

## **Rod Rasmussen**

Rod Rasmussen is a retired cybersecurity leader, who occasionally performs short-term consulting and research work in cybersecurity. This includes volunteer work for the Anti-Phishing Working Group (APWG) and other industry organizations.

Prior to retirement, Rasmussen co-founded IID and was the company's lead technology development executive. IID was purchased by Infoblox in 2016, and Rasmussen retired in early 2017. He is widely recognized as a leading expert on the abuse of the domain name system by criminals. Rasmussen is co-chair of the Anti-Phishing Working Group's (APWG) Internet Policy Committee and serves as the APWG Industry Liaison, representing and speaking on behalf of the organization at events around the world. Rasmussen is a member of the Online Trust Alliance's (OTA) Steering Committee. He is a member of the FCC's Communications Security, Reliability and Interoperability Council (FCC CSRIC). Rasmussen is also an active participant in the Messaging Malware Mobile Anti-Abuse Working Group (M3AAWG), and has served as IID's Forum of Incident Response and Security Teams (FIRST) representative. He is a regular participant in DNS-OARC meetings, the worldwide organization for major DNS operators, registries and interested parties, and in ICANN's series of DNS Security, Stability, and Resiliency Symposiums. Rasmussen earned an MBA from the Haas School of Business at UC-Berkeley and holds two bachelor's degrees, in Economics and Computer Science, from the University of Rochester. He has worked in both government (the Congressional Budget Office) and various computer communications and networking companies throughout his career.

## STRATEGIC TECHNOLOGY ADVISOR

- **Internet Governance** – 20 years' experience in formulating and establishing Internet Governance policies and partnerships with Internet Governance organizations, private industry and national, international law enforcement agencies.
- **Project Manager** – Trusted law enforcement leader and skilled negotiator with proven track record of global projects involving key cyber security policies and protocols.
- **Innovation** – Assessed technological developments and their impacts on national security threats and criminal investigations, and created innovative and highly-recognized international strategic program.
- **Communication Skills** – Drafted and presented numerous reports, policies and case studies to small and large groups including executive management, private industry and national and international public organizations.
- **Strategic Leadership** – Proactively advanced strategic plans and goals, executed operational objectives, and implemented program/investigative initiatives in multi-national environments.

## CAREER HISTORY & EXECUTIVE PERFORMANCE

### AMAZON (2017-present)

#### Amazon Web Services (AWS)

##### AWS Security

- Lead internal inquires and insider across all of AWS Security domestic and international offices. Draft findings, recommendations and policies.
- Work with AWS business owners to develop and define enterprise protection solutions.
- Regular consultation and communication with executive management on project status, risks, and mitigation.
- Cross-team coordination, performance management,

### FEDERAL BUREAU OF INVESTIGATION (FBI) (1997-2017)

#### Science and Technology Branch (2004-2017)

##### Internet Governance

- Architect of FBI's internet governance program that developed universal security standards and policies having a global impact on the mitigation and attribution of cybercrime.
- Founding member of the Internet Corporation for Assigned Names and Numbers (ICANN) Governmental Advisory Committee (GAC) Public Safety Working Group (PSWG).
- Drafted and advanced the ICANN Law Enforcement Due Diligence Recommendations that were incorporated into the ICANN 2013 Registrar Accreditation Agreement and the GAC new gTLD Safeguards incorporated into new gTLD Registry Agreement, Specification 11, and many other PSWG communications to ensure the safety and security of the internet.
- Conducted outreach as a member of the GAC PSWG to ICANN's Generic Names Supporting Name Organization (including Registries Stakeholders Group and Registrars Stakeholders Group), Country Code Names Supporting Name Organization, Address Supporting Organization, and the Security and Stability Advisory Committee.
- Collaborated with ICANN's Chief Technology Officer and Security, Stability and Resiliency team to develop mechanisms for ICANN to address GAC PSWG Safeguards, per 2013 GAC Beijing Communique, including abuses such as pharming, phishing, malware, botnets and spam in a manner consistent with ICANN's mission, remit and policies.
- Engaged consistently with ICANN Global Domains Division, specifically working with the managers of the Registrar and Registry Services departments for over 10 years.
- Facilitated many GAC PSWG resolutions aimed at combatting criminal and abusive activity on the Domain Name System (DNS) on behalf of public safety agencies, including law enforcement and consumer protection, through coordination with a multitude of governmental organizations, including U.S. Federal Trade Commission, Federal Drug Administration, Drug

Enforcement Administration, Interpol, Europol, European Commission, and more than 20 other national, regional and international agencies, and private organizations such as the National Association of Boards of Pharmacy and Legit Script.

- Assisted in major cybercrime investigations by initiating threat mitigation techniques, providing investigative data analysis, and coordinating extensive liaison with domestic and international law enforcement, private industry and cyber governance organizations.
- Led team of six engineers in creating automated analysis tool enabling cyber agents to expedite investigations through rapid resolution of unique internet identifiers. Development required negotiating multi-million dollar contracts with several leading technology companies.
- Sole strategic advisor to the White House on the implications to law enforcement of the 2016 U.S. Government internet transition.
- Achieved long-term and significant global crime and abuse prevention rules and procedures by leading coalition of over 200 international and domestic law enforcement and public safety officials dedicated to reducing crime and abuse on the internet.
- Briefed key Congressional staffers on FBI efforts related to cyber governance and cybersecurity mitigation.
- Prepared technical analysis, case studies, presentations, and briefing books for senior government officials including the FBI Director, FBI senior executive management and private sector C-Suite executives.

#### **Technology Liaison**

- Collaborated with Fortune 500 technology companies to exchange data on product design and digital forensic methods. Cooperative efforts led to improved FBI forensics, greater technology efficiencies and substantial cost savings.
- Coordinated implementation and distribution of FBI analytical malware tool for FBI cyber investigators and 11 international police agencies.

