Please accept this message as our response to your call for Public Comment on the BCG / CCA Report on the ICANN Board. Go Daddy supports the practice of independent reviews of the structure and effectiveness of ICANN's Board and Staff, both on a periodic basis or following significant organizational changes.

On balance, we support many of the recommendations offered in the Independent Reviewer's Report, although in some cases our support is predicated on the release of further details and conditions. In addition, there are several points expressed in the report with which we strongly disagree, and our reasoning is outlined below.

Thank you,

Tim Ruiz
Vice President
Corporate Development & Policy
The Go Daddy Group, Inc.

Recommendations on Board Structure:

We **DISAGREE** with any proposed changes to reduce the size of the ICANN Board. Board size is reflective of the number of different stakeholder groups, and any reduction will affect the degree of representation for these voices on the Board.

Similarly, we **DISAGREE** with any proposal that calls for the reduction of Board members chosen by Supporting Organizations or Advisory Committees. As an example, consider that the GNSO has recently proposed significant internal restructuring, all of which is predicated on the selection of two (2) GNSO Board members. If this number is reduced to a single Board member, then the balance established between contracted and non-contracted parties on the GNSO would be disrupted.

We **AGREE** that the At-Large Advisory Committee should be permitted to select a maximum of one (1) voting board member (in place of a non-voting liaison), subject to approval by the Nominating Committee (NomCom). Such approval would only be predicated on the candidate meeting the base criteria otherwise considered by the NomCom.

We **DISAGREE** with any proposed reduction of the number of Board members selected and approved by the NomCom. Additionally, we would like ICANN to explore the possible involvement of SO/AC stakeholders in the selection of a NomCom chair, with minimal involvement on the part of the Board. Maintaining a minimal Board influence in its activities will enhance the independence of the NomCom.

Recommendation on Broadening the Skills of the Board:

We **DISAGREE** with the recommendation that the Board Chair and Governance Committee Chair should be directly involved in the NomCom's process to select Board members. In fact, we **AGREE** that the role

of the Board in NomCom activities should be minimized to further establish the independence of NomCom. Any involvement on behalf of existing Board members should be limited to providing NomCom with broad criteria defining qualifications, skills, and experience.

We **AGREE** that Supporting Organizations (SO) and Advisory Committees (AC) should have significant input into the definition of skills and expertise required on the Board.   One mechanism to achieve this is to expand SO and AC influence in NomCom, such as with the selection of the NomCom Chair, while minimizing the involvement of the Board.

 We **DISAGREE** that the Board should invite guest speakers or prominent company directors to meet with the Board. While this idea may have merit in some organizations, we are concerned that this would, in practice, result in an opportunity for Directors to be influenced by the special interests of a specific stakeholder group. If such consultations are to take place, they should be documented, even transcribed, so as to maintain the transparency that is essential to ICANN's legitimacy with its stakeholders.

Recommendations on Membership Sustainability:

We **AGREE** with the recommendation to extend Board Member term limits from two 3-year terms to two 4-year terms, on the condition that an acceptable process is developed and implemented to potentially remove individual members from office (as has been suggested by the One World Trust independent review of ICANN's accountability and transparency). Presently this does not exist.

 In addition, we **AGREE** that additional administrative / secretarial support would streamline Board operations, but we believe that any expenditure in this area must be used to offset (or ideally, in lieu of) any proposed compensation for Board members.

 In regard to the recommendation to reduce extensive meeting minutes, we **AGREE** with this approach, provided that (a) the summaries are sufficiently detailed and transparent to reflect the entire decision-making process, along with how input from the community was considered, and (b) this does not impede translation efforts, which may require expanded context.

We **DISAGREE** that there should be any compensation for Board members. There are significant efforts underway to improve Board accountability, and these must be satisfactorily resolved before any proposals to compensate Board members can be considered.   Additionally, consider that so-called "contracted parties" (Registries and Registrars) account for the collection of over 90% of ICANN revenues. Would a paid Board continue to view contracted parties on an equal basis with other stakeholder groups? Or, would they give additional weight to these voices, in an effort to protect ICANN's revenue and, by extension, their compensation? Likewise, we **DISAGREE** that compensation should be considered for committee chairs or other individuals currently participating on a voluntary basis.

Recommendation on Clarifying Board Accountability:

We **AGREE** that the degree to which the Board is accountable, either to ICANN, itself, the community, or the Internet, should be studied and understood. But it should be recognized that ICANN (the legal entity) cannot and should not be separated from the ICANN community. Like a commercial corporation and its shareholders, the two should be viewed as an indivisible entity, with a common purpose.

We **AGREE** that current Board member loyalties are towards the Board, and not with their originating stakeholder group. Additionally, we would support further efforts in this area to ensure that this is the case for future Board members.

We **AGREE** that full accountability requires a mechanism to dismiss the entire Board, but we give priority to a process by which an individual Director can similarly be removed from office.

Finally, we **DISAGREE** with the recommendation that the Board is appointed jointly by all SO and AC groups, rather than by having stakeholders select individual members. In order for the Board to make informed decisions, it is important that stakeholder groups are able to report their needs, views and challenges to the Directors they have selected (who then educate the other Board members regarding those issues).