

Nominating Committee Standing Committee Charter (Draft)

Preamble

Recognizing the Nominating Committee (NomCom) Standing Committee has a role to play in supporting continuous improvement of the NomCom and that various NomCom2 Review recommendations and subsequent implementation steps (Recommendations 2-9; 12, 14, 15, 16; 18-23; 25-27) indicate potential roles for the NomCom Standing Committee, those implementation steps have been deferred to be considerations for a work plan once the NomCom Standing Committee it is established.

I. Background

In the final report of the Second Organizational Review of the Nominating Committee (NomCom2 Review), published on 5 June 2018, the independent examiner conducting the review found that there was a lack of continuity in process across different years in NomCom such that the operational performance of any individual NomCom was routinely impacted. The independent examiner recommended that a Standing Committee be formed to suggest and assist in implementing changes to NomCom processes since the NomCom itself operates on a tight timeline and needs to focus on its recruiting and evaluation activities.

For reference, the Nominating Committee (NomCom) is responsible for appointing a number of seats to the ICANN Board of Directors, the Public Technical Identifiers Board of Directors, the At-Large Advisory Committee (ALAC), and the Councils of the Country Code Names Supporting Organization (ccNSO) and the Generic Names Supporting Organization (GNSO). The NomCom is an independent body that acts on behalf of the interests of the global Internet community and within the scope of ICANN's mission and its responsibilities in the Bylaws. The NomCom consists of 15 voting delegates along with a number of non-voting leaders, advisors, and delegates.

II. Purpose

The purpose of the NomCom Standing Committee is to:

- Support continuous improvement to the NomCom Operating Procedures and associated processes to increase the effectiveness and efficiency of the NomCom while enhancing the NomCom's transparency and accountability to the overall ICANN community.
- Provide continuity across annual NomCom cycles and to build the institutional memory of the NomCom.

The NomCom is ultimately responsible for ongoing coordination and communication across ICANN. The NomCom Standing Committee is an external complement to support the NomCom's continuous improvement. The NomCom and NomCom Standing Committee are supported by ICANN org NomCom support staff, who focus on standardization of NomCom processes and also provide continuity. In serving its purpose, the NomCom Standing Committee may coordinate with other entities within ICANN to inform a set of processes to standardize.

The NomCom Standing Committee is not intended to be involved in the work of each annual NomCom. For the avoidance of doubt, the NomCom Standing Committee does not participate in, oversee, or influence the decision-making processes of the NomCom's annual candidate evaluation and selection activities. The NomCom Standing Committee is also prohibited from participation in, oversight of, or influencing the NomCom delegate selection process which is the sole responsibility of the appointing bodies. The NomCom Standing Committee will not have access to any confidential information available to the NomCom.

III. Scope of Responsibilities

A. Provide continuity across annual NomCom cycles

In collaboration with ICANN org NomCom support staff (section III.C), the NomCom Standing Committee will support the standardization of the work across NomCom cycles including but not limited to the planning, documentation, and the review of the NomCom's processes. Examples of this work could include:

- Providing input on the publication of process maps and reports regarding the goals and accomplishments of the NomCom's Continuous Improvement program.
- Reviewing, assessing, and providing inputs on updates to documentation or on NomCom process enhancements.

The NomCom Standing Committee is also charged with participating in ICANN's annual budget and planning processes on behalf of the NomCom.

B. Build the institutional memory of the NomCom

In collaboration with ICANN org NomCom support staff, the NomCom Standing Committee will be responsible for reviewing, assessing, and providing input on the website and systems used for maintaining a historical archive for processes and procedures used by the NomCom.

The NomCom Standing Committee will be responsible for reviewing, assessing, and providing input to NomCom support staff and NomCom on:

- (a) The website and systems used for maintaining a historical archive for processes and procedures used by the NomCom.
- (b) The process for community outreach on proposed changes to the NomCom Operating Procedures.
- (c) The processes of identifying, collecting and timely publication of publicly available data on the candidate pool.
- (d) The publication of regular reports regarding the goals and accomplishments of the NomCom's Continuous Improvement program.

C. NomCom Standing Committee engagement with ICANN org

In fulfilling its purpose and responsibilities with ICANN org NomCom support staff, especially with regard to the review of each NomCom cycle, the NomCom Standing Committee will work in consultation with ICANN org NomCom support staff to help assess the previous NomCom cycle. This will be based upon all end-of-cycle feedback received by NomCom support staff, not

designated as confidential. The NomCom Standing Committee will provide feedback on whether processes worked properly and determine any potential changes needed for future NomCom cycles. Activities encompassed in the relationship between the NomCom Standing Committee and ICANN org NomCom support staff may include but not be limited to:

- (a) In coordination with ICANN org NomCom support staff, reviewing the previous NomCom planning cycle projects against the adopted budget to inform the NomCom Standing Committee's recommendations into future budgeting cycles.
- (b) Reviewing the end-of-cycle feedback and providing recommendations for improvements.
- (c) Supporting the assessment and effectiveness of NomCom training to improve training of incoming NomCom delegates and Leadership.
- (d) Supporting the continuous improvement of the NomCom online knowledge base and tools.
- (e) Engagement within the ICANN annual budgeting and planning cycles.

D. NomCom Standing Committee Role with Respect to Bodies That Appoint Delegates to the NomCom

In fulfilling its purpose and responsibilities, the NomCom Standing Committee will be available to provide information/guidance to bodies appointing delegates to the NomCom regarding the diversity needs, in line with the ICANN community agreed upon definitions and goals for diversity considerations.

