

# ICANN Nominating Committee Committee Procedures

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## **A. Code of Ethics for NomCom**

### **1. Scope**

This Code of Ethics applies to and must be agreed to by:

- 1) any and all ICANN Nominating Committee (NomCom) members,
- 2) any and all ICANN staff members engaged in supporting the work of the Nominating Committee, and
- 3) any and all outside consultants who may be retained by the Nominating Committee to assist with any phase of its work.

### **2. Integrity and Conflict of Interest**

NomCom members act only on behalf of the interests of the global Internet community and within the scope of the ICANN mission and responsibilities assigned to it by the ICANN Bylaws. The NomCom is designed to function independently from the ICANN Board, the Supporting Organizations, and Advisory Committees.

NomCom members are expected to adhere to the ICANN Conflict of Interest Policy. Each NomCom member must disclose promptly to the Chair any financial or other relations that might affect (or might reasonably be seen to affect) his/her performance on the Committee, including any financial connections to any individual under consideration by the NomCom. A subcommittee will be formed by the Chair to review disclosed conflicts or potential conflicts and to determine how to handle them. NomCom members must recuse themselves from participation in discussion and voting where such conflict exists.

NomCom members must not have any pre-existing commitments concerning the nomination of any particular candidates or potential candidates.

Each NomCom member is expected to pursue the stated objectives of the Committee, to comply with the rules and procedures established by the Committee, and to support the decisions the Committee makes.

Each NomCom member is expected to do his/her best to find the highest-qualified candidates for consideration by the NomCom, and to do his/her best to encourage those individuals to serve.

At no time shall any member of NomCom act in a way that would bring the Committee into disrepute or undermine the integrity of the process by which the Committee makes its selections.

### **3. Confidentiality and Privacy**

All NomCom members will safeguard all internal NomCom communications and treat them as strictly private, confidential, and for the use of immediate committee members and NomCom staff only, without exception.

NomCom members will not disclose outside of the Committee any of the discussions about the candidates. Further, NomCom members will not disclose outside of the Committee the identities of candidates under

consideration by NomCom, unless NomCom as a whole has decided to do so and the explicit consent of the candidate(s) in question has been obtained.

At the conclusion of the NomCom process, the Chair, who will serve as Advisor to the next NomCom, will seek the consent of unsuccessful candidates for his restricted retention of their names and email addresses for the limited purpose of alerting them when the next NomCom announces its Formal Call for Statements of Interest and Recommendations. No other information for individual candidates will be retained. In particular, candidates from the 2004 process who wish to be candidates in the next NomCom process will need to submit a new Statement of Interest.

Participation on the NomCom is limited to the NomCom member, and cannot include a NomCom's assistant, other staff, or proxy.

Should a NomCom member withdraw, step down, or be removed from the NomCom, he or she is obligated to delete and destroy any and all NomCom-related materials and communications.

#### **4. Agreement to Adhere to the Code of Ethics**

Failure to agree to Adhere to the Code of Ethics will constitute grounds for removal from the NomCom.

### **B. NomCom's Role and Objectives**

#### **1. Role**

NomCom is responsible for the selection of portions of the members of the ICANN Board of Directors, GNSO Council, Interim ALAC, and ccNSO Council, filling these leadership positions in a way that complements the selections made for such positions by the Supporting Organizations and Interim ALAC.

The central rationale for using a nominating committee to select a portion of the ICANN leadership bodies is to balance those who can represent particular areas of knowledge and interests with those who place the broad public interest of the global Internet community ahead of any particular interests. NomCom's role is to select individuals of the highest integrity and capability who place the broad public interest of the global Internet community ahead of any particular interests, and who are nevertheless knowledgeable about ICANN's mission and environment.

To achieve this broad public-interest orientation, the members of NomCom are drawn from across the ICANN and global Internet communities. They act only on behalf of the interests of the global Internet community within the scope of the ICANN mission and the responsibilities assigned to NomCom by ICANN Bylaws. They act as individuals and are not beholden to their appointing constituencies as they work by consensus to derive the NomCom slates of Selected Nominees for these leadership bodies.

The NomCom functions independently from the ICANN Board, Supporting Organizations, and Advisory Committees. The NomCom selections are final;

no further approval or ratification is needed.

Together the NomCom and Supporting Organization selection pathways ensure that ICANN benefits from functional, cultural, geographic diversity in its policy development and decision-making as the Internet evolves.

