

Executive Search Committee

Position Description: President and Chief Executive Officer

(20 November 2002)

ICANN is seeking an experienced technology executive to become its Chief Executive Officer and lead its worldwide Internet technical coordination program. The position offers the opportunity to work closely with leaders of the international community to maintain stable growth, continued innovation, and expanding outreach of the Internet everywhere.

The current President and CEO of ICANN, Stuart Lynn, agreed to hold this position for two years. The ICANN Board of Directors is now seeking candidates to succeed him in this role and to commit to a 3 year term, renewable thereafter on an annual basis.

ICANN (Internet Corporation for Assigned Names and Numbers):

The Internet Corporation for Assigned Names and Numbers is a non-profit, private-sector corporation formed in 1998 by a broad coalition of the Internet's business, technical, academic, and user communities. The US Government recognized ICANN as the global consensus entity to absorb the functions of and to succeed the US Government-sponsored Internet Assigned Numbers Authority that for many years co-ordinated the technical management of the Internet's domain name and root server system, the allocation of IP address space, and the assignment of protocol parameters.

ICANN is dedicated to preserving the operational stability of the Internet; to promoting competition in aspects of Domain Name Management; to achieving broad representation of the global Internet community in policy development; and to coordinating policy development through private-sector, consensus-based means.

Specifically, ICANN is responsible for the coordination of the stable and secure operation of the Internet in three key areas: the Domain Name System (DNS) and its associated system of root servers; the allocation of IP address space; and the coordination of protocol parameter assignment for the TCP/IP protocol suite.

ICANN's mandate is not to "run the Internet." Rather, it is to provide a framework for central coordination of only those specific technical, managerial, and policy development tasks that require it: the assignment of globally unique top-level domain names, addresses, and protocol parameters as well as oversight of the procedures for populating the DNS root zone file. The latter procedure includes a required approval step by the US Department of Commerce.

ICANN is incorporated in California and holds US IRS 501(c)(3) status. ICANN has established its offices in Marina del Rey, California, USA [in Los Angeles]. Further information about ICANN can be found at <http://www.icann.org>.

Brief Historical Background

In the past, many of the essential technical coordination functions of the Internet were handled on an *ad hoc* basis by the U.S. government, its contractors, and volunteers. This informal structure represented the spirit and culture of the research community in which the Internet developed. However, the growing international importance of the Internet has necessitated the creation of a technical management and policy development body that is both more formalized in structure, more accountable, and more fully reflective of the diversity of the world's Internet communities.

For the past four years, ICANN's Board of Directors, staff, and the Internet Community have worked to implement the transition from the former technical management system, which had been authorized and funded by the US Government, to a new private/public international system. Two aspects of ICANN have received extended deliberation: how to incorporate informed participation of a broad range of Internet users and how the proper roles of governments and other public authorities relate to the role of ICANN. Special attention has also been focused on matters such as security, internationalized domain names, the introduction of new top level domain names, and the introduction of competition among the domain-name-system service providers.

ICANN Organizational Structure

The initial structure of ICANN included a governing board, three Supporting Organizations (the Domain Name Supporting Organization (DNSO), the Address Supporting Organization (ASO) and the Protocol Supporting Organization (ASO)) which collectively represented the broad cross-section for the global Internet's technical, academic, business, and user communities. It also included two standing Advisory Committees (the Government Advisory Committee and Root Server Advisory Committee). A Security Advisory Committee was added to this list in 2001.

ICANN's current governing board consists of 19 members drawn from a wide range of backgrounds and nations. Of these, one is the CEO, 5 were selected by a public-voting process, 4 were retained from the original 9 board members named upon creation of the corporation in late 1998, and 9 were chosen by the three supporting organizations.

ICANN Evolution and Reform Underway

In February 2002, ICANN initiated an evolution and reform process to address problems that were affecting its effective operation. ICANN's President identified the principal problems and offered a proposal for reform for consideration by the Board and the community. A Board-appointed Evolution and Reform committee (ERC) engaged in extensive consultation with the community and then offered a blueprint for reform that was approved in June. After further extensive interaction with the community, bylaw revisions for a substantial part of the reform were approved in October. Some important aspects remain under consideration at present. Specific implementation of the reforms will be addressed at a Board meeting in December 2002.

This process will yield (1) a refined and clearly articulated statement of mission and core values [see Appendix A]; (2) a restructured governing board and board selection process; (3) clarification and improvement of the relationships with various parts of the Internet community; and (4) improvement of the organization's transparency, accountability, and policy-making processes.