#### **International Technology Law Enforcement Group**

- Appointed by FBI executive management to chair international law enforcement group to address data-at-rest and data-in-motion digital challenges affecting investigations. Efforts have resulted in improved international tool sharing, legal processes and communication to handle sophisticated global investigative challenges.
- Developed international private industry relationships to advance law enforcement technical initiatives.

#### **Incident Response – FBI’s Strategic Intelligence Operations Center**

- Developed crisis response plan for FBI division of over 6,000 personnel leading to effective crisis coordination, training, situational reporting and response.
- Created response team of 40 personnel across the FBI’s Science and Technology Branch enhancing the FBI’s ability to provide technical and forensic scientific support for all major counterterrorism and criminal incidents.
- Managed and provided legal guidance on numerous high-profile international and domestic crisis incidents by supervising the collection and preservation of highly-sensitive digital and forensic evidence in compliance with federal, state and international rules of evidence.

#### **USG IPV6 Task Force, Chair**

- Appointed by the White House Office of Management and Budget to chair the U.S. government’s Internet Protocol, version 6, (IPv6) Task Force to work with White House CIO to ensure adoption of IPv6 by 56 federal agencies.
- Coordinated IPv6 metrics, training, testing, and security to ensure U.S. federal agencies implement IPv6 resulting in the U.S. leading other national governments in IPv6 deployment.

#### **Washington Field Office, Cyber and Counterterrorism Investigations (1997-2004)**

- Conducted investigations to prevent, detect and prosecute criminal and national security cyber intrusions into critical infrastructure computer systems such as network attacks through root compromises, theft of information, data wiretaps, and denial of service attacks (DDoS).
- Achieved successful convictions on multiple computer intrusion investigations.
- Lead investigator on major cyber counterterrorism case pursuant to the Foreign Intelligence Surveillance Act (FISA).
- Awarded numerous bonuses and commendations for outstanding performance.

#### **U.S. Army, Judge Advocate General (JAG) Corps (1993- 2003) – Aberdeen Proving Group and Pentagon**

- **Trial Defense Attorney** – Served as defense counsel for population of 4,700 soldiers accused of crimes under the Uniform Code of Military Justice (UCMJ) through all stages of litigation.
- **Special Assistant U.S. Attorney** – Prosecuted over 2,100 cases in U.S. Magistrate Court.
- **Pentagon Legal Assistance Attorney** – Drafted over 100 will and estate documents for senior military officers.

## EDUCATION

**J.D. Law:** Fordham Law School, 1991

**B.A.:** Fordham College, 1986

# Board Committee and Leadership Selection Procedures

## Procedures

### BGC Tasks

Pursuant to its charter, the Board Governance Committee (BGC) takes on the task to present a slate for the election of the Chair and the Vice Chair of the Board and to recommend the composition and leadership of Board committees.

This includes establishing criteria for the Board Chair and Vice Chair and for Board committee membership and leadership, considering rotation of committee members, reviewing Board Directors and Board Liaisons (collectively "Board Members") qualifications and any potential conflicts with the organization's interests, assessing the contributions of current Board Members.

Among the criteria are matters such as integrity, effectiveness, decisiveness, common sense, insight, goal orientation, diligence, ability to collaborate, creativity, constructiveness, open-mindedness, ability to summarize vast amounts of data, ability to solve complex problems, communication skills, and leadership skills in the ICANN environment. So also is the capacity to give the time needed to work on the tasks assigned. Also to be considered is status within the term, i.e., new, in middle of term, about to complete term, in second term, in third term.

For the Board Chair and Vice Chair and committee chairs added to these criteria are: (i) ability to enunciate clearly the wishes of the Board/Committee after orderly debate; (ii) knowledge of the procedures governing the Board and willing to make judgments on issues regarding these procedures; and (iii) capacity and commitment to draw upon the wisdom of all Board Members to reach either a consensus or a majority of opinion on issues presented.

For all committee members, added to these criteria are: (i) knowledge of the issues before the committee; (ii) ability to speak clearly and concisely their opinion on these issues; (iii) ability to make contributions to debate based upon personal experience and wisdom using objective or subjective reasoning; (iv) consideration and respect for the ideas of other committee members; and (v) ability to visualize the outcomes and enunciate the consequences of proposed decisions and actions.

The task is to fit the people into the roles in a logical way that supports and serves as an incentive for good performance not only of the committee members

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and the committee chairs, but also of the members who would subsequently serve on these committees.

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Attention should be given to where overlap in membership among committees would be valuable. For example, having the Vice Chair of the Board serve on the BGC could be helpful. It would provide overlap of BGC and the Executive Committee. Other Executive Committee members might or might not also serve on another committee or even lead it.

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There may be other committees for which overlap with the BGC would be helpful such as the Finance Committee. But the greatest need is for people who have knowledge and an interest in the activities and responsibilities of each Board committee, and who are courageous, constructive, and diplomatic.

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Board Members shall be eligible to serve on Board committees except on that Board Liaisons shall not be eligible to serve on the Audit Committee and the Executive Committee. Board Liaisons that are selected for committees shall be non-voting members and shall not be counted for purposes of quorum. Board Members may be selected as Chair of a Board committee in accordance with the committee's charter.

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Normally a Director will not serve as Chair of more than one committee, but there might be exceptions in certain circumstances, provided that a three-quarters majority vote of the Board is obtained. The Chair of the Board shall be the Chair of the Executive Committee and Compensation Committee.

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As a general rule no Board Member should serve more than three consecutive terms in the same committee position without a three-quarters majority vote of the Board.

In constructing the slate of Nominees for Board approval, careful consideration will be given to ICANN's Mission, Commitments and Core Values, to tending to geographical, functional, and cultural diversity.

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### BGC Consultations

Members of the BGC will consult either by means of a questionnaire sent to Board Members or by discussions that the committee members will have privately with other Board Members, the President and CEO, and the Board Chair. The focus of these consultations is threefold: (i) Board Member skills and interests in relation to tasks of the various committees' roles and agendas for the coming year; (ii) Board Member credibility for leadership or membership in the committee areas or in leading the Board; and (iii) Board Member performance of the roles/duties assigned to date. This is an effort to align talent with tasks and to

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serve as an incentive for future good performance. A matrix can help to map what is needed with what is available.

