

## CURRENT TEXT

## PROPOSED TEXT

### 9. Selection of Individuals to the ICANN Board of Directors

#### 9.1. Authority

Under the provisions of Article VI of the Bylaws for ICANN, the ASO is responsible for selecting persons to fill seats 9 and 10 of the ICANN Board of Directors. Under the provisions of Article VIII of the Bylaws for ICANN the Address Council is tasked to select these persons.

#### 9.2. Overview

The ICANN bylaws establish the beginning of the terms of seats 9 and 10. In those years when the term of one of these seats is to expire, the Address Council will establish a timeline in accordance with the General Selection Procedure described below to enable it to select a person to fill the projected vacancy. In the event that a seat is vacated prior to the expiration of the term, then the Address Council will exercise the Extraordinary Selection Procedure described below. In either case the procedure will consist of the four phases – Nomination, Comment, Interview, and Selection.

#### 9.3. Eligibility Requirements

All candidates desiring to be selected to the ICANN Board by the Address Council must meet the selection criteria and conflict of interest requirements as stated by ICANN in its Bylaws and other relevant documents that ICANN publishes or identifies. No candidate will be considered who does not sign a Letter of Certification attesting to compliance with the ICANN stated requirements as well as attesting to previous conduct and character. This letter will be sent via email to each applicant with a set of administrative instructions concerning its execution. Any applicant who fails to follow these instructions will not be considered as a candidate for selection. Following the selection process,

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#### 9.2. Overview

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the elected candidate will be subject to an independent due diligence review consistent with those performed on all Nominating Committee selected Board members. This due diligence review is further outlined below in section 9.4.9.

#### 9.4. General Selection Procedure

The General Selection Procedure (GSP) will be used to fill the ASO designated seats when those seats are vacated by expiration of the term of service. Any ASO AC member who accepts a nomination to be considered for selection by the ASO as an ICANN Director shall not participate in any discussion or vote relating to the ASO AC selection of Directors, until the ASO has selected its full complement of Directors.

##### 9.4.1. Procedures for Selection Process

In those years when a selection is required, the Council will establish a timeline in accordance with the requirements to seat the board member as stated by ICANN. This timeline and procedures will be announced on the ASO website, other websites, and email lists as agreed by the Council. Appropriate messages will be posted at the beginning of each phase, as outlined below, and as agreed by the Council.

**independent and reasonable investigation , managed by ICANN, and** consistent with those performed on all Nominating Committee selected Board members. This process is further outlined below in section 9.4.9.

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**Prior to the beginning of Selection Process, the ASO AC will conduct a series of activities in order to prepare itself for the process. Those activities will be mentioned in ASO AC work plan for that given year.**

**The before mentioned activities includes:**

- Set interview time and dates according to the interview processes outlined bellow, to be offered to candidates when appropriate.**
- Set time and dates for the required meetings for the ASO AC and Interview Committee members as outlined bellow.**
- Elaborate all the questions to be presented to candidates in the interviews to be conducted**

#### 9.4.2. Qualification Review Committee

A Qualification Review Committee (QRC) will be established for the purposes of establishing a qualified slate of candidates for the interview phase. This committee will consist of one member from each region. In the event that a committee member indicates to the committee that they are unable to fulfill their responsibility, another member from the same region will be designated to fill that role as soon as possible and in a manner that the committee determines.

#### 9.4.3. Nomination Phase

The period of the nomination phase must be at least 60 calendar days. The Secretariat will post an announcement to the ASO web site, other web sites, and email lists as appropriate declaring the nomination period open and specifying the deadline for presenting nominations. This announcement will contain instruction directing interested parties to the ASO website where they may obtain information regarding the selection process, candidate eligibility requirements, and the responsibilities upon selection. Anyone may nominate any person whom they wish. Nominations will be sent to the Secretariat who will contact the nominee, notify them of their impending nomination, and provide them with a copy of the Letter of Certification and a general questionnaire. The questionnaire will also secure written consent of the candidate to permit the due diligence provider to complete the due diligence review as required. The nominee will complete the letter and questionnaire and return them to the Secretariat. The Secretariat will forward them to the QRC.

- Elaborate the framework for the reports expected by the end of each interview processes outlined bellow. The framework should take into consideration the qualities and general profile ASO AC would need to better evaluate candidates.

