



**AT&T Comments on Accountability and Transparency  
Review Team Proposed Recommendations  
December 3, 2010**

AT&T Inc., on behalf of its affiliated companies, (“AT&T”) submits these comments in support of the proposed recommendations issued by the Accountability and Transparency Review Team (“ATRT”). We appreciate the transparent, inclusive and fact-based process the ATRT has utilized to obtain input from ICANN stakeholders and develop specific recommendations for enhancing ICANN’s accountability and transparency. AT&T encourages ICANN to proceed with implementing the recommendations and to use the ATRT report as the model for future reviews conducted under the framework of the Affirmation of Commitments (“AoC”).

The ATRT recommendations reflect the input of ICANN stakeholders and are consistent with the constructive proposals that AT&T and many other commenters have submitted in prior ICANN public comment proceedings. These recommendations are structured as practical mechanisms that will enhance ICANN’s accountability and transparency. Moreover, they are directly responsive to the commitments specified in the AoC and appropriately prioritize the critical issues of maintaining ICANN’s organizational stability, establishing a more formal process for reasoned decision-making, and ensuring an independent review process. The following are brief comments on the individual sections of the ATRT report.

**1. Board of Directors Governance, Performance and Composition**

The AoC recognizes the importance of the ICANN Board of Directors and accordingly calls for an ongoing assessment of the Board’s governance, performance and composition. AT&T supports the ATRT’s approach of benchmarking the ICANN Board against similar organizations. As AT&T previously has noted, ICANN has a number of unique attributes that distinguish it from other international non-profit organizations, such as its diverse community of stakeholders and coordination of Internet resources that are used on a global basis. Because there is no direct analog to ICANN, it is helpful to include a variety of organizations in the benchmarking process.

The ATRT recommends a series of thoughtful steps that are designed to ensure the Board has the expertise and resources needed to be effective. We support the recommended steps for institutionalizing practices such as an assessment of Board skill-sets and reasonable compensation for Board members. As noted in the report, these recommendations build on work that has already been done within ICANN.

In addition, we support efforts to ensure the transparency of the Board nomination and selection process, as well as the Board’s deliberation and decision-making process. This should include mechanisms to facilitate the Board’s consultation with ICANN Supporting Organizations and Advisory Committees on policy issues. While we recognize there sometimes will be a need for confidential Board deliberations, we believe the ICANN Board should operate pursuant to a



well-defined process and serve as a model for transparent deliberations and decision-making. It is particularly important that the Board publish a detailed explanation at the conclusion of the decision-making process that includes a discussion of how input from the ICANN community was considered and why it was either adopted or discarded. Unlike the boards of many other organizations, the ICANN Board issues decisions that have policy implications and affect Internet users, service providers and businesses around the globe.

## **2. Role and Effectiveness of the GAC and its Interaction with the Board**

It is important for the ICANN Board to have an effective working relationship with the Governmental Advisory Committee (“GAC”). AT&T supports the ATRT’s recommendations to address specific areas of concern and formalize aspects of the relationship in ways that do not fundamentally alter or expand the role of the GAC within ICANN. Indeed, as AT&T has previously noted, the same steps that should be taken to ensure that the input of stakeholders is considered and reflected in the Board’s decision-making process will improve the interaction between the Board and the GAC. Once again, this is particularly important at the conclusion of the decision-making process.

Likewise, AT&T supports efforts to increase the level of support and commitment from governments to the GAC process. But this should be part of a more comprehensive effort to expand outreach and support efforts for all types of stakeholders. We agree there should be a particular focus on nations in developing areas of the world. In addition to governments, however, there should be increased efforts to engage with businesses and Internet users in these developing areas.

## **3. Public Input Processes and the Policy Development Process**

AT&T strongly supports the ATRT’s recommendations for the adoption of public notice and comment processes as soon as possible. We also support specific recommendations, such as implementation of a stratification and prioritization process, standardized timelines for comments and reply comments, and the practice of issuing decisions that articulate the basis for the Board’s decision and discuss how input from the ICANN community was adopted or discarded.

We believe the ATRT has focused on the most urgent issues regarding the policy development process, and we note that AT&T and other commenters have been calling for these types of standardized processes. An additional suggestion would be to propose that ICANN conduct a review of the re-organized constituency organizations and the impact it is having on the policy development process. For example, ICANN has been establishing cross-constituency working groups as a way to develop consensus on various issues. This type of cross-constituency work has the potential to be effective, but it would be worthwhile to analyze how these efforts are functioning and to assess whether the process has been effective in practice. A related recommendation would be to assess whether and how the resulting policy decisions are supported and accepted by the public and the ICANN community.



#### **4. Review Mechanism(s) for Board Decisions**

The AoC expressly calls for consideration of a review mechanisms for ICANN Board decisions. AT&T supports the ATRT’s recommendation for how to proceed, which includes seeking input from a committee of independent experts that would conduct a comprehensive assessment of the existing review mechanisms and the inter-relationship of these review mechanisms. We also support standardizing aspects of the review process, such as the standards for review and the timelines for issuing decisions.

The ATRT’s report identifies an important issue that should be considered by the committee of independent experts – namely, the issue of whether to establish a new review mechanism that is binding on the ICANN Board. As AT&T has previously discussed, we think there would be benefits to establishing an independent adjudicatory panel that is authorized to hear appeals of Board decisions or staff actions by affected stakeholders on specific grounds, such as assuring adherence to its charter and procedural guidelines. By establishing an effective appeals panel with a well-defined role, ICANN can mitigate pressures for external oversight mechanisms that would be inconsistent with its multi-stakeholder, private-sector led model.

#### **5. Overarching Recommendation**

AT&T supports the ATRT’s overarching recommendation that ICANN should establish a regular schedule of internal reviews to ensure that accountability and transparency is being maintained. Implementation and follow-through are essential components of the AoC review process. By establishing a regular schedule of internal reviews, ICANN can maintain the appropriate level of institutional focus and prepare for subsequent AoC reviews, as noted in the ATRT report. And this same internal review process should be effective in managing the other categories of issues that will be periodically reviewed under the AoC.