

**Independent Review of the ICANN Nominating Committee:
Final Report**

Report Prepared for the Internet Corporation for Assigned Names and
Numbers (ICANN)

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I. Introduction

The ICANN Bylaws require the formation of an ICANN Nominating Committee (NomCom) to recruit and select members of the ICANN Board of Directors (ICANN Board), Supporting Organizations (SOs), Advisory Committees (ACs), and the Public Technical Identifiers (PTI) Board.² In addition, the ICANN Bylaws also stipulate that the NomCom be independently reviewed at least once every five years.³ In accordance with this requirement, our review includes:

- An assessment of whether the NomCom has a continuing purpose within the ICANN structure.
- An assessment of how effectively the NomCom fulfills its purpose and whether any change in structure or operations is needed to improve effectiveness, in accordance with the ICANN-provided objective and quantifiable criteria. In particular, we assess:
 - NomCom nominating cycles from 2011 onwards with regard to the effectiveness of the appointments by the NomCom selection process, without conducting performance assessments of individual NomCom appointees.
 - The composition and size of NomCom.
- An assessment of the extent to which the NomCom as a whole is accountable to the wider ICANN community, its organizations, committees, constituencies, and stakeholder groups to make effective selections.⁴

This report provides findings and recommendations based on interviews with, and a survey of, ICANN community members, our observations of NomCom meetings, our experience with ICANN, and extensive work with other nonprofit and volunteer-based organizations aimed at improving their effectiveness and board member selection processes.

Our assessment of the NomCom revealed that the NomCom is operating effectively but has room for improvement. With respect to areas for improvement, we identified two recurring themes that we have used to frame our recommendations. The first is that the NomCom's policies and processes limit the extent to which the NomCom is able to effectively identify the competencies needed in leadership positions within ICANN (especially with respect the Board), recruit candidates based on those needed competencies, and identify individuals in the candidate pool that best fulfill those needed competencies.

² NomCom 2012 FAQs, p. 20 available at <https://www.icann.org/resources/pages/faqs-74-2013-11-12-en>, accessed on November 6, 2017; ICANN Bylaws Article 8, Section 1, available at <https://www.icann.org/resources/pages/governance/bylaws-en#VII-1>, accessed on December 1, 2017.

³ ICANN Bylaws, Article 4, Section 4, available at <https://www.icann.org/resources/pages/governance/bylaws-en#VII-1>, accessed on December 1, 2017.

⁴ ICANN NomCom Review RFP - Project Overview, available at <https://www.icann.org/en/system/files/files/rfp-nomcom-review-19jan17-en.pdf>, accessed on November 3, 2017.

The second theme is that a lack of institutional knowledge and codified best practices reduces the effectiveness of the NomCom and harms its reputation within ICANN, the latter of which further limits its ability to recruit and select high quality candidates. Although the NomCom faces unique challenges associated with the ICANN multi-stakeholder model, in our opinion, policies and procedures that shield the NomCom from influence of the Board or promote “resetting” of the NomCom each year generally do more harm than good. In addition, a lack of codified best processes creates inefficiencies and allows the NomCom to change its processes each year with short notice and limited input from the ICANN community, which is inconsistent with ICANN’s commitment to transparency and accountability.

We provide a total of 27 recommendations in our Final Report. Below, we briefly highlight our principal recommendations, which include:

- Implementing training for NomCom members on Board governance, leadership, and candidate interviewing and evaluating techniques.
- Extending NomCom members’ term to two years and allowing all non-leadership members to vote.
- Rebalancing the NomCom to more accurately reflect the larger ICANN community.
- Codifying NomCom processes and formalizing job descriptions for both NomCom members and appointees.
- Developing standardized evaluation approaches to make recruiting and evaluation processes more consistent and fair.
- Clarifying the desire for and definition of independent Board directors.

In what follows, Section II provides background on the NomCom, Section III discusses the methodology we followed for our independent review of ICANN’s NomCom, and Section IV summarizes strengths of the NomCom. Sections V, VI, and VII then detail our findings and recommendations as follows:

- Section V provides findings and recommendations related to the composition and responsibility of the NomCom and its members. These recommendations focus on training NomCom members, processes for appointing NomCom members, the role of recruiting and evaluation consultants, and issues related to the size and structure of the NomCom.
- Section VI provides findings and recommendations related to the NomCom’s processes for candidate recruitment and evaluation. A recurring theme throughout this section is the need for the NomCom to codify processes at all stages of the NomCom cycle, whether it is developing candidate job descriptions, performing outreach, or evaluating candidates.
- Section VII contains additional recommendations, the implementation of which requires support from the ICANN Board and/or other members of the ICANN community. It focuses on strengthening the process for implementing recommendations related to the

NomCom, developing leaders within the ICANN community, and ensuring seats for independent directors on the Board.

II. Background

A. ICANN

ICANN is an international nonprofit organization that assists in coordinating the Internet Assigned Numbers Authority (IANA) functions.⁵ ICANN's multi-stakeholder model is structured to ensure that ICANN represents the interests of industries, non-commercial organizations, individual Internet users, the technical community, and national governments. While final decisions on Internet policy recommendations rest with the Board of Directors, the SOs and ACs also develop policy recommendations and advise the Board.⁶ Thus, appointing qualified volunteers to serve on the ICANN Board, SOs, ACs, and the PTI Board is crucial to ICANN's mission.

B. ICANN's Nominating Committee

Since 2002, the ICANN Bylaws have required the formation of the NomCom to recruit and select members of the ICANN Board of Directors, SOs, and ACs.⁷ On October 1, 2016, the ICANN Bylaws were amended to task the NomCom with appointing members to the PTI Board.⁸ While the members of the NomCom are appointed by the ICANN Board and other ICANN bodies, the NomCom was designed to be independent from the ICANN Board, SOs, and ACs.

The NomCom is responsible for selecting, in total, eight voting members of the ICANN Board, two directors of the PTI Board, three members of the Generic Names Supporting Organization (GNSO) Council (two voting and one non-voting), three voting councilors of the Council of the Country Code Names Supporting Organization (ccNSO), and five voting members of the At-Large Advisory Committee (ALAC).⁹ Within a given year, the NomCom will typically nominate three ICANN Board directors, two PTI Board directors, one or two GNSO Council members, one ccNSO councilor, and two or three ALAC members.

The NomCom has a maximum of 15 voting members and six non-voting members, each of whom serves a one-year term. Voting members can serve two consecutive terms, after which they must

⁵ Welcome to ICANN!, available at <https://www.icann.org/resources/pages/welcome-2012-02-25-en>, accessed on November 15, 2017.

⁶ Beginner's Guide to Participating in ICANN, p. 2, available at <https://www.icann.org/resources/pages/beginners-guides-2012-03-06-en>, accessed on November 15, 2017.

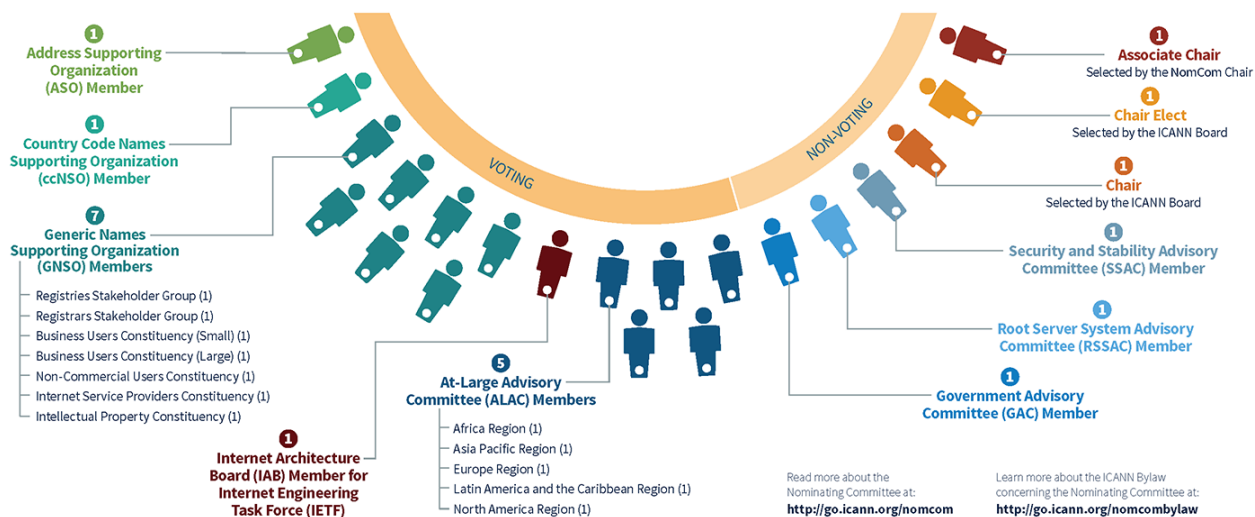
⁷ NomCom 2012 FAQs, p. 20 available at <https://www.icann.org/resources/pages/faqs-74-2013-11-12-en>, accessed on November 6, 2017; ICANN Bylaws Article 8, Section 1, available at <https://www.icann.org/resources/pages/governance/bylaws-en#VII-1>, accessed on December 1, 2017.

⁸ ICANN Bylaws as amended October 1, 2016, Article 8, Section 2, available at <https://www.icann.org/resources/pages/bylaws-2016-09-30-en#article8>, accessed on March 12, 2018.

⁹ ICANN Bylaws Article 8, Section 2, available at <https://www.icann.org/resources/pages/governance/bylaws-en#VII-1>, accessed on December 1, 2017.

wait two years to serve on the NomCom again.¹⁰ The NomCom Chair and Chair-Elect (selected by the ICANN Board) and the Associate Chair (selected by the NomCom Chair) lead the committee and are non-voting members. The other NomCom members are appointed by Constituencies within the SOs/ACs. Although the Government Advisory Committee (GAC) can appoint one member, it has historically not done so. The structure of the NomCom is summarized in Figure 1 below.

Figure 1: Structure of the 2017 Nominating Committee¹¹

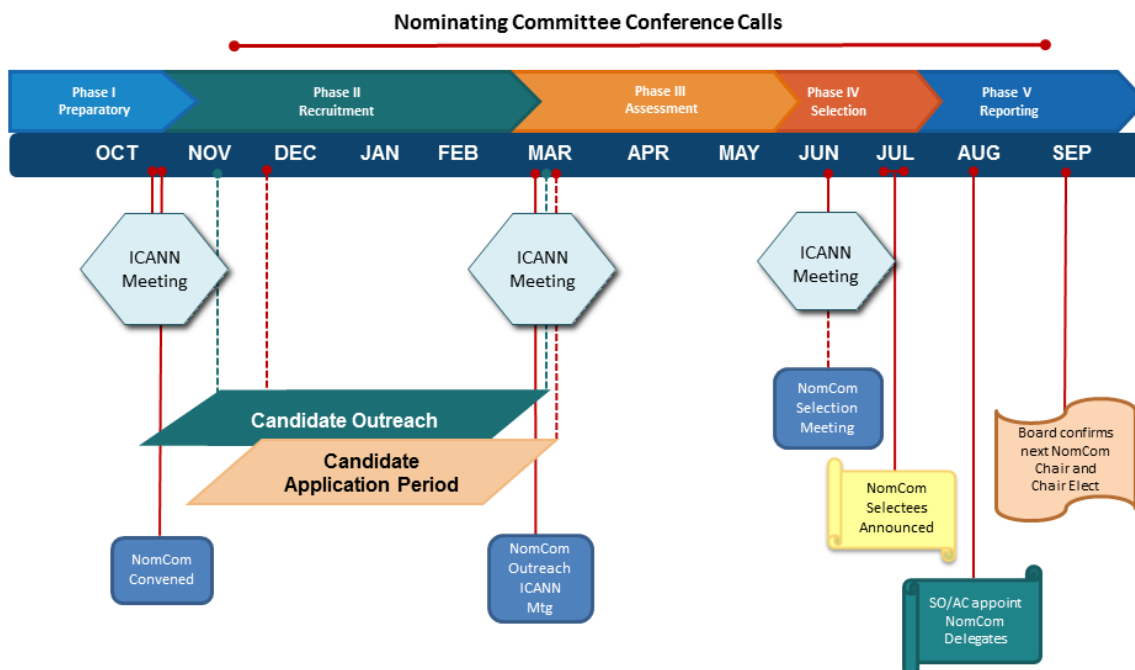


The NomCom schedule currently has five phases: preparatory, recruitment, assessment, selection, and reporting, which are summarized below in Figure 2. Each year, the NomCom is convened in October, conducts outreach and evaluation through early July, and announces selections in September.

¹⁰ ICANN Bylaws Article 8, Section 3, available at <https://www.icann.org/resources/pages/governance/bylaws-en#VII-1>, accessed on December 1, 2017.

¹¹ NomCom 2017 Webpage, available at <https://www.icann.org/nomcom2017>, accessed on December 1, 2017.

Figure 2: ICANN Nominating Committee Cycle¹²



As shown in Figure 2, the NomCom recruitment phase begins in November and ends in March. During this period, NomCom members engage in outreach and the NomCom accepts applications.

The main steps of the Recruitment Phase for the 2017 NomCom were as follows:¹³

November 8-9, 2016: The 2017 NomCom convened to discuss and plan outreach opportunities.

January 11 - March 21, 2017: The application period was opened.¹⁴ The application process involved the following steps:

- Interested individuals submitted the online Application Request Form, and received an acknowledgement email from NomCom Staff.
- Individual applications were created on the NomCom wiki platform. Candidates were notified of the application and sent information about the application process. The applications were kept confidential.
- NomCom Staff monitored applications and reviewed completed applications. NomCom Staff either acknowledged that forms are complete or informed candidates if information

¹² NomCom 2017 Webpage, available at <https://www.icann.org/nomcom2017>, accessed on December 1, 2017.

¹³ More details on the recruitment of candidates can be found on the NomCom 2017 Webpage, available at <https://www.icann.org/nomcom2017>, accessed on December 1, 2017.

¹⁴ The PTI Board application period starts February 7 and ends March 21. See NomCom 2017 Webpage, available at <https://www.icann.org/nomcom2017>, accessed on December 1, 2017.

was missing. Towards the end of the application period, NomCom Staff reminded candidates who have not completed their applications.

- The application form was disabled at the end of March 21, prohibiting new applications. There was, however, a nine-day grace period to allow candidates to complete an application if they had started one. Any incomplete applications after the grace period were not considered.

Following the Recruitment Phase, the Assessment Phase begins in April and ends in early June. During this phase, the NomCom reviews candidate materials (the Statement of Interests, or SOIs) and identifies a shortlist of candidates. Roughly 20 to 25 Board candidates (but not SO/AC or PTI Board candidates) are typically selected to be interviewed by the assessment consultant, which conducts phone interviews and reports back to the NomCom with an assessment of the candidates. The NomCom then forms “deep-dive” teams that are typically composed of two NomCom members, which assess candidates in more detail, leading to a selection of approximately ten shortlisted Board candidates for in-person interviews at the ICANN meeting in June.

To narrow the list of candidates, the NomCom has typically sorted candidates into green, yellow, and red “buckets” based on candidate quality. The NomCom shortlist is typically limited to approximately 20 candidates across all positions and ten candidates for in-person interviews. In prior years, the average (mean) value of NomCom members’ scores was used to rank candidates; more recently the NomCom has taken into account variation of scores and moved to using the median.

During the Selection Phase, the NomCom deliberates over the final candidates and makes its selections. In early July, the candidates are notified if they are selected or not, and those who are not selected are asked if they would like to be considered for the following year. Selected candidates undergo additional due diligence and are confirmed if the due diligence is positive. NomCom appointees are announced publicly in September.