For the positions of Board Chair, and Vice Chair, members of the BGC will also consult with the proposed individuals to ascertain willingness to serve along with some conversation about any concerns that might have been raised about their past performing in these or other roles, i.e., if there have been shortcomings as well as excellent performance, the BGC will identify these and ask whether the individual felt there could be improvements either in his/her own performance or in the structuring of tasks or support from the ICANN organization to overcome the matters at issue.

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For the positions of Chairs of the Board committees, the BGC should look into past performance in these or relevant other roles, leadership capability, skills/knowledge base, credibility of leadership in the substantive areas of the role. The BGC members will explore with the proposed chairs about their willingness to serve, and their ideas for committee composition, but the determination of the committee membership slates will be the judgment of the BGC.

### BGC Process

After these consultations, the BGC will discuss the results and develop a proposed slate for Board Chair, Board Vice Chair, committee chairs, and committee members. [To help inform the BGC's proposal as it relates to the Board Chair and Vice Chair, the Board will follow the "Board Governance Committee Practice for Board Engagement in Developing Slate for Board Leadership."](#) (See <https://www.icann.org/en/system/files/files/informing-leadership-slate-practice-10nov13-en.pdf>.)

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Once the proposed slate is ready, the whole package will be presented to the full Board for discussion (in private) and approval (in public). This is not a rubber stamp act: some conversation is expected; but since all concerned will have been consulted early in the process, there should be an easy path to consensus on the whole slate.

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This process will take place in advance of the Annual Organizational Meeting. Consultations could start two to three months in advance, sometime in the third calendar quarter. The process will not conclude until after the next set of new Board Members has been selected. The final balancing and alignment of talent and tasks could be done in the month(s) leading up to the Annual Meeting, ready for documentation and presentation for Board consideration at the Annual Organizational Meeting of the Board.

This process will have three outcomes: (i) the slate for the Board structure for the next year; (ii) better understanding among Board Members of the Board structure and roles in it; and (iii) a part of the Board self-assessment will have been accomplished. The three need to go hand in hand, but the last item is larger in scope than just the preparation for selection of leadership and committee structure and will require additional effort.

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**REFERENCE MATERIALS – BOARD PAPER NO. 2017.11.02.1f**

**TITLE:** **Revised Board Committee and Leadership Selection Procedures**

**EXECUTIVE SUMMARY:**

The Board is being asked to consider the BGC’s recommendation to adopt the proposed revision to the Board Committee and Leadership Selection Procedures document to align with current selection practices.

**DOCUMENTS/RELEVANT LINKS**

The following attachments are relevant to the Board’s consideration of aforementioned matters.

Attachment A is the proposed revised Board Committee and Leadership Selection Procedures document.

Submitted By: Amy A. Stathos, Deputy General Counsel  
Date Noted: 13 October 2017  
Email: amy.stathos@icann.org

**ICANN BOARD PAPER NO. 2017.11.02.1g**

**TITLE:** Revisions to Board Committee Charters as Part of Process to Standardize Committee Charters

**PROPOSED ACTION:** For Board Consideration and Approval

**EXECUTIVE SUMMARY:**

As part of its responsibilities, the Board Governance Committee (BGC) is tasked with "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." ([BGC Charter, § II.C.2.](#))

Accordingly, the Board is being asked to review and adopt the BGC's recommendations set forth below.

**BOARD GOVERNANCE COMMITTEE RECOMMENDATIONS:**

The BGC recommends that the Board approve amendments to the charters of the following Board Committees: Audit Committee (attached as Attachment A to the Reference Materials), Compensation Committee (attached as Attachment B to the Reference Materials), Executive Committee (attached as Attachment C to the Reference Materials), Finance Committee (attached as Attachment D to the Reference Materials), Governance Committee (attached as Attachment E to the Reference Materials), Organizational Effectiveness Committee (attached as Attachment F to the Reference Materials), and Risk Committee (attached as Attachment G to the Reference Materials).

**PROPOSED RESOLUTION:**

Whereas, the Board Governance Committee (BGC) is tasked with "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." ([BGC Charter, § II.C.2.](#))

Whereas, the BGC has recommended that Board approve revisions to various sections of the charters of the Audit Committee, the Compensation Committee, the Executive

Committee, the Finance Committee, the Governance Committee, the Organizational Effectiveness Committee and Risk Committee.

Resolved (2017.11.02.xx), the Board hereby adopts the revised Charter of the Board Audit Committee.

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Resolved (2017.11.02.xx), the Board hereby adopts the revised Charter of the Board Compensation Committee.

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Resolved (2017.11.02.xx), the Board hereby adopts the revised Charter of the Board Executive Committee.

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Resolved (2017.11.02.xx), the Board hereby adopts the revised Charter of the Board Finance Committee.

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Resolved (2017.11.02.xx), the Board hereby adopts the revised Charter of the Board Governance Committee.

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Resolved (2017.11.02.xx), the Board hereby adopts the revised Charter of the Board Organizational Effectiveness Committee.

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Resolved (2017.11.02.xx), the Board hereby adopts the revised Charter of the Board Risk Committee.

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#### PROPOSED RATIONALE:

The Board is addressing this matter to ensure committee charters are up-to-date and reflect the most current needs of the organization, in accordance with governance requirements and best practices.

As part of its responsibilities, the BGC is tasked with "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." ([BGC Charter, § II.C.2.](#)) In this role, the BGC recommended, and the Board agrees, that Board approve revisions to the Committee charters of the as part of the process of standardizing certain provisions of Board Committee charters.

