

The following table contains a **summary of the public comments received to the Interim Report of the Board review Working Group of ICANN** (3 March to 17 April 2009). In preparing the summary of the comments received, any care has been used as to reflect as accurately and objectively as possible the different and sometimes diverging opinions that have been expressed; however this summary does not substitute in any way the original contributions that were received, which are publicly available for full reference at <http://forum.icann.org/lists/board-review-interim/>

The opinions below summarized are solely those of their authors, expressed during their participation to the public comment phase, and do not necessarily coincide with official positions of ICANN or with individual views of the author of the summary.

We would like to thank each and all of these authors for their precious contribution to this crucial phase of the Organizational Review process of ICANN Board of Directors.

Contributions to the public forum:

CG	Chuck Gomes (personal capacity)	COA	Coalition for Online Accountability
GR	Gregory R. Ruth (personal capacity)	RNA	RNA Partners
ICC	International Chamber of Commerce (informal input)	ISPCP	GNSO ISPCP constituency
RyC	GNSO gTLD Registries constituency	GD	Go Daddy
KD	Keith Davidson	MC	Marilyn Cade (personal capacity)
APTLD	Asia Pacific Top Level Domain Association		

A) General comments on Consultants' and WG report

Comment
<ul style="list-style-type: none"> • (GR) Consultants' work of a 'disappointingly low quality.' More creative thinking would have been needed to question about ICANN's operating assumptions. The Board has a terrible burden originated by its dual role (policy affairs and conduction of ICANN business). This can be solved by the replacing of it with two entities: 1) a Board of Directors concerned with business affairs; much of its work should be delegated o staff. No need for diversity requirements as it will be concerned only with business matters. 2) A Policy Board, requiring broad representation of internet stakeholders. Staff support should be increased considerably, thus making possible its relatively limited size. • (ICC) Unclear whether external review was based on adequate information about ICANN, some highly controversial recommendations not supported by the community are formulated. Non controversial recommendations should be pulled out and implemented on a fast track basis (details in Section B). • (ICC) Board reform should ensure: <ul style="list-style-type: none"> ○ Multistakeholder representation ○ Empowerment for adequate oversight of ICANN functioning ○ Clear mechanisms for reporting to the Board of all Committees, including mechanisms for accountability to the CEO and the Board ○ Provision to Directors of executive briefs of key decision-making processes as they happen ○ Clear delegation of authority ○ Maintaining the availability of full Board to participate to public for a and ICANN meetings • (RNA) Support of all ICC comments • (MC) Many controversial recommendations in reviewers' report, which was 'extremely light in its focus on the need for improved accountability. • (MC) The WG should recommend to the Board to task PSC to complete the solutions identified in the PSC report, and to provide staff support.

B) Comments on specific sections of the WG report

BCG Recommendation	WG interim report	In favor	Against
1: Reduce the size of the board	'...the majority of WG members are in favour of a reduction of the size of the	<ul style="list-style-type: none"> • (CG) Support, but a too small size would make difficult to achieve 	<ul style="list-style-type: none"> • (ICC) Not supported; a smaller Board will not achieve a higher efficiency.

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	<p><i>Board and consider that the number of members should be based on workload analysis. Further discussion is needed in order to reach agreement on ways to achieve this objective.'</i></p>	<p>geographic and cultural diversity. Stakeholder diversity should also be mentioned in the report.</p> <ul style="list-style-type: none"> • (RyC) Reduction of Board could increase its efficiency 'as long as it is not reduced too much': option 1 is preferred to option 2. Stakeholder diversity is to be added to geographic and cultural diversity. In this respect, it is strongly recommended for GNSO to continue to elect 2 Board Members. • (COA) Not necessarily against, but the key issue is its composition. NomCom-selected Directors can be reduced, as NomCom processes are unaccountable and opaque. Directors selected by SOs and particularly by GNSO not to be reduced. • (ISPCP) In case At Large is provided a voting seat, ALAC should be excluded from the right to apply for board seats through GNSO. 	<p>There is the need for broader business representation. Reducing the size of Board risks 'diminishing the critical geographic, professional, and stakeholder diversity that is part of ICANN's credibility and accountability.</p> <ul style="list-style-type: none"> • (KD) Reduction may 'bring about greater problems than it solves' in terms of representation of community and exposure to capture. • (RNA) Against the proposal to reduce size of Board: this would have negative repercussions in term of representativeness, and the workload would be too high. • (ISPCP) Reduction of size does not 'appear to offer some advantage regarding efficiency and manageability of the board's workload.' It would affect geographic and stakeholder diversity representativeness. • (MC) Disagreement with reduction of Board, disappointment with WG support of this recommendation. • (GD) Against the reduction as it would reduce perspective, expertise, and community participation. • (ISPCP) Distribution of seats for SOs elected Directors and potential reduction of seats provided through NomCom should be investigated in light of new constituencies and stakeholder groups. • (COA) Against the right to ALAC to appoint voting Directors. • (MC) No support of the right for ALAC to elect Board Directors. • (GD) If ALAC is given the right to have 1 or 2 voting Directors, their nominations should be done through NomCom, and the overall # of NomCom selected Directors proportionally reduced. • (MC) Liaisons are 'merely shadow