III. Methodology of the Independent Review of the NomCom

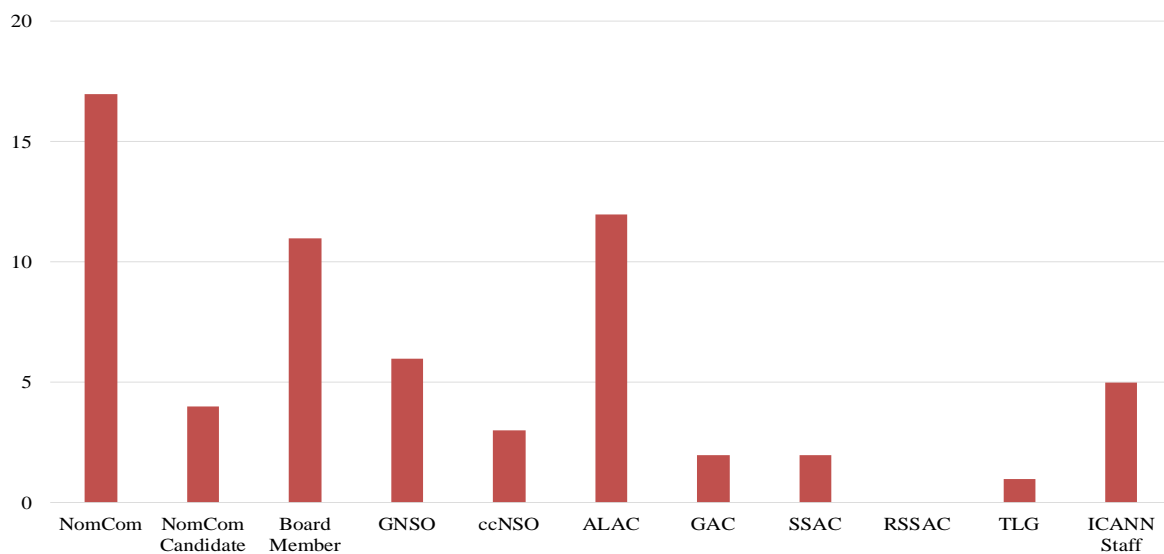
Our independent review of the ICANN NomCom has been divided into two stages: (1) assessment of the NomCom’s performance and (2) recommendations to improve the NomCom’s effectiveness. Our final report represents both stages.

During our independent review of the NomCom, we conducted over 60 individual semi-structured interviews with current and former members of the NomCom and ICANN Board, members of ICANN bodies that send delegates to the NomCom, other members of the ICANN community, and ICANN staff. These interviews were conducted in-person at ICANN59 and ICANN60, and remotely. They were intended to capture a wide variety of individuals’ views on the role of the NomCom, the strengths and weaknesses of the NomCom, and the relationship between the NomCom and the ICANN community.

To ensure we spoke with individuals that possessed a variety of perspectives, interviewees came to our attention and were selected through a variety of channels. We spoke with some people as a result of their direct involvement with the NomCom. We reached out to others based on recommendations from within the community. We also interviewed people who contacted us directly and expressed an interest in sharing their feedback on the NomCom. And, we contacted others to ensure more diverse representation of those interviewed.

Figures 3, 4, and 5 show the composition of interviewees in terms of their affiliations within ICANN, their gender, and the global region in which they reside, respectively.

Figure 3: Current/Former ICANN Roles and Affiliations¹⁵
Number of Interviewees



¹⁵ The number of interviewees in each category does not sum to the total number of interviewees because there is some overlap in organizational affiliation.

Figure 4: Gender Composition
Number of Interviewees

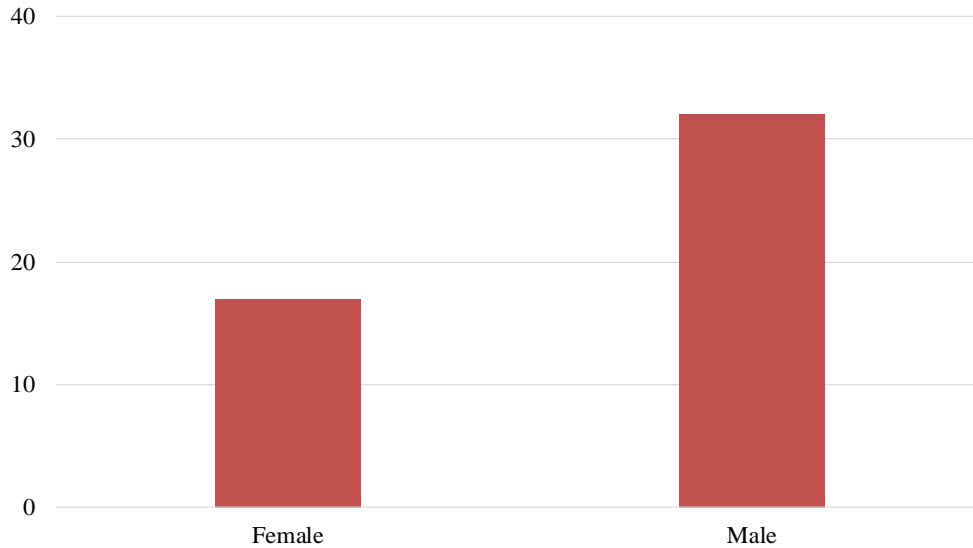
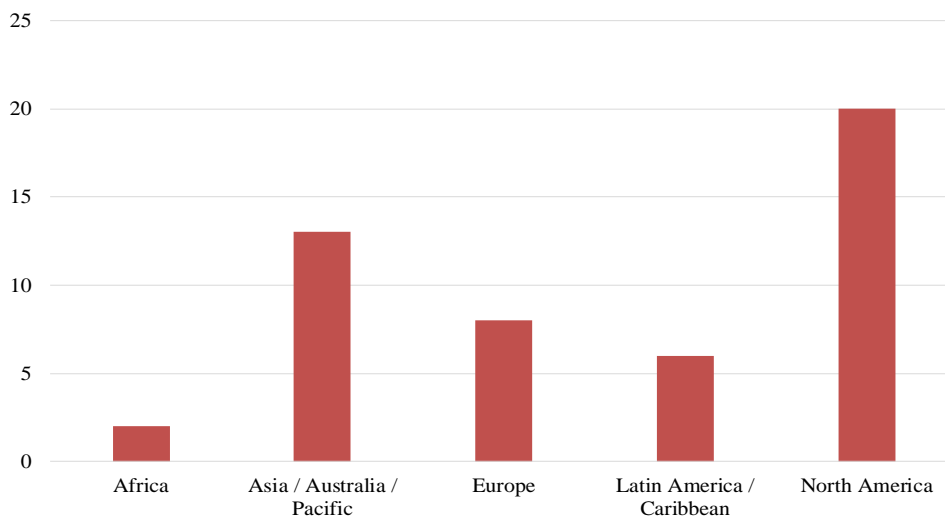


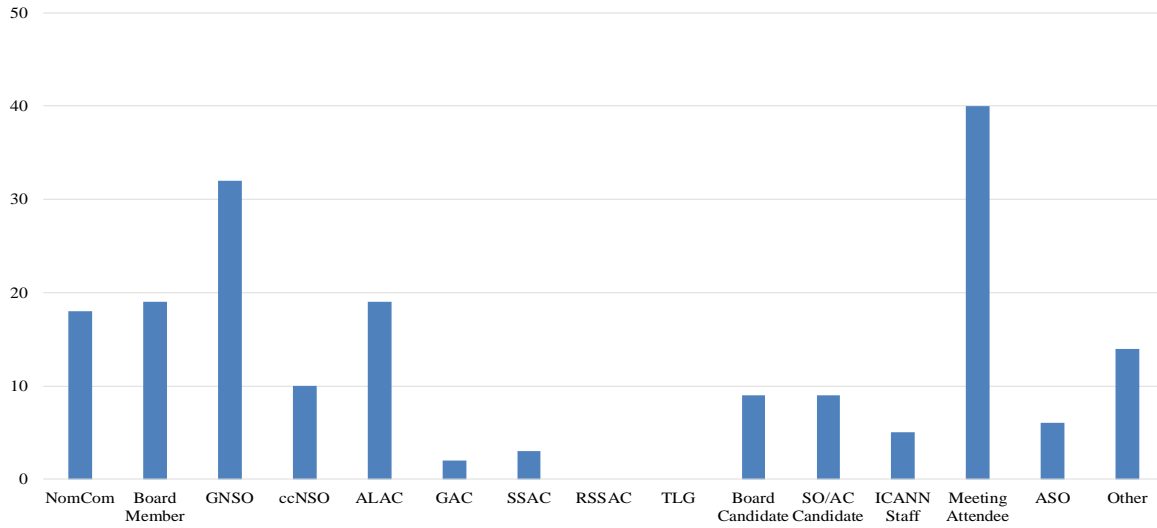
Figure 5: Region in which Interviewees Reside
Number of Interviewees



We also received input from the community through an online survey. The purpose of the survey was to collect feedback from a wider set of respondents across the ICANN community and serve as a means for people who were not interviewed to provide feedback on the NomCom. The survey was informed by our interviews and was refined in collaboration with the NomCom Review Working Party (RWP). The survey was publicized widely, used best practices in survey design, and helped us determine the extent to which additional interviews would be necessary.

The online survey collected feedback from current and former members of the NomCom, the ICANN Board of Directors, and SOs/ACs, as well as from ICANN staff and other individual members of the ICANN community. The survey had 85 total respondents. Figures 6, 7, and 8 show the makeup of the group of survey respondents in terms of their affiliations within ICANN, their gender, and the global region in which they reside, respectively.

Figure 6: Current/Former ICANN Roles and Affiliations¹⁶
Number of Survey Respondents



¹⁶ The number of survey respondents in each category does not sum to the total number of respondents because there is some overlap in organizational affiliation.

Figure 7: Gender Composition
Number of Survey Respondents

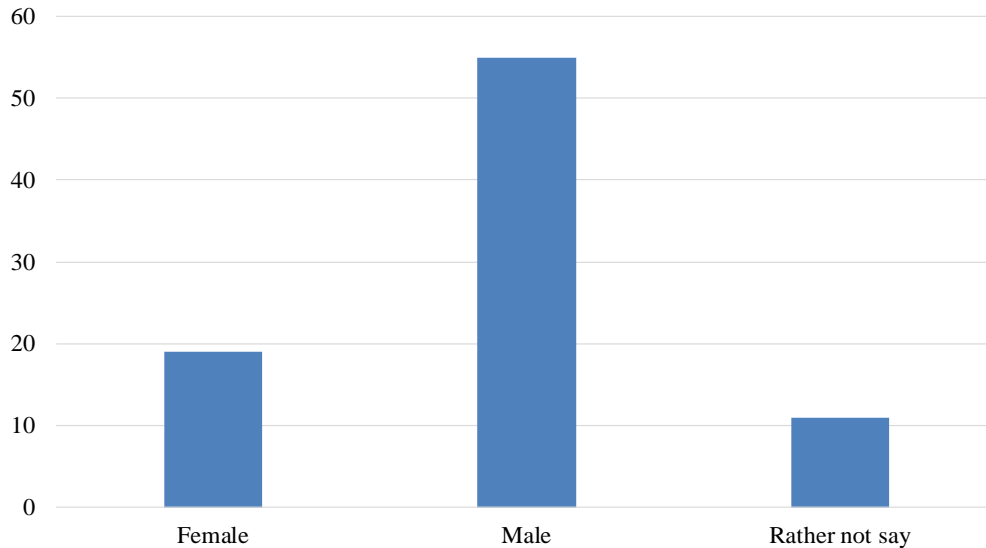
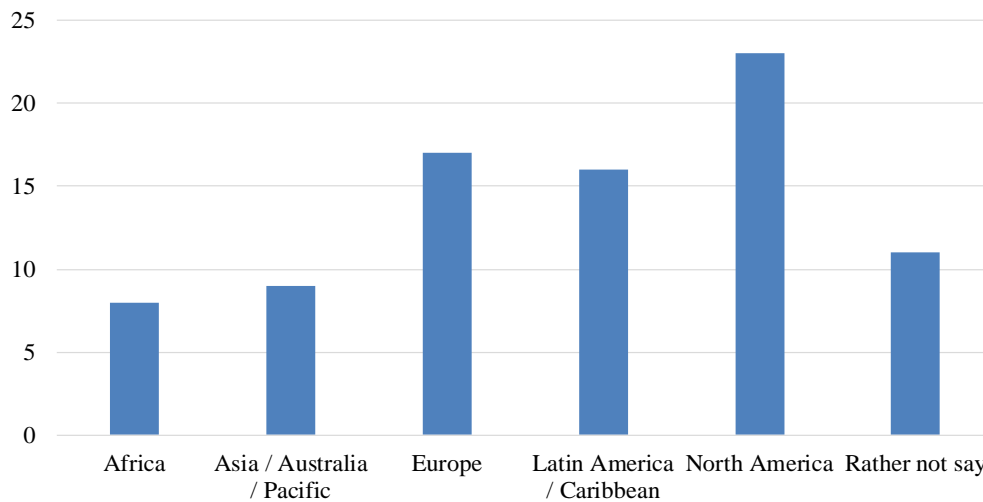


Figure 8: Region in which Survey Respondents Reside
Number of Survey Respondents



The information collected through our interviews, online survey, review of documents and reports, and auditing of NomCom meetings provide the basis of the findings and recommendations outlined in this report. It is important to emphasize that our approach to assessing the NomCom does not require perfect representation across the ICANN community. We have not, for example, drawn conclusions based principally on the frequency with which we heard a particular opinion during our interviews or through the survey instrument. Rather, the interviews and online survey were methods for gathering diverse perspectives across ICANN with the goal of ensuring we have heard and considered many diverse opinions before making our assessment and our recommendations.

IV. Strengths of the Nominating Committee

The NomCom is seen by the ICANN community as generally performing its role effectively, but with room for improvement. Based on our assessment, we agree with this characterization and affirm the NomCom’s continuing role in recruiting and selecting individuals to leadership positions within ICANN. The NomCom tends to select high quality people overall, although our assessment suggests there is a moderate amount of variability in the quality of candidates chosen, particularly with respect to Board candidates.

The NomCom has improved significantly along a number of dimensions since 2011, especially in its treatment of candidates, and in its commitment to transparency and engagement with the ICANN community. These improvements are the result of steps taken by previous NomComs through implementing the recommendations of prior NomComs and the recommendations included in the 2007 independent review of the NomCom and the Accountability and Transparency Review (ARTR) Team reports of 2010 and 2013. As an example of such improvement from year to year, the 2018 NomCom has implemented, partially or in whole, several recommendations we had formed based on our assessment of the 2017 NomCom’s policies and procedures.¹⁷

V. Findings and Recommendations: Composition and Responsibilities of the NomCom Members

This section contains findings and recommendations pertaining to the composition and responsibilities of the NomCom and its members. These findings and recommendations are related to training of NomCom members, processes for appointing NomCom members, and issues related to the size and structure of the NomCom.