The BGC further recommended, and the Board agrees, that the Board approve revisions to the Purpose and Responsibilities sections of the Board Risk Committee (BRC) charter to clarify the BRC's role as the committee responsible for the assessment and oversight of policies implemented by ICANN designed to manage ICANN's risk profile.

The BGC further recommended, and the Board agrees, that the Board approve the proposed amendment to the Scope of Responsibilities sections of the BGC charter to further clarify its role in coordinating Board priorities and their associated deliverables, and monitors progress against the set priorities.

This action is consistent with ICANN's Mission and is in the public interest as it is important to ensure that the Board has the necessary Committees, properly tasked with responsibilities, to ensure oversight over the ICANN organization, as the Board deems appropriate. There will be no direct fiscal impact or adverse ramifications on ICANN's strategic and operating plans from the proposed changes to the charters.

There are no security, stability or resiliency issues relating to the DNS as the result of this action.

This decision is an Organizational Administrative Function that does not require public comment.

Submitted By: Amy A. Stathos  
Date: 13 December 2017  
Email: amy.stathos@icann.org

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# Audit Committee Charter I As Approved by the Board of Directors on [insert date]

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## I. Purpose

The Audit Committee ("Committee") of the Board of Directors ("Board") of ICANN is responsible for:

- A. Recommending the selection of independent auditors to the Board;
- B. Receiving and reviewing status reports from independent auditors as required and recommended.
- C. Receiving, reviewing and forwarding to the Board the annual financial report of ICANN's operations and financial position, the related footnotes, and the accompanying independent auditors' report.
- D. Overseeing ICANN's internal financial and accounting controls and procedures, which are designed to promote compliance with accounting standards, and applicable laws and regulations.

## II. Scope of Responsibilities

- A. Recommending the selection of independent auditors to the Board.
  1. The Committee will recommend to the Board of Directors the selection of ICANN's independent auditors and the annual fees to be paid for services rendered by the independent auditors.
  2. The Committee will review the proposed audit plan(s) developed the independent auditors.
  3. The Committee will periodically review the performance, qualifications and independence of the independent auditors, and recommend to the Board any proposed retention or discharge of the independent auditors.
- B. Receiving and reviewing status reports from independent auditors as required and recommended.

- C. Receiving, reviewing and forwarding to the Board the annual financial report of the independent auditors.
  - 1. The Committee will review ICANN's annual financial statements and reports as required by law and ICANN's Bylaws.
  - 2. The Committee will review and discuss the required communication from the independent auditor in relationship to the reliance on internal controls and the comments on those internal controls, if any.
  - 3. The Committee will forward to the Board and recommend acceptance of ICANN's audited annual financial statements and reports and the annual financial management letter of the independent auditors, including Committee comments, if any.
  
- D. Overseeing ICANN's internal financial and accounting controls and procedures designed to promote compliance with accounting standards, and applicable laws and regulations.
  - 1. The Committee will periodically review ICANN's system of internal financial and accounting controls, including its financial risk assessment and financial risk management policies, including any relevant insurance coverage, and make recommendations for changes, if any.
  - 2. The Committee will monitor the performance of ICANN's accounting and financial reporting process, internal financial controls and financial audits.
  - 3. The Committee will oversee ICANN's compliance with generally accepted accounting principles for nonprofit organizations, and with any legal or regulatory requirements related to: (i) ICANN's accounting and financial management systems; and (ii) ICANN's financial reports.
  - 4. The Committee will oversee investigations resulting from reports of questionable accounting or financial matters or financially-related fraud concerns, including receiving management reports about calls

made to the anonymous reporting hotline pursuant to the ICANN whistleblower policy, as those calls relate to the reporting of concerns as enumerated above.

In addition, the Committee may perform other duties or responsibilities, if any delegated to the Committee by the Board from time to time.

### III. Composition

The Committee shall be comprised of at least three but not more than seven voting Board members, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. All Committee members must be voting Directors. The Committee may be comprised of members who serve on the Finance Committee but members who serve on the Finance Committee shall not comprise 50 percent or more of the Audit Committee. The Committee members shall not include the President and Chief Executive Officer of ICANN organization. The members of the Committee shall serve at the discretion of the Board.

The Committee shall have access to financial expertise, preferably through the inclusion on the Committee of at least one voting Director with the requisite level of financial expertise as deemed acceptable by the Board.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the voting members of the Committee by majority vote of the full Committee membership. The Committee Chair may not be a member of the Finance Committee.

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.

### IV. Meetings

#### A. Regularly Scheduled Meetings

The Committee shall meet at least four times per year, or more frequently as it deems necessary to carry out its responsibilities.

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The Committee's meetings may be held by telephone and/or other remote meeting technologies. 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, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

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 (7) days unless the Chair changes that time period. However, the period must be a minimum of two (2) days and a maximum of seven (7) days.

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**V. 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 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.

#### **VI. Records of Proceedings**

A preliminary report with respect to actions taken at each meeting (telephonic or in-person) of the Committee, shall be recorded and distributed to committee members within two working days, 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.](#)

#### **VII. Succession Plan**

[The Audit Committee shall maintain a succession plan for the Committee which includes identifying the experience, competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.](#)

#### **VIII. Review**

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 shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.

The Committee shall also conduct a separate self-evaluation of its performance and produce a report to the Board Governance Committee regarding any suggestions for changes to this Charter as identified through the self-evaluation process.

# Charter of the Compensation Committee of the Board

## I. Purpose

The Compensation Committee of the Board of Directors ("Board") of ICANN is responsible for:

- A. Assisting and advising the Board with regard to its responsibility for the oversight of the corporation's compensation framework, particularly the study and evaluation of appropriate compensation mechanisms and criteria;
- B. Recommending for approval by the full Board appropriate compensation levels and arrangements for officers of the corporation appointed in accordance with the Bylaws;
- C. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance-based compensation levels for the President and Chief Executive Officer (CEO);
- D. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance-based compensation levels for the Ombudsman; and
- E. Performing any other duties or responsibilities delegated to the Committee by the Board from time to time.

