## Summary of Board Input

The ICANN Board thanks the CCWG-Accountability for all of its work leading to the 2nd Draft Proposal and for the continuous dialogues and engagement throughout this significant process. This is an important discussion for the entire community as it reaches consensus.

With this submission, we provide supplementary and final comments to the CCWG-Accountability 2nd Draft Proposal Public Comment forum including:
- Comments Matrix and Notes
- Proposed Approach for Community Enforceability
- Frequently Asked Questions Regarding Approach for Community Enforceability

As we have stated previously, the Board supports the improvements for ICANN's accountability contained in the CCWG-Accountability's 2nd Draft Proposal. We endorse the goal of enforceability of these accountability mechanisms, and we believe that it is possible to implement the key elements of the proposal. We want to work together to achieve the elements of the proposal within the community's timeline while meeting the NTIA requirements.

We also agree with the CCWG-Accountability that it is important, in light of the changing historical relationship with the United States, that there are mechanisms in place to ensure accountability with appropriate checks and balances for the organization. We also recognize that this process has an impact on the whole global community and unique identifier ecosystem.

**Specifically, the Board endorses elements of the 2nd Draft Proposal including:**
- Developing Fundamental Bylaws that hold special protections;
- Specific requirements for empowering the community into the Bylaws adoption process;
- Enhancements to the Independent Review Process (IRP);
- Board and Director removal;
- ICANN's mission and core values;
- Empowering the community in the budget, operational and strategic planning processes;
- The incorporation of the Affirmation of Commitments Reviews into the ICANN Bylaws; and
- Enshrining in the Bylaws the community ability to enforce the accountability mechanisms.

We note the CCWG's 2nd Draft Proposal recommends changing ICANN's governance structure to a Sole Membership Model in order for the community to achieve enforceability of the accountability mechanisms listed above.

We support enforceability, but have serious concerns about switching the governance structure of the organization prior to transition.

In particular, we are mindful of Assistant Secretary and NTIA Administrator Larry Strickling's overarching criteria and his remarks in Buenos Aires that the proposals must be simple, with no gaps and that complexity may add implementation delays.

**In this regard, there are aspects of the proposed structure that concern us, which include:**
- The proposed community enforceability structure introduces a significant and fundamental structural change from the current multistakeholder governance mechanism that the community has developed in a bottom-up consensus-based process over the past 17 years.
- Moving ICANN's structure away from an open, multistakeholder governance mechanism to the Sole Membership Model makes it more restrictive to a set of members, and potentially more prone to capture if not tested appropriately.
- The structural change to the Sole Membership Model may result in a change in balance of power in ways that cannot be predicted. The Member itself has no inherent checks, including potential influence by voting participants over others. We believe unnecessary complexity increases the possibility that we will collectively be unable to identify and mitigate all consequences of the new structure, including unknown risks caused by potential shifts in the balance of power between various stakeholder groups in the multistakeholder model.
- We are concerned with an increased risk of budget paralysis and instability, where strategic objections to one part of a budget could keep ICANN from moving to a budget that more appropriately supports its operations and efforts to maintain the security, stability and resiliency of the DNS.

We believe the Sole Membership Model as proposed has the potential for changes in the balance of powers between stakeholder groups in ICANN's multistakeholder model. At any time, the balance of power and influence among any of the "groups" within ICANN can change based upon the willingness or ability to participate in the Sole Member, changing for example the balance between governments and the private sector and civil society. We believe that if the Sole Membership Model is the only proposed path forward, it may be prudent to delay the transition until the Sole Membership Model is in place and ICANN has demonstrated its experience operating the model and ensuring that the model works in a stable manner.

We therefore suggest for consideration a different approach that achieves the community's goal of enforceability with a straightforward extension to our multistakeholder governance structure, which meets the NTIA criteria, while not opening up questions of stability, capture or diminishing of checks and balances.

The Board has proposed for consideration a Multistakeholder Enforcement Mechanism (MEM) that we believe delivers on the objective of the community to create an enforcement mechanism. The matrix and details of the suggested MEM are offered as a contribution to the public comment process. Again, the Board wants to ensure community enforceability within the framework of the continuously evolving ICANN governance structure. This builds on our initial thinking on a CCWG-Accountability Proposal Delivery Framework shared here: [http://mm.icann.org/pipermail/accountability-cross-community/2015-September/005161.html](http://mm.icann.org/pipermail/accountability-cross-community/2015-September/005161.html).

The MEM is meant to be a suggestion for consideration to bring the significant amount of further and additional accountability the community has identified, while helping meet the NTIA criteria and using the tested structure we have today. The Board is absolutely not espousing status quo. We hear, accept and support the CCWG's goals of improving accountability and enforceability.

The Board welcomes the opportunity for further dialogue with and between the CCWG-Accountability as it considers all the public comments it receives. We hope that engagement on specific ideas will be a helpful path towards building upon the CCWG's work and to help reach consensus for a successful IANA Stewardship Transition and an ICANN with enhanced accountability. We remain very appreciative of the CCWG's valuable work.