- A. Finding: The NomCom is generally seen as performing its role effectively, but there is room to improve the functioning of the NomCom. The extent to which NomCom members are independent and prioritize the interests of the global Internet community in their decision-making is an area of concern within ICANN. The NomCom itself is not seen as sufficiently diverse, particularly with respect to gender.**

The NomCom “seeks to ensure that ICANN benefits from individuals 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.”¹⁸

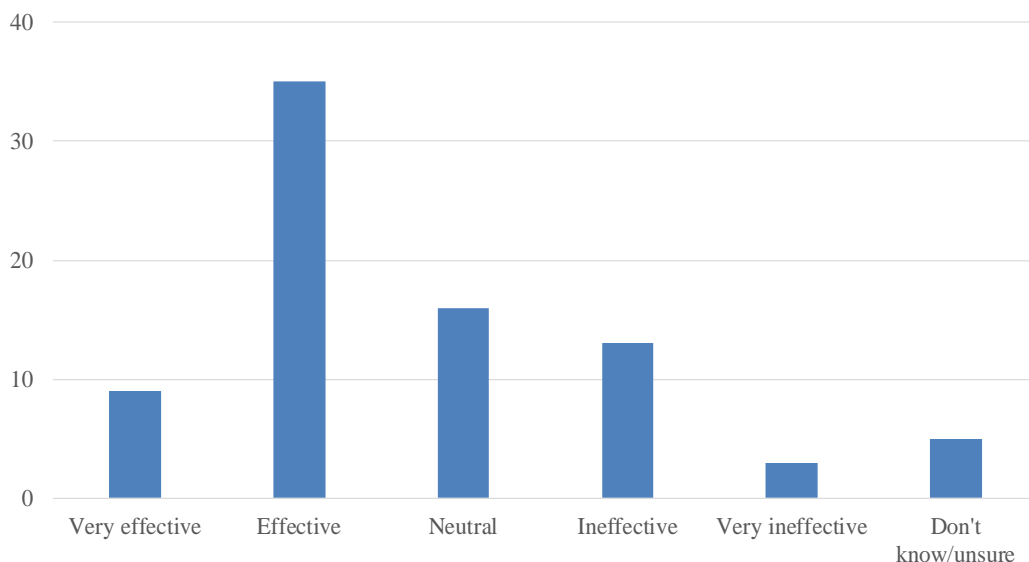
¹⁷ These include (1) creating a job description for ICANN Board positions, although our recommendation includes job descriptions for SOs/ACs and the PTI Board as well as ways the job description should be improved, (2) providing interview training for NomCom members, and (3) publishing statistics in the NomCom Final Reports on the recruiting source of candidates, although once again we think the NomCom can make a further improvement in the information it provides.

¹⁸ NomCom 2017 Operating Procedures, available at <https://www.icann.org/resources/pages/nomcom2017-procedures-2017-02-07-en>, accessed on November 27, 2017.

A majority of people identified success for the NomCom as appointing high-quality, effective individuals to the Board and other SOs/ACs, often using words such as “well-qualified,” “good contributors,” and the “right match for the role.” A few others, often in addition to describing the role of NomCom as that of appointing high-quality and effective individuals, included in NomCom’s role the purpose of appointing individuals with diverse perspectives, preserving its independence, and appointing candidates with consensus.

As shown in Figure 9, when asked whether the NomCom is or is not effective in performing its role, the most frequent answer was “Effective.” The distribution of responses in Figure 9 was common in other questions related to the effectiveness of the NomCom, such as effectiveness in candidate recruiting, and effectiveness in candidate evaluation. In all, roughly 60 percent of respondents rated the NomCom as “Effective” or “Very Effective” while 40 percent of survey respondents described the NomCom as “Neutral,” “Ineffective,” or “Very Ineffective.”

Figure 9: How Effective is the NomCom in Performing its Role?
Number of Survey Respondents



Survey respondents and interviewees acknowledge the difficult role of the NomCom given the complexity of ICANN and its multi-stakeholder model. Some individuals noted that while the NomCom was imperfect, it was the best method currently for preventing the Board from being “self-perpetuating.” Others expressed the general concern that the NomCom was created to replace direct election and that the importance of that purpose seems to have been forgotten or diminished.

The majority of people indicated that the NomCom should continue to appoint members to both the Board and SOs/ACs. A few people thought the NomCom may not need to appoint people to ALAC because ALAC already has a function for appointing ALAC members, while a few others thought the NomCom should appoint all Board members.

NomCom members are expected to act as individuals on behalf of the interests of the global Internet community, and should not be beholden to the constituencies that appointed them to the NomCom, or to other organizations or corporations.¹⁹ NomCom selections are final and do not need the approval of any other body or individuals within ICANN.

A common concern raised by both interviewees and survey respondents was that NomCom members too often voted as blocs based on the organization that sent them to the NomCom or some other common interest. As a result, these people felt that sending delegates to the NomCom was seen as a way for those organizations to advance an agenda instead of appointing people that acted in the best interest of the broader ICANN community.

Some individuals said that the NomCom interview process was unfair due to conflicts of interest, either in terms of NomCom members appointing people they do business with, or in terms of ICANN organizations appointing NomCom members who will select candidates that more closely align with their interests.

People frequently gave the NomCom poor marks for diversity, especially gender. There have been four or five women on the NomCom since 2014 with the exception of the 2016 NomCom. There were only two women on the NomCom in 2016.

A number of people thought organizations that send delegates to the NomCom should focus more on diversity, with some suggesting diversity should be a goal during the processes to select NomCom delegates. Many people, however, including those who thought the NomCom needed to be more diverse, thought competency on the NomCom was more important than diversity and that diversity on the NomCom was less important than diversity on other bodies, especially the Board.

Others noted that diversity may be difficult to achieve in practice given that NomCom members are appointed by different bodies, some of whom only appoint one person to the NomCom. We note that from 2011-2017, only the ALAC, GNSO, and SSAC appointed a woman to the NomCom.²⁰

Recommendation 1: Formalize a job description for NomCom members that emphasizes diversity and independence, and provide that description to the SOs/ACs.

Each year, the NomCom should develop a thorough description of the responsibilities and (requisite or desired) competencies of a NomCom member, as well as a statement of the current diversity composition of the NomCom, and desire for independence for NomCom members, in order to assist the SOs/ACs in appointing members to the next year's NomCom.²¹ The job description should be posted to the NomCom website and sent to the SOs/ACs so that it is part of

¹⁹ ICANN Bylaws Article 8, Section 4, available at <https://www.icann.org/resources/pages/governance/bylaws-en#VII-1>, accessed on December 1, 2017.

²⁰ Between 2011 and 2017, the rates at which ALAC, GNSO, and SSAC appointed women to the NomCom were 8 out of 35, 6 out of 49, and 1 out of 7, respectively.

²¹ For clarity purposes, the term “competencies” refers broadly to skills, experience, personal qualities and behaviors, etc. Competencies should not be interpreted narrowly as referring only to “hard” skills such as financial management. Strategic planning, communication and teamwork, etc. are all included under the term competencies.

the process by which the SOs/ACs select their NomCom members. SOs/ACs should use the description and diversity statement to recruit and select delegates to send to the NomCom.

An official job description would help ensure that individuals applying to be a NomCom member understand the role and the time commitment they would be taking on, as well as standards of conduct. Currently, NomCom member responsibilities and competencies are listed across several different NomCom resources, and thus are not easily located.²²

The job description should emphasize that the ideal NomCom delegate would have human resource (HR) expertise, recruiting experience, and/or a keen understanding of the role of board members. Although potential NomCom members should not be disqualified simply because they might have limited experience in these three areas, highlighting these qualities in the job description would further align the capabilities of the NomCom members with the core function of the NomCom. The description should also note that gender and regional diversity are important considerations, and it should include the time required of NomCom members.

Lastly, the job description should note that NomCom members should be committed to preserving the independence of the NomCom and are expected to act only in the best interests of the global Internet community and not on behalf of their business interests or the organization that appoints them to the NomCom. Given the concerns within the ICANN community that NomCom members may be voting in blocs, the importance of NomCom members acting with independence should be emphasized as soon as an individual considers their appointment to the NomCom.

B. Finding: NomCom members have significant technical and policy-related experience in their fields but do not always fully understand the role of Board members and the skills and attributes needed to be a successful Board member at ICANN.

Appointing directors to the ICANN Board is one of the NomCom's key roles, and some interviewees indicated that appointing Board members should be a higher priority for the NomCom than appointing members of other ICANN bodies. However, the interviews suggest that, especially given ICANN's growth in recent years, the skills needed to be a Board director are significantly different than they were ten or even five years ago, and the NomCom needs to be aware of these changes when appointing Board directors.

ICANN is currently a 20-year-old organization that realizes approximately \$140 million in revenue each year.²³ As the size, complexity, and competency of the organization has evolved, the role of the Board requires different competencies and experience than when ICANN was a younger, smaller organization. Interviewees and survey respondents frequently expressed the viewpoint that

²² For example, the NomCom's Operating Procedures describe the obligations of NomCom members in general terms. The NomCom's Background Information and Code of Conduct describe the rationale for the NomCom, a conflict of interest policy, and expected standards of behavior. The Code of Conduct states explicitly that NomCom members are to act only on behalf of the interest of the global Internet community. The NomCom's Guidelines provide an overview of the NomCom, including core objectives of the NomCom.

²³ "What Does ICANN Do?" available at <https://www.icann.org/resources/pages/what-2012-02-25-en>, accessed on February 12, 2018. Financial Information for ICANN, available at <https://www.icann.org/resources/pages/governance/financials-en>, accessed on February 12, 2018.

NomCom members need more experience with, and a better understanding of, recruiting and selecting individuals for an organization the size of ICANN. Multiple people expressed a similar sentiment: that the fundamental problem is that candidates are recruited by people who do not fully understand what the Board does or what competencies are necessary to be effective on the Board.

NomCom members often have significant technical and policy knowledge in their fields, but do not have Board experience at an organization the size and complexity of NomCom. As one interviewee put it: “I’m worried, because in the next 10 years, if we think we’ve had challenges so far, we’ve not seen anything yet.” The skills needed to be a Board member are also different than those needed on the GNSO, ccNSO, and ALAC. So, while NomCom members have the requisite skills to evaluate candidates for SOs/ACs, there is a dearth of knowledge relative to the necessary skills of a Board candidate.

Recommendation 2: Implement and formalize training to further NomCom members’ understanding of the roles and responsibilities of Board directors and the practices of high-performing Boards at other nonprofit organizations.

In determining the types of Board members that are needed both now, and as ICANN continues to evolve, it is important that NomCom members have certain questions in mind when selecting Board members. For example, what does a high functioning Board do in a large, complex organization? How does this role differ from a younger, less complex organization’s needs for directors? And, more generally, what makes a “good” Board member in a large organization such as ICANN?

It is not realistic to expect all NomCom members to start with a deep understanding of the role of Board members nor experience evaluating the needed competencies and experience of a Board at an organization the size of ICANN. But, understanding what makes a successful Board member and what makes a successful Board are the foundation of effective recruiting and evaluation efforts. The NomCom would therefore benefit from a short training program, conducted by an outside consultant who has experience working with nonprofit Boards, to assist NomCom members in thinking about what competencies and experience are required for high-functioning Boards and their members.

The NomCom leadership should be responsible for selecting the outside consultant and determining whether the training program is required for all NomCom members or just new NomCom members. The training should take place early in the NomCom cycle, ideally at the Annual General Meeting.

We note that the training should be conducted by the outside consultant in a way so as to not affect the independence of NomCom members, and should not be overly burdensome with respect to the time commitments required. With respect to the latter point, given that many of our recommendations are designed to reduce the time requirements for NomCom members, we do not anticipate that incorporating this type of training, which can typically be conducted over the course of several hours, will burden NomCom members.

C. Finding: The leadership structure of the NomCom generally works well, although the effectiveness of the NomCom depends heavily on the effectiveness of the Chair.

The NomCom leadership is composed of a Chair and a Chair-Elect, both of whom are appointed by the Board. Typically the Board appoints the Chair-Elect as the Chair of the next NomCom, though the Board retains the right to appoint any other person as Chair. At the Chair's discretion, the Chair may appoint a non-voting Associate Chair. In recent years, the Associate Chair has been the Chair from the previous NomCom.

Most respondents (including the vast majority of NomCom members) thought the current NomCom leadership structure was effective as-is, though a few thought it was highly ineffective. A few people noted that having the previous year's Chair advise the new NomCom was valuable to the Chair, Chair-Elect, and the entire NomCom as it helped preserve processes from year to year. In general, those we spoke with said it was very valuable for the Chair to have previous NomCom experience. A few others took a different view of having the previous Chair advise the new Chair, as they thought it gave too much influence to the processes of a previous NomCom. Others thought the NomCom leadership structure was not sufficiently insulated from variation in the performance of the Chair.

A few people were concerned by the fact that the Board selects the Chair and Chair-Elect, and thought the NomCom should select its own leadership or that the Chair should be involved in selecting the Chair-Elect.

Recommendation 3: Implement and formalize training for NomCom leadership to further their understanding of their roles, authority, and responsibilities, and confirm or appoint the next Chair earlier in the cycle.

This formal training should supplement the informal advising by the Associate Chair (typically the previous year's Chair) and the training provided by the Chair to the Chair-Elect.

Most volunteer committee chairs of nonprofit organizations have not had training in how to facilitate meetings, work with staff, and manage communications. In our experience, this can lead to inconsistency across years in how such committees function and perform. Leadership training for the NomCom Chair and Chair-Elect should focus on the following areas: techniques to facilitate committee meetings, agenda development and management, balanced participation by committee members, meeting deadlines and ensuring both leaders and volunteers perform and communicate appropriately, partnering with the staff to agree on responsibilities, processes and procedures, communications plans, and discussing realistic expectations.

Currently the next NomCom Chair is often appointed shortly before their tenure begins. We recommend advancing this confirmation or appointment to 60 days prior to the beginning of his or her term in order to prepare and organize for the next NomCom cycle. The training should therefore take place after the NomCom Chair is confirmed but before the Annual General Meeting (i.e., before the NomCom convenes for the first time). The training program should be selected by NomCom leadership, with assistance and coordination provided by NomCom staff.

We note that the training should not be overly burdensome with respect to the time commitments required. Given that many of our recommendations are designed to reduce the time requirements for NomCom members (including NomCom leadership), we do not anticipate that incorporating this type of training, which can typically be conducted over the course of several hours, will burden NomCom members.

D. Finding: NomCom members have exerted, and continue to exert, tremendous effort and time to the activities of the committee. On average, NomCom members lack substantive recruiting and selection experience for an organization the size and complexity of ICANN.

Overall, interviewees and survey respondents thought that while the NomCom has improved significantly in recruiting and evaluating candidates, there is still room for improvement. A frequent comment was that NomCom members needed more interview experience and/or training in order to make the interview process more professional, consistent, and effective.

Recommendation 4: Formalize training for NomCom members in the candidate evaluation process.

With the exception of the 2018 NomCom, the NomCom has not to our knowledge provided interview training to its members. Although the NomCom has improved considerably since 2011 in its professionalism during on-site interviews and is overall performing well, we believe interview training would increase the extent to which the NomCom treats candidates in a consistent and professional manner, and would improve ICANN's ability to attract high-caliber talent.²⁴

Training should emphasize that interviewing and candidate contact are two-way interactions when recruiting high caliber candidates, and that it is both a sales and evaluation process when interacting directly with candidates during deep-dives and on-site interviews. Professionalizing this contact requires training in expectations of candidates and mechanisms to evaluate if interviewees are worth the time and investment. For example, how do you probe answers in order to evaluate competencies? How do you get beyond the surface in an interview? What do you look for in reactions by candidates? What types of questions should you expect from a competent candidate?