## II. Scope of Responsibilities

- A. Assisting and advising the Board with regard to its responsibility for the oversight of the corporation's compensation framework, particularly the study and evaluation of appropriate compensation mechanisms and criteria.
  - 1. The Committee will seek advisement and counsel from professionals with expertise in compensation arrangements for U.S.-based nonprofit tax exempt corporations, including with respect to corporations possessing a global employee base.
  - 2. Based on expert advice, the Committee will recommend an overall compensation philosophy for the corporation consistent with ICANN's Bylaws,

nonprofit public benefit status, global employee base, complexity and volume of activities, and overall mission.

3. The Committee will advise the President and CEO to help ensure that the compensation structure of the corporation informs appropriate performance targets for senior management and employees generally.
- B. Recommending for approval by the full Board appropriate compensation levels and arrangements for officers of the corporation appointed in accordance with the Bylaws.
1. The Committee shall seek advisement and counsel from professionals with expertise in compensation arrangements for U.S.-based nonprofit tax exempt corporations, including comparable compensation data, that takes into consideration corporations with nonprofit public benefit status, a global employee base, complexity and volume of activities similar to ICANN, and ICANN's overall mission, among other relevant factors.
  2. Based on expert advice, the Committee shall recommend to the full Board appropriate compensation levels for the President and CEO that is designed to qualify for the rebuttable presumption of reasonableness under laws and regulations applicable to ICANN as a non-profit public benefit corporation.
  3. Based on expert advice, and in consultation with the President and CEO, the Committee shall recommend to the full Board appropriate compensation levels for officers of the corporation other than the President and CEO appointed in accordance with the Bylaws that are designed to qualify for the rebuttable presumption of reasonableness under laws and regulations applicable to ICANN as a non-profit public benefit corporation.
  4. The Committee shall strategize upon, and recommend corporate goals and objectives relevant to the compensation of the President and CEO.

5. The Committee shall review and advise the full Board on any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any officer of the corporation appointed in accordance with the Bylaws.
  6. The Committee shall review and advise with respect to any severance or other termination payments proposed to be made to any officer of the corporation appointed in accordance with the Bylaws.
  7. The Committee shall review and discuss with the Board plans for officer development and corporate succession plans for the President and CEO and other officers of the corporation appointed in accordance with the Bylaws.
- C. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance-based compensation levels for the President and CEO.
1. The Committee shall recommend target goals for performance based compensation of the President and CEO. In recommending performance based compensation targets each year for the President and CEO, the Committee will consider appropriate performance metrics in the furtherance of ICANN's mission and core values, as well as any specific management objectives set by the Board.
  2. The Committee will, at the end of each year, evaluate the performance of the President and CEO in light of those corporate goals and objectives and recommend the appropriate level of performance-based compensation. The Committee will document each year the basis for the Committee's recommendations and conclusions for Board consideration.
- D. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance compensation levels for the Ombudsman.

- E. Performing any other duties or responsibilities delegated to the Committee by the Board from time to time.

### III. 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 current ICANN 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. In order to take advantage of the rebuttable presumption of reasonableness available under applicable law and regulations, each Committee member shall be independent and free from any relationships or conflicts of interest with respect to the corporation or ICANN staff that may impair, or appear to impair, the director's ability to make independent judgments regarding compensation policies. In addition, desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits, and human resources, as well as the achievement of diversity in experience, culture and viewpoints among Committee members.

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

### IV. Meetings

#### A. Regularly Scheduled Meetings.

The Compensation Committee shall meet at least quarterly, or more frequently as it deems necessary to carry out its responsibilities. The Committee's meetings may be held by telephone and/or other remote meeting technologies. 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, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

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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

i. 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.

ii. 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 (7) days unless the Chair changes that time period. However, the period must be a minimum of two days and a maximum of seven (7) days.

**V. 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 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.

**VI. Records of Proceedings**

A preliminary report with respect to actions taken at each meeting (telephonic or in-person) of the Committee shall be recorded and distributed to committee members within two working days or as soon as practicable, and meeting minutes may be posted following approval by the Committee.

[A report of the activities of the Committee shall be prepared and published semiannually.](#)

## **VII. Succession Plan**

[The Board Governance Committee shall maintain a succession plan for the Committee, which should include identifying the experience, competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.](#)

## **VIII. Review**

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 shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.

# Executive Committee Charter I As approved by the Board of Directors [insert date]

Deleted: 28 October 2010

## I. Purpose

The Executive Committee is responsible for:

Exercising all the powers of the Board in the oversight of the management of the business and affairs of the Corporation, including, without limitation, financial matters so that the Board retains the ability to act through the Executive Committee between formal Board meetings if deemed necessary.

## II. Scope of Responsibilities

- A. To the extent permitted by law, the Committee shall exercise all the powers of the Board during the interval periods between regular Board meetings when the Board is unavailable or unable to meet.
- B. The Committee shall not have the authority to adopt, amend or repeal any provision of the Bylaws or take any other action which has been reserved for action by the full Board pursuant to the Bylaws, a resolution of the Board or which the Committee is otherwise prohibited by law to take.

## III. Composition

The Executive Committee shall be comprised of at least the Board Chair, the Board Vice-Chair and the Chief Executive Officer, and may include one other voting Board Director, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. The members of the Committee shall serve at the discretion of the Board.

The Board Chair shall serve as Committee Chair.

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee shall have the authority to appoint consultants and advisers to assist in its work as deemed necessary, and such appointees may attend the relevant parts of the Committee meetings.

## IV. Meetings



A. [Regularly Scheduled Meetings.](#)

The Executive Committee will not have regularly scheduled meetings. The Executive Committee shall meet as it deems necessary to carry out its responsibilities. The Committee's meetings may be held by telephone and/or other remote meeting technologies. 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, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

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](#)

i. [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.](#)

ii. [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.