The revision in organizational structure will result in new or revised advisory committees and Supporting Organizations and a 15-member Board of Directors, including the CEO, and 6 additional non-voting liaisons. Eight of the Directors are to be appointed by an 18-member Nominating Committee (made up of individuals drawn from many of the Internet/ICANN constituencies). The remaining six Directors are to be appointed (two each) by the Address Supporting Organization, the Generic Names Supporting Organization (GNSO) and the Country-Code Names Supporting Organization (ccCNSO). The six non-voting liaisons are to be appointed (one each) by the Governmental Advisory Committee (GAC), The Root Server System Advisory Committee (RSSAC), the Security and Stability Advisory Committee (SSAC), the Technical Liaison Group (TLG), the At Large Advisory Committee (ALAC), and the Internet Engineering Task Force (IETF). The transition to the revised structure is expected to take place over the next three to six months.

The Position

The President and Chief Executive Officer of ICANN is in charge of all its activities and business. The President serves as an *ex-officio* member of the Board and has the same rights and privileges as any Board member. The CEO is accountable to the Board of Directors for the effective and efficient operation of ICANN, and for conformity of ICANN's operations with its Bylaws and Articles of Incorporation as well as with policies agreed by the Board. The Directors serve as individuals who have the duty to act in what they reasonably believe are the best interests of ICANN and the fulfillment of its responsibilities and not as representatives of the entity that selected them for service, their employers or any other organization of constituencies.

The 2002-2003 budget authorizes total expenditures of US\$6.2 Million and a staff of 27. Funding for ICANN's operation is provided through contractual agreements with Generic Domain Name Registries and Registrars and certain ccTLD operators and by voluntary contributions from address registries and ccTLD operators that have not yet entered into formal agreements with ICANN. Support may also be provided by sponsorships or grants from other organizations or individuals.

The table below summarizes the key aspects of responsibilities undertaken by the CEO of ICANN.

Strategy

- Develops and documents ICANN's strategic direction for the Board's approval in accordance with the Mission Statement and Core Values of ICANN.¹
- Informs the Board of business, technology, and regulatory issues and trends which may impact on ICANN's goals.
- Develops for Board approval an annual operating plan and financial budget, taking into account the mechanisms by which funding is achieved.

Leadership - external

- With Board guidance, encourages development of ICANN's policies and articulates ICANN policies to the Internet community, governments, and international organizations.
- Undertakes to increase international involvement in ICANN processes including staffing of its organizational positions.
- Becomes the recognized ICANN spokesperson at senior level on issues of importance to ICANN.
- Builds a positive image of ICANN in relevant media.
- Demonstrates an ability to manage change.

Leadership - internal

- Brings professional management skills to the job and is especially well-positioned to execute the transition from present to planned organizational structure.
- Brings the organization to high and sustained standards of performance.
- Creates a work environment which attracts and retains appropriate talents.
- Ensures that the organisation deals with fairness, transparency, and integrity with employees, Domain Name registrars and registries, Internet Service Providers and other businesses dependent on the Internet, the

¹ Note: The Core Values of ICANN may be found at <http://www.icann.org/committees/evol-reform/proposed-bylaws-02oct02.htm#l> and in Appendix A.

Supporting Organizations, the Regional Internet address Registries (RIRs), the Internet technical community including the Internet Architecture Board and Internet Engineering Task Force, governments and the Internet community in general, most especially its users.

Relationships

- Establishes strong working relationships with the Board of Directors, especially its Chairman.
- Establishes good two-way communication with the leadership of the Supporting Organizations, Advisory Committees, other liaison groups, and the whole of the Internet community.
- Establishes a government/international organizations program which wins influence and respect for ICANN Organization.
- Staffs, trains, and develops appropriately to meet ICANN's goals and organizational management requirements.
- Ensures that there is clarity of objectives and focus for all employees.
- Ensures that there are clear and appropriate standards of performance, and measurement of those standards.
- Ensures that appropriate compensation and benefit programs are in place and administered properly.

Operations

- Develops and implements processes which will ensure the achievement of ICANN's operational mission on time and within budget.
- Advises the Board about operational issues, and puts in place appropriate operational plans.
- Advises the Board about operational and organizational issues affecting the Supporting Organizations and ICANN's relationship with them.
- Ensures that operations conform with the ICANN Bylaws and Articles of Incorporation and guidance provided by the Board

Finance

- Recommends funding plans to the Board.
- Plans and manages ICANN revenue and expenditure.
- Ensures the transparency and integrity of financial reporting.
- Lead development of and implement appropriate fund-raising programs.

