others could in most years be made available for public comment before being adopted by the NomCom for its year of office. (Note, the candidate recruitment should begin before the end of year holiday period, the AGM of 2013 is scheduled for late November and this would make any public comment period difficult.)

Timeline: since 2006 NomCom's have published a timeline of their activities.

We strongly agree with the call for greater transparency on its procedures. We note that internal NomCom deliberations about candidates must remain confidential in order to ensure a robust process that attracts quality candidates who may or may not be selected, depending on the needs of the Board or Council. With regard to procedural transparency, the 2011 NomCom is attempting to introduce more opportunities for discussion with the community and hopes that the additional sessions will become part of ICANN's regular meeting schedule.

Thank you.