Training should be conducted by an independent HR or recruiting consulting firm with experience in educating individuals on how best to interview candidates for the Board and other leadership positions. This training could be done as an orientation for new members, with an abbreviated training for returning members. The training program should be selected by NomCom leadership, with assistance and coordination provided by NomCom staff.

²⁴ This recommendation is consistent with feedback we received from the community. When survey respondents and interviewees were asked what changes they would make to the NomCom, increasing and/or providing training was one of the most common responses received. It is also consistent with recommendations of previous NomComs. The 2013, 2014, and 2015 NomComs recommended and/or accepted the recommendation of the previous NomCom regarding providing training on "interviewing techniques and relevant other recruitment/HR skills." 2013 NomCom Final Report, Section 4.4.1; NomCom 2015 Final Report, p. 26.

We note that the training should not be overly burdensome with respect to the time commitments required. Given that many of our recommendations are designed to reduce the time requirements for NomCom members, we do not anticipate that incorporating this type of training, which can typically be conducted over the course of several hours, will burden NomCom members.

E. Finding: There is a lack of understanding around the role of, and consensus regarding, the effectiveness of the professional recruitment firm OB Brussels.

The NomCom is assisted in candidate recruiting by OB Brussels. It is a sister company of OB Frankfurt, which previously assisted the NomCom during the evaluation of Board candidates. OB Brussels and OB Frankfurt are prohibited from communicating or sharing information to avoid conflicts of interest and to ensure each assists the NomCom without influencing the other.

Opinions diverged on the role of professional recruiting firms. A common view was that a professional recruiting firm should have primary responsibility for identifying candidates and retaining institutional memory regarding the candidate pool. As a result, outreach efforts by NomCom members would become unnecessary or of secondary importance and therefore incremental to the efforts of OB Brussels. Several people thought OB Brussels was important because it was better at finding people outside the ICANN community, or that a firm was needed with additional international reach. A few others had a very different perspective, believing a recruiting firm was not needed given the outreach by NomCom members.

A number of people thought the NomCom needed to do a better job working with the recruiting firm to communicate the needs and the unique challenges associated with ICANN and the positions the NomCom is looking to fill. A few people wondered if a specialist recruiting firm might help (for example, more specialized firms to recruit within corporate vs. nonprofit spaces), or if a recruitment firm should place greater emphasis on whether candidates had conflicts of interest or were more likely to vote on behalf of a narrow interest.

Some survey respondents and interviewees thought the effectiveness of OB Brussels should be evaluated in light of alternative firms and/or outreach methods. The 2016 NomCom recommended that future NomComs establish a Sub-Committee to research alternative recruitment partners but also recommended the processes be maintained for the current cycle.²⁵

Lastly, several people thought the role of the recruiting firm was not transparent and suggested that basic statistics on candidates from the recruiting firm should be collected and published each year (e.g., statistics on the number of candidates recruited by and the number of NomCom appointees that came through OB Brussels).

²⁵ ICANN 2016 Nominating Committee Final Report, pp. 16, 25, available at <https://www.icann.org/en/system/files/files/nomcom2016-report-12oct16-en.pdf>, accessed on November 28, 2017.

Recommendation 5: A professional recruiting consultant should continue to be involved in the role of identifying potential Board candidates. The role of the recruiting consultant should be clarified and published.

A professional recruiting firm should continue to be involved in the recruiting process for an organization of the size and complexity of ICANN. The main objective of the recruiting consultant should be to identify qualified candidates, with an emphasis on candidates that have not previously been associated with ICANN. What the recruiting consultant does, how it does it, and where in the process the handoff to the NomCom takes place is important information for the NomCom to be clear about to both the consultant and the ICANN community.

To enhance transparency, the role and purpose of the recruiting consultant should be codified in the Operating Procedures or Guidelines. There is currently little information regarding the purpose and role of the recruiting consultant in NomCom documentation, or the nature of their activities. For example, the only reference to the recruiting consultant (also referred to as the “recruitment provider”) for the 2018 NomCom was in the Guidelines, which notes the following step was taken by the NomCom: “Selection and contracting of recruitment provider.” The Final Reports published by the NomCom sometimes contain additional insights into the role and responsibilities of the consultant.²⁶ However, the level of detail provided in those reports varies year to year.²⁷

In addition, the recruiting consultant should provide a presentation to the NomCom each year, during the Annual General Meeting just after the new NomCom is seated, to review their role and function, noting what opportunities both the recruiting firm and the NomCom see to improve the recruitment process. This has sometimes occurred during past NomCom cycles, but is not a codified process.²⁸

Codified processes related to the recruiting consultant should include the purpose of any meetings with the NomCom. It should also include a description of activities undertaken by the recruiting consultant, which, based on our recommendations in this report, might include assisting the Board with identifying needed competencies and experience, and working with the NomCom to turn them into a detailed job description.

In the public comments provided on our Draft Final Report, commenters noted the importance of (1) confirmation of a free, fair process, (2) limiting any single consultant’s term to approximately two years, (3) the consultant submitting all candidates to NomCom, (4) the NomCom being clear about consultant processes, and (5) the need for results to be reported as an essential part of the process. We agree with all responses, and incorporate these into our recommendation, except for the suggestion that the term be limited to approximately two years. We instead recommend that

²⁶ For example, the 2016 NomCom Final Report noted that “After initial contact by the NomCom Chair, a representative of OB-Brussels (the recruiting consultant) was invited to attend a NomCom meeting to present various options for the future cooperation with the committee.” 2016 NomCom Final Report, p. 16.

²⁷ The 2015 NomCom Final Report does not describe any interactions with OB Brussels or the nature of its activities other than to thank OB Brussels and OB Frankfurt (the evaluation consultant) for their extremely valuable expertise and assistance. 2015 NomCom Final Report, p. 29.

²⁸ See, for example, 2016 NomCom Final Report, p. 16.

the consultant be evaluated on an annual basis, and be retained for as long as they continue to provide the NomCom with a sufficient number of well-qualified candidates.

F. Finding: The role and effectiveness of the professional evaluation firm (previously OB Frankfurt), generates some disagreement within the ICANN community.

Opinions diverged on the role of the professional recruiting firm during the candidate evaluation processes. Some individuals thought OB Frankfurt’s input on candidates was not useful because it was not specific enough, while others thought its input was useful and brought a much-needed “HR perspective” on candidates that was sometimes lacking among NomCom members. Others thought that OB Frankfurt should be more involved in the evaluation phase, particularly when it comes to early screening of Board member candidates. They thought this would reduce the workload on the NomCom members by decreasing the time spent on narrowing the pool of candidates, and perhaps allow NomCom members to devote more time to evaluating candidates in depth.

We note that the number of completed applications has increased in recent years. The 2014, 2015, and 2016 NomComs received 58, 81, and 105 completed applications.²⁹ Given that the NomCom reviews each of these applications, this increases the workload for the NomCom to identify a shortlist of candidates.

Recommendation 6: A professional evaluation consultant should continue to be involved in the evaluation process for Board candidates. The role of the evaluation consultant should be clarified and published.

A professional evaluation firm should continue to be involved in the evaluation process for Board candidates (but not SO/AC or the PTI Board candidates), given the size and complexity of ICANN. The main objective of the evaluation consultant should be to assist the NomCom with the evaluation of candidates by providing an experienced and independent perspective on candidates. What the evaluation consultant does, how it does it, and how its role fits into the activities of NomCom members is important information for the NomCom to be clear about both internally and to the ICANN community.

To enhance transparency, the role and purpose of the evaluation consultant should be codified in the NomCom’s Operating Procedures or Guidelines. There is currently little information regarding the purpose and role of the evaluation consultant in NomCom documentation, or the nature of their activities. For example, the only reference to the evaluation consultant (also referred to as the assessment provider) for the 2018 NomCom is in the Guidelines, which notes that the “assessment consultant performs interviews and reports.”³⁰ The Final Reports published by the NomCom

²⁹ ICANN 2016 Nominating Committee Final Report, p. 22.

³⁰ 2018 NomCom Guidelines, available at <https://www.icann.org/resources/pages/nomcom2018-guidelines-2017-12-15-en>, accessed on February 22, 2018.

sometimes contain additional insights into the role and responsibilities of the evaluation consultant;³¹ however, the level of detail provided in those reports can vary from year to year.³²

In addition, the evaluation consultant should provide a presentation to the NomCom each year, during the fall AGM meeting (just after the new NomCom is seated), to review what their role and function is, identifying opportunities to improve the evaluation process. This has sometimes happened during past NomCom cycles, but is not a codified process.³³

Codified processes related to the evaluation consultant should include the purpose of any meetings with the NomCom. It should also include a description of activities undertaken by the evaluation consultant, which, based on our recommendations in this report, might include an early screen of applications, whether the consultant focuses its assessments on particular qualities or skills, and how the consultant's scorecard assists the NomCom.

In the public comments provided on our Draft Final Report, commenters noted the importance of (1) the consultant submitting all candidates to the NomCom, and (2) the NomCom being clear about its processes. We agree with all responses, and incorporate these into our recommendation, but emphasize that the consultant should prioritize candidates based on the NomCom's identified criteria and competencies.

G. Finding: The NomCom term length of one year, even if often renewed for a second year, may not allow for sufficient learning and engagement of members.

As outlined in the ICANN Bylaws, each voting member of the NomCom serves a one-year term and may at most serve two successive one-year terms. After serving two successive one-year terms, a person must remain off the NomCom for at least two years before that person is eligible to serve another term. Non-voting members serve terms designated by the organization that appointed them to the NomCom.

When asked whether any changes should be made to the term length of NomCom members, the majority of respondents suggested a two-year term length, although a few people wondered if two-year terms would make it more difficult to attract delegates to the NomCom. Sixty percent of survey respondents thought terms should be two years, with 19 and 15 percent preferring one- and three-year terms, respectively. Roughly 75 percent of interviewees also preferred two years. Increasing term limits to two years was also one of the most common answers when interviewees and survey respondents were asked what one or two changes they would make to the NomCom.

³¹ For example, the 2014 NomCom Final Report described the activities of OB Frankfurt (the former evaluation consultant) as follows: "For each of the shortlisted Board candidates, the NomCom received from OB Frankfurt a form that summarized their abilities in 'managing business, managing people and managing self', in addition to factors like motivation, intercultural emotional intelligence and self-perceived strengths and weaknesses. When read together with the SOI's and recommendations, they provided a very useful expert outsider's view in the next phase." 2014 NomCom Final Report, p. 13.

³² The 2015 and 2016 Final Reports contained far fewer details about the evaluation consultant.

³³ See, for example, 2013 NomCom Final Report, Section 4.3.3.

When asked if NomCom members should serve more than one term and if so how many, most respondents thought serving two terms over a lifetime was appropriate, though preference for one and three terms was also common. A few people expressed concern at having individuals serve many times on the NomCom, with some members saying that hearing about what happened on the NomCom several years ago was not helpful.

Recommendation 7: NomCom members, except for leadership positions, should serve two-year terms, and be limited to a maximum of two terms.

One-year terms should be maintained for the Chair, Chair-Elect, and Associate Chair. However, given the advantages and disadvantages associated with shorter and longer terms, two-year terms for NomCom members in non-leadership positions strike an appropriate balance compared to one- or three-year terms. Two-year terms, staggered so that roughly half of the NomCom seats are filled each year, provide for a more consistent transition from the previous NomCom and allow NomCom members to adjust to the learning curve of being a NomCom member.

We also recommend that NomCom members be allowed to serve up to two, two-year terms over their lifetimes, with consecutive terms allowed. The two-term limit is designed to avoid the possibility of excessive influence from having an individual return to the NomCom repeatedly. And, while there is no perfect answer regarding whether NomCom members should be required to step away from the NomCom before their second term, we believe consecutive terms are appropriate. Even if every NomCom member served two consecutive terms, the large size of the NomCom would result in significant turnover every two years.

In addition to the benefits described in the finding above, this recommendation will increase the institutional memory of the NomCom and therefore should increase the ability of the NomCom to assess its own processes, including, for example, the performance of external consultants.

H. Finding: The current size of the NomCom is appropriate.

Many people indicated that a balance needed to be struck when considering the size of the NomCom; more members may help handle the large work load of the NomCom and make it easier to have fair representation across the ICANN organizations that send delegates to the NomCom, while fewer members may increase the efficiency of NomCom processes. Overall, a few people thought the NomCom would operate more efficiently if there were fewer individuals, while very few people thought the NomCom should include more members.

Recommendation 8: Maintain the current size of NomCom.

The current size of the NomCom is appropriate and strikes a balance between the advantages of a smaller as opposed to larger NomCom: in particular, the tradeoff between efficiency of a smaller group in making decisions and reaching consensus, and the need for representation of SOs/ACs and representation of diverse perspectives potentially held by members within SOs/ACs.

I. Finding: There is concern over the role and participation of non-voting members.

As shown previously in Figure 1, the NomCom may have up to six non-voting members. In addition to the three leadership positions that are non-voting, the three non-voting members are members of the SSAC, RSSAC, and GAC, though traditionally the GAC has not appointed a person to the NomCom. (A GAC working group is currently evaluating if, and how, the GAC can participate in the NomCom.³⁴)

Up until the 2018 NomCom, non-voting members participated in straw polls, but did not participate in final votes. In the 2018 NomCom, it is our understanding that non-voting members do not participate in straw polls or final votes. Survey respondents were evenly split on whether non-voting members should be given full voting-rights or if the current system should stay in place, although people frequently questioned the purpose of having non-voting members at all. Very few people thought non-voting members should participate less (e.g., be removed from the NomCom or be prohibited from participating in straw polls). A few people noted that non-voting members provide valuable and influential perspectives.

Recommendation 9: All NomCom members should be fully participating and voting members, except for NomCom leadership.

The SSAC, RSSAC, and GAC NomCom members should be converted into voting members with the ability to fully participate in all NomCom activities.³⁵ The newly-voting members would be subject to the same requirements as current NomCom voting members: in particular, they would be subject to the same term limits.

This recommendation would replace the current system in which non-voting members are on the NomCom (and may or may not participate in straw polls) but cannot cast final votes. The current hybrid system:

- Is rarely present in other nonprofit selection or nominating committees;
- Allows each NomCom to alter the influence of the non-voting members by changing whether they can participate in straw polls without any input from the ICANN community or the organizations that appointed the non-voting members; and,
- Creates a system in which individuals who (1) ICANN believes add a valuable perspective to the NomCom and (2) participate in all other NomCom activities, including conducting deep-dives and interviews of candidates, are nevertheless unable to cast a final vote in a manner consistent with the standards required of NomCom members.³⁶

³⁴ The GAC Working Group on GAC Participation in NomCom, available at <https://gac.icann.org/working-group/gac-working-group-on-gac-participation-in-nomcom#meetings>, accessed on December 3, 2017.

³⁵ The GAC remains free to decide whether to send a delegate to the NomCom.

³⁶ With respect to voting, the 2018 NomCom Operating Procedures state the following: “Voting in all matters within the Nominating Committee shall be conducted in accordance with ICANN Bylaws. Whenever the Chair calls for a vote on any matter, votes of the Nominating Committee members designated as voting members under ICANN Bylaws shall be counted. Matters which constitute the act of decisions of the Nominating Committee in particular, which are

The current non-voting, non-officer, members do not have term limits set by the ICANN Bylaws that govern the NomCom,³⁷ which could contribute to a perception of undue influence, including lobbying and institutional knowledge that games the system. Requiring those members to adhere to the same term limits as other NomCom members promotes a balanced field of influence amongst the individual NomCom members.