#### **V. 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 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.

#### **VI. Records of Proceedings**

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

After each Executive Committee meeting where action has been taken, the Executive Committee [shall provide notice to the full Board via email of the actions taken by the Executive Committee immediately after the meeting and](#) shall provide a report to the full Board of Directors with a report of actions taken, for Board receipt and acknowledgment at the next regularly-scheduled meeting of the full Board.

[A report of the activities of the Committee shall be prepared and published semiannually.](#)

#### **VII. Review**

The performance of the Committee shall be reviewed every three years 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 shall also be formally reviewed as part of the periodic independent review of the Board and its Committees

# Finance Committee Charter | As approved by the ICANN Board of Directors [insert date]

Deleted: 25 January 2011

## I. Purpose

The Finance Committee of the Board of Directors ("Board") of ICANN ("ICANN" or the "Corporation") is responsible for:

- A. Providing oversight on the annual budget process of the Corporation;
- B. Reviewing and making recommendations on the annual budget submitted by the President;
- C. Developing and recommending short and long-range strategic financial objectives for the corporation; and
- D. Providing strategic oversight on financial matters for the Corporation.

## II. Scope of Responsibilities

- A. Providing oversight on the annual budget process of the Corporation.
  - 1. The Committee will oversee the President and Chief Executive Officer in carrying out the responsibilities under Article XVI, section 4 of the Bylaws with respect to preparation and presentation of the annual budget to the Board, including, where pertinent, the setting of fees and charges as provided in Article XVI, Section 5 of the Bylaws.
  - 2. In consultation with the President, the Committee will oversee establishment of budget tracking and reporting standards as are appropriate to the needs of the Committee and the Board.
- B. Reviewing and making recommendations on the annual budget submitted by the President.
  - 1. The Committee will oversee and make recommendations regarding the annual budget process.
  - 2. The Committee will review the annual budget and make specific recommendations to the Board on its adoption, including where desirable, comments on expense levels,

revenue structures, fees and charges, adequacy of proposed funding levels of programs, and adequacy of provision for reserves.

- C. Developing and recommending short and long-range strategic financial objectives for the corporation.
  - 1. The Committee will review and make recommendations to the Board regarding the financing of strategic initiatives of the corporation.
  - 2. The Committee will undertake a review, at least annually, of the long range financial objectives of the corporation and the ability to sustain the corporation and the accomplishment of its stated mission and programs.
  - 3. The Committee will report to the Board annually on such objectives, including recommendations for revision as appropriate.
- D. Providing strategic oversight on financial matters for the Corporation.
  - 1. The Committee will review and make recommendations to the Board regarding revenue strategies.
  - 2. The Committee will review and make recommendations to the Board regarding expense management strategies.
  - 3. The Committee will review and make recommendations to the Board regarding cash, asset, and liability strategies.

In addition, the Committee may perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

### III. 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.

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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.

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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.

#### IV. Meetings

##### A. Regularly Scheduled Meetings

The Board Finance Committee shall meet at least quarterly, or more frequently as it deems necessary to carry out its responsibilities. The Committee's meetings may be held by telephone and/or other remote meeting technologies. 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, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

##### 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.

## **V. 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 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.

## **VI. Records of Proceedings**

A preliminary report with respect to actions taken at each meeting (telephonic or in-person) of the Committee shall be recorded and distributed to committee members, if feasible, within two working days, 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.

## **VII. Succession Plan**

The Committee shall maintain a succession plan for the Committee which includes identifying the experience, competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.

## **VIII. Review**

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 shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.

# Board Governance Committee Charter | As approved by the ICANN Board of Directors

Deleted: 23 September 2017

## I. Purpose

The Board Governance Committee is responsible for:

- A. Assisting the Board to enhance its performance;
- B. Leading the Board in periodic review of its performance, including its relationship with ICANN's Chief Executive Officer;
- C. Creating and recommending to the full Board for approval a slate of nominees for Board Chair, Board Vice Chair, and chairmanship and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year;
- D. Oversight of compliance with ICANN's Board of Directors' Code of Conduct;
- E. Administration of ICANN's Conflicts of Interest Policy;
- F. Recommending to the Board corporate governance guidelines applicable to ICANN as a global, private sector corporation serving in the public interest; and
- G. Recommending to the Board a nominee for the Chair of the Nominating Committee and a nominee for the Chair-Elect of the Nominating Committee.
- H. Coordinating the dynamic development of the Board priorities and their associated deliverables, and monitoring progress against the set priorities.

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## II. Scope of Responsibilities

- A. Assisting the Board to enhance its performance.
  - 1. The Committee will serve as a resource for Directors in developing their full and common understanding of their roles and responsibilities



as Directors as well as the roles and responsibilities of ICANN. The Committee will provide guidance and assistance in orienting new Directors as the Board's membership evolves. It will help reinforce the Board's commitment to adhere to its Bylaws and Core Values.

2. The Committee will encourage the development of effective tools, strategies, and styles for the Board's discussions.
  3. The Committee will work closely with the Chair and Vice-Chair of the Board and the Chief Executive Officer of ICANN.
- B. Leading the Board in its periodic review of its performance, including its relationship with the ICANN Chief Executive Officer.
1. The Committee will develop a thoughtful process for the Board's self-analysis and evaluation of its own performance and undertake this process at least every two years.
  2. The Committee will develop a sound basis of common understanding of the appropriate relationship between the Board and the Chief Executive Officer under the Bylaws. From time to time it will review and advise on the effectiveness of that important relationship.
  3. The Committee will serve as a resource to Directors and the Chief Executive Officer by stimulating the examination and discussion of facts and analysis to complement anecdotal and other information acquired by individual directors from members of the community. In this way the Committee will assist the Board to distinguish among systemic problems, chronic problems, and isolated problems and will focus the Board's attention to both facts and perceptions.
- C. Creating and recommending to the full Board for approval a slate of nominees for Board Chair, Board Vice Chair, and chairmanship and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year.
1. In accordance with the Board Governance Committee Procedures for Board Nominations posted on the Committee webpage, the Committee will: (a) in advance of the Annual General Meeting (AGM) create for Board approval a new slate of nominees to serve on each committee

for the upcoming year; (b) fill any vacancies that arise during the year; and (c) recommended to the Board committee appointments for Board members beginning their terms on a date other than at AGM.

