

Board Governance Committee (BGC) Activities Report

1 July 2023 – 31 December 2023¹

Summary:

Completed Activities:

1. Board Member Conflicts of Interest and Next Round New gTLD Program
2. PTI Bylaws Amendment
3. Nominating Committee (NomCom) Leadership Selection
4. Meeting Minutes
5. Establishment of Ombuds Search Committee
6. Leadership and Membership Slate for the Board
7. Board ccPDP3 Review Mechanisms Caucus Charter
8. Proposed Revisions to Standard Provision of Committee Charters
9. Proposed Revisions to Charters for the Board Accountability Mechanisms Committee (BAMC), BGC, and Organizational Effectiveness Committee (OEC)
10. Status Update of BGC Questionnaire Action Item
11. Charter of Board Caucus on New gTLD Program: Next Round
12. Selection of BGC Chair Alternate
13. Summary of Board Members' Conflict of Interest Disclosure Statements

In-Progress Activities:

1. Proposed Revisions to Board Technical Committee (BTC) Charter
2. Delegation of Authority (DoA) Guidelines
3. Board Member Training
4. Board Working Group on Internet Governance
5. Summary of Board Members' Conflict of Interest Disclosure Statements

¹ This report is intended to capture the activities of the BGC from 1 July 2023 to 31 December 2023. However, because the report was prepared in February 2024, a few activities that occurred in January 2024 are also captured in the report.

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
	feedback received, ICANN determined that no changes to the proposed revisions that were published for public comment are required. The Committee agreed with the approach presented.		
3. Nominating Committee (NomCom) Leadership Selection	The Committee continued its review of the 2024 NomCom Leadership candidates. Edmon Chung and Danko Jevtović recused themselves from the selection process out of an abundance of caution to avoid any perception of a conflict of interest. Following discussion, the BGC identified candidates for the 2024 NomCom Chair and Chair-Elect to recommend to the Board for approval.	29 August 2023	The BGC recommended that the Board approve BGC identified candidates for the 2024 NomCom Chair and NomCom Chair-Elect, which the Board approved on 10 September 2023 (see Resolutions 2023.09.10.25 – 2023.09.10.26).
4. Meeting Minutes	The Committee discussed the process for approving minutes online that is in line with the Bylaws and the laws of the State of California. Following discussion, the BGC agreed that the current approval process should continue.	29 August 2023	The BGC agreed that the current approval process should continue.
5. Establishment of Ombuds Search Committee	The Committee discussed establishing a temporary Ombuds Search Committee to help facilitate the search for the next ICANN Ombuds. The Committee also discussed the Ombuds Framework, timeline, search criteria, processes, and the composition of search committee members.	29 August 2023	The BGC approved a recommendation that the Board establish the Ombuds Search Committee with the recommended membership and leadership, which the Board approved on 10 September 2023 (see Resolution 2023.09.10.13).
6. Leadership and Membership Slate for the Board	The Committee Chair noted that the Skills Matrix Survey results for the Board members have been received, which will be used to inform the slating process. The Committee discussed the leadership and membership slates for the Board, Board Committees, Working Groups, Caucuses, and other Board groups. The BGC noted that the next step in the slating process is to share the slate with the full Board for input. The BGC also discussed and agreed to recommend that the Board approve sunsetting the	29 August 2023 5 September 2023 10 September 2023 21 September 2023	The BGC recommended that the Board approve the proposed Board leadership and Committee leadership and membership slate, which the Board approved on 26 October 2023 (see Resolutions

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	Board Internet Governance Working Group as the work will be undertaken by the full Board.		2023.10.26.38 – 2023.10.26.40).
7. Board ccPDP3 Review Mechanisms Caucus Charter	The Committee considered and approved the charter for the ccPDP3 Review Mechanism Caucus.	29 August 2023	The BGC approved the proposed charter for the ccPDP3 Review Mechanism Caucus
8. Proposed Revisions to Standard Provision of Committee Charters	The Committee discussed a recommendation to the Board to approve proposed revisions to certain standard provisions in Board Committees’ charters to align the charters with current practices. Specifically, the BGC recommended that the Board approve updates to the provisions on voting and quorum, records of proceedings, succession plan, and committee review.	21 September 2023	The BGC approved a recommendation that the Board approve the proposed revisions to standard provisions of Committee charters, which the Board approved on 26 October 2023 (see Resolutions 2023.10.26.02 – 2023.10.26.03).
9. Proposed Revisions to Charters for BAMC, BGC, and OEC	The Committee considered and recommended that the Board approve revisions to the BAMC, BGC, and OEC Charters. The changes include: (i) incorporating into the Board Accountability Mechanisms Committee charter a reference to receiving reports on the status of outstanding accountability mechanisms and litigation that involves ICANN or is of interest to ICANN; (ii) incorporating into the BGC charter a reference to other Board groups; and (iii) adding a reference in the Organizational Effectiveness Committee charter to the oversight of the Generic Names Supporting Organization Stakeholder Groups/Constituencies Charter amendment processes.	25 July 2023 26 October 2023	The BGC approved a recommendation that the Board approve the revised charters, which the Board approved on 26 October 2023 (see Resolution 2023.10.23.02).
10. Status Update of BGC Questionnaire Action Item	The Committee received a status update on the BGC questionnaire action items. From a total of 41 action items 27 action items have been completed with 14 items in progress. The majority of the remaining items are expected to be completed by the end of the 2023 calendar year.	21 September 2023	The majority of the remaining items have been completed by the end of the 2023 calendar year.