IV. Composition

The NomCom Standing Committee shall be composed of five seats: four members and one ex-officio observer. The four members will be selected from a pool of eligible candidates (see (d) for Membership Requirements) based upon a public Expression of Interest (EOI).

- (i) Each of the four member seats will be filled on a rotational basis as follows:
 - (1) The initial term for Seats 1-4 shall begin upon the conclusion of ICANN's Annual General Meeting [TBD] and rotate as follows:
 - a) Seats 1 and 3 will conclude after year two.
 - b) Seats 2 and 4 will conclude after year three.
 - (ii) The current NomCom Associate Chair serves ex-officio in the fifth seat as a non-voting liaison between the NomCom Standing Committee and the current NomCom.
- (b) The existence of any vacancies shall not affect the ability or obligation of the NomCom Standing Committee to carry out the responsibilities assigned to it in this Charter.
- (c) NomCom Standing Committee Chair:
 - (i) Once formed, the NomCom Standing Committee will select a Chair from the NomCom Standing Committee membership. The Chair will convene and facilitate NomCom Standing Committee meetings and support the will of the group to ensure no unilateral or minority led action. A Chair will be selected annually.

(d) Membership Requirements:

- (i) NomCom Standing Committee members shall have each completed at least one full term on the NomCom prior to being appointed to the NomCom Standing Committee.
- (ii) There cannot be overlap between service on the NomCom Standing Committee and service on the NomCom, other than the NomCom Associate Chair who serves only as a liaison and observer between the NomCom Standing Committee and on behalf of the current NomCom.
- (iii) No person who is an employee of or paid consultant to ICANN (including the Ombudsman) shall serve on the NomCom Standing Committee.
- (iv) Preference for new member appointments will be given to:
 - (1) Prior experience on a NomCom Leadership Team (comprised of the NomCom Chair, Chair-elect, and NomCom Associate Chair).
 - (2) Incoming members who are not currently involved in the same SO/AC as outgoing members.
 - (3) Consideration of the WS2 diversity recommendation.

(e) Selection of NomCom Standing Committee members

- (i) The ICANN Board, or a subset thereof, is responsible for the review and selection of candidates to the NomCom Standing Committee members. Each candidate must provide a conflict of interest statement as part of the information provided to the ICANN Board for NomCom Standing Committee member selection

V. Terms

1. The term of all four members, excluding the liaison, shall be three years, with initial terms staggered as described above in Composition (VII; ii).
2. All regular terms shall start upon the conclusion of an ICANN Annual General Meeting.
3. A member may serve at most two successive three-year terms, after which at least two years must elapse before the individual is eligible to serve another term.
4. The initial staggered terms are considered a full term. Non-performing members may be removed by an affirmative vote of all other members of the Committee. The determination of Non-Performance can be due to a variety of factors, including, but not limited to, attendance and participation in the NomCom Standing Committee. When a NomCom Standing Committee member fails to attend two regularly scheduled meetings consecutively without prior notification to the group, NomCom Standing Committee ICANN org NomCom support staff shall reach out to the absent member, on behalf of the NomCom Standing Committee, to confirm if the absent member is able to continue participation on the NomCom Standing Committee. Any vacancy that arises during a term shall be filled according to the selection process under IV. Composition. A person elected to fill a vacancy in a term shall not be deemed to have served that term.
5. The NomCom Associate Chair shall serve in their liaison capacity on the NomCom Standing Committee coinciding with their Associate Chair term.¹

¹ There is no obligation for the Nominating Committee Chair to appoint an Associate Chair. If there is no Associate Chair selected, then the Chair-Elect could serve as the Standing Committee liaison for that term.

VI. Meetings

1. The NomCom Standing Committee will meet by remote participation (using appropriate technology) as frequently as necessary, but no fewer than six times per year.
2. Regular meetings may be called upon no less than fourteen (14) days' notice by either (i) the Chair or (ii) any two members of the NomCom Standing Committee acting together.
3. Meetings to address urgent issues may be called in a manner calculated to provide as much notice as possible to the members of the NomCom Standing Committee.
4. NomCom Standing Committee meetings require a majority of members, in order to achieve quorum and proceed to hold a meeting.
5. Outcomes and actions of the NomCom Standing Committee shall be taken by consensus. All outcomes and actions will strive for full consensus, or unanimous agreement. Where full consensus is not possible, outcomes and actions require a majority of NomCom Standing Committee members' support in order to proceed, as opposed to a decision by the Chair.
6. Email discussions do not replace regular meetings, though outcomes and actions can be determined via internet-based discussions (email).
7. The NomCom Standing Committee may elect to meet face-to-face but there will be no travel support associated with this activity.

VII. Accountability and Transparency

The NomCom Standing Committee shall operate openly and transparently. NomCom Standing Committee meetings shall be recorded. The meeting recording, minutes, and other records of the meetings shall be publicly posted to a publicly available webpage as soon as possible following approval by the committee.

Outcomes and actions shall be documented and may be determined via Internet-based discussions without the need for a meeting. The NomCom Standing Committee will use a public mailing list for any matters related to its remit.

NomCom Standing Committee members must adhere to ICANN's conflict-of-interest policy by providing and updating statements of interest that identify potential conflicts of interest in their NomCom Standing Committee service.

VIII. Review & Continuous Improvement

Any entity that appoints delegates to the NomCom, or receives appointees from the NomCom, may propose amendments to this Charter. All proposed changes shall be subject to ICANN's Public Comment processes and Board approval of charter amendments.

This Charter of the NomCom Standing Committee shall be reviewed at least every 5 years, preferably as part of the NomCom's Organizational Review as per Section 4.4 of the Bylaws (or successor section).