

ICANN BOARD SUBMISSION NO. 2014.03.27.1f – Clean – Rev 1

TITLE: **Composition and Scope of the Board Working Group on Nominating Committee**

PROPOSED ACTION: **For Board Consideration**

EXECUTIVE SUMMARY:

The Board is being asked to approve: (1) a revised charter of the Board Working Group on Nominating Committee (BWG-NomCom) to clarify the purpose of the work to be undertaken by the BWG-NomCom (see Attachment A); and (2) the recommendation of the Board Governance Committee (BGC) regarding the composition of the BWG-NomCom.

The Board received the Final Report of the NomCom Finalization Review Working Group on 12 March 2010 (the “Final Report”), which called for a review in three-years’ time of issues of the composition, size and recruitment function of the Nominating Committee (NomCom). The Structural Improvements Committee (SIC) recommended that the follow-up work identified in the Final Report be addressed through the establishment of a Board working group. On 7 February 2014, the Board approved the creation of the BWG-NomCom and its Charter. At this time, the Board is being asked to consider a revision to the Charter it adopted on 7 February 2014 to clarify that the purpose of the BWG-NomCom is to execute the recommendation of the Review Finalization Working Group (recommendation 10) to address the size and composition, in addition to the recruitment and selection process of the NomCom.

Additionally, when the Board approved the creation of the BWG-NomCom, it also asked the BGC to recommend membership of the working group. The BGC has considered the composition of the working group and is presenting its recommendation to the Board for approval.

BOARD GOVERNANCE COMMITTEE RECOMMENDATION:

The BGC recommends as follows: (i) that the Board revise the previously adopted Charter of the Board Working Group on Nominating Committee (BWG-NomCom) to clarify that the purpose of the BWG-NomCom includes a review of issues of the recruitment and selection functions of the NomCom; and (ii) that the Board approve its recommendation regarding the composition of the Board Working Group on Nominating Committee.

PROPOSED RESOLUTION:

Whereas the Board previously received the Final Report of the NomCom Finalization Review Working Group on 12 March 2010, which called for a review in three-years' time of issues of the composition, size and recruitment function of the Nominating Committee (NomCom).

Whereas, the Board [previously approved](#) the establishment of a Board Working Group on Nominating Committee (BWG-NomCom) in accordance with the Charter recommended by the Board Structural Improvements Committee (SIC).

Whereas, the Board desires to clarify that the purpose of the BWG-NomCom presented in the previously adopted Charter.

Whereas, the Board determined that the membership of the BWG-NomCom would be addressed by the Board Governance Committee (BGC).

Whereas, the BGC has recommended that the following Board members be appointed as members of the BWG-NomCom: George Sadowsky – Chair, Ram Mohan, Ray Plzak and Mike Silber.

Resolved (2014.03.27.xx), the Board hereby adopts a revised Charter of the BWG-NomCom, which clarifies that the purpose of the BWG-NomCom is to execute the recommendation of the Review Finalization Working Group (recommendation 10) to

address the size and composition, and the recruitment and selection process of the NomCom.

Resolved (2014.03.27.xx), the Board hereby names the following Board members to serve on the BWG-NomCom: George Sadowsky – Chair, Ram Mohan, Ray Plzak and Mike Silber.

PROPOSED RATIONALE:

This resolution is a continuation of the Board's 7 February 2014 resolution establishing a Board Working Group on Nominating Committee (BWG-NomCom) in accordance with the Charter recommended by the SIC. At the time the Board adopted the resolution, the Board indicated that the membership of the BWG-NomCom would be addressed by the Board Governance Committee (BGC). As contemplated by the Board's 7 February 2014 resolution, the BGC has considered the membership of the BWG-NomCom and made a recommendation to the Board. The Board's action today is to adopt the recommendation of the BGC concerning the composition of the BWG-NomCom. In addition, the Board is adopting a revised BWG-NomCom Charter to clarify the scope of the work to be undertaken by the BWG-NomCom. Specifically, the purpose of the Charter is being revised to make clear that the purpose of the BWG-NomCom is to execute the recommendation of the Review Finalization Working Group (recommendation 10) to address the size and composition, and the recruitment and selection process of the NomCom.

The effect of the Board's action today, establishing the composition of the BWG-NomCom and revising its Charter, will allow the BWG-NomCom to begin some of the important follow-up work identified in the Final Report of the NomCom Finalization Review Working Group on 12 March 2010.

In considering this action, the Board reviewed materials referenced below and the recommendation of the BGC.

There is no anticipated fiscal impact from this decision, and there will be no impact on the security, stability and resiliency of the domain name system as a result of this action.

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

Related materials:

- Final report of the NomCom Review Finalization Group issued in January 2010 <<http://www.icann.org/en/groups/reviews/nomcom/nomcom-review-finalization-wg-final-report-29jan10-en.pdf>>
- Nominating Committee Improvements Implementation Project Plan adopted in March 2012 <<http://www.icann.org/en/groups/reviews/nomcom/nomcom-improvements-implementation-plan-01mar12-en.pdf>>

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