NomCom is responsible for the selection of all ICANN Directors except the President and those selected by ICANN's Supporting Organizations, and for such other selections as are set forth in the Bylaws. [[Bylaws Article VII, Section 1](#)]

## **2. Objectives**

The following are the core objectives of the NomCom:

1. Identify, recruit, and nominate the highest-quality Selected Nominees for the positions NomCom is charged to fill;
2. Advance the core mission and values of ICANN [[Bylaws Article I, Sections 1 and 2](#)];
3. Trust and respect all members of the NomCom;
4. Pursue diversity in geography, culture, skills, experience, and perspectives from across the global Internet community;
5. Earn trust and respect of the Internet community by acting with fairness and integrity, and by providing transparency of objectives, criteria, procedures, and mechanisms for receiving input, while respecting candidates' privacy and maintaining the confidentiality that is necessary to assure open and frank communications within NomCom; and
6. Adhere to the ICANN Bylaws.

## **C. NomCom Operating Procedures**

### **1. Modifications to NomCom Procedures**

Considerable care has been taken in developing the NomCom Procedures. The NomCom process, however, is new to ICANN. In setting and publicizing its procedures, the NomCom reserves the right to modify them in the course of its work in order to ensure efficiency and effectiveness in fulfilling its responsibilities. If NomCom concludes that modification of these procedures is necessary, NomCom will post the changes on the NomCom web page.

### **2. Responsibilities of NomCom Members**

NomCom members are expected to engage in outreach, recruitment, and information gathering; to read the submitted and gathered information about each candidate under consideration; to participate in both deliberations about individual candidates and construction of slates of candidates that will fulfill the requirements for each of the leadership bodies for which NomCom selects members; to participate in NomCom teleconferences; to work diligently with NomCom colleagues toward an overall consensus on the best possible group of candidates to be selected; and to adhere to the Code of Ethics.

### **3. Vacancies and Removal from NomCom**

Vacancies that may occur in NomCom may be filled for the remainder of the term vacated by the same means by which the position was initially filled. In the event that a NomCom member is removed for any reason, he/she is obligated to delete all NomCom-related material. In the event that a member of the NomCom staff is removed for any reason, he/she is obligated to arrange for secure transfer of all NomCom-related material to a NomCom designated person, and then to delete all NomCom-related material from his/her own records in any form.

A NomCom member may be removed, following notice to the member, and if selected by a Supporting Organization constituency or Advisory Committee, after notice to that Supporting Organization constituency or Advisory Committee, by a majority vote of all NomCom members entitled to vote; provided, however, that the member who is the subject of the removal action shall not be entitled to vote on such an action or be counted as a voting member of NomCom when calculating the required majority vote; and provided further, that each vote to remove a member shall be a separate vote on the sole question of the removal of that particular member.

A member of the NomCom staff may be removed by the Chair of NomCom, following notice to the ICANN CEO.

### **4. Language for Conduct of NomCom's Communications**

NomCom will conduct its communications in English.

### **5. Terminology**

The term "Candidate" will be reserved for those individuals who agree to be considered by the NomCom for whom all required information in the Statement of Interest has been received.

The term "Selected Nominee" is reserved to refer to a Candidate selected by NomCom for a position it is charged to fill. NomCom selections are final; no further approval or ratification is needed.

### **6. Internal Communications and Relations**

#### **a. Communications and Meetings**

NomCom will carry out its work primarily through teleconferences and email. Materials for NomCom's work should normally be distributed at least 48 hours in advance of teleconference meetings.

The Chair will seek to facilitate confidential communications in a way that makes the most sense for the NomCom members.

The Nominating Committee expects to hold a face-to-face meeting in August-September at a location to be announced. NomCom members are encouraged, but not required to travel to face-to-face meetings, and provisions for participation via teleconference will be arranged for members unable to attend in person. Reimbursement of necessary

expenses will be available for travel to face-to-face meetings, in accord with applicable terms of ICANN travel reimbursement policy.

**b. Volunteer Service**

NomCom members serve as volunteers, without compensation. This contribution is respected and appreciated. Provisions will be made to alleviate the financial burden of the NomCom's frequent teleconferences. Without prior approval from the Chair for the incurrence of expenditure, reimbursement will not be made for any other expenditures.

**c. Non-Voting Members**

Except for formal votes, non-voting members of the NomCom will take part in all NomCom activities on an equal basis with voting members.

All NomCom members may participate in all discussions and deliberations (unless a conflict of interest has been determined to be present).

