

## **Board Governance Committee (BGC) Activities Report**

1 July 2022 – 31 December 2022<sup>1</sup>

### **Summary:**

#### Completed Activities:

1. Board Member as Liaisons to the Planning Prioritization and Planning Group
2. Board Operational Priority 4.2.5 Deliverable
3. Leadership and Membership Slate for the Board
4. Board Liaison Position to GNSO Group on Closed Generics
5. Board Skillsets Guidelines to the Nominating Committee (NomCom)
6. Board Members' Conflict of Interest Disclosure Statements
7. Board Skills Evaluation Survey
8. Revisions to Board Code of Conduct
9. Board Minutes of Executive Sessions

#### Ongoing Activities:

1. Consideration of Requests from Certain Board Members to be Part of the Board Caucus on Subsequent Procedures Discussions
2. Discussion re Board Ad-Hoc Group on ccTLD Retirement Policy's Proposed Outline for Consideration of Future ccNSO Policy Development Recommendations

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<sup>1</sup> This report is intended to capture the activities of the BGC from 1 July 2022 to 31 December 2022. However, because the report was prepared in January 2023, a few activities that occurred in January 2023 are also captured in the report.

## Completed Activities

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Board Member as Liaisons to the Planning Prioritization and Planning Group	The BGC discussed a request from the Board Caucus on Budgeting and Prioritization Community Recommendations (BPCR) for two Board members to serve as primary and alternate liaisons on the Planning Prioritization Group (Group). The BGC Chair noted that BPCR members Avri Doria and Matthew Shears have volunteered for the positions. The BGC Chair stated that she will send out a call for expressions of interest to the full Board.	29 July 2022	Avri Doria and Matthew Shears have been selected as Liaisons to the BPCR.
2. Board Operational Priority 4.2.5 Deliverable	The BGC discussed Board Operational Priority (BOP) 4.2.5. The BGC also discussed whether BOP 4.2.5 belongs within the BGC or whether it would be more aligned with the scope and responsibilities of another Board Committee, such as the Organizational Effectiveness Committee or the Strategic Planning Committee. The BGC agreed that further discussion is needed with the full Board as to which Board Committee BOP 4.2.5 should reside and how to approach the deliverables it.	29 July 2022	BGC Chair updated the Board Chair on the conversation regarding Board Operational Priority 4.2.5. and the BGC's recommendation to continue the conversation at the full Board level.
3. Leadership and Membership Slate for the Board	The Committee reviewed the slating guidelines. The BGC noted that for Board and BGC leadership, the two-week self-nomination period will open three weeks before the first day of the September Board workshop. The Committee also discussed the leadership and membership slates for the Board, Board Committees, Working Groups, Caucuses, and Block Leads. The BGC approved a recommendation to the Board to approve the proposed Board leadership and Committee leadership and membership slate.	18 September 2022	The BGC recommended that the Board approve the proposed Board leadership and Committee leadership and membership slate, which the Board approved on 22 September 2022 ( <i>See Resolutions <a href="#">2022.09.22.32 – 2022.09.22.34</a></i> ).
4. Board Liaison Position to GNSO Group on Closed Generics	The BGC approved the selection of Patricio Poblete and Alan Barrett as the primary and alternate liaisons, respectively, to the GNSO Group on Closed Generics.	9 December 2022	The BGC approved the selection of Patricio Poblete and Alan Barrett as the primary and alternate liaisons, respectively,

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			to the GNSO Group on Closed Generics.
5. Board Skillsets Guidelines to the Nominating Committee (NomCom)	The Committee reviewed the draft Board Skillsets Guidance to the NomCom letter (Skillsets Guidance). The Committee noted that the Skillsets Guidance should include a quantification of the required time commitment. The BGC also discussed whether to update the section on continuity. The BGC approved moving forward with the document, which was provided to the Board for input before the Skillsets Guidance is transmitted to the NomCom.	19 December 2022	Following input from full Board, the Guidance was transmitted to the NomCom Chair on <a href="#">22 December 2022</a> .
6. Board Members' Conflict of Interest Disclosure Statements	The BGC reviewed the Summary of Board members' Conflicts of Interest (COI) Disclosure statements (Summary), which will be published as part of a summary org interests on the ICANN website once finalized. The BGC discussed revisions to the Summary to be made before circulating it to the full Board for review. The Committee also discussed that once completed, the BGC will be asked to review the COI disclosure form from the incoming Governmental Advisory Committee (GAC) Liaison to the Board, preferably before that Liaison is seated.	19 December 2022	An updated summary was published on <a href="#">31 January 2023</a> .
7. Board Skills Evaluation Survey	The BGC discussed the results for the 2022 Board Self Evaluation Survey. In particular, the Committee discussed the reported results of the phone interviews, especially the constructive comments received. The Committee noted that the Board received the highest overall score since the survey was started. The Committee noted that the results of survey will be presented to the full Board at the Board workshop in January 2023. The BGC discussed focusing on some key questions and issues from the survey results for the presentation to the full Board.	19 December 2022	The BGC Chair plans to present the results of the Survey to the full Board during the January 2023 Board Workshop, time permitting.
8. Revisions to Board Code of Conduct	The Committee reviewed the updated draft revisions to the Board Code of Conduct, which reflects the Committee's comments at its 27 October 2022 meeting. The BGC agreed that the updated draft sufficiently clarifies the circumstances and timing in which Board members should notify the Board Chair	19 December 2022	The Board approved the revised Code of Conduct on 21 January 2023. (See <a href="#">Resolution 2021.01.21.04</a> )

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	when they speak publicly on a matter related to ICANN activities. Following discussion, the Committee approved a recommendation to the Board to approve the revised Board Code of Conduct.		
9. Board Minutes of Executive Sessions	The BGC discussed the proposed enhancement to the reporting of the discussions during Executive Sessions of Board meetings. The BGC noted that the Committee members have reviewed the examples and agreed that proposal enhancements make sense. The BGC also noted that this action is part of the Board's continuous improvements of its transparency requirements.	19 December 2022	Method of reporting of minutes will be modified as discussed.

### Ongoing Activities

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Consideration of Certain Board Member's Requests to be part of the Board Caucus on Subsequent Procedures Discussions	The BGC to consider requests from some Board members to be allowed to be part of the Board Caucus on Subsequent Procedures discussions. The Committee requested briefing on this issue for consideration at an upcoming BGC meeting.	TBD	TBD
2. Discussion re Board Ad-Hoc Group on ccTLD Retirement Policy's Proposed Outline for Consideration of Future ccNSO Policy Development Recommendations	On 19 December 2022, the BGC acknowledged receipt of the Board Ad-Hoc Group on ccTLD Retirement Policy's proposed outline for consideration of future ccNSO policy development recommendations. The BGC noted that the proposal will be considered at an upcoming BGC meeting.	TBD	TBD