While it is somewhat unusual to have the three NomCom leadership members be non-voting members, it works well in this context due to the large size of the NomCom and the fact that ICANN and the NomCom desire the NomCom leadership to be impartial and unbiased since they are appointed by the ICANN Board.

J. Finding: There is concern that the NomCom may not accurately represent constituencies (both across SOs/ACs and within SOs/ACs).

Representation on the NomCom was generally seen as sufficient for each ICANN organization that sends delegates to the NomCom. Some people questioned why the GAC was not represented, and others thought ALAC and GNSO were overrepresented. Still others thought that non-commercial stakeholders were generally underrepresented.

A number of people thought the NomCom needed to be rebalanced, both across ICANN organizations and within ICANN organizations. Regarding the latter, for example, more than one person thought the GNSO should consider rebalancing their NomCom appointees to match the structure of the GNSO. Currently, the GNSO sends a delegate to the NomCom for “large” business users and another for “small” business users but this structure is not part of the current GNSO Council.

Recommendation 10: Representation on the NomCom should be re-balanced immediately and then be reviewed every five years.

Periodically reviewing and re-balancing the NomCom makeup ensures that it appropriately reflects the ICANN community, both from a historic and prospective vantage point.

A recommendation on a precise way to rebalance the NomCom would require a comprehensive assessment of representation within the ICANN community, including a full understanding of the history and possible future of representation within the SOs/ACs. It will also require input from the Board and the formation of a cross-constituency working group which includes representation from emerging communities or groups within the ICANN community.

During our assessment, we heard from a large number of individuals who suggested the NomCom was unbalanced, both across organizations and within organizations (i.e., across constituencies within an SO/AC). Not surprisingly, the opinions we heard varied widely and were often

outcome determinative with respect to the selection or non-selection of any Candidate within the process of assessments or selections of the Nominating Committee shall be deemed to be a vote.” 2018 NomCom Operating Procedures, Section A.6.d, accessed on March 15, 2018.

³⁷ ICANN Bylaws Article 8, Section 8.3(c), available at <https://www.icann.org/resources/pages/governance/bylaws-en/#article8>, accessed on February 11, 2018.

inconsistent with each other. For example, some people indicated that one SO/AC was overrepresented in terms of the number of delegates sent to the NomCom from that SO/AC, while others thought such representation was needed given the relatively greater diversity of viewpoints held by constituencies within that SO/AC compared to other SOs/ACs. Ultimately, any rebalancing of the NomCom will require a detailed assessment of all ICANN stakeholder groups. ICANN should therefore convene a working group immediately, and every five years thereafter, to study how best to rebalance the NomCom based on input from each of the organizations with representation on the NomCom and the broader ICANN community.

Our recommendation of five year intervals is based on ICANN's typical review requirements for organizations, as well as our experience with other similar, volunteer-based organizations.³⁸

K. Finding: The NomCom is highly dependent on ICANN Staff support. There is concern that the NomCom staff is under-resourced, which has affected the functioning of the NomCom.

There are two staff members who support the NomCom. Staff assist NomCom members with outreach efforts and with candidate applications. Staff also receive feedback from candidates and NomCom members to improve processes, and address requests for further assistance from other departments within ICANN.

Two relatively common remarks on the role of NomCom staff were that the NomCom was (1) heavily dependent on staff support and (2) under-staffed and under-resourced. As a result, this reduced the effectiveness of NomCom leadership and the NomCom as a whole, and sometimes made it difficult for the NomCom to effectively inform candidates of changes in schedules or deadlines.

There was also concern raised about a lack of integration of the NomCom staff members within the ICANN staff structure.

Recommendation 11: The senior staff member supporting NomCom should be accountable to and report to the office of the CEO.

In the nonprofit community, governance is the responsibility of the CEO and nominating committee staff functions are typically linked to the office of the CEO. The principal reason for this is that the CEO is responsible for overall governance, and influencing and implementing organizational strategy, and is therefore thinking critically about the future in terms of what ICANN will look like and what ICANN will need. The CEO provides authority and understands the complexity of ICANN and the needs of the Board and other leadership positions. Linking the NomCom's senior staffer (i.e. the NomCom's Senior Project Manager) to the office of the CEO further invests the CEO in the success of processes that select ICANN leadership.

³⁸ See, for example, ICANN Bylaws Article 4, Section 4.4, available at <https://www.icann.org/resources/pages/governance/bylaws-en/#article4>, accessed on February 11, 2018; Welcome to ICANN Reviews, available at <https://www.icann.org/resources/reviews>, accessed on May 22, 2018.

In addition, the NomCom senior staffer should undergo an annual review with the office of the CEO. As a development function, the NomCom leadership should provide written developmental feedback each year to whomever the senior staffer reports to in the office of the CEO.

Recommendation 12: NomCom leadership should have input on the NomCom budget and staffing resources.

Traditionally, the NomCom leadership has not been engaged in the budgeting process. And yet, NomCom leadership should have knowledge of the budget and should have input on allocating resources, while management/staff should retain overall responsibility for the budget.

There should therefore be a formal mechanism for NomCom leadership to provide input on resources, while ultimate control of the budget remains with ICANN management. Input from NomCom leadership should occur at the end of each NomCom cycle, based on the NomCom experience that year, and should be considered when the next NomCom budget is drafted.

VI. Findings and Recommendations: Processes of the NomCom

This section contains findings and recommendations related to NomCom processes of recruiting and evaluating candidates. A recurring theme throughout the section is the need for the NomCom to codify processes at all stages of the NomCom cycle, whether it is developing job descriptions, conducting outreach, or evaluating candidates.

A. Finding: The NomCom has made progress in increasing the extent to which it preserves policies and procedures from year to year, however, it still “reinvents the wheel” on many process issues and exhibits a lack of continuity.

The NomCom has adopted the motto that process is open but (personal) data is confidential. Since 2013, the NomCom shares processes (policies and procedures) from one NomCom to the next in the NomCom Annual Report, allowing the subsequent NomCom to adopt and enhance the processes of the previous NomCom. Those who had an opinion on this document felt that it was an improvement over prior years.

When asked whether the NomCom is effective at preserving processes across years, survey respondents were roughly split, with half suggesting it was effective and the other half ineffective. Nearly one quarter of all respondents, and half of the ineffective responses, rated the NomCom as “very ineffective” at preserving processes.

Based on our audit of the NomCom meeting at ICANN60, a lack of continuity was apparent. A number of processes and operating rules are discussed each year, requiring an extensive amount of time. This is consistent with feedback we received in response to interview and survey questions, including from current and former NomCom members. For example, when asked what one or two changes one would make to the NomCom, one of the most common answers for both survey respondents and interviewees was increasing the continuity of processes from year to year.

People often described the NomCom as having to “reinvent the wheel” each year and indicated that the initial meetings are too focused on creating or tweaking procedures.

Recommendation 13: Publish a “Process Diagram” and codify key elements of the NomCom process. Each year, the NomCom should be required to highlight and explain process changes to the ICANN community in an open session.

Publishing a Process Diagram and codifying processes will help to provide transparency for the ICANN community, increase continuity in processes, and streamline process issues that each NomCom addresses each year. This will allow the NomCom to streamline what works and make those processes available for candidates and the ICANN community. It will also increase the extent to which candidates and the ICANN community view the NomCom processes as fair and transparent, and reduce the influence of the NomCom leadership in setting a particular year’s operating rules. Publishing this diagram also puts less burden on staff as the process is institutionalized and publicized.

While some people may believe that the ability of the NomCom to change rules and processes each year furthers its goal of being independent, these changes come at the expense of the NomCom’s overall efficiency and effectiveness. A lack of written processes can also increase perceived bias when the community does not fully understand the reasoning behind any changes. Moreover, such changes, when made on short notice and without input from the ICANN community, are generally inconsistent with ICANN’s commitment to transparency and accountability. As such, we recommend that the NomCom post changes to its processes on its website for viewing by the ICANN community. Furthermore, we suggest the NomCom hold a public session at the ICANN Spring meeting to discuss any changes.

The Independent Examiner created the process diagram (Appendix 1) and process table (Appendix 2) below as illustrative examples, based on our understanding and interpretation of the 2017 NomCom process. The “NomCom Work Phases” diagram currently published on the NomCom website is helpful for internal purposes and for community members seeking specific information on NomCom processes,³⁹ but it includes tasks (e.g., “work on travel arrangements to ICANN meeting”) that are less relevant in a diagram that is meant to increase public understanding of the NomCom’s processes. The examples presented in Appendix 1 and Appendix 2 are intended to be more easily understood by someone who is less familiar with the NomCom. Their appeal is that they more clearly illustrate the flow of the different steps in the NomCom process. The NomCom should also consider adding information on the timing of each step when it develops its own version.

An example of processes that should be more clearly codified by the NomCom are differences in the evaluation process of Board candidates compared to SO/AC and PTI Board candidates. The NomCom Guidelines, Operating Procedures, and other materials (such as the NomCom Work Phases diagram) are too vague in this respect and do not distinguish any differences, such as the fact that the evaluation consultant has provided scorecards for Board candidates, but not for SO/AC

³⁹ See <https://www.icann.org/nomcom2018>, accessed on March 1, 2018.

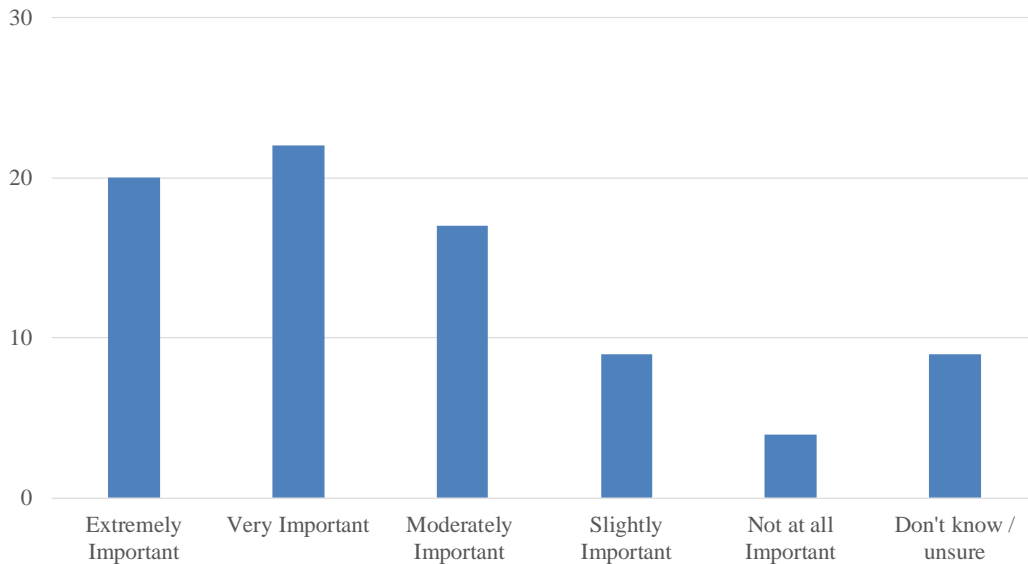
and PTI Board candidates. Another example is codifying the process by which the NomCom seeks guidance from the Board, SOs/ACs, or PTI Board, or seeks feedback on candidates up for re-appointment to ensure previously-given guidance or requirements are not forgotten from one NomCom to the next.

In the public comments provided on our Draft Final Report, commenters thought this recommendation needed to be stronger or did not go far enough. In response, we note that codifying processes to increase transparency and accountability are included throughout this report, which often call for codifying current informal processes or codifying new processes. Thus, our overall recommendation to codify key elements of the NomCom process is inherent in many of the recommendations in this report, including: creating job descriptions for NomCom members (Recommendation 1) and candidates (Recommendation 15), seeking advice from the Board, SOs/ACs, and PTI Board (Recommendation 14), using recruiting and evaluation consultants (Recommendations 5 and 6), communicating with candidates (Recommendation 18), establishing participation/voting status of individual NomCom members (Recommendation 9), and reporting (Recommendation 23) and budgeting (Recommendation 12). Good practices should be codified and improved upon by subsequent NomComs in a manner transparent to the ICANN community, which necessitates having clear, written procedures.

B. Finding: There is a lack of communication between the NomCom and Board/SOs/ACs regarding the desired skills and competencies of potential candidates. In addition, the Board and SOs/ACs sometimes struggle to reach consensus on what they need and do not have an effective way to communicate to the NomCom if current appointees should be re-appointed.

A majority of survey respondents and interviewees thought the NomCom needed more dialogue with ICANN organizations and committees; very few thought the NomCom needed less dialogue. In addition, Board advice given to the NomCom was rated by the majority of survey respondents as being “extremely important” or “very important” as shown below in Figure 10.

Figure 10: How Important is ICANN Board Advice when Recruiting, Evaluating, and Selecting Board Candidates?
Number of Survey Respondents



In interviews, we received various responses related to the nature of communications between the NomCom and other ICANN organizations, which is indicative of processes that are not well defined or known, and can change from year to year.

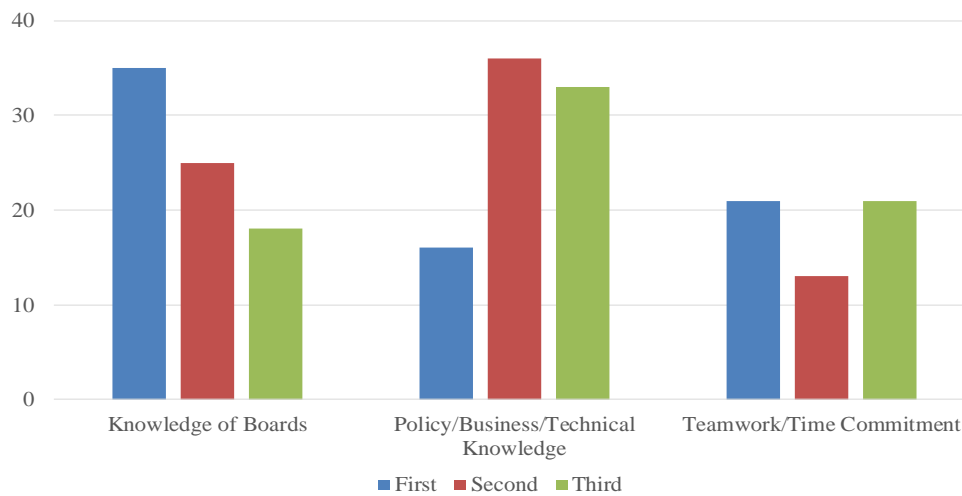
Most people thought that there was room to improve the communication between the NomCom and the Board about the competencies needed for Board directors, and many thought the NomCom is not sufficiently aware of the competencies needed by the Board. Overall, respondents thought the Board advice was accurate, though some suggested the Board tended to focus on specific skill sets needed rather than general qualities that make good Board members.⁴⁰ Others noted it was not always easy for the Board to come to a consensus on the skills or attributes needed by the Board, and that the Board should communicate their feedback to the NomCom more clearly so that the NomCom does not receive conflicting information.

Figure 11 shows how survey respondents ranked the most important skills for NomCom appointees to the Board. Knowledge of boards was ranked first (most important), followed by teamwork or time commitment, and then policy, business, and/or technical knowledge.

⁴⁰ Board advice is posted to the NomCom website. The Board letter to the 2017 NomCom is dated March 9, 2017 is available at <https://www.icann.org/en/system/files/files/icann-board-nomcom-guidance-09mar17.pdf>, accessed on November 14, 2017.