Item	Description of BGC Activity	BGC Completion Date	Accomplishments/Outcome
11. Charter of Board Caucus on New gTLD Program: Next Round	The Committee discussed the proposed charter of the Next Round Board Caucus. The Committee reviewed and discussed the scope and responsibilities of the Caucus and agreed on moving away from the term “SubPro” and agreed on using “Next Round” to ensure uniformity. The Committee suggested including a reference to making recommendation to the full ICANN Board on GNSO policy recommendation in the scope and responsibilities. The Committee asked ICANN org to update the proposed charter to reflect the BGC’s input for consideration by the Next Round Board Caucus.	21 November 2023	ICANN org to revise the proposed charter to address the Committee’s feedback and present the proposed revisions to the Next Round Board Caucus for consideration.
12. Selection of BGC Chair Alternate	The Chair identified, and the Committee agreed, Danko Jevtović to serve as the BGC Chair alternate in the event that the Chair is unavailable for a meeting, or recuses herself from presiding over a matter, or is otherwise unavailable to fulfill her role as Chair.	21 November 2023	The BGC noted that Danko Jevtović shall serve as the BGC Chair alternate in the event that the Chair is unavailable for a meeting, recuses herself from presiding over a matter, or is otherwise unavailable to fulfill her role as Chair.
13. Summary of Board Members’ Conflict of Interest Disclosure Statements	The Committee reviewed the Summary of Board members’ Conflicts of Interest Disclosure Statements (Summary), which will be published as part of a summary of interests on the ICANN website once finalized. Following full Board review of the Summary, the document was published on ICANN’s website at https://www.icann.org/en/system/files/files/summary-soi-25jan24-en.pdf .	25 January 2024	The Committee discussed revisions to the Summary and asked ICANN org to update the document to reflect the Committee’s discussion before circulating it to the full Board for review. Following full Board review of the Summary, the document was published on ICANN’s website at https://www.icann.org/en/system/files/files/summary-soi-25jan24-en.pdf .

In Progress Activities

Item	Description of BGC Activity	Target Completion Date	Status
1. Proposed Revisions to Board Technical Committee (BTC) Charter	<p>The Committee discussed the BTC’s proposed revisions to its charter to allow non-voting Board liaisons to become voting members of the BTC. The BGC noted that role of Board liaisons and the scope of their authority is defined by the Bylaws, and that pursuant to Article 7, Sections 7.1 and 7.9(d), Board liaisons are not included “in establishing the validity of votes taken by the Board.” The BGC further noted that Board liaisons are “entitled to attend meetings, participate in discussions and deliberations, and have access (under the conditions established by the Board) to materials provided to Directors for use in Board discussions, deliberations and meetings” in accordance with Section 7.9(d) of the Bylaws. The BGC provided its feedback and proposed revisions to the BTC charter for the BTC’s consideration. The Committee discussed the role of Board Liaisons on Board Committees, and included language in the updated standard provisions of all committee charters to recognize the value that Liaisons bring to the committees on which they serve.</p>	TBD	BTC to consider the BGC’s feedback and proposed revisions to the BTC charter.
2. Delegation of Authority (DoA) Guidelines	<p>The Committee continued the discussion of whether the Delegation of Authority Guidelines (Guidelines) that was adopted by the Board in 2017 needs to be updated to reflect current practices. The Committee reviewed the feedback from Committee members to various sections in the Guidelines. In early January 2024, the Committee recommended a proposed revised Guidelines for the Board’s consideration. Following Board feedback, the Committee will continue its discussion of the matter at a future meeting taking into consideration feedback from the Board.</p>	TBD	In progress.
3. Board Member Training	<p>The Committee reviewed the current Board Member training plan and whether the plan needs to be updated to reflect current</p>	TBD	In progress

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	<p>practices. The Committee discussed updating the plan to include more flexibility for how Board members can use their annual training budgets, such as allowing the Board members to carry over unused budget to the following fiscal year. The Committee also discussed encapsulating into the updated training plan the current practice of limiting the use of training funds to the first six months of the last year for term ending Board members. The Committee requested information on how training funds have been used by Board members in prior years and whether any training opportunities have been missed because there were insufficient funds in the training budget. The Committee agreed to continue its discussion at a future meeting.</p> <p>The Committee continued its review of the current Board Member training plan and whether the plan needs to be updated to reflect current practices. ICANN org provided information on how the training funds have been used by Board members in prior years. The Committee discussed the impact of inflation on training costs, the need for flexibility, and the need to improve communication. The Committee agreed to continue its discussion at a future meeting.</p>		
4. Board Working Group on Internet Governance	The Committee continued its discussion on whether the Board Internet Governance Working Group (BWGIG) should continue as a Working Group or if it should be wound up as the Board has been and will continue to undertake the responsibilities of the BWGIG. The Committee discussed the potential impact on winding up the Working Group and folding the work into the full Board, emphasizing the need for a structured approach, cadence, and processes into the topic so that the work related to Internet governance continue to be prioritized.	TBD	In progress