



One Firm Worldwide<sup>SM</sup>



# Corporate Governance Recommendations

Lizanne Thomas, Global Governance Team Chair

*March 12, 2012*

# Keys to Effective Corporate Governance

*Corporate governance is not an end in itself. It is a tool designed to facilitate sound and thorough decision-making, without self-interest.*

# Keys to Effective Corporate Governance

- “*Tone at the top*”: a consistent tone and devotion to integrity and ethics
- *Transparency*: openness, communication and accountability
- *Clarity of Role Definition for Board and Management*
  - Duty is to company, not any constituency, regardless of source of election
  - Culture of continuous improvement in director education
  - Balancing Board oversight and staff management roles

# ICANN Corporate Governance Successes

- A multi-stakeholder policy development processes
- ICANN's extraordinary commitment to transparency
- Unprecedented community and stakeholder involvement
- A diverse Board
- Mechanisms for Board accountability and review (Ombudsman, Reconsideration and Independent Review processes)
- Numerous existing governance policies and procedures in place

# ICANN Corporate Governance Opportunities

- Desire to achieve the highest standards in ethics and integrity
- Streamline and consolidate corporate governance policies, practice and procedures
  - Multiple sources create potential for confusion or conflict
- Updates to reflect maturing organization

# Near Term Potential Action Items

- Update Board Conflicts of Interest Policy
- Adopt Corporate Governance Guidelines
- Refresh Board Code of Conduct
- Refresh Expected Standards of Behavior
- Update governance page on ICANN's website

# This Is Just The Beginning

- A cooperative effort to enhance ICANN's ethics policies, including the adoption of a company-wide Code of Ethics
- Consider longer range governance changes reflective of evolution of ICANN