#### 9.4.2. Qualification Review Committee

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#### 9.4.4. Candidate Evaluation Phase

The QRC will review the submissions for completeness and for compliance with the eligibility criteria and conflict of interest requirements. If it deems necessary, the QRC may ask for additional clarification information from any nominee. As each person is determined to be a qualified candidate, their name will be published on the ASO web site to a running list of candidates. Persons who do not complete this activity by the close of the nomination period will not be considered as candidates. If there is not at least one more candidate than the number of open seats, the nomination period will be extended until such time as this number is obtained.

#### 9.4.5. Comment Phase

The period of the comment phase will be at least 30 calendar days plus the amount of time required to conduct the interview phase. The comment phase starts at the close of the nomination phase. A comment section will be made available on the ASO web site. Anyone may submit a comment. All comments will be moderated prior to display. The comment phase will conclude at the same time as the interview phase.

#### 9.4.6. Interview Phase

The period of the interview phase is a maximum of 60 calendar days and commences 30 days after the start of the comment phase. During this phase, up to three rounds of interviews will be conducted: Round (1) will be in written, Round (2) will be conducted via videoconference (with audio conference as an option if video is not feasible), and round (3) in person, in that order. The round (1) written interview is compulsory. The round (2) interview may be skipped in the event that an in-person interview is conducted. However, if an in-person interview is not possible, a video conference (with audio conference as an option if video is not feasible) interview will be conducted.

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#### 9.4.6.1. Interview Committee

An Interview Committee (IC) will be established for the purposes of conducting interviews with candidates. This committee will consist of one member from each region. Members of the QRC are eligible to participate on the committee. In the event that a committee member indicates to the committee that they are unable to fulfill their responsibility, another member from the same region will be designated to fill that role as soon as possible and in a manner the committee determines. The IC may enlist the support of additional ASO AC members to aid in the conducting interviews including assisting in asking questions to candidates, preparing, and presenting written reports. These volunteers will be considered auxiliary IC members. The committee members may ask different candidates, different questions in an interview but are collectively responsible for the questions asked during all interview rounds. Subsequently, the committee will produce a comparative report. It is expected that such a report would include a ranking of the candidates, description of how the ranking was derived, and a summary of the questions and answers.

#### 9.4.6.2. Interview Round 1: Written Interview

The written interview will be conducted for all candidates. At the beginning of the interview phase each candidate will receive a list of questions, developed by the Address Council, to answer in writing. The candidates will have 10 calendar days to complete the questionnaire and

present at the same meeting or event.

At the beginning of this phase, the Interview Committee (IC), detailed bellow, will meet to define possible dates for the interviews, Candidates will have maximum 5 days to confirm availability. At the same time, IC will coordinate internally with ASO AC members the availability for all the meetings that might be required during this period.

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An Interview Committee (IC) will be established for the purposes of conducting interviews with candidates. This committee will consist of **mininum five members from the ASO AC . Any given region might have up to two members.** Members of the QRC are eligible to participate on the committee. In the event that a committee member indicates to the committee that they are unable to fulfill their responsibility, another member **might be indicated in a manner the committee determines.** The IC may enlist the support of additional ASO AC members to aid in the conducting interviews including assisting in asking questions to candidates, preparing, and presenting written reports. These volunteers will be considered auxiliary IC members. The committee members may ask different candidates, different questions in an interview but are collectively responsible for the questions asked during all interview rounds. Subsequently, **after each interview,** the committee will produce a **qualitative** report. It is expected that such a report would include **information about each candidate qualities and capabilites according the expected profile set in advance** and a summary of the questions and answers.

#### 9.4.6.2. Interview Round 1: Written Interview

The written interview will be conducted for all candidates. At the beginning of the interview phase each candidate will receive a list of questions, developed by the Address Council, to answer in writing. The candidates will have 10 calendar days to complete the questionnaire and

return it to the Secretariat. The Address Council will meet to examine the responses to the written interview questionnaire from each candidate and determine if any candidates should be further interviewed. Persons not considered for further interview will be removed from final consideration for selection.

#### 9.4.6.3. Interview Round 2: Video Conference Interview

The telephone interview can be conducted for any number of candidates. This interview will be conducted by the IC. Other members of the Address Council may be present at the teleconference, but they will not be allowed to ask questions or otherwise comment during the interview. Prior to the interview, each candidate will be provided with a list of questions to assist in their preparation for the interview. The committee may ask for answers to those questions or pose questions not previously provided to the interviewees. The interview committee will present a report of each interview conducted to the Address Council. The Address Council will meet to examine the report of each candidate's round 2 interview and determine if any candidates should be interviewed further. Persons not considered for further interview will be removed from final consideration for selection.

