

ICANN BOARD SUBMISSION NO. 2015.06.21.2a

TITLE: **Extension of Ombudsman Contract**

PROPOSED ACTIONS: **For Approval**

EXECUTIVE SUMMARY:

The Bylaws require the Board to appoint an ICANN Ombudsman. The current Ombudsman's second two-year term concludes on 27 July 2015. The Board Governance Committee (BGC) has been tasked by the Board Chair with overseeing the process for engaging the next Ombudsman. In light of the accountability discussions taking place in the community, and for some ongoing continuity in the short run, the Board is being asked to extend the current Ombudsman's contract for one more year through 27 July 2016. The Board is also being asked to direct the President and CEO to initiate preparations for the search process for the next Ombudsman as soon as feasible, taking into account possible changes to the role of ICANN's Ombudsman based on inputs from the ongoing community discussions on accountability so that ICANN may be in a position to appoint the next Ombudsman no later than the conclusion of the current Ombudsman's extended term. The anticipated first step in this process is developing a position description to be shared with the community for input.

BOARD GOVERNANCE COMMITTEE RECOMMENDATION:

The BGC recommends that the Board approve a one-year extension to the current Ombudsman's contract and that the Board direct the President and CEO, or his designee(s) to begin preparing the search process for the next ICANN Ombudsman as soon as feasible, taking into account possible changes to the role of ICANN's Ombudsman based on inputs from the ongoing community discussions on accountability.

PROPOSED RESOLUTION:

Whereas, the Ombudsman's current contract term concludes on 27 July 2015.

Whereas, the Board Governance Committee has recommended that the Board extend the current Ombudsman's term for another year, through 27 July 2016.

Whereas, the current Ombudsman has agreed to accept a one-year contract extension if it is offered.

Resolved (2015.06.21.xx), the Board hereby directs the President and CEO, or his designee(s), to take all steps necessary to extend the current Ombudsman's contract for another year, which will extend the expiration date of his current contract from 27 July 2015 to 27 July 2016.

Resolved (2015.06.21.xx), the Board hereby directs the President and CEO, or his designee(s), to begin preparing the search process for the next Ombudsman as soon as feasible, which takes into account possible changes to the role of ICANN's Ombudsman based on inputs from the ongoing community discussion on accountability, beginning with developing a position description to be shared with the community for input.

PROPOSED RATIONALE:

ICANN's Bylaws require ICANN to maintain an Office of the Ombudsman. See Article V of the Bylaws at <http://www.icann.org/en/general/bylaws.htm#V>. Having an ICANN Ombudsman positively affects the transparency and accountability of ICANN as the Ombudsman is one of the three main accountability mechanisms within ICANN. ICANN's current Ombudsman is familiar with and well versed in the complex issues now facing ICANN, including the New gTLD Program and other initiatives currently under way. The Ombudsman's caseload continues to increase over time, as both the nature of ICANN's activities and the breadth of the ICANN community expand.

The Ombudsman is currently an active participant in the ongoing community-based accountability discussions. Maintaining continuity in the Ombudsman's Office with the incumbent, particularly while the community is involved in discussing ICANN's accountability mechanisms, including the scope and breadth of the Ombudsman's office, is important to ICANN's current accountability profile. In addition, the scope of the Ombudsman's office is also meant to be reviewed in furtherance of one of the Board adopted recommendations contained within Recommendation 9 from the second Accountability and Transparency Review Team. Changing the Ombudsman before the work relating to the scope of the Ombudsman's office is completed may prove inefficient. That said, it is imperative to

begin the search as soon as feasible for the next Ombudsman, taking into account possible changes to the role of ICANN's Ombudsman based on inputs from the ongoing community discussions on accountability, with a goal of appointing the next Ombudsman no later than the conclusion of the current Ombudsman's extended term. Such early preparation will help ensure that any transition that may take place to a new Ombudsman is as seamless as possible. The anticipated first step in this process is developing a position description to be shared with the community for input. In parallel, ICANN will begin identifying the best paths to take for seeking qualified candidates.

As there has been a budget for an ICANN Ombudsman since 2004 when the first Ombudsman was appointed this decision does not have a financial impact on ICANN the community or the public that was not already anticipated or included in the budget, outside of the anticipated potential costs of the search itself. This decision will not have any impact on the security, stability or resiliency of the domain name system.

Submitted By: Amy A. Stathos, Deputy General Counsel
Date Noted: 4 June 2015
Email: amy.stathos@icann.org

ICANN BOARD SUBMISSION NO. 2015.06.21.2c

TITLE: **President and CEO Search Committee**

PROPOSED ACTIONS: **For Approval**

EXECUTIVE SUMMARY:

Fadi Chehadé has announced that he intends to conclude his service as ICANN's President and Chief Executive Officer (CEO) in March 2016. The Board is now tasked with selecting Mr. Chehadé's replacement. Accordingly, the Board is forming the President and CEO Search Committee and, by way of the resolution below, has identified the membership and leadership of this temporary Board Committee.

PROPOSED RESOLUTION:

Whereas, Fadi Chehadé has announced that he intends to conclude his service as ICANN's President and CEO in March 2016 and the Board is tasked with selecting Mr. Chehadé's replacement.

Whereas, the Board has determined to establish a President and CEO Search Committee, and has identified the following Board members to serve as members of that Committee, all of whom have stated without reservation that they are not a candidate for the position of President and CEO, and will not accept such a position even if offered:

Rinalia Abdul Rahim
Cherine Chalaby
Steve Crocker
Chris Disspain
Markus Kummer
Ram Mohan
Ray Plzak
George Sadowsky (Chair)

Resolved (2015.06.21.xx), the Board hereby approves the establishment of the President and CEO Search Committee, and approves the recommended membership and leadership of that Committee as identified above.

PROPOSED RATIONALE:

Fadi Chehadé has announced that he intends to conclude his service as ICANN’s President and Chief Executive Officer (CEO) in March 2016. Accordingly, the Board is now tasked with selecting Mr. Chehadé’s replacement. The establishment of a temporary Board Committee will allow the Board to more easily coordinate this process with regular reporting to the Board as a whole. It is important to begin this process now, to help ensure that there is timely succession of ICANN’s President and CEO, which will assist the organization in maintaining its work in overseeing the security and the stability of the domain name system (DNS). The establishment of this temporary Board Committee will not have a financial impact on ICANN, although resources are likely to be required at later points throughout the search process. This action will not have a negative impact on the DNS.

Establishing the President and CEO Search Committee is an Organizational Administrative Function that does not require public comment.

Submitted By: Amy A. Stathos, Deputy General Counsel

Date Noted: 18 June 2015

Email: amy.stathos@icann.org