2. The Committee shall periodically review the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable.
3. The Committee may serve as a resource for the Chief Executive Officer and Directors who are considering the establishment of new committees.

D. Oversight of compliance with ICANN's Board of Directors' Code of Conduct.

1. The Committee shall be responsible for oversight and enforcement with respect to the Board of Directors' Code of Conduct. In addition, at least annually, the Committee will review the Code of Conduct and make any recommendations for changes to the Code to the Board.
2. The Committee shall provide an annual report to the full Board with respect to compliance with the Code of Conduct, including any breaches and corrective action taken by the Committee.

E. Administration of ICANN's Conflicts of Interest Policy.

1. The Committee shall review the annual conflicts of interest forms required from each Directors and Liaisons and shall consider any and all conflicts of interest that may arise under the Conflicts of Interest Policy.
2. The Committee shall periodically review the Conflicts of Interest Policy and consider whether any modifications should be made to the policy to improve its effectiveness.

F. Recommending to the Board corporate governance guidelines applicable to the ICANN as a global, private sector corporation serving in the public interest.

1. The Committee shall review the existing corporate governance guidelines developed by ICANN staff, be attentive to developments in corporate governance in the global context, and bring ideas and recommendations for adjustments in these guidelines to the Board for its consideration.

G. Recommending to the Board a nominee for the Chair of the Nominating Committee and a nominee for the Chair-Elect of the Nominating Committee.

1. Annually the Committee shall identify, through informal and formal means, and recommend that the Board approve a nominee to serve as Chair of the Nominating Committee and a nominee to serve as the Chair-Elect of the Nominating Committee.

H. Coordinating the dynamic development of the Board priorities and their associated deliverables, and monitoring progress against the set priorities.

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### III. 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.

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

## IV. Meetings

### A. Regularly Scheduled Meetings

The Board Governance Committee shall meet at least quarterly, or more frequently as it deems necessary to carry out its responsibilities. The Committee's meetings may be held by telephone and/or other remote meeting technologies. 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, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

### B. Special/Extraordinary Meetings

Special/extraordinary meetings may be called upon no less than 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

#### i. 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.

- ii. 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 (7) days unless the Chair changes that time period. However, the period must be a minimum of two (2) days and a maximum of seven (7) days.

## **V. 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 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.

## **VI. Records of Proceedings**

A preliminary report with respect to actions taken at each meeting (telephonic or in-person) of the Committee shall be recorded and distributed to committee members within two working days, 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.

## **VII. Succession Plan**

The Board Governance Committee shall maintain a succession plan for the Committee, which should include identifying the experience, competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.

## **VIII. Review**

The Board Governance Committee shall conduct a self-evaluation of its performance on an annual basis and share a report on such self-evaluation with the full Board and 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 Board Governance Committee shall also be formally reviewed as part of the periodic independent review of the Board and its Committee.



# Organizational Effectiveness Committee Charter | As approved by the ICANN Board of Directors [\[insert date\]](#)

Deleted: 16 March 2017

## I. Purpose

The Organizational Effectiveness Committee (OEC) of the ICANN Board is responsible for the following:

- A. The review and oversight of all organizational 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.
- B. 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.
- C. The review and oversight of policies, processes, and procedures relating to the Organizational and Specific Reviews (collectively "Reviews").
- D. The development and maintenance of a Review Framework, which is subject to Board approval that encapsulates the policies, processes and procedures applicable to the conduct of the Reviews.

The Committee shall use the 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 Committee shall issue recommendations towards enhancing ICANN's overall organizational effectiveness.

## II. Scope of Responsibilities

The following activities are set forth as a guide for fulfilling the Committee's responsibilities. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee'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 Reviews;
- B. Oversee the conduct of the Reviews as described in the Review Framework;
- C. Oversee work of the independent consulting firm/s engaged, including the quality and content of the independent consulting firm's work product and all necessary follow-up;
- D. Create and populate Working Groups for ICANN Board directed Ad Hoc Reviews, if and when deemed necessary. The members of the Working Groups are chosen among present and past Board Directors and Liaisons;
- E. Coordinate the work of the Working Groups for ICANN Board-directed Ad Hoc Reviews, and evaluate the recommendations coming from the review process;
- F. Regularly report to the full Board with respect to the Committee's activities; and,
- G. Oversee the implementation of review recommendations resulting from the Reviews and regularly report to the full Board on the implementation status.

### III. Relationships with Other ICANN Structures

There shall be a designated ICANN staff member responsible for support of the Reviews processes and the 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.

### 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.

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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

#### i. 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.

#### ii. 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.

## **VII. Records of Proceedings**

A preliminary report with respect to actions taken at each meeting (telephonic or in-person) of the Committee shall be recorded and distributed to committee members within two working days, 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. Succession Plan**

[The Committee shall maintain a succession plan for the Committee which includes identifying the experience, competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.](#)

## **IX. Review**

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 shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.



## 1. Purpose

The Process and Systems Risk Committee of the ICANN Board is responsible for the assessment and oversight of policies implemented by ICANN designed to manage ICANN's risk profile, including the establishment and implementation of standards, controls, limits and guidelines related to risk assessment and risk management, including but not limited to financial, technical, legal and operational risks and other risks concerning ICANN's reputation and ethical standards.