Figure 11: Ranking of Most Important Skills for NomCom Appointees to the ICANN Board

Number of Survey Respondents



The Board was seen as providing more useful and frequent advice as compared to the SOs/ACs to which the NomCom appoints individuals. Members of the SOs/ACs, however, sometimes thought the NomCom did not ask for advice. (For example, it was said that the NomCom should either ask the ALAC directly or rely on the ALAC strategic plan, which lays out who ALAC needs going forward.)

Individuals also suggested that NomCom members need a better understanding of the roles of the Board, ALAC, GNSO, ccNSO, and PTI, as well as the skills needed to succeed in those roles. Increased dialogue between those bodies and the NomCom, particularly when informing the NomCom of needed skills and criteria, was a common answer given by individuals when asked what one or two changes they would make to the NomCom.

A number of individuals (including both current/former Board members and current/former NomCom members) noted that it would be helpful to obtain performance assessments for NomCom’s appointees, especially for Board appointees, since otherwise the NomCom has little information as to how their appointees performed when they are being considered for reappointment. This sentiment was echoed by others who indicated it was sometimes hard to trust the NomCom when competent appointees were not reappointed and incompetent appointees were reappointed. This in turn led to a general questioning of NomCom processes, and an overall feeling that the NomCom was not sufficiently transparent since these individuals had a difficult time understanding how the NomCom came to its decisions. Improving the process by which people are re-appointed by the NomCom may therefore improve the overall perception of the NomCom within the community.

Some people suggested making Board 360 reviews available to NomCom members,⁴¹ although most thought they should be used for personal, professional development purposes rather than being provided to the NomCom.

Recommendation 14: Formalize communication between the NomCom and the Board, SOs/ACs, and the PTI Board in order to understand needed competencies and experience.

The NomCom and Board, SOs/ACs, and PTI Board would benefit from formal channels for communicating how their needs are evolving and the implications of these changes in terms of recruiting and selecting qualified nominees. Each year, these bodies should both submit in writing and meet with the NomCom to formalize needed competencies and experience, and any eligibility requirements.⁴² (The Board currently does so.) Requisite skillsets for each SO/AC appointment should be annually determined and communicated to the NomCom by adapting the matrix provided in Appendix 3 to each SO/AC's specific needs.

Given that the NomCom “resets” to some extent each year, formalizing communication will reduce the likelihood that the NomCom selects a candidate that conflicts with previously-given requirements or advice, as happened recently with the ccNSO in September 2017. Furthermore, understanding the strategic priorities identified by ICANN leadership and the requisite competencies needed to compose a Board or SO/AC position requires a consistent and keen assessment of candidates' capacities to fulfill needed competencies and experience.

We recognize that it is sometimes challenging for the members of these bodies to agree among themselves on a clear set of criteria for candidates, since members may have different opinions on how their organization is changing and on the characteristics of a quality nominee. Engaging the recruiting consultant in this communication for Board candidate positions could help to advance their ability to assess and communicate needed competencies and experience. Furthermore, engaging a recruiting consultant in identifying competencies and experience needed in Board members is standard for nonprofit organizations of the size and complexity of ICANN.

We are cognizant of the concern among some members of the ICANN community that the Board may be too involved in the NomCom. Based on our experience, the potential harm caused by a lack of communication (i.e., a NomCom that does not appoint Board members with the competencies and experience ICANN needs going forward) outweigh those concerns. In addition, the recommendations in this report, especially those related to codifying processes, are a more effective way to reduce both Board and other external influence by limiting the extent to which NomCom leadership can influence year-to-year operations of the NomCom without full transparency and accountability to the ICANN community.

⁴¹ This suggestion was also made during a 2016 360 Review of the NomCom leadership team.

⁴² A similar recommendation to increase communication between the NomCom and SOs/ACs was made by the 2010 NomCom Review Finalization Working Group and the 2016 NomCom. ICANN 2016 Nominating Committee Final Report, p. 25 and Final Report of the NomCom Review Finalization Working Group 2010, p. 6.

Recommendation 15: The NomCom should publish detailed job descriptions for Board, SO/AC, and PTI Board positions. The job descriptions, in combination with specific needed competencies identified each year by the NomCom, should form the basis for recruiting and evaluation efforts.

Using input from the Board, SOs/ACs, and the PTI Board outlined in the previous recommendation, and in consultation with the recruiting consultant, the NomCom should develop a detailed job description of Board, SO/AC, and PTI Board members. We note that the 2018 NomCom recently took steps to move in this direction by publishing a job description for Board members.⁴³ This is a significant improvement over previous iterations and should be continued and codified as a standard operating procedure. A well-crafted job description should not change significantly each year.

In addition to a job description, having clear criteria and well-defined competencies is an area that is incompletely defined for many boards and organizations, and in our opinion this remains true for the positions filled by the NomCom. While the job description reflects universal responsibilities of, and competencies sought, in Board, SO/AC, and PTI Board members, highly effective recruiting and evaluation efforts also require an articulation of specific competencies desired for the seats being filled each year. Such competencies should be presented through a matrix, with an example provided in Appendix 3. The Board currently provides this advice to the NomCom, but it is the NomCom's responsibility to assess that advice and develop it into specific competencies used to recruit and evaluate candidates. There are currently no codified processes for SOs/ACs to communicate this advice to the NomCom.

Along with the job description, the specific competencies and experience desired by the NomCom should be posted with the application and should inform the Statements of Interest. This ensures that all candidates are aware of the desired skills, competencies, and experience, and have the opportunity to demonstrate how their competencies and experience match those desired by the NomCom that year.

For example, one nonprofit Board indicated in their published competencies that prior Board experience with a large nonprofit organization is important for a director.⁴⁴ As another example, if building awareness of the role of ICANN in the global Internet community is a key strategic priority for ICANN, it may be important to indicate that training and skills related to communications are key competencies.⁴⁵ If these two competencies are the primary criteria for

⁴³ ICANN Board Member: Job Description, available at <https://www.icann.org/en/system/files/files/board-member-job-description-26feb18-en.pdf>, accessed on February 27, 2018.

⁴⁴ This nonprofit's job description notes that "Leadership skills are [a] must; leadership experience on other Board of Directors is an advantage."

⁴⁵ This nonprofit's job description notes that "Communication Requirements: Ability to work and communicate in spoken and written English is essential. Good speaking and listening skills are necessary for this position in order to work successfully with others to achieve goals by consensus."

candidates in a given year, candidates without either board experience or communications experience may self-select out of the process for that year.⁴⁶

As noted in a previous recommendation in this report, we recommend engaging in a collaborative discussion with the recruiting consultant about the competencies needed by Board members so as to incorporate their professional experience and insight. Our experience with recruiting firms is that they spend considerable time understanding and communicating the desired competencies for a position with potential candidates.

Recommendation 16: Implement and codify a system for providing feedback to the NomCom regarding the contributions and participation of members up for re-appointment by the NomCom.

The NomCom should receive feedback from the Board, SOs/ACs, and PTI Board when considering whether to reappoint someone for an additional term.

In our experience, it is rare for a nominating or selection committee to reappoint individuals without insight into their performance. Using Board 360 reviews is one possibility for providing feedback to the NomCom. However, there is legitimate concern among the ICANN community that providing the 360 reviews of Board members to the NomCom is contrary to the purposes of the 360s by transforming the reviews from a purely developmental tool that encourages honest feedback to one that may determine whether a Board member is reappointed.

If the Board, SOs/ACs, and/or PTI Board and the NomCom cannot agree on a system for providing feedback to the NomCom, then a new system should be designed to provide at least some basic information for the NomCom to consider. For example, each organization should prepare a scorecard indicating each person's level of participation in in-person meetings, teleconference and web meetings, etc., as well as any participation in working groups or sub-committees. Those being considered for re-appointment should also complete an application that indicates their competence and experience in the requisite areas aligning with ICANN's strategic priorities as suggested in the sample provided in Appendix 3.

Although this recommendation may increase the extent to which the Board, SOs/ACs, and PTI Board influence the decision-making of the NomCom, it is necessary that the NomCom have such information in order to make the most informed decisions possible. Without such information, the NomCom's decision-making can be influenced by incomplete and outdated information. The absence of formal channels also increases the likelihood that informal channels may develop,

⁴⁶ Another example may be useful to illustrate the level of detail the NomCom should include in the job description. One organization communicated two desired competencies in the following manner: "Governance and Leadership Skills and Abilities: Applicants are preferred who have extensive experience governing or interacting with the leadership of large, complex organizations. Candidates should have skills in public policy development, setting strategic direction, monitoring organizational effectiveness, overseeing large/complex operations, and determining critical legislative or other programmatic policies. Knowledge and Experience: The Board is seeking to expand its capabilities in four areas: 1) new business model development to diversify revenue streams, 2) digital transformation and Big Data, 3) brand revitalization through new product/marketing initiatives, and 4) human resources expertise (executive compensation and succession planning)."

which can increase the extent to which the NomCom may be influenced by inaccurate and incomplete information.

C. Finding: There is some disagreement over whether the NomCom should incorporate additional diversity requirements for its appointees.

The NomCom is currently required to meet geographic diversity requirements for its selections to the Board; in particular, the NomCom’s appointments to the Board must ensure that each geographic region (Europe, Asia/Australia/Pacific Islands; Latin America/Caribbean Islands; Africa; and North America) has at least one and no more than five directors on the ICANN Board. The NomCom must also ensure that the five members appointed to ALAC include one person from each geographic region. The PTI Board, GNSO, and ccNSO do not have geographic requirements.

Although many people indicated that diversity was important, very few thought it was more important than selecting high-quality candidates. Survey respondents were split on whether the NomCom should have other diversity requirements for its appointees other than geographical diversity requirements for appointees to the Board and ALAC. Of those who expressed support for the idea of additional requirements, the most common response was to consider having more diversity for developing countries due to the fact that their needs differed from developed countries even within the same geographic region.

Others thought the NomCom should not be the only entity within ICANN responsible for “patching” a lack of diversity on the Board or SOs/ACs.

Recommendation 17: Maintain current diversity requirements for NomCom appointees.

We do not believe additional diversity requirements would be in the interest of ICANN or the NomCom, nor do we believe such requirements are practical given that the NomCom appointees for the Board and ALAC are already subject to geographic requirements, and NomCom appointees to the ccNSO, GNSO, and PTI Board are few in number.

In the public comments provided on our Draft Final Report, some commenters disagreed with this recommendation, noting that either (1) diversity was not sufficient and could be improved or (2) the NomCom itself was not sufficiently diverse.

Regarding the first point, our recommendation should not be interpreted as a sign that we believe diversity of NomCom appointees cannot (or should not) be improved but rather an acknowledgement of the limitations of requirements given the positions filled by the NomCom. Instead, achieving diversity (whether based on gender, geography, background, and experience, among others) is best accomplished through improvements to the NomCom training, recruiting, and evaluation processes that this report recommends.

Regarding the second point, it is worth emphasizing that this recommendation does not suggest diversity on the NomCom itself cannot or should not be improved, but again acknowledges the impracticality of imposing diversity requirements for the NomCom itself.

D. Finding: The NomCom’s interactions with candidates has improved significantly over the past five years and is generally viewed positively. However, several candidates expressed negative experiences regarding their interactions.

The NomCom’s interactions with candidates were generally seen as being effective or neutral, with a few individuals describing the interactions as either very effective or very ineffective. Negative experiences tended to note problems associated with interviews conducted by the NomCom, although a few individuals noted problems associated with the recruiting efforts of the NomCom. Where negative, feedback generally related to NomCom members being unprofessional during interviews. We also heard from candidates and NomCom members that the NomCom lacked sufficient communication with candidates.

While making generalizations about candidate experiences across years is difficult, those who had an opinion generally thought the NomCom had made improvements in this area, even if they thought additional improvements needed to be made. Some people thought the processes could be clearer and that some of the procedures during the application processes discouraged qualified candidates from applying. Others thought that having published job descriptions and criteria when recruiting would be helpful in outreach efforts. Currently, the NomCom publishes a high-level (and relatively generic) set of criteria when it announces open leadership positions.⁴⁷

A few people thought that the NomCom could use more resources and an improved application system, reducing the workload for both candidates and NomCom Staff. The current application system, described previously, is a confidential wiki that is used to store candidate application information. The current system was described as “not ideal” and as a “band-aid” solution, with several people wondering if a dedicated tool would be easier to manage and also improve security.

Recommendation 18: Publish a candidate communication schedule and codify a communication process with candidates.

The NomCom should establish a communications plan that codifies who is in charge of communicating with candidates at each stage of the NomCom process and when candidates are notified of the status of their application. A codified process demystifies the process and promotes transparency and fairness.⁴⁸ A poor communication process reflects poorly on the NomCom and hinders its efforts to attract high-quality candidates.

A communication schedule should be published for viewing by all candidates and the ICANN community. For example, the evaluation consultant, NomCom staff, or the NomCom Chair should

⁴⁷ See, for example, Open Leadership Position 2017, available at <https://www.icann.org/resources/pages/nomcom2017-positions>, accessed on November 28, 2017.

⁴⁸ A related recommendation was made by the 2016 NomCom, which suggested “creating a ‘walk-thru’ of events a NomCom applicant goes through.” ICANN 2016 Nominating Committee Final Report, p. 25.

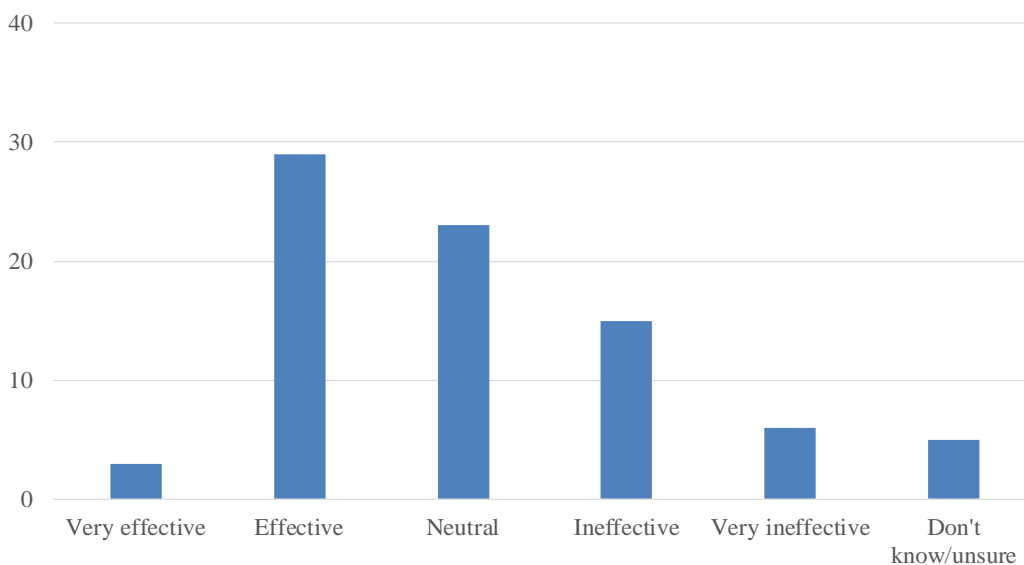
be the only communicant until the interview stage. Our interviews and observations of the NomCom confirmed that the NomCom’s lack of prompt communication with candidates (especially candidates that did not progress to subsequent rounds of evaluation) can result in candidates viewing the NomCom as not serious or unfair. A lack of communication also encourages candidates to talk informally amongst themselves for insights into the process, which negatively affects the perception of both the NomCom and ICANN.

E. Finding: NomCom’s recruiting processes are generally effective, especially in recent years, but there is room for improvement. The NomCom should continue to increase the diversity of the candidate pool.

NomCom members are expected to publicize the call for applications and do their best to identify and recruit candidates. Each NomCom member is asked to share and present action plans for identifying candidates. Outreach activities by NomCom members may include attending meetings and conferences hosted by ICANN or other relevant organizations, and those activities may vary from year to year depending on the needs of the Board, SOs/ACs, and PTI Board.

Figure 12 presents the responses to the question of whether the NomCom recruiting processes are viewed as being effective or not effective.

Figure 12: How Effective is the NomCom’s Candidate Recruiting Process?
Number of Survey Respondents



In both interviews and survey responses, individuals expressed several areas of concern regarding the recruitment process. In particular, when asked about the diversity of the candidate pool, people thought diversity had increased significantly in recent years, particularly along gender lines, although many people thought the NomCom should do more, sometimes much more, to increase the diversity of the candidate pool, including additional outreach to underrepresented groups (particularly women and certain geographies such as those in the Southern hemisphere). Others

noted that the NomCom was doing more to recruit women and that this was reflected in more diverse candidate pools in recent years.

Opinions tended to diverge on the extent to which the NomCom should recruit candidates who are associated with ICANN versus looking for and prioritizing candidates who are less familiar with ICANN. For example, some people thought that outreach (as well as evaluation) of candidates tended to be too concentrated in the constituencies already associated with ICANN, including the constituencies of NomCom members, and as a result not enough was being done to attract and appoint others less familiar with ICANN. Others thought that the recruiting efforts of NomCom members tended to be very effective because the individuals reached by NomCom members had a good understanding of ICANN and especially the needs of SOs/ACs.

Some individuals also noted that the recruitment process could be longer, perhaps extending to a year-round basis, and that the Global Stakeholder Engagement department within ICANN could be more involved in identifying potential candidates.

Recommendation 19: ICANN staff and the recruiting consultant, along with NomCom members, should leverage the detailed job description and desired competencies and experience to develop a marketing plan to better target prospective candidates.

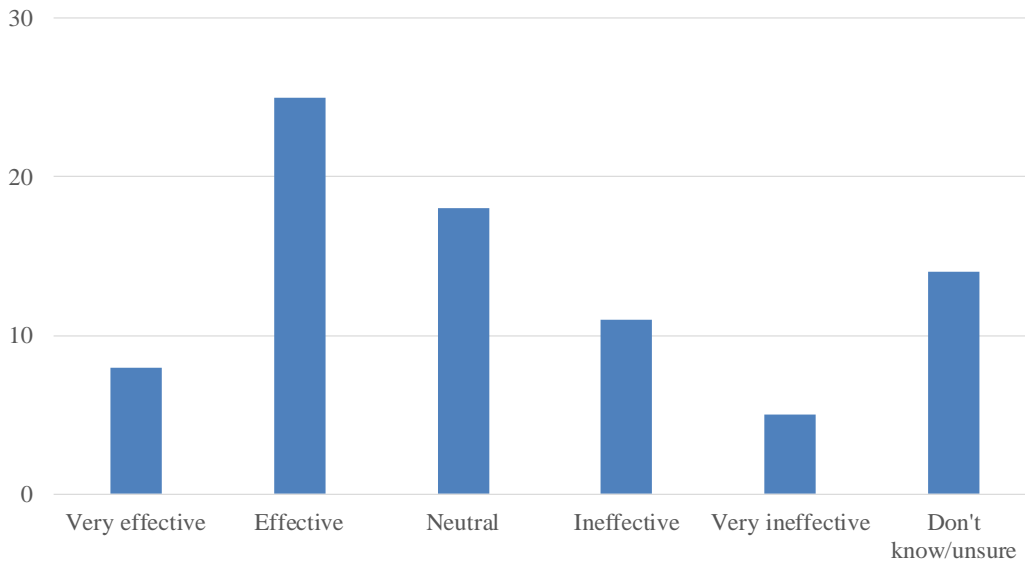
While NomCom members should be a part of the recruitment process, it is best practice not to consider them to be the primary avenue for recruiting qualified candidates. For the size and complexity of ICANN, a formal marketing plan should be constructed for use from year to year, including a communications strategy. Targeting diverse candidates can be effectively accomplished through the marketing and communications plan, and such a plan helps the recruiting consultant and the NomCom consider new types of marketing and recruiting efforts, as well as more broadly, prioritize potential outreach efforts.

For example, an effective marketing plan would identify regional Internet organizations to be targeted for assisting in communicating the desired competencies and experience or representation requisite for ICANN leadership positions.

F. Finding: The NomCom does not always evaluate candidates in a consistent manner.

Survey responses to our question of whether the NomCom evaluation process was effective or ineffective are shown below in Figure 13.

Figure 13: How Effective is the NomCom’s Candidate Evaluation Process?
Number of Survey Respondents



The majority of people we spoke with thought the processes used to narrow down the candidate pool to the shortlist and then select candidates from that shortlist had improved over the last five or six years. However, a common viewpoint was that while there were a number of decision-making processes the NomCom followed during the evaluation phase, they were not well documented and should be (1) institutionalized/codified and (2) shared with the community to increase transparency. People often thought that additional details on the processes used to evaluate candidates would decrease the extent to which evaluations of candidates were seen by the community as a “black box” and reduce the likelihood that NomCom selections would be seen as “arbitrary.” Others thought each candidate needed to be more consistently evaluated relative to a set of criteria specific to the position they were applying for, and our conversations with current NomCom members has indicated the NomCom is considering doing so.⁴⁹

Some people thought the evaluation of candidates was not always consistent because it depended too much on the person conducting the deep-dive, citing differences in, for example, effort and style, and also the fact that NomCom members may be positively or negatively biased towards the candidate. Consistent with this, people thought a more standardized process, with consistent questions and evaluation criteria, along with interview training, would produce more replicable

⁴⁹ These sentiments were echoed in previous reviews. For example, the Accountability and Transparency Review Team 2 Report noted the following: “The issue of Board composition and selection had been the subject to two intendent reviews that predated ATRT1. ATRT1 found that the greatest relevance to its review process was the recommendation for ICANN to recruit and select based upon clear skill set requirements. This included the establishment of a formal procedure by which the Nominating Committee (NomCom) would discover and understand the requirements of each body to which it makes appointments. ATRT1 found that, ‘[a]s such, codifying the processes for identifying, defining and reviewing these skills requirements, as well as the mechanisms by which stakeholders are consulted, could assist in improving the Board’s overall performance.’ Accountability and Transparency Review Team 2, Report and Recommendations, December 31, 2013, pp. 16-17.

results across deep-dive teams. Others noted that interview questions from 20 NomCom members sometimes lack coherence and that interviewing with time constraints is difficult because the NomCom cannot spend extra time on subjects that turn out to be especially important.

A few people indicated that candidates associated with ICANN could receive either favorable or unfavorable treatment (for example, someone associated with ICANN being passed over for outsiders who were less well known but ultimately less effective), while others thought the process made it too difficult to return to candidates who had been put in the “yellow” bucket if the small group of finalists turned out not to be as strong as originally thought. Some interviewees expressed concern that, in practice, once the “green” bucket had been filled with 20 candidates, there was pressure to stop discussion of additional candidates.

Finally, the NomCom generally spends more time on evaluating candidates for the Board compared to other positions. People felt the SO/AC selections tended to be of lower quality compared to Board selections.

Recommendation 20: The evaluation consultant should undertake a preliminary screen of all Board candidates and provide blinded assessments to the NomCom to assist the NomCom with reducing the pool of candidates to the deep-dive shortlist.

This recommended screen is limited to the evaluation of Board candidates only and serves two purposes. First, it assists the NomCom in eliminating candidates who do not meet basic criteria and needed competencies of Board members. Ideally, this would be performed exclusively by the evaluation consultant, in a manner agreed upon by the evaluation consultant and the NomCom, with the goal of giving the NomCom enough applications so that the NomCom can ultimately select the deep-dive shortlist. Importantly, the NomCom would retain the ability to evaluate any of the previously-eliminated applications if it desired.

Second, providing blinded assessments to the NomCom through a professional process improves consistency and continuity. This is necessary in order to identify and prioritize the best possible talent without biasing the process through name recognition. Currently, the evaluation process is inconsistent among NomCom members and also varies from year to year across NomComs.

Indeed, during our assessment, a number of ICANN community members, including previous NomCom members, expressed concerns about the extent to which all candidates were being treated consistently and fairly. We also heard concerns that the NomCom was subject to capture and that candidates could be dismissed prematurely (in some cases for having a lack of affiliation with ICANN, and in other cases for having too much of an affiliation with ICANN, with the former being more frequent). Relatedly, we heard from more than one previous NomCom member that candidates suggested by the recruiting consultant could sometimes be dismissed too quickly by the NomCom.

Best practices call for clearly articulating specific competencies and experience desired for the seats being filled each year, and consistency in interpreting how a candidate compares to those competencies. An impartial professional is best equipped to implement a fair and transparent

process. The foundation of such a process should be a blinded evaluation (by name) of each applicant relative to how their competencies meet the needs of the open position. This blinded evaluation, performed by the evaluation consultant, would then be provided to the NomCom members for use by the NomCom when selecting the deep-dive short list.⁵⁰

Appendix 3 provides a sample matrix that identifies current directors' competencies, which helps identify the gaps between the current Board makeup and the desired competencies to recruit for. This example includes just a few illustrative skills and personal qualities. Elements of this sample matrix would be completed by individual Board members and also augmented by ICANN staff. The evaluation consultant would then use this assessment and the job description to perform the blinded assessment of all applicants, eliminating those that clearly do not meet requirements (such as geographic diversity) and basic competencies. Identifying gaps in this manner encourages the NomCom to see what gaps may develop on the Board in the coming years and evaluate candidates accordingly.

Recommendation 21: The NomCom should use a standardized tool to evaluate and prioritize candidates, based on desired competencies and experience as determined annually. This tool will not replace qualitative assessments of candidates.

This matrix should reflect the criteria and needed competencies and experience outlined in the job description, and should be used by all NomCom members when evaluating candidates. Utilizing a common evaluation form supports consistent evaluation of candidates across all NomCom members and does so in accordance with the various desired competencies identified by the NomCom for the open positions that year. A sample matrix is provided in Appendix 3 to this report.

The goal of providing standardized evaluation tools is *not* to turn the evaluation process into an algorithmic scoring system. In fact, our use of the term competencies, as noted previously, encompasses soft skills, qualities, experiences, and background. Rather, an evaluation form is meant to ensure individual NomCom members are considering the competencies identified by the NomCom when evaluating candidates. More standardized interviews and evaluation forms improve consistency, replicability, and ultimately fairness of the NomCom overall, and the deep-dive phase in particular.

Recommendation 22: The NomCom should provide consistent interview questions and an interviewer evaluation form for the candidates interviewed during the deep-dive phase and the final face-to-face interviews.

Providing a NomCom "Interview Guidelines" document with prepared questions and an integrated evaluation mechanism to each NomCom member responsible for interviewing candidates will aid in consistency and professionalism. The questions should be reviewed and informed by input from

⁵⁰ The 2016 NomCom recommended that future NomComs request "a summary/metrics document from the assessment firm to easily compare each candidate." ICANN 2016 Nominating Committee Final Report, p. 26.

the professional evaluation consultant, with sufficient flexibility that the NomCom can follow up on key topics with individual candidates as necessary.

G. Finding: The NomCom has made significant progress in becoming more transparent, but transparency of its processes is still a concern within parts of the ICANN community.

The NomCom follows the principle that “process is transparent and data (i.e., information related to candidates) is kept confidential.” Thus, the NomCom is allowed to publish the processes that the NomCom agrees to implement and follow, as well as statistical information on the candidate pool, as long as that information does not identify individual candidates.

The NomCom has increased the extent to which it publishes such information. In particular, the NomCom undertook a series of steps designed to increase transparency following a previous NomCom review initiated in 2007 and “Accountability and Transparency” review reports published in 2010 and 2013.⁵¹ These improvements include: holding regular open NomCom sessions at ICANN meetings, publishing the NomCom cycle and statistics on the candidate pool, which more recently has taken the form of monthly report cards, and explaining the selections made. The NomCom also publishes a report at the end of each cycle with recommendations for the next NomCom, and makes available 360 reviews for NomCom members.⁵² Those who commented on these steps thought they were an improvement.

When asked directly whether the NomCom needed to be more or less transparent, survey respondents and interviewees were often split, with some indicating it was sufficiently transparent and others indicating it needed to be more transparent. However, when asked other questions about the processes of the NomCom, survey respondents and interviewees frequently raised the issue of transparency and suggested individuals did not have a good understanding of NomCom processes, especially processes related to the evaluation of candidates. Overall, when survey respondents were asked what one or two changes they would make to the NomCom, an increase in transparency was the most common answer. There was, however, a discrepancy in the extent to which NomCom members thought the NomCom needed to be more transparent, with very few NomCom members mentioning transparency in the top one or two things they would change about the NomCom.

Recommendation 23: The NomCom should publish additional data on the candidate pool and the recruiting source of candidates.

Many of the recommendations in this report are designed to increase the transparency and accountability of the NomCom, from the role and description of NomCom members and

⁵¹ Interisle Consulting Group, Independent Review of the ICANN Nominating Committee, October 23, 2007, available at <https://www.icann.org/en/system/files/files/report-23oct07-en.pdf>, accessed on November 3, 2017; Final Recommendations of the Accountability and Transparency Review Team, December 21, 2010, available at <https://www.icann.org/en/system/files/files/final-recommendations-31dec10-en.pdf>, accessed on November 8, 2017; Accountability and Transparency Review Team 2, Report and Recommendations, December 31, 2013, available at <https://www.icann.org/en/system/files/files/final-recommendations-31dec13-en.pdf>, accessed on November 8, 2017.

⁵² NomCom 2017 360 Reviews, available at <https://www.icann.org/nomcom2017/#360reviews>, accessed on November 17, 2017.

consultants, to codifying communication, recruiting, and evaluation processes. See, for example, Recommendations 1, 5, 6, 11, 13, 15, and 18.

In addition to those recommendations, we recommend the NomCom increase the information provided on the candidate pool by including the recruiting source of candidates. The 2016 NomCom's final report included, for the first time, summary statistics of the candidate pool that included the source of the application (e.g., colleague/friend/constituency, recruiter, ICANN meeting or announcement, or social media).⁵³ The NomCom should continue (and codify) this practice going forward, as it provides the ICANN community with much-needed insight into the success of recruiting efforts.

We further recommend that the NomCom should document and publish how candidates from each recruiting source fared during the evaluation phase. (For example, how many candidates from each source made the deep-dive shortlist, were selected for interviews, and were ultimately selected by the NomCom?⁵⁴) While the number of applicants is important information, the quality of those candidates is equally if not more important. Additional information on the quality of the candidates would increase transparency and assist the NomCom in evaluating outreach efforts. (We note that the NomCom should ensure all such disclosures are consistent with its confidentiality requirements.)

VII. Findings and Recommendations: Additional Topics

This section contains additional recommendations formed during our assessment of the NomCom. These focus on the Board and leadership development within ICANN, as well a new standing body to assist in continually improving the NomCom.

Recommendation 24: An empowered body of current and former NomCom members should be formed to ensure greater continuity across NomComs, and in particular, to suggest and assist in implementing changes to NomCom processes.

This body would 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. This body should include the current NomCom Chair, and the prior two former NomCom Chairs.

This body should be empowered to suggest recommendations, while noting that any suggestions should be provided to the ICANN community for public comment. To be successful, we note that the Board must ensure adequate funding and resources are allocated.

⁵³ ICANN 2016 Nominating Committee Final Report, p. 14.

⁵⁴ The 2013 NomCom noted in its Final Report that 10 Statements of Interest were received from candidates suggested by OB Brussels, of which two were selected for face-to-face interviews but did not make the final selection. 2013 NomCom Final Report, Section 4.2.2.

Recommendation 25: Inform assessments of the NomCom by assessing the performance of the Board.

Ultimately, a key measure of the effectiveness of the NomCom’s appointment of ICANN Board members is the effectiveness of the ICANN Board. We recommend that once each year ICANN assess the performance of the Board using the BoardSource Board Self Assessment tool (BSA), a well-known and effective measure of a board’s performance. BoardSource’s easy, online assessment processes provides a Board with the opportunity to speak openly and candidly about gaps in competence and performance of the board as a whole and can be customized to highlight individual concerns.

The results from this assessment will aid the NomCom in better understanding potential competency gaps in the current makeup of the Board. Analyzing BSA results longitudinally will then inform future efforts to improve the NomCom’s processes (as well as those of the Board).

Recommendation 26: ICANN should investigate advancing its nominations process into a Leadership Development function.

This is an emerging practice in the nonprofit community and encourages early careerists and new participants to understand leadership opportunities in an organization and develop requisite skills in order to personally and professionally advance. For ICANN, this transformation could involve the current Fellows program in a more robust manner, aiding individuals and ICANN in identifying, cultivating, and recruiting emerging leaders for the future. A key element of a leadership development function is the publishing of pathways for being considered as a future leader.

The overall goal of advancing a nominations process into a Leadership Development function includes three elements. The first phase is to create a process for identifying, cultivating, and recruiting an ICANN volunteer leadership team that is balanced in thought and representation, but comprised of key competencies that advance organizational performance for ICANN; this process would be proactive in seeking out early careerists and educating them on leadership pathways within ICANN. The second and third phases combine to support individuals on their personal, professional, and ICANN leadership development journey, including how they develop personal and corporate leadership skills. The end result is to evolve the current Nominating Committee function into a Leadership Development Committee function that benefits ICANN, internet professionals, and their employers.

A. Finding: The extent to which NomCom appointees are independent and prioritize the interests of the global Internet community in their decision-making is an area of concern within ICANN.

NomCom appointees are expected to act in the public interest of the global Internet community and not on behalf of a narrower set of interests. The majority of survey respondents either “agree” or “strongly agree” that the NomCom should prioritize appointees that act independently. Some people expressed in the interviews that the NomCom’s primary role is to appoint individuals who

are not affiliated with ICANN at all (i.e., not “ICANN insiders”) and can therefore bring new ideas to ICANN.

When asked what one or two changes they would make to the NomCom, a number of individuals cited increasing the independence of NomCom appointees in order to reduce the chance that people vote in blocs based on narrow interests rather than the interest of the broader ICANN community. A few interviewees were unclear as to whether Board members appointed by the NomCom should act independently, and as to what acting independently means in practice.

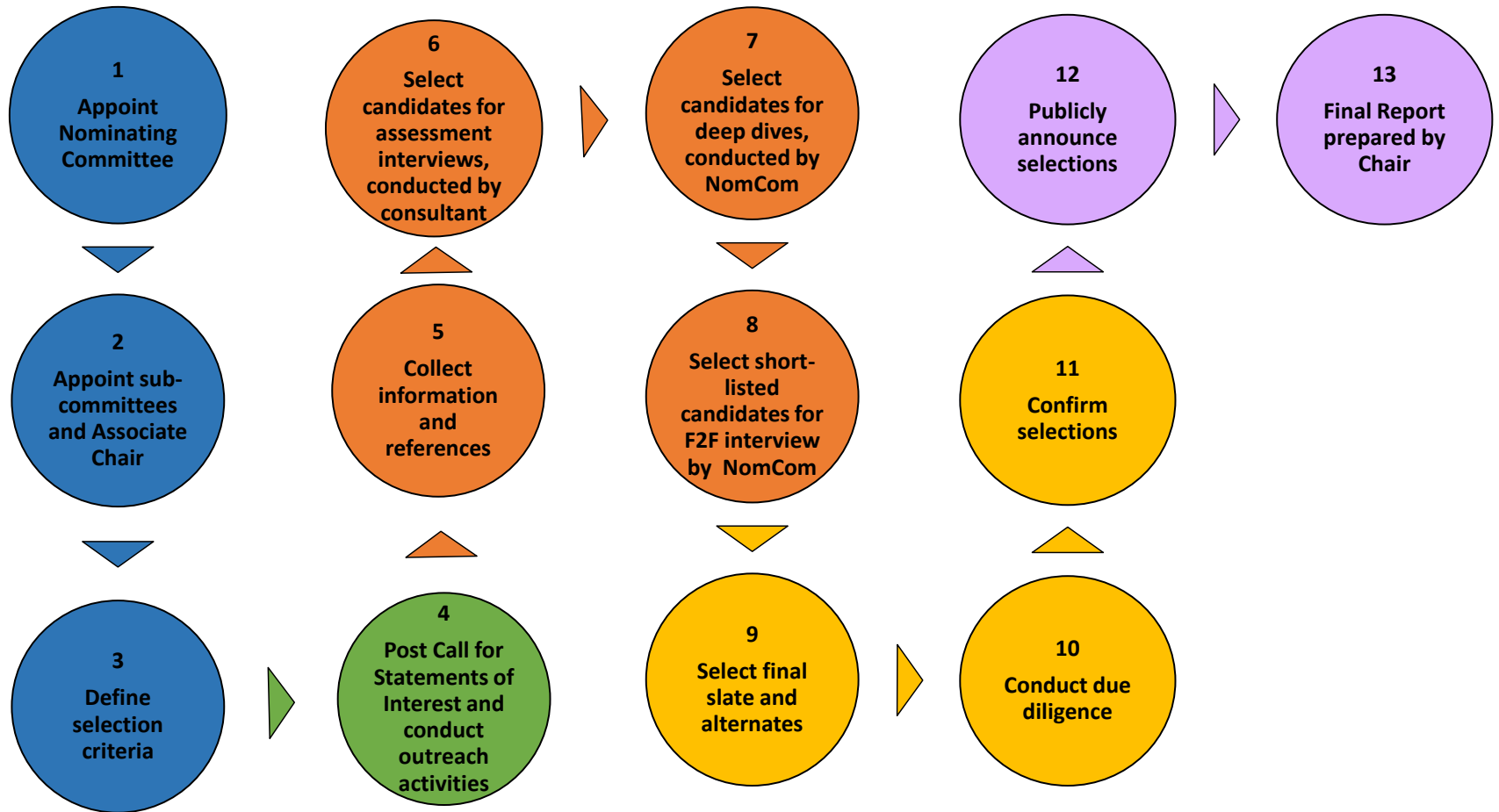
Recommendation 27: Provide clarity on desire for independent directors and designate three specific seats for “Independent Directors.”

Our recommendation recognizes the challenges inherent in identifying and selecting fully independent directors. There is also some ambiguity among NomCom members in regards to selecting individuals with limited or no prior experience with ICANN. We suggest that Independent Directors are those with limited prior ICANN experience, for the purpose being 1) to find highly strategic directors that bring an outside perspective to ICANN, and 2) to provide a duty of loyalty to ICANN overall versus the perception of duty to an ICANN constituency. We recommend that three seats be designated for Independent Directors, with three year terms so that one seat is considered each year.

We do not suggest that all eight NomCom directors be independent. Our recommendation for designating three seats is an acknowledgement that it could be difficult to find completely unaffiliated directors⁵⁵ and that appointing people to the ICANN Board with previous experience at ICANN (who otherwise meet the NomCom’s goal of finding people who act in the best interests of the global Internet community) can be a benefit. Of course, the NomCom would be free to fill other Board seats with individuals that meet this definition of independent.

⁵⁵ This point was made in the 2010 NomCom Review Finalization Working Group Report, pp. 12-13, available at <https://www.icann.org/en/system/files/files/nomcom-review-finalization-wg-final-report-29jan10-en.pdf>, accessed on February 12, 2018.

Appendix 1: Example NomCom Process Diagram, Based on the 2017 NomCom Process



Appendix 2: Example Process Table, Based on the 2017 NomCom Process

Step	Who does it?	Comments
1	Board, SOs/ACs	<p>Board: Non-voting Chair, Non-voting Chair-Elect One non-voting liaison appointed from each of the following groups:</p> <ul style="list-style-type: none"> • Root Server System Advisory Committee • Security and Stability Advisory Committee • Government Advisory Committee <p>Voting delegates appointed from each of the following groups:</p> <ul style="list-style-type: none"> • At-Large Advisory Committee (5 delegates) • Generic Names Supporting Organization as follows: <ul style="list-style-type: none"> ○ Business Constituency (2 delegates) ○ Registries Stakeholder Group (1 delegate) ○ Registrars Stakeholder Group (1 delegate) ○ Internet Service Providers and Connectivity Providers Constituency (1 delegate) ○ Intellectual Property Constituency (1 delegate) ○ Non-Commercial Users Constituency (1 delegate) • Council of the Country Code Names Supporting Organization (1 delegate) • Council of the Address Supporting Organization (1 delegate) • Internet Engineering Task Force (1 delegate) <p>Voting delegates can serve at most two successive one-year terms, after which two years must elapse before delegate is eligible again. Non-voting delegate term is designated by entity that appoints them. Chair and Chair-Elect: one-year term concluded at next annual meeting. Board has authority to not appoint Chair-Elect.</p>
2	NomCom	<ul style="list-style-type: none"> • NomCom Chair appoints Associate Chair (discretionary) to serve during all or part of the Chair’s term.

			<ul style="list-style-type: none"> NomCom has freedom to appoint sub-committees for particular purposes such as outreach activities and handling conflicts of interest. NomCom supported by two staff members: Senior Project Manager and Project Manager. Other persons can be identified (e.g. IT, Legal).
3	Selection Criteria: Positions, eligibility requirements, competencies & representation	Empowered Community; NomCom (limited), Board, Board Governance Committee (BGC), PTI, ALAC, ccNSO, GNSO	<p>Positions:</p> <ul style="list-style-type: none"> NomCom nominates Director Seats 1-8 only; two directors of the Public Technical Identifiers (PTI); 5 members of the At-large Advisory Committee; 3 members of the Country Code Names Supporting Org. (ccNSO) Council; 3 members of the Generic Names Supporting Org. (GNSO). <p>Competencies</p> <ul style="list-style-type: none"> Standard leadership competencies (e.g. integrity, objectivity, sound judgment, etc.); Technical skills training; English speaking Focused consultation will be held with bodies to which the NomCom appoints members in order to inform and update the NomCom about desired skill sets. <p>Eligibility Requirements:</p> <ul style="list-style-type: none"> Geographic and cultural diversity Individuals who have demonstrated the maturity, experience, knowledge and skills to handle the tasks and make sound judgments Additional considerations are denoted for GNSO, ALAC, ccNSO
4	Post call for Statements of Interest and conduct outreach activities	NomCom; SOs, ACs, and other groups in the ICANN community, individuals, Recruiting Consultant	<ul style="list-style-type: none"> Call for Statements of Interest (SOI) posted on ICANN website with online application form, including NomCom timeline. (Note: application includes references.) Select and contract Recruiting Consultant Public NomCom meetings NomCom engages all ICANN stakeholder groups to encourage candidate interest NomCom members present action plan to identify candidates Call is open 60 days
5	Collect information and references	NomCom, NomCom Staff	<ul style="list-style-type: none"> Select and contract Assessment Consultant Handle SOIs received, acknowledge receipt, update SOI repository system Conference calls to assess progress and fine-tune actions Updates to community on progress, by postings on ICANN website and presentations

6	Select candidates for assessment interviews conducted by consultant	NomCom, Assessment Consultant	<ul style="list-style-type: none"> Request information from references, handle responses, update SOI repository system Select candidates for interviews, contact selected candidates Assessment Consultant performs interviews and reports back to NomCom Assessment information posted in SOI repository system
7	Select candidates for deep-dives conducted by NomCom interviewer teams	NomCom	<ul style="list-style-type: none"> Select candidates for deep-diver team interviews Conference calls to assess progress and fine tune actions Deep diver teams are formed and assigned to candidates, Deep diver teams perform interviews and report back to NomCom
8	Select short-listed candidates for face-to-face interviews with NomCom teams	NomCom	<ul style="list-style-type: none"> Select short-listed candidates for interviews Face-to-face interviews with short list candidates
9	Select final slate and alternates	NomCom	<ul style="list-style-type: none"> Deliberations and decisions made on final slate, with alternates Selected candidates contacted, to confirm interest and inform on next steps
10	Conduct due diligence	NomCom	<ul style="list-style-type: none"> Check credentials and consult with others not named by the candidate
11	Confirm selections	Executive Committee	<ul style="list-style-type: none"> 2 months before the commencement of each ICANN Annual Meeting, the NomCom shall give the EC Administration (with a copy to the Decisional Participants and Secretary) written notice of its nomination of Directors for seats with terms beginning at the conclusion of the annual meeting The EC Administration shall promptly provide the Secretary (with a copy to the Decisional Participants) with written notice of the designation of those Directors. All such notices shall be posted promptly to the website Inform unsuccessful candidates of outcome, ask if they want their application retained for next year's NomCom
12	Publicly announce selections	NomCom	<ul style="list-style-type: none"> Announced to ICANN with rationale for selection
13	Final report prepared by Chair	NomCom	

Appendix 3: Sample Evaluation Matrices

Current Board Members: Skills and Experience

	Appointed By	Gender	Age	Region	Employment Status	Marketing	Advocacy / Govt. Relations	Financial / Audit	Regulatory / Compliance	Technical Expertise (gTLD, ccTLD, etc.)
Departing Directors										
Director 1	NomCom	F	55	NA	Full-Time					X
Director 2	NomCom	M	60	Europe	Full-Time	X				
Director 3	NomCom	M	52	Africa	Part-Time				X	
Director 4	ccNSO	M	73	Africa	Retired		X			
Director 5	NomCom	F	64	NA	Retired			X	X	
Up for Reappointment										
Director 6	NomCom	F	70	Europe	Part-Time		X			
Remaining Directors										
Director 7	NomCom	M	75	LA	Retired			X		X
Director 8	NomCom	M	68	Africa	Retired				X	
Director 9	NomCom	M	58	NA	Part-Time		X			
Director 10	ASO	M	55	NA	Full-Time				X	
Director 11	ASO	M	52	AAP	Full-Time	X				
Director 12	GNSO	F	61	NA	Full-Time	X	X			
Director 13	GNSO	M	70	Europe	Part-Time		X	X		
Director 14	ccNSO	M	69	AAP	Retired					X
Director 15	ALAC	M	63	LA	Full-Time			X		

Board Candidates

Source	Gender	Age	Region	Employment Status	Skills and Experience					Personal Qualities			Total (out of 40)	Notes	
					Marketing	Advocacy / Govt. Relations	Financial / Audit	Regulatory / Compliance	Technical Expertise (gTLD, ccTLD, etc.)	Leadership	Communication Skills	Unbiased			
Candidate 1	Open Call	F	48	Europe	Full-Time	4	0	0	0	2	5	5	4	20	HR experience
Candidate 2	OB	M	60	LA	Full-Time	0	3	2	5	1	5	4	5	25	
Candidate 3	Referral	F	55	AAP	Part-Time	2	0	1	4	5	4	5	5	26	Good references

Note: Skills, Experience, and Personal Qualities are scored from 0 (worst) to 5 (best).