**d. Access to Information**

The Chair will maintain a non-public central file of Candidates under consideration, including available background, professional information, and gathered information. All NomCom members will have access to the information in the central file. The central file is confidential to NomCom members and NomCom staff.

At the conclusion of the NomCom process, the Chair, who will serve as Advisor to the next NomCom, will seek the consent of unsuccessful candidates for his restricted retention of their names and email addresses for the limited purpose of alerting them when the next NomCom announces its Formal Call for Statements of Interest and Recommendations. No other information for individual candidates will be retained. In particular, candidates from the 2004 process who wish to be candidates in the next NomCom process will need to submit a new Statement of Interest.

**7. External Communications and Relations**

**a. Transparency**

The NomCom will publish its rules and procedures at its web page on the ICANN Website. In consultation with the NomCom, the Chair will establish and publicize milestones and deadlines, including the public call for recommendations, so as to allow the NomCom to complete its work in a timely way.

The Chair will serve as the official spokesperson for NomCom.

**b. Recruitment Consultations**

The NomCom will engage proactively in consultations with the various

elements of the ICANN community in its recruitment efforts. Such contacts will include the IETF, the DNS root name server operators, the regional Internet registries, the Address Council, the gTLD and ccTLD registries and registrars, the Council and constituencies of the GNSO, the Council and constituencies of the ccNSO, the technical liaison group and the Security and At Large Advisory Committees.

The success of the NomCom will depend in no small measure on the willingness and ability of NomCom members to engage in affirmative recruitment of excellent candidates. The NomCom will use all readily available means to publicize the call for Recommendations and Statements of Interest.

In order to encourage NomCom members do their best to identify and recruit outstanding candidates, each NomCom member will be asked to present a list of several possible candidates for each of the bodies to be populated in part by the NomCom.

### **c. Public Input**

The NomCom will call publicly for Recommendations and Statements of Interest from across the global Internet community to find the talent and experience needed for the positions it fills, to inform NomCom's decisions, and to generate the confidence and respect of the community for those whom NomCom selects.

The NomCom will use all readily available means to publicize the call for Recommendations and Statements of Interest.

NomCom will seek Recommendations of potential candidates to enlarge and enhance the pool of candidates. A Recommendation, however, is not a requirement for consideration by the NomCom.

The Chair will give at least 30 days for the public to submit Recommendations and Statements of Interest.

Because NomCom will conduct its work in English, all submissions to NomCom must be provided in English. In NomCom's Formal Call for Recommendations and Statements of Interest NomCom grants permission for translation of the Formal Call provided (1) any distributed translation includes the full text of the Formal Call in English in its entirety and without any changes and (2) a copy of the translation and the identity and contact information for the translator are sent to NomCom at [<nomcom.comments@icann.org>](mailto:nomcom.comments@icann.org).

All Recommendations and Statements of Interest will be acknowledged in a timely fashion, using the address information provided by the submitter.

NomCom will provide a one-way communication mechanism (email or web-based) through which the public can easily provide input to assist the NomCom in its work. See section d below regarding the confidential treatment of input received about specific candidates via this mechanism.

### **d. Confidentiality and Privacy**

All NomCom members and NomCom staff will safeguard all internal NomCom communications and treat them as strictly private, confidential, and for the use of immediate committee members and NomCom staff only, without exception.

Communications of the NomCom are limited to the NomCom members and NomCom staff, and cannot include a NomCom member's assistant, or other staff.

NomCom members and NomCom staff will not disclose outside of the committee the identities of Candidates under consideration by the NomCom, nor any discussions about them, unless both the Candidate and the NomCom as a whole have given explicit authorization to disclose the information.

Note that because NomCom will need to check references and consult selected third-party sources on a confidential basis before making its final selections, those wishing to be considered Candidates are required to confirm this understanding of the confidentiality arrangements when they submit a Statement of Interest. NomCom also reserves the right to disclose the identities of those who submit Recommendations when it is necessary to do so in the course of the review process.

When NomCom has completed its selection of Nominees for the positions it is charged to fill, NomCom will, of course, publish the identities of the Selected Nominees.

Statistical information, without identifying information (for example, information about the size and nature of the Candidate pool) may be published.

## **8. Criteria for Selection for ICANN Directors, GNSO Council Members, Interim ALAC Members, and ccNSO Council Members**

The NomCom will apply the criteria for selection and terms of eligibility, defined in the applicable ICANN Bylaws, to identify a strong pool of qualified Candidates who meet the highest standards of integrity and capability.

To select from this pool of qualified Candidates, NomCom will take into account additional considerations, related to the roles to be filled, that it finds important as progress in the selection process is made.