The Ideal Candidate:

The successful candidate is likely to have many if not all the qualities and experience outlined below, combined with an enthusiasm for ICANN's purposes and the energy to achieve them.

- A good command of English – as this is the language of the Board of Directors and is commonly used in international discussions among participants in the Internet community.
- Credibility with the Internet community and awareness of the history of the Internet and the many organizational entities that have influenced its development and/or are interested parties in its future evolution.
- Appreciation for and ability to implement the public transparency and accountability needed from ICANN and its operation.
- Familiarity with Internet technical standards and technology in areas of importance to ICANN and capacity to obtain expert technical counsel when and where necessary.
- Awareness of trends in Internet development that might impact on ICANN's work.
- A clear understanding of the political dynamics associated with achieving consensus on major ICANN issues and priorities, and of ICANN's charter and mission .
- An established reputation for fairness.
- Willingness and ability to consider relocation to the existing headquarters of ICANN in Southern California.
- Evident leadership skills and ability to generate enthusiasm.
- The persistence, persuasion, intelligence, and evident personal integrity to develop and maintain consensus and the support of major stakeholders.
- An open personal style, resilience as a listener, patient without letting priorities slip.
- Extensive international experience and evident cross-cultural sensitivity and achievements.
- Stamina!
- A demonstrated ability to balance between necessary innovation and operational and organizational stability.
- Self starting, but able to make good use of the experience and efforts of others.
- Strong administrative disciplines, backed by a history of delivering on commitments.
- A sharp sense of priority, an ability to discriminate signal from noise and to get to solutions quickly.
- Experience of working with a large and diverse board of directors, helping it to work effectively, and developing a rapport with its members.
- A happy and frequent traveller.
- A good sense of humor.

- Excellent references.

Appendix A: From the ICANN Bylaws

ARTICLE I: MISSION AND CORE VALUES

Section 1. MISSION

The mission of The Internet Corporation for Assigned Names and Numbers ("ICANN") is to coordinate, at the overall level, the global Internet's systems of unique identifiers, and in particular to ensure the stable and secure operation of the Internet's unique identifier systems. In particular, ICANN:

1. Coordinates the allocation and assignment of the three sets of unique identifiers for the Internet, which are
 - a. Domain names (forming a system referred to as "DNS");
 - b. Internet protocol ("IP") addresses and autonomous system ("AS") numbers; and
 - c. Protocol port and parameter numbers.
2. Coordinates the operation and evolution of the DNS root name server system.
3. Coordinates policy development reasonably and appropriately related to these technical functions.

Section 2. CORE VALUES

In performing its mission, the following core values should guide the decisions and actions of ICANN:

1. Preserving and enhancing the operational stability, reliability, security, and global interoperability of the Internet.
2. Respecting the creativity, innovation, and flow of information made possible by the Internet by limiting ICANN's activities to those matters within ICANN's mission requiring or significantly benefiting from global coordination.
3. To the extent feasible and appropriate, delegating coordination functions to or recognizing the policy role of other responsible entities that reflect the interests of affected parties.

4. Seeking and supporting broad, informed participation reflecting the functional, geographic, and cultural diversity of the Internet at all levels of policy development and decision-making.
5. Where feasible and appropriate, depending on market mechanisms to promote and sustain a competitive environment.
6. Introducing and promoting competition in the registration of domain names where practicable and beneficial in the public interest.
7. Employing open and transparent policy development mechanisms that (i) promote well-informed decisions based on expert advice, and (ii) ensure that those entities most affected can assist in the policy development process.
8. Making decisions by applying documented policies neutrally and objectively, with integrity and fairness.
9. Acting with a speed that is responsive to the needs of the Internet while, as part of the decision-making process, obtaining informed input from those entities most affected.
10. Remaining accountable to the Internet community through mechanisms that enhance ICANN's effectiveness.
11. While remaining rooted in the private sector, recognizing that governments and public authorities are responsible for public policy and duly taking into account governments' or public authorities' recommendations.

These core values are deliberately expressed in very general terms, so that they may provide useful and relevant guidance in the broadest possible range of circumstances. Because they are not narrowly prescriptive, the specific way in which they apply, individually and collectively, to each new situation will necessarily depend on many factors that cannot be fully anticipated or enumerated; and because they are statements of principle rather than practice, situations will inevitably arise in which perfect fidelity to all eleven core values simultaneously is not possible. Any ICANN body making a recommendation or decision shall exercise its judgment to determine which core values are most relevant and how they apply to the specific circumstances of the case at hand, and to determine, if necessary, an appropriate and defensible balance among competing values.