

Position Description



<i>POSITION TITLE</i>	GENERAL COUNSEL ICANN
<i>DEPARTMENT</i>	
<i>POSITION HOLDER</i>	TBA
<i>MANAGER'S TITLE</i>	PRESIDENT ICANN
<i>POSITIONS REPORTING TO POSITION</i>	DEPUTY GENERAL COUNSEL
<i>POSITION HOLDER'S SIGNATURE</i>	
<i>MANAGER'S SIGNATURE</i>	
<i>PREPARED BY</i>	ICANN
<i>DATE</i>	June 2003

PART A: POSITION PURPOSE

The key purpose of the job is to advise the organization on issues concerning legal rights, obligations and privileges that relate to its management and its field of operation.

PART B: KEY RESULT AREAS AND KPI's PERFORMED

- Identify the **Key Result Areas (KRAs)** (the main responsibilities) of the position.
- A **weighting out of 100%** has also be given to indicate how much of an importance the KRA has in the position.

These KRAs will form the base of the Performance Plan that is to be developed for the incumbent of the position. Each element of the performance plan will have explicitly defined goals attached in terms of **time, quality and delivery outcomes**.

The five Key Result Areas for this position are:

- **General Counsel** **50%**
- **Secretariat** **20%**
- **Legal compliance** **10%**
- **Risk and Crisis Management** **10%**
- **People management** **10%**

Each Key Result Area is further detailed overleaf.

General Counsel**Weighting****50%****Advise and interpret**

- Provides high quality legal advise on all matters that affect or potentially affect ICANN
- Interprets laws, rulings, and regulations for the corporation.
- Provides advice to Board and constituent bodies as per ICANN's by laws
- Provides advice to the Board on legal matters pertinent to the Corporation and on contemplated actions
- Provides advice to the President and other ICANN officials on legal matters pertinent to the corporation and the performance of their duties, including contemplated actions
- Provides advice to other groups within ICANN on legal consequences of contemplated actions
- Provides legal advice and related support to Board Governance Committee
- Provides advice to the President as to the selection and retention of external counsel
- Provides advice on independent review process and UDRP
- Reviews and approves all legal documents
- Renders interpretations as appropriate to all ICANN bodies concerning the ICANN bylaws
- Monitors disclosures to verify compliance with transparency requirements of Bylaws and other governing documents.
- Performs legal analyses of matters encountered in and arising from ICANN's operations including approving documents for posting on the website

Negotiate

- Identifies appropriate agreements for ICANN to pursue in alignment with its business plans
- Negotiates (subject to the direction of the CEO and the Board) significant agreements which ICANN proposes to enter
- Brings to a successful conclusion in terms of contract construction and sign off, all agreements negotiated
- Evaluates and reports on the success of each agreement negotiated against outcomes and expectations.
- Strategizes, renegotiates and concludes contracts with stakeholders as they arise or are scheduled
- Recommends opportunities or required changes to take advantage of new legal and regulatory developments and likely trends

Process

- Handles the legal affairs of the corporation
- Provides necessary operational legal framework such as standard contracts for use within ICANN
- Effectively reviews and handles the day to day transactional business
- Performs various legal analyses as stipulated by the GNSO PDP
- Performs various legal analyses as stipulated by the ccNSO PDP
- Acts as agent of corporation in various transactions.
- Manages the organization's relationships with external counsel

Support

- Provides effective support of other managers of the organisation in their negotiations
- Provides support for Reconsideration Committee
- Provides support as requested to Conflict of Interest committee
- Monitors situations presenting possible conflicts of interest by participants in ICANN process, and as appropriate refer them to the responsible bodies
- Performs various duties assigned in Board resolutions

Defend

- Represents Corporation in litigation and other legal proceedings
- Monitors actions affecting ICANN's rights and as appropriate (and subject to the direction of the CEO), assert those rights
- Serves as primary liaison to the Corporation's external counsel and to counsel for other organisations and agencies
- Serves as one of the Corporation's key contacts and negotiators with government agencies
- Responds to all legal claims and legal inquires directed to ICANN
- Examines legal data to determine advisability of defending or prosecuting lawsuit.

PART C: SKILLS, EXPERIENCE, KNOWLEDGE AND QUALIFICATIONS

Competencies (skills)

What are the essential competencies (skills) required to perform the job? (E.g. written communication skills, people management skills)

Professional Skills

- Negotiation skills
- Legal knowledge
- Influencing skills
- Attention to detail
- Business awareness
- Keen judgment
- Organizational ability

Technical Skills

- Excellent proven written and verbal skills
- Presentations on business affairs issues
- Computer literacy

Personal Attributes

What particular aspects of personality are required to carry out the requirements of the position?

- Ability to co-operate and work as part of a team
- Confidence to challenge existing practices
- Highest standards of professionalism
- Tolerance for stress
- At ease with cultural and language nuances
- Adaptability/flexibility required when working in an international business environment
- Astute assessor of stakeholder needs

Experience/Knowledge

Describe the experience and knowledge, which is needed to competently perform the position. Length of experience should only be a guide.

Essential

- Five to ten years related commercial law experience with extensive transactional and commercial agreements (as opposed to dispute) experience.
- Supplementary background in Economics, Commerce, Business, Computer Science and/or technology.
- Understanding of local and international Internet process/structure
- Experience with legal issues involving the Internet

Desirable

- Experience with legal issues for Non Profit Corporations
- International commercial law experience
- Interaction and negotiation with government agencies, including in an international setting
- Some experience with intellectual property and anti-trust law

Qualifications

What is the **essential** level of formal education required to enable competent performance in the position.

- Law Degree
- Member in good standing of California bar; or a member in good standing of another US state bar, subject to admission to the California bar within one year

Desirable but not essential

- Law subjects covering:
 - Non-profit
 - Internet law
 - International law

PART D: COMMITTEES/PANELS/TASKFORCES

- Board Governance Committee (provides support to)
- Executive Committee (provides support to)
- Board (provides support to)
- Selection Panel for external counsel (participates)
- Nominating Committee (provides support to)
- Reconsideration Committee (provides support to)
- Conflict of interests Committee (provides support to)

PART E: KEY CONTACTS

Internal President, Chairman, Board, Management team, Committees as described, Deputy General Counsel, employees

External External Counsel, US Department of Commerce, Various supporting organisations (e.g. GNSO PDP, ccNSO PDP), Contractors

PART F: DIMENSIONS OF THE POSITION

Other numerical *information or measures* which may help to define the job (e.g. annual budgets, number invoices processed, budget accountability)

- Number of claims against the organization defended successfully
- Number of non compliance notices served against the organization
- Number of agreements successfully negotiated
- Number of advices given that were legally disputed successfully
- Number of employees who can recount basic legal obligations pertaining to their role with the organization