By doing so, the NomCom seeks to ensure that ICANN can benefit from those who place the public interest of the global Internet community ahead of any particular special interests, but who nevertheless are or commit themselves to becoming knowledgeable about the environment in which ICANN operates.

In doing so, the NomCom also implements [ICANN's Core Values](#) to seek and support broad, informed participation reflecting the functional, geographic, and cultural diversity of the Internet at all levels of policy development and decision-making.

### **a. Roles of the Positions to Be Filled**

NomCom will be selecting its Nominees with careful consideration of the

roles they fill:

- ICANN's Directors, as a group, are responsible for exercising the powers of ICANN, controlling its property, and conducting or directing its business and affairs, except as otherwise provided in the ICANN Articles of Incorporation or Bylaws. Directors serve as individuals who have the duty to act in what they reasonably believe are the best interests of ICANN and not as representatives of the entity that selected them, their employers, or any other organizations or constituencies. [[Bylaws Article II, section 1](#) and [Article VI, Section 7](#)]
- The GNSO Council is responsible for managing the policy development process of the GNSO. [[Bylaws Article X, Section 3\(4\)](#)]
- The Interim ALAC is to consider and provide advice on the activities of ICANN, insofar as they relate to the interests of individual users. [[Bylaws Article XI, Section 2\(4\)](#)]
- The ccNSO Council is responsible for managing the policy-development process of the ccNSO. [[Bylaws Article IX, Section 3\(8\)](#)]

NomCom will use for all of these positions the criteria in the Bylaws for selection of ICANN Directors. See below. NomCom may use some additional considerations for the GNSO Council and Interim ALAC, and ccNSO Council positions to support the specific roles of these entities.

#### **b. Criteria for Selection of ICANN Directors**

"ICANN Directors shall be:

- (i). Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a demonstrated capacity for thoughtful group decision-making;
- (ii). Persons with an understanding of ICANN's mission and the potential impact of ICANN decisions on the global Internet community, and committed to the success of ICANN;
- (iii). Persons who will produce the broadest cultural and geographic diversity on the Board consistent with meeting the other criteria set forth in this Section;
- (iv). Persons who, in the aggregate, have personal familiarity with the operation of gTLD registries and registrars; with ccTLD registries; with IP address registries; with Internet technical standards and protocols; with policy-development procedures, legal traditions, and the public interest; and with the broad range of business, individual, academic, and non-commercial users of the Internet;
- (v). Persons who are willing to serve as volunteers, without compensation other than the reimbursement of certain expenses; and
- (vi). Persons who are able to work and communicate in written and

spoken English." [[Bylaws Article VI, Sec. 3](#)]

It is understood that the criteria of cultural and geographic diversity as reflected in (iii) above includes gender, ethnic, religious, or other forms of diversity.

### **c. Additional Considerations for GNSO, ALAC, and ccNSO Positions**

The criteria for selection of the GNSO Council, ccNSO Council, and At Large Advisory Committee members are less specifically defined in the Bylaws, but the NomCom notes the "Legislative History" behind the decision for NomCom to select some individuals to the above committees. [[ICANN: A Blueprint for Reform, Section 3](#) (20 June 2002) and [Final Implementation Report and Recommendations, Section 3\(C\)](#) (2 October 2002)]

NomCom is looking for women and men who have demonstrated the maturity, experience, knowledge and skills to handle the tasks and make the judgments involved in fulfilling the roles of Board Directors, GNSO Council Members, ccNSO Council Members, and Interim ALAC Members.

#### **(i) Additional Considerations for the GNSO Council Positions**

For the GNSO Council positions, specific experience related to the scope of GNSO's work with the Domain Name System would be advantageous.

#### **(ii) Additional Considerations for the Interim ALAC Positions**

For the Interim ALAC positions, experience and skills that bear on gathering, understanding, and communicating the interests of individual users would be advantageous. Perspectives not otherwise reflected in the existing Interim ALAC membership would be advantageous. NomCom's selections for Interim ALAC are intended to diversify the skill and experience sets of the Interim ALAC, including in such areas as group decision-making. Over time these NomCom selections present an opportunity to connect with the interests of individual users from all categories.

#### **(iii) Additional Considerations for the ccNSO Council Positions**

For the ccNSO Council positions, while no specific considerations are reflected in the Bylaws, experience or knowledge of ccTLDs and issues of importance to the global Internet, would be advantageous. Additionally, familiarity of the global environment in which ICANN operates and perspectives not otherwise reflected in the ccTLD community would be likewise be advantageous.

