

Peter Dengate Thrush: I'm going to introduce the very hard-working Chairman of the Accountability and Transparency Review Team, Brian Cute. And Brian, over to you.

Brian Cute: Thank you very much, Peter, and thank you to the Board for this opportunity to interact with you today. I'll be getting up on the screen a copy of the recommendations or proposed draft recommendations that the Review Team has produced shortly. And the primary purpose of this session is to receive your feedback from the Directors.

The proposed draft recommendations have been put out for comment and the comment period just closed on December 3. We received a goodly number of comments from the community; we just had a good interaction with the GAC, and in the case of our interaction with the GAC, we actually received some very specific concrete recommendations with respect to language – potential language changes.

So we're here to listen and then to walk through each of the recommendations, but first listen, hear your reactions and understand what you think where the work is, and understanding that we have to produce final recommendations to you at the end of December. And this is an opportunity for us to make modifications to what we've put on the table. So with that I turn it back to you, Peter, and open it up to the Board.

Peter Dengate Thrush: Excellent. Well, is somebody painting those? The Board's had the recommendations and has had some time and has been encouraged to read them and prepare some questions; I suppose just make the obvious introductory comments. The whole thing is driven by the actual text of the Affirmation of Commitments itself which sets out, first of all what the actual commitments are and then sets out that there will be four review teams reviewing ICANN's performance against those commitments. And those teams have been looking at all those end of capitals of accountability and transparency.

And the report sets out four working groups set out to do that. The working group Chairs are all here and the various puts one on the Board, one on the GAC, one on transparency and accountability in relation to public participation and then a section in relation to the appeals mechanisms and appeal review of Board decisions. So the recommendations and groups as a result of those four working groups.

So I suppose we should begin with the first one which is in relation to the Board itself and the structure and the appointments of the Board and references being made and into the various reviews of the Board and the various reports that have been done and come up with a series of recommendations. I don't actually have them in front of me. Any questions or comments about any of those recommendations? And, please, let's not make this a back and forth this way; let's have it going this way as well. Think of this

room as a great big round table that we're all sitting facing each other. Bruce.

Bruce Tonkin: Thanks, Peter. So this is on the sort of first 10 recommendations essentially, isn't it on the Board governance, etc.? Yeah.

Peter Dengate Thrush: Yes.

Bruce Tonkin: Number 5 said "Implement a compensation scheme for Board Directors." Just interested to understand what was considered to be Board Directors? Did that include liaisons as well, because if they could wait today, those are treated as Board members. I just wanted to just question clarification if that was considered or not.

Brian Cute: Yes it was in Boston and our conclusion was voting Directors only.

Bruce Tonkin: Thank you. And the second question – on Section 8 where you're talking about publishing materials and Directors' statements – I guess one thing that would be useful to see from some other parts of ICANN as well. Don't know whether you thought that that should apply to the GAC as well and its processes, providing the briefing materials and the statements made by individual members? It's something to think about anyway where the Section 8 would apply to the GAC in a reciprocal way.

Do you consider the detailed minutes that you see today sufficient because we have a lot of divide about what is the detailed minutes.

Are minutes too detailed, not detailed enough? Just interested in feedback on that. I expect the briefing materials often aren't public; a lot of work's gone into minutes. I just want to understand whether the current minutes are okay or not.

Peter Dengate Thrush: Bruce, that's a hard question to answer because the new process for the minutes – they're taken together with the briefing materials and the minutes. That process has only been around for a couple of meetings. But the general feeling was – and this is obviously from input from the community – that the general feeling was that there isn't enough information provided in the round for why a decision has been made. The minutes itself might be very clear – we decide X. But that's not really- There's more to it than that. There's the why and the how and that's really what this goes to, I think. I'm not getting an "I understand" from you.

Bruce Tonkin: Yeah, I think what you're saying, that's actually not minutes. What you're talking about is the rationale for the decisions which would generally be the briefing papers. You don't generally have out of a discussion- a bit like a discussion we've having here. You would just say, "Bruce Tonkin asked a question – what does question No. 9 mean – minutes?" That's what the minutes have in them; that's not the same.

Peter Dengate Thrush: Yes, but if you read H, it says, "Promptly publish all appropriate materials related to the decision making, including minutes." So minutes is one aspect of a number of different documents.

Brian Cute: Harald.

Harald Alvestrand: Speaking as an extra who will not have to do this, is the recommendation of the team that they would like to figure out why each individual Director took the position it took or do they just want to figure out why the Board overall took the decision? I'm not asking what the right answer is, I'm asking what the ATRT was intending when they wrote this.

Peter Dengate Thrush: I think the answer to that, Harald, is the Directors Statement is, to the extent that they exist, I mean it's entirely possible that under one vote a Director will choose to make a statement and another Director would not. If you look at the way, for example, that resolutions have passed in the public meeting, often there are Directors who choose to make statements and Directors who choose not to. And the point being that those statements, in the same way that they are read out to the public meeting, should be published from our sort of Board meeting.

Harald Alvestrand: So that's just the stuff that goes into the present rather verbose minutes? You're not asking for me to put a five-page deposition proving that I've input all the papers?

Peter Dengate Thrush: No.

Harald Alvestrand: Thank you.

Mike Palage:

Harald, if I could perhaps elaborate – not on the team – but what I'd like to see? When I was on the Board, one of the things that I saw was what I call preparation. And when Directors would arrive at the beginning of the week, they would have six days to get up to speed on what the issues were. From walking to your hotel room, there's people coming up to your face giving you their opinion on what the issue is.

What I noticed was what happened on the Board meetings – the teleconferences, not the in-person ones – and that's where I saw a difference in my fellow Board Directors as far as preparation. Because it's one thing to show up and listen to people, which is good, but when you have to sit there and go through 400 pages of material on a telephonic meeting where you may not have that face-to-face interaction, that's different.

And one of the reasons I think that telephonic recording of the Board would be important as well as statements, is that is how I see, how I want to measure Directors. And I think that's important from the stakeholders because (1) as a participant in the GNSO, we're responsible for electing two Directors. So I'd like to see how they're performing in the meetings. And as well, last year as well as well as this year, I'm serving on the Nominating Committee. So these are some of the data points that I would like to see from a performance standpoint to make a fact-based determination.

Peter Dengate Thrush: The question is why not record the telephone meetings?

Mike Palage: My response – you were saying that you wanted it to go this way. So my response back to Harald was I don't want necessarily a five-page deposition. What I want to do is I want to see how the Board Directors are prepared for their meetings, and what they're raising, the issues that they're raising - are they well briefed. And, as I said, whether I agree or disagree, I just want to see that there's preparation.

Brian Cute: Thank you. If I can clarify, this session is a session between the Review Team and the Board. My apologies if we didn't make that clear at the outset. It is an open meeting for the community and the public to attend, but really the intention here is to allow the Board to give the Review Team direct feedback with regard to the recommendations and have an interaction.

The Review Team has a public session tomorrow from 2:00 to 3:30, so I apologize to anyone else from the community in the room, but if you wouldn't mind just holding your thoughts until tomorrow and allow us to have an interaction with the Board, we'd appreciate that. Thank you very much. So to Directors, Harald, please.

Harald Alvestrand: So just kind of a response to that, those and in response to the report. The most important thing I do on the Board is to keep my

mouth shut. It means, in my case, I've read the documents prepared, I don't have any clarifying comment or questions that would help improve the issue and I allow the meeting to go on. You will not find in the minutes any indication of how well I prepