



The Internet Corporation for Assigned Names and Numbers

9 March 2017

ICANN Nominating Committee

**Guidance from the ICANN Board to the Nominating Committee
re: Important Skills for Board Members**

The Board recommends that the Nominating Committee use the guidance below with respect to selecting directors for the Board.

Pursuant to the ICANN ByLaws (Article 7, section 3):

Integrity. Board members are expected to act in the best interest of the Internet as a whole. Board members must have an ingrained sense of integrity and bright lines regarding conflicts with their personal interests, the interests of their employer or the interests of any particular constituency.

Intelligence and critical thinking. Ability to analyze complex arguments and synthesize coherent and appropriate proposals.

Management experience. ICANN has more than 300 employees, operates globally and has a budget well in excess of \$100MM USD per year. Experience and understanding of an organization this size is needed.

Understanding of the role and function of a board as distinct from management.

Understanding the role of the community as distinct from the Board.

Basic technical understanding of the Internet architecture and protocols.

Commitment and ability to focus on execution of ICANN's mission, with emphasis on excellence, efficiency, effectiveness and empathy and avoidance of expanding ICANN activities beyond its mission.

Understanding of the IANA function.

Ability to read, write and speak fluently in English.



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Experience and temperament to work closely and comfortably with a diverse set of people within the Board, within the staff and within the community and to remain poised in the face of criticism and other stressful situations. Commitment to cooperation and consensus-building.

In addition:

It would be desirable if selected Directors had the ability to converse in multiple languages and came from as diverse linguistic, cultural and or geographical backgrounds as possible.

There has been increasing sensitivity within the Board regarding gender balance, probably reflecting comparable sensitivity throughout the community. Without compromising the fundamental requirement to have Board members with the necessary integrity, skills, experience, the Board would find it helpful to have more women on the Board.

The Board also values experience and continuity, particularly in leadership or specialized positions. It generally takes new Board members a year or two to come up to speed.

A number of issues that come to the Board have a strong and sometimes subtle technical underpinning. It would be desirable to have Board members who have a good sense of when an issue has technical complexity and requires in depth technical input.

With respect to specific skills:

There is generally good experience on the Board in the operation of gTLD registries and registrars, with ccTLD registries, with IP address registries, with Internet technical standards and protocols, with ICANN policy-development procedures, and the public interest. However, the departure of Bruce Tonkin last year and Steve Crocker this year removes a considerable amount deep technical knowledge and the corresponding ability to sense when issues have technical complexities that require careful untangling of technical issues as opposed to balancing of political differences. The Board further expects the more difficult issues it will have to deal with in the next few years will involve technical complexities and that the technical community, i.e. SSAC, RSSAC and the IETF and IAB, will be looking closely at ICANN overall and the ICANN Board in particular for credible handling of issues that include technical challenges. Thus, in choosing among candidates that have the other qualities listed below, good technical intuition is a plus.



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In addition to the breadth of experience listed above, the Board has strong existing skills in strategic planning, budgeting, public outreach, and international relations.

However, there is a lower level of skills in the current Board in:

- executive management in an organization of the size of ICANN,
- regulatory and compliance frameworks,
- financial planning and audit processes and procedures.

Note the Board is not specifically looking for practicing competition lawyers or auditors, as ICANN hires staff and external firms with this expertise, but the Board does seek people who have experience in these issues from a Board Governance perspective.

Directors in the aggregate (meaning not every candidate needs to have each of these) should have the following experience:

- board governance or equivalent experience with a medium-sized¹ organization that has an established board whose directors are independent and are appointed without participation of the CEO;
- board governance or equivalent experience with non-profit organizations; and
- experience working effectively in meetings that are handled with Board members distributed in locations and time zones around the world with a group size of 20 or more. (The Board makes extensive use of teleconferences and Internet tools such as instant messaging and web conferencing.)

Finally, Directors should have the necessary attributes to:

- engage in dialogue and express an opinion in a self-starting manner without tending to dominate all dialogue;
- express opinions and participate in discussions in an informed manner and demonstrate that they are knowledge seekers in order to develop informed opinions;
- express themselves in a manner, tone and speech that demonstrates mutual respect for colleagues, and reveals a good balance between assertiveness and courtesy;

¹ For the purpose of this requirement, medium-sized organization refers to an organization with a degree of complexity equivalent to one with: (i) more than 100 people spread across multiple locations with language and cultural diversity; and (ii) more than \$50 million budget. (ICANN's FY17 budget is approximately US\$157.4 million.) Ideally the locations will be in multiple countries.



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- demonstrate awareness of, and ability to adapt to, different cultures, personalities, and modes of expression in order to engage in a manner that reaches all participants in a discussion; and
- demonstrate the ability to listen to and assimilate what others are saying or asking, and the ability to react appropriately under the given circumstances.

Best regards,

Stephen D. Crocker
Chairman, ICANN Board of Directors