

Organizational Effectiveness Committee Charter | As approved by the ICANN Board of Directors on 26 October 2023

I. Purpose

- A. The Organizational Effectiveness Committee ("OEC" or "Committee") of the ICANN Board is responsible for the following areas related to Organizational and Specific Reviews:
 - 1. The review and oversight of all periodic reviews mandated by Article 4, Section 4.4 of ICANN's Bylaws or any replacement or revisions to that Section of the Bylaws (Organizational Reviews), which are aimed at enhancing ICANN's overall effectiveness, and achieving specific organizational objectives, structural relevance and effectiveness.
 - 2. The review and oversight of all Specific Reviews mandated by Section 4.6 of ICANN Bylaws or any replacement or revisions to that section of the Bylaws, which are aimed at reviewing ICANN's execution of commitments relating to: Accountability and Transparency; Security, Stability and Resiliency; Competition, Consumer Trust and Consumer Choice; and Registration Directory Service.
 - 3. The review and oversight of policies, processes, and procedures relating to the Organizational and Specific Reviews.
 - 4. The development and maintenance of a Review Framework for Organizational and Specific Reviews, which is subject to Board approval that encapsulates the policies, processes and procedures applicable to the conduct of the Organizational and Specific Reviews.
- B. The OEC shall use the Organizational and Specific Reviews to help assess whether ICANN has made progress in achieving key organizational objectives and commitments and whether its organizational structure is effective and relevant to its mission. The OEC shall issue recommendations towards enhancing ICANN's overall organizational effectiveness.
- C. The OEC is responsible for the review and oversight of the Periodic and Special IANA Naming Function Reviews (IFRs) mandated by Article 18 of ICANN Bylaws or any replacement or revisions to that article of the Bylaws, which are aimed at reviewing PTI's performance under the IANA Naming Function Contract.

- D. The OEC is responsible for the review and oversight of the Generic Names Supporting Organization (GNSO) Stakeholder Groups/Constituencies (SG/Cs) Charter amendment process.

II. Scope of Responsibilities

The following activities are set forth as a guide for fulfilling the OEC's responsibilities. The OEC is authorized to carry out these activities and other actions reasonably related to the OEC 's purposes or as assigned by the Board from time to time:

- A. Review, and recommend changes as warranted to streamline and standardize, where possible, ICANN's policies, processes and procedures governing the Organizational and Specific Reviews.
- B. Oversee the conduct of the Organizational and Specific Reviews as described in the Review Framework.
- C. Oversee work of the independent consulting firm/s engaged for the Organizational Reviews, including the quality and content of the independent consulting firm's work product and all necessary follow-up.
- D. Regularly report to the full Board with respect to the Committee's activities.
- E. Oversee the conduct of the IFRs as described in the ICANN Bylaws.
- F. Oversee the implementation of review recommendations resulting from the Organizational, Specific and IFR Reviews and regularly report to the full Board on the implementation status.
- G. When appropriate, identify for the ICANN Board Governance Committee the need for a Board Caucus Group to support the OEC and the Board in furthering substantive discussions and Board input on matters within the OEC's purview.

III. Relationships with Other ICANN Structures

There shall be a designated ICANN staff member responsible for support of all functions of the Committee. In carrying out its responsibilities, the Committee shall consult with all relevant and affected parties regarding all pertinent aspects of the Reviews specified herein.

IV. Composition

The Committee shall be comprised of at least three but not more than seven Board members, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. The voting Directors

on the Committee shall be the voting members of the Committee, and the majority of the Committee members must be voting Directors. The members of the Committee shall serve at the discretion of the Board.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the members of the Committee by majority vote of the full Committee membership.

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee may seek approval and budget from the Board for the appointment of consultants and advisers to assist in its work as deemed necessary, and such appointees may attend the relevant parts of the Committee meetings.

V. Meetings

A. Regularly Scheduled Meetings

The Committee shall meet at least three times per year, or more frequently as it deems necessary to carry out its responsibilities. The schedule of these meetings will be established at the beginning of the calendar year. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Regularly scheduled meetings shall be noticed at least one week in advance, unless impracticable, in which case the notice shall be as soon as practicable.

B. Special/Extraordinary Meetings

Special/extraordinary meetings may be called upon no less than forty-eight (48) hours' notice by either (i) the Chair of the Committee or (ii) any two members of the Committee acting together. The purpose of the meeting must be included with the call for the meeting.

C. Action Without a Meeting.

1. Making a Motion:

The Committee may take an action without a meeting for an individual item by using electronic means such as email. An action without a meeting shall only be taken if a motion is proposed by a member of the Committee and seconded by another voting member of the Committee. All voting members of the Committee must vote electronically and in favor of the motion for it to be considered approved. The members proposing and seconding the motion will be assumed to have voted in the affirmative. The action without a meeting and its results will be noted in the next regularly

scheduled Committee meeting and will be included in the minutes of that meeting.

2. Timing:

- a. Any motion for an action without a meeting must be seconded by another Committee member within 48 hours of its proposal.
- b. The period of voting on any motion for an action without a meeting will be seven days unless the Chair changes that time period. However, the period must be a minimum of two days and a maximum of seven days.

VI. Voting and Quorum

A majority of the voting members of the Committee shall constitute a quorum. Voting on Committee matters shall be on a one vote per voting member basis. When a quorum is present, the vote of a majority of the voting Committee members present shall constitute the action or decision of the Committee. While only Directors can vote or constitute a quorum, the non-voting Board Liaisons on the Committee play an important role and their contributions and views on proposed motions are essential for informed decision-making.

VII. Records of Proceedings

A preliminary report with respect to actions taken at each meeting (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members within seven working days, to the extent feasible and appropriate, and meeting minutes shall be posted promptly following approval by the Committee.

A report of the activities of the Committee shall be prepared and published semiannually.

VIII. Committee Chair Alternate

The Committee Chair shall designate a Committee member to serve as an alternate for the Chair in the event that the Chair is unavailable for a meeting, or recuses themselves from presiding over a matter, or is otherwise unavailable to fulfill their role as Chair.

IX. Review

The Board Organizational Effectiveness Committee shall conduct a self-evaluation of its activities on an annual basis and may recommend to the Board Governance Committee changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed

appropriate. The performance of the Committee shall be reviewed annually and informally by the Board Governance Committee. The Board Governance Committee shall recommend to the full Board changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. Performance of the Committee may also be reviewed as part of any independent review of the Board and its Committees.