#### 9.4.6.4. Interview Round 3: In-Person Interview

In-person interviews can be conducted for preferably three candidates, or less, per vacancy. In-person interviews will be conducted by the IC. Other members of the Address Council that may be present at the in-person interview may observe, but they will not be allowed to ask questions or otherwise comment during the interview. In the event there are more than three qualified candidates, the AC should seek approval from the Number Resource Organization Executive Council for the additional cost.

These interviews will be conducted by the IC. Funding for travel for the candidates and the interview committee will be provided by the NRO. If

return it to the Secretariat. The Address Council will meet to examine the responses to the written interview questionnaire from each candidate and determine if any candidates should be further interviewed. Persons not considered for further interview will be removed from final consideration for selection.

#### 9.4.6.3. Interview Round 2: Video Conference Interview

**This interview will be conducted for candidates that advanced from previous round.** This interview will be conducted by the IC. Other members of the Address Council may be present at the teleconference, but they will not be allowed to ask questions or otherwise comment during the interview. Prior to the interview, **at IC discretion, each candidate might receive a list of question or topics that will be discussed.** The interview committee will present a report of each interview conducted to the Address Council. The Address Council will meet to examine the report of each candidate's round 2 interview and determine if any candidates should be interviewed further. Persons not considered for further interview will be removed from final consideration for selection.

#### 9.4.6.4. Interview Round 3: Video Conference Interview

**This interview will be conducted, preferably, for a small set of candidate that ASO AC might decide to advance from previous round and for whom more information is beneficial.** **These interviews** will be conducted by the IC. Other members of the Address Council may be present at the **teleconference**, but they will not be allowed to ask questions or otherwise comment during the interview. **Prior to the interview, at IC discretion, each candidate might receive a list of question or topics that will be discussed.** The committee may ask for answers to those questions or pose questions not previously provided to the interviewees. The interview committee will present a report of each

the in-person interview happens to coincide with an in-person meeting of the Address Council, then the entire council may conduct the interview. If the in-person interview happens to coincide with an in-person meeting of the Address Council, then the entire council may conduct the interview. Prior to the interview, each candidate will be provided with a list of questions to assist in their preparation for the interview. The committee may ask for answers to those questions or pose questions not previously provided to the interviewees. The interview committee will present a report of each interview conducted to the Address Council.

#### **9.4.7. Selection Phase**

The period of the selection phase will be at least 14 calendar days. It will start at the close of the interview phase. At the start point, the AC will meet to evaluate all of the candidates. It will review all documentation accumulated for each candidate. At the conclusion of the meeting, the AC will have at least 1 calendar days to continue its deliberations regarding the candidates. At the end of this deliberation period the members of the Address Council will have at least 7 calendar days to vote. The votes will be tabulated by the Secretariat. The results will be provided to the Address Council Chair. Announcement of the selected candidate will only be made once due diligence is complete.

##### **9.4.7.1 Ballots**

Ballots will be a ranked ballot all of the candidates. The candidate with the highest number is most preferred. Candidates with no preference given or a value of “0” (zero) are preferred less than all other candidates. Multiple candidates can have the same preference. Relative values of the preference are not meaningful, only that candidate A is preferred over candidate B. A vote of “0” (zero) for every candidate is considered an abstention, but counts as a vote cast.

##### **9.4.7.2 Election Rules**

interview conducted to the Address Council.

**9.4.7. Selection Phase** [NOTE: no major changes in this paragraph. Except for the 9.4.7.3 detailed bellow]

If less than half of the eligible voters vote then the election will be automatically extended one time by seven days. An election is considered invalid if more than half of the votes cast are abstentions. Any candidate that has all zero and/or all blank votes can not be selected to fill a position. Once the stack ranked order is complete, as many names as are needed will be selected from the stack ranking from most preferred to least preferred to fill one or more seats.

#### **9.4.7.3 Elections Counting**

The Schultze counting method will be used to select a candidate for the highest available rank in the stack ranking. If any internal calculation performed during the Schulze counting process results in a tie for any rank in the stack ranking, then the tie will be broken by:

Randomly selecting a voter, and using that voter's preference to select one of the tied candidates.

If the randomly selected voter still results in a tie for selecting the most preferred candidate, then those tied candidates will be passed on to the next randomly selected voter, and the process repeated.

If the tie is still unbroken after all of the voter's preferences have been considered, then the selection will be randomly selected from the remaining candidates.