## 2. Scope of Responsibilities

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

1. Oversight of risk management for ICANN as an organization, including the following activities:
  1. Reviewing and advising on ICANN policies, plans and programs relating to risk management;
  2. Monitoring the effectiveness of risk management programs, including operational risk management and controls;
  3. Oversight of the significant non-financial risk exposure for ICANN and steps taken to monitor and control such exposure;
  4. Staying informed on ICANN conditions and gaining familiarity with ICANN processes in order to identify potential future risks and advise on plans for addressing these risks as appropriate; and
  5. Reviewing other areas of risk concentration as appropriate, including coordinating with other committees of the Board which review risk, as well risks identified arising from the work of the ICANN community.
2. Oversight of operational activities including reviewing information and monitoring the effectiveness of the management of operational activities such as:
  1. The effectiveness of the technology utilized by ICANN;
  2. The adequacy of ICANN's business continuity policies; and
  3. Addressing changes in the business environment that may be material to ICANN operations.
3. Informing and advising the Board on the outcomes of these oversight areas, the Committee recommendations and assessment of those outcomes, if any, as well as other reporting deemed appropriate by the Committee.

### 3. 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.

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- Deleted:** voting Board Directors and not more than [ 14four Liaisons Directors(as such terms are defined in the Bylaws)
- Deleted:** voting
- Deleted:** The voting Directors shall be the voting members of the Committee.

The Committee shall have a Chair and may have a co-Chair or vice-Chair. Unless a Committee Chair/co-Chair/vice-Chair is appointed by the full Board, the members of the Committee may designate its Chair/co-Chair/vice-Chair from among the members of the Committee by majority vote of the full Committee membership.

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- Deleted:** . The Committee may appoint more than one Chair

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.

### 4. Meetings

- Comment [A1]:** Updated to correspond to the changes in the OEC Charter update
- Deleted:** .

#### 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:

1. Any motion for an action without a meeting must be seconded by another Committee member within 48 hours of its proposal.
2. 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.

## 5. Voting and Quorum

A majority of the voting members shall constitute a quorum. Voting on Committee matters shall be on a one vote per 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.

**Deleted:** The Risk Committee shall meet at least three times per year, or more frequently as it deems necessary to carry out its responsibilities. The Committee's meetings may be held by telephone and/or other remote meeting technologies. 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, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

## 6. Recording of Proceedings

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

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

## 7. Succession Plan

The Board Risk Committee shall maintain a succession plan for the Committee which includes identifying competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.

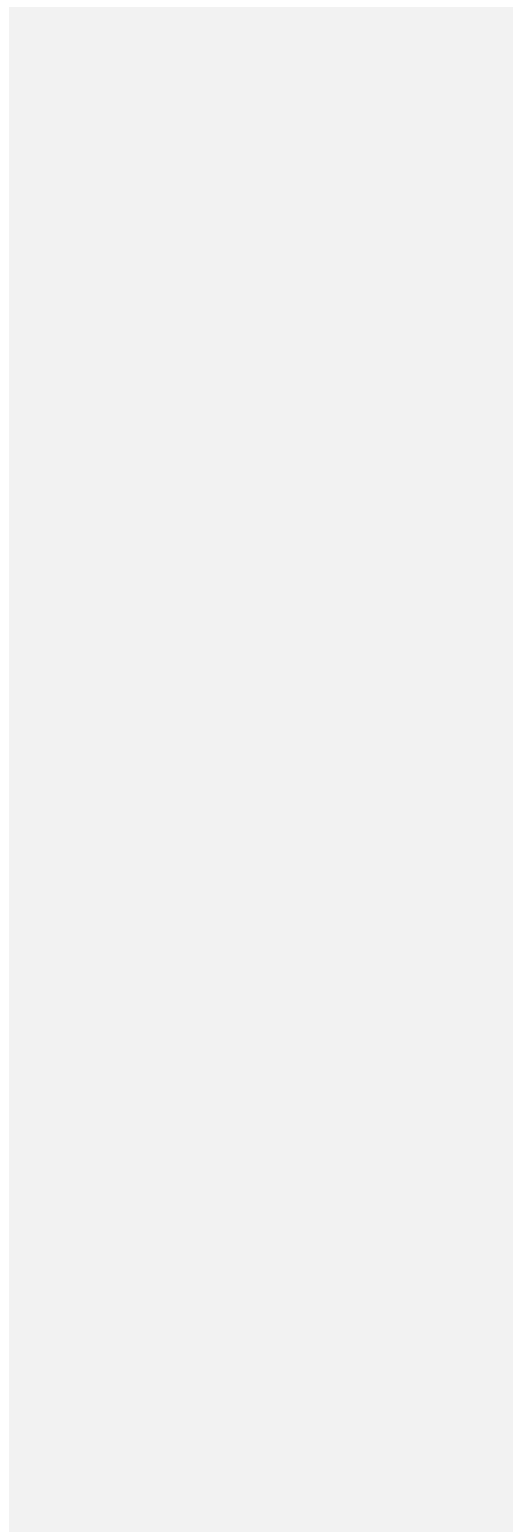
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## 8. Review

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 shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.





**REFERENCE MATERIALS – BOARD PAPER NO. 2017.11.02.1g**

**TITLE:** **Revisions to Board Committee Charters as Part of Process to Standardize Committee Charters**

**EXECUTIVE SUMMARY:**

The Board is being asked to consider the BGC’s recommendation to approve amendments to the charters of the following Board Committees: Audit Committee, Compensation Committee, Executive Committee, Finance Committee, Governance Committee, Organizational Effectiveness Committee, and Risk Committee.

**DOCUMENTS/RELEVANT LINKS**

The following attachments are relevant to the Board’s consideration of aforementioned matters.

Attachment A is the proposed revised charter of the Audit Committee.

Attachment B is the proposed revised charter of the Compensation Committee

Attachment C is the proposed revised charter of the Executive Committee.

Attachment D is the proposed revised charter of the Finance Committee.

Attachment E is the proposed revised charter of the Governance Committee.

Attachment F is the proposed revised charter of the Organizational Effectiveness Committee.

Attachment G is the proposed revised charter of the Risk Committee.

Submitted By: Amy A. Stathos, Deputy General Counsel  
Date Noted: 13 October 2017  
Email: amy.stathos@icann.org