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<p>2: <i>Move to fewer but longer board meetings</i></p>	<ul style="list-style-type: none"> • Board already heading in this direction; • No support of recommendation to discontinue monthly teleconferences; • Urgent inter-meeting approval processes being addressed; • (About asking whether Board spends its time on board work): the WG is very supportive 	<ul style="list-style-type: none"> • (ICC) To enhance quality of meeting preparation: staff in charge with preparation of materials should be identified; materials are to be well prepared and distributed in advance, achieve a higher synchronization of ICANN activities. 	<p>members', they need to become Liaisons. Respective roles of Liaisons and voting Directors need to be defined.</p> <ul style="list-style-type: none"> • (ICC) More interaction between Board and business community is essential, this can be achieved with more interaction at the meetings and with meetings of Board sub-groups with business. This would be more effective than fireside chats and dinners with Directors of other organizations. • (ICC) Reduction of number of meetings is too rigid in reason of the present key issues under discussion. • (KD) Reduction of number of meetings will adversely impact on timeliness of decision making. • (MC) Surprised and disappointed of consultants focusing on micro-management, Board should have 'enough meetings to get their work done', and staff should support this process. Role of retreats should be considered, as no minutes or agenda are provided.
<p>3: <i>Consolidate the board committees</i></p>	<p>Consolidation and reconsideration of Board Committees already addressed</p>	<ul style="list-style-type: none"> • (ICC) Support of the work that has been done by Board. More interaction of committees with community is sought. • (MC) Work is underway, but Committees need more input and interaction with stakeholder communities. 	
<p>4: <i>Broaden the skills of the board</i></p>	<p>Under implementation</p>	<ul style="list-style-type: none"> • (KD) Greater diversity of skills is needed, remuneration can be a way to achieve this goal 	<ul style="list-style-type: none"> • (ICC) Is professional development of Directors a responsibility of ICANN? More discussion is needed on this. • (MC) Not ICANN job providing training to Directors, while informational support is to be provided both to Directors and all community members.
<p>5: <i>Make board membership more sustainable</i></p>	<ul style="list-style-type: none"> • (About remuneration of Board Members): no conclusions and different views and options being 	<ul style="list-style-type: none"> • (MC) Length of term: 2 times a 3-year term is suitable; 4 yrs would be too long. 	<ul style="list-style-type: none"> • (ICC) Against payment of other volunteers other than per diem / travel support for some elected functions

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	<p>considered by the WG. Further inputs sought from community.</p> <ul style="list-style-type: none"> • Consideration to be given to timing of appointments to the Board 	<ul style="list-style-type: none"> • (ICC) On term of duty. A maximum of 2 3-year terms is to be allowed, plus extension to complete a partial term in case of late appointment. • (CG) Support of remuneration. Possible problems associated with remuneration can be mitigated through selection processes. • (ICC) Support of remuneration of both the Chair and the Directors of Board. • (RyC) Support of remuneration in consideration of the tremendous efforts needed to Chair and Director; the levels suggested do not fully compensate the time spent but at least serve as recognition of this. Selection processes are a mitigation to the risks of having professional Directors. • (KD) Strong support of remuneration; payment of Chair to be considered separately from other Directors. Payment of Directors will increase Board independence and attract some professional Directors, bringing with them 'strong governance strengths and principles.' Fees to correspond to 75% of a 'fair' level of payment, and individual Directors should be made free to decide whether or not to accept. • (APTLTD) Consider remuneration as a way to allow to participate to Board also candidates without own or external financial support. Acceptance of payment should be at the discretion of individual Directors. • (COA) Support of principle of reasonable remuneration to Board members, particularly to the Chair. Non remuneration is a negative factor in recruiting the highest quality leaders. • (RNA) Support of remuneration of 	<p>(policy development-related)</p> <ul style="list-style-type: none"> • (COA) Payment to others who make significant contributions to ICANN should be considered separately. • (RNA) Against payment of any other member of ICANN community, apart from travel or similar expenses reimbursement. • (MC) Against remuneration to other members of ICANN community, with exception of reimbursement of travels/per diems, to be managed by constituencies. • (COA) Against abandoning extensive minute meeting, it would have negative effects on transparency and accountability. • (MC) Strong objection to elimination of detailed minutes, this would violate transparency and accountability. • (GD) No compensation for Directors until 'all concerns about accountability and mechanisms for removal have been satisfactorily addressed. Concern that payment could attract individuals that might not have the necessary qualifications to sit on ICANN Board.