Further information about and examples of Schulze counting can be found at the following link (note this is not part of the operating procedures):

#### **9.4.8. Notification of ICANN**

At the request of the Address Council Chair, the Secretariat will notify the Secretary of ICANN providing the name and contact information of the candidate.

#### **9.4.7.3 Elections Counting**

Instant Run-off voting will be the election counting mechanism used to select a candidate in a ranked preferential voting method, on the basis of a single list of candidates, ranked in order of preference.

Voters rank candidates in order of preference (i.e. first, second, third and so on). Ballots are initially counted to establish the number of votes for each candidate. If a candidate has more than half of the first-choice votes, that candidate wins. If not, then the candidate with the fewest votes is eliminated, and the voters who selected that candidate as their first choice have their votes added to the total of the candidate who was their next choice. That process continues until one candidate has more than half of the votes, and that person is declared the winner.

In the case of a tie, the entire Address Council will reconvene to discuss the merits of the candidates not yet eliminated before carrying out a new IRV vote on those remaining candidates. If the candidates cannot be separated by IRV after three tie re-votes, the AC Chair team will consult the Executive Council on how to best to proceed.

#### **9.4.9. Review of Candidate**

The candidate will be subject to an independent due diligence review conducted by an ICANN provided contractor referred to as due diligence provider. This review will require written consent of the candidate, obtained by the due diligence provider before the due diligence review begins. All candidates will provide this consent during the nomination phase. Depending on the region in which the candidate is located, this due diligence review process generally takes 3-4 weeks from when the due diligence provider is notified of the candidate. The process is meant to ensure that there is nothing in the candidate's past or the information provided to the ASO AC during the nomination process which would raise any concerns about the candidate serving as a member of the ICANN Board.

#### **9.4.10. Announcement of Election Results**

Election results including the vote counts from each election will only be provided to the eligible voters. This information is strictly confidential. Following a successful due diligence review and report thereof to the Address Council Chair will announce the results of the election. In the unlikely event that the elected candidate does not have a successful due diligence review, the candidate receiving the next highest number of votes will be put forward for due diligence.

#### **9.5. Extraordinary Selection Procedure (ESP)**

In the event a vacancy is created for one of the ASO designated seats on the ICANN Board of Directors because the person in that seat is unable to complete the term, the Address Council will fill the vacancy using one of the procedures described below depending on the circumstance agreed to by majority vote of the Address Council. The term of the person selected will be for the completion of the term of the vacated seat.

#### **9.5.1. Selection from a previous candidate list**

Consideration will be given to any candidate in the most recently conducted General Selection Procedure who received at least one-third of all votes cast. All candidates who meet this criterion will be contacted by the Address Council Chair and asked if they are willing to serve out the remaining term. If there are no persons who meet this criterion or there are no respondents to the call of the Address Council Chair, the procedure described in paragraph 9.5.2 or 9.5.3 will be followed. If there are one or more candidates who respond to this call from the chair, the Address Council will conduct the selection following the procedure described in paragraph 9.4.7. If no person receives a favorable majority of the votes cast the Address Council will decide whether to follow the procedure described in paragraph 9.5.2 or 9.5.3.

#### **9.5.2. Selection from publicly nominated persons**

At the request of the Address Council Chair, the Secretariat will issue a call for candidates. This announcement will contain instruction directing interested parties to the ASO website where they may obtain information regarding the selection process, candidate eligibility requirements, and the responsibilities upon selection. Anyone may nominate any person whom they wish. Self nominations will be accepted. Nominations will be sent to the Secretariat who will contact the nominee, notify them of their impending nomination, and provide them with a copy of the Letter of Certification and a general questionnaire. The nominee will complete the letter and questionnaire and return them to the Secretariat within 15 calendar days. The Address Council will conduct the selection following the procedure described in paragraph 9.4.7.

#### **9.5.3. Selection from Address Council nominated persons**

Members of the Address Council will nominate at least 2 candidates for the open seat. At the request of the Address Council Chair, the Secretariat

will notify the potential candidates and direct them to the ASO website where they may obtain information regarding the selection process, candidate eligibility requirements, and the responsibilities upon selection. Upon acceptance of the nomination the Secretariat will provide each nominee with a copy of the Letter of Certification and a general questionnaire. The nominee will complete the letter and questionnaire and return them to the Secretariat within 15 calendar days. The Address Council will conduct the selection following the procedure described in paragraph 9.4.7.

#### **9.5.4. Notification of ICANN**

At the request of the Address Council Chair, the Secretariat will notify the Secretary of ICANN providing the name and contact information of the successful candidate.