## **9. Eligibility Factors for ICANN Directors, GNSO Council Members, Interim ALAC Members, ccNSO Council Members**

### **a. Eligibility Factors for ICANN Directors**

(i). NomCom shall seek to ensure that the ICANN Board is composed of

members who in the aggregate display diversity in geography, culture, skills, experience, and perspective, by applying the criteria set forth above in this document. [[Bylaws Article VI, Section 2\(2\)](#)]

(ii). At no time shall the NomCom select a Director to fill any vacancy or expired term whose selection would cause the total number of Directors (not including the President) who are citizens of countries in any one Geographic Region to exceed five; and the NomCom shall ensure through its selections that at all times the Board includes at least one Director who is a citizen of a country in each ICANN Geographic Region. [[Bylaws Article VI, Section 2 \(2\)](#)]

(iii). No official of a national government or a multinational entity established by treaty or other agreement between national governments may serve as a Director. [[Bylaws Article VI, Section 4.1](#)]

(iv). No person who serves in any capacity (including as a liaison) on any Supporting Organization Council shall simultaneously serve as a Director or liaison to the Board. [Details on this restriction are explained in the [Bylaws Article VI, Section 4.2](#)]

(v). All the past and current ICANN Directors except Pindar Wong and Linda Wilson are eligible for selection in 2004, since none of them has exceeded the three term limit as defined in the Bylaws. Wong and Wilson are ineligible in 2004 by reason of their service on the NomCom. [[Bylaws Article VI, Section 8.5](#)]

#### **b. Eligibility Factors for GNSO Council Members**

No more than one officer, director, or employee of any particular corporation or other organization (including its subsidiaries and affiliates) shall serve on the GNSO Council at any given time. [[Bylaws Article X, Section 3\(5\)](#)]

#### **c. Eligibility Factors for Interim ALAC Members**

The five members of Interim ALAC selected by the NomCom shall include one citizen of a country within each of the five Geographic Region (Europe; Asia/Australia/Pacific; Latin America/Caribbean Islands; Africa; and North America) established [according to Bylaws Article VI, Section 5](#). [[Bylaws Article XI, Section 2\(4\)\(b\)](#)]

#### **d. Eligibility Factors for ccNSO Council Members**

There are no additional Bylaw eligibility considerations for ccNSO Council Members selected by the NomCom.

### **10. Review and Evaluation of Candidates**

NomCom expects to complete its selection of Nominees for all of the positions it is charged to fill in 2004 in time for those selected to be seated at the conclusion of the ICANN 2004 Annual Meeting.

NomCom will post on the NomCom webpage a Work Plan with identified Milestones. NomCom reserves the right to adjust its schedule within the boundaries of the Bylaw requirements. Adjustments in NomCom's schedule will be posted on its webpage and to subscribers to [<nomcom.announce-](#)

[request@icann.org](mailto:request@icann.org)>.

Additional information on the 2004 Nominating Committee process will be included in the Formal Call for Recommendations and Statements of Interest which will be posted on the NomCom webpage.

NomCom will begin its review of Candidate information contained in the completed Statement of Interest as soon as it is received and confirmed to have all required information.

The NomCom will evaluate Candidates in a fair and consistent manner, considering the Statement of Interest, references and, as needed, interviews, consultations, and third-party information sources. While doing so, it will adhere to its [Code of Ethics](#).

See also Section 8 above which describes the criteria and additional considerations that will be taken into account in NomCom's selections. Section 9 describes the eligibility factors.

Note that endorsements by organizations or groups and lists of signatories are not appropriate for this NomCom process, and they will not be influential in NomCom's selections since popularity is not one of the criteria being used.

NomCom will need to carry out due diligence regarding candidates it wishes to consider in the final round of review. For this purpose NomCom will arrange, with consent of these candidates, to conduct confidential references and credential verification and consult with others, not named by the Candidate, on a confidential basis.

It should be noted that this Nominating Committee process differs from an election, although the goal is the same: to elicit the Internet community's participation in a thoughtful process leading to the selection of very well-qualified individuals to fulfill the specific roles of their positions.

## Annex 1

### NomCom Time Table – Milestones

- Announcement of Formal Call: End of June 2004
- Deadline of Formal Call for Full Consideration: Late July/early August 2004
- Review and Evaluation: August/September 2004
- Face-to-Face Meeting and Selection: September 2004
- Results Announced to ICANN Secretary: Late September 2004