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		<p>both Chair and Directors of Board as to attract the 'best and brightest' ones. Proposal for a six-figure compensation for Chair and five-figure compensation for Directors. They should be left free either to accept or to decline the payment (customary behavior in other organizations.)</p> <ul style="list-style-type: none"> • (ISPCP) Remuneration should be considered in consideration of efforts needed, with Chair getting a higher remuneration than other Directors. This even if payment could raise some questions about independence. • (MC) Support to remuneration of Directors and Chair (for Chair a compensation of 100,000 – 150,000 USD is proposed, while Directors should be remunerated at 1/3 – ¼ of this level), with possibility for Directors and Chair to decline (not to give money of the community to a charity). • (KD) Payment of Directors would encourage high performances, 'professionals need to be paid.' • (MC) Further suggestions: to create an independent secretariat to support the Board; to appoint an outside legal advisor to the Board; to post all briefing materials and reports prepared for the Board. 	
<p>6: Build 'high performance' culture at the board level</p>	<p>Support of these recommendations; most of them already being under implementation.</p>		
<p>7: Strengthen the 'strategic' focus of the board</p>	<p>Support of this set of recommendations.</p>	<ul style="list-style-type: none"> • (ICC) Support. However, there are circumstances related to governance of the organization in which Directors will need to get involved in details and staff issues. • (KD) Attracting professional Directors would help in reaching this objective. • (MC) To address whether Board is sufficiently supported by staff; adequate support would help in 	

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		<p>strengthening its strategic focus.</p> <ul style="list-style-type: none"> (MC) Board and staff need guidance on how to deal with Conflicts of Interest 	
<p>8: Clarify the board's accountabilities. Initiate a program of discussions that explore the following propositions</p>	<p>Support of this set of recommendations; ICANN is already moving in this direction. About the proposition to consider appointing a Board acceptable to all stakeholder groups (Council of Councils): worthy of further discussion.</p>	<ul style="list-style-type: none"> (ICC) 'The Board must continue efforts to enhance the transparency of its deliberations'. This includes the maintaining of comprehensive minutes; adoption of methodical decision-making processes (explaining how and why inputs from stakeholders, staff and experts were or not addressed); posting of Board input documents; delegation of outputs, work and authority to different constituencies or groups; further discussion in the context of the 'Improving Institutional Confidence' initiative. Commitment to transparency to be incorporated into Bylaws. (COA) A revised policy on Conflict of Interest is to be adopted, COA already submitted proposals in this sense (see original comment for references) (COA) Further steps to be undertaken in order to adequately support with staff business participants in ICANN. (GD) Support; but a mechanism to remove an individual Director rather than the whole Board has to be foreseen. (MC) There is need to address the question on how the Board can increase its accountability to the organization and the community: WGs appear very distant from community 	<ul style="list-style-type: none"> (CG) The appointment of a Board acceptable by all stakeholders (rec. 'f') seems of a difficult implementation in consideration of the 'huge diversity of ICANN community.' (RyC) Recommendation 'f' would be 'an amazing challenge' in consideration of diversity and global reach of ICANN community. (ISPCP) Recommendation 'f' is not realistic 'To achieve this appears as solving the Gordian knot. Question is: who has the right sword?' (ICC) Two further reforms are proposed to increase Board accountability: 1) amendment of mechanisms to remove a Board Member (no details provided); 2) Revising mechanisms to challenge a Board decision: the present mechanisms are considered insufficient and only advisory to the Board, while independent measures are sought.

C) Comments not directly related to WG report

Comment
<p>(ICC)</p> <ul style="list-style-type: none"> On ORs – Indispensible to recognize the implications of different reviews on the organization as a whole, and to take a holistic approach to reviews and reform. In absence, risks for ICANN stability, predictability, and accountability of ICANN. Need to prioritize reviews and their proposed changes, and to evaluate interdependencies. Future reviews should be done in a holistic manner. On consultations – Many key issues presently under consultation, with no synchronicity; it is a major challenge for community, leadership and staff.

Comment
(COA) On ORs – There is a multitude of on-going ORs and the process of implementation is extremely resource-intensive.
(RNA) On ORs – Concern about number and complexity of changes emerging through review processes in a moment when many important discussions are underway. Need for the Board to exercise 'judicious judgment on prioritizing work and establishing realistic time frames to ensure the overall integrity of the organization is maintained.' Advice to take a step back and adopt a holistic approach. Work of PSC should be completed before implementing other restructurings.
(MC) ON ORs – '...the organization is simply doing too much, in too short a time frame in most instances, and cannot be viewed as having a strategic sense of why change is proposed in Reviews', how does it fit into PSC initiative on IIC. ICANN should prioritize changes that are more procedural or focused on improvements in functioning, and postpone structural changes until the end of PSC initiative. The carrying out of reviews by external consultants is a risk, reviewers are external to ICANN and do not have sufficient knowledge of the organization. MC quotes as an example the GNSO review, and underlines how the changes proposed by reviewers were 'a complex, confusing, and burdensome set of proposals on what to change, how to change, and when implement change.' Implementation process is resource-intensive. On consultations – Too many consultations open at the same time, almost impossible to contribute to all of them.

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