



ICANN Nominating Committee Procedures

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A. Code of Ethics for NomCom Members

1. Integrity and Conflict of Interest

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

Advisory Committees.

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

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

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

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

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

2. Confidentiality and Privacy

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

NomCom members will not disclose outside of the Committee any of the discussions about the candidates. Further, NomCom members will not disclose outside of the Committee the identities of candidates under consideration by NomCom, unless NomCom as a whole has decided to do so and the explicit consent of the candidate(s) in question has been obtained.

3. Agreement to Adhere to the Code of Ethics

Each NomCom member must adhere to this Code of Ethics. Failure to do so will constitute grounds for removal from the NomCom.

B. NomCom's Role and Objectives

1. Role

NomCom is responsible for the selection of all ICANN Directors except the

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

NomCom selections are final; no further approval or ratification is needed.

NomCom members act only on behalf of the interests of the global Internet community and within the scope of the ICANN Mission and the responsibilities assigned to NomCom by the ICANN Bylaws.

The objective of ICANN's new nominating process is to balance the Supporting Organization-based and constituency-based selection of Directors and individuals for other positions to ensure that ICANN can benefit from participants of the highest integrity and capability who place the public interest ahead of any particular interests, but who are nevertheless knowledgeable about the environment in which ICANN operates.

2. Objectives

The following are the core objectives of the NomCom:

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

C. NomCom Operating Procedures

1. Modifications to NomCom Procedures

Considerable care has been taken in developing the NomCom Procedures. The NomCom process, however, is new to ICANN. In setting and publicizing its procedures, the NomCom reserves the right to modify them in the course of its work in order to ensure efficiency and effectiveness in fulfilling its

responsibilities. If NomCom concludes that modification of these procedures is necessary, NomCom will post the changes on the NomCom web page.

2. Responsibilities of NomCom Members

NomCom members are expected to engage in outreach, recruitment, and consultations; to read the submitted and gathered information about each candidate under consideration; to participate in NomCom teleconferences; to work diligently with NomCom colleagues toward an overall consensus on the best possible group of candidates to be selected; and to adhere to the Code of Ethics.

3. Vacancies and Removal from NomCom

Vacancies that may occur in NomCom may be filled for the remainder of the term vacated by the same means by which the position was initially filled.

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

4. Language for Conduct of NomCom's Communications

NomCom will conduct its communications in English.

5. Terminology

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

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

6. Internal Communications and Relations

a. Communications

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

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

b. Volunteer Service

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

c. Non-Voting Members

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

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

d. Access to Information

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

7. External Communications and Relations

a. Transparency

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

b. Recruitment Consultations

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

The success of the NomCom will depend in no small measure on the willingness of NomCom members to engage in affirmative recruitment of excellent candidates.

In order to encourage NomCom members do their best to identify and recruit outstanding candidates, each NomCom member will be asked to present a list of at least 5 possible candidates for each of the bodies to be populated in part by the NomCom.

c. Public Input

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

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

A Recommendation is not a requirement for consideration by the NomCom.

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

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

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

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

d. Confidentiality and Privacy

All NomCom members will safeguard all internal NomCom communications and treat them as strictly private, confidential, and

for the use of immediate committee members and NomCom staff only, without exception.

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

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

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

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

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

In selecting Nominees of the highest integrity and capability, the NomCom will apply the criteria for selection and terms of eligibility, defined in the applicable ICANN Bylaws, to identify a pool of qualified Candidates.

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

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

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

a. Roles of the Positions to Be Filled

NomCom will be selecting its Nominees with careful consideration

of the roles they fill:

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

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

b. Criteria for Selection of ICANN Directors

"ICANN Directors shall be:

- (i). Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgement and open minds, and a demonstrated capacity for thoughtful group decision-making;
- (ii). Persons with an understanding of ICANN's mission and the potential impact of ICANN decisions on the global Internet community, and committed to the success of ICANN;
- (iii). Persons who will produce the broadest cultural and geographic diversity on the Board consistent with meeting the other criteria set forth in this Section;
- (iv) Persons who, in the aggregate, have personal familiarity with the operation of gTLD registries and registrars; with ccTLD registries; with IP address registries; with Internet technical standards and protocols; with policy-development procedures, legal traditions, and the public interest; and with the broad range of business, individual, academic, and non-commercial users of the Internet;

(v). Persons who are willing to serve as volunteers, without compensation other than the reimbursement of certain expenses; and

(vi) Persons who are able to work and communicate in written and spoken English." [[Bylaws Article VI, Sec. 3](#)]

c. Additional Considerations for GNSO and ALAC Positions

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

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

(i) Additional Considerations for the GNSO Council Positions

For the GNSO Council positions, specific experience related to the scope of GNSO's work with the Domain Name System would be advantageous, whereas Country-Code TLD (ccTLD) and Regional Internet Registry (RIR) familiarity would be less important for these positions.

(ii) Additional Considerations for the Interim ALAC Positions

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

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

a. Eligibility Factors for ICANN Directors

- (i). NomCom shall seek to ensure that the ICANN Board is composed of members who in the aggregate display diversity in geography, culture, skills, experience, and perspective, by applying the criteria set forth above in this document. [[Bylaws Article VI, Section 2\(2\)](#)]
- (ii). At no time shall the NomCom select a Director to fill any vacancy or expired term whose selection would cause the total number of Directors (not including the President) who are citizens of countries in any one Geographic Region to exceed five; and the NomCom shall ensure through its selections that at all times the Board includes at least one Director who is a citizen of a country in each ICANN Geographic Region. [[Bylaws Article VI, Section 2 \(2\)](#)]
- (iii) No official of a national government or a multinational entity established by treaty or other agreement between national governments may serve as a Director. [[Bylaws Article VI, Section 4.1](#)]
- (iv) No person who serves in any capacity (including as a liaison) on any Supporting Organization Council shall simultaneously serve as a Director or liaison to the Board. [Details on this restriction are explained in the [Bylaws Article VI, Section 4.2](#)]
- (v) All the past ICANN Directors except Pindar Wong, and all current Directors except Linda Wilson are eligible for selection in 2003, since none of them has exceeded the three term limit as defined in the Bylaws. Wong and Wilson are ineligible in 2003 by reason of their service on the NomCom. [[Bylaws Article VI, Section 8.5](#)]

b. Eligibility Factors for GNSO Council Members

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

c. Eligibility Factors for Interim ALAC Members

The five members of Interim ALAC selected by the NomCom shall include one citizen of a country within each of the five Geographic Region (Europe; Asia/Australia/Pacific; Latin America/Caribbean

Islands; Africa; and North America) established [according to Bylaws Article VI, Section 5](#). [[Bylaws Article XI, Section 2\(4\)\(b\)](#)]

10. Review and Evaluation of Candidates

For the 2003 Nominating Committee process please see the [Formal Call for Recommendations and Statements of Interest](#) posted on the NomCom webpage.

For full consideration to be given to a Candidate, a completed Statement of Interest must be received by NomCom no later than 5 May 2003.

NomCom reserves the right to consider Statements of Interest received after May 5, 2003, but makes no commitment to do so.

NomCom expects to complete its selection of Nominees for all of the positions it is charged to fill in 2003 in time for those selected to be seated at the conclusion of the [Montreal ICANN meeting June 22-26, 2003](#), but reserves the right to adjust its schedule. Adjustments in NomCom's schedule will be posted on its webpage and to subscribers to [<nomcom.announce-request@icann.org>](mailto:nomcom.announce-request@icann.org).

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

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

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

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

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

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

Comments concerning the layout, construction and functionality of this site should be sent to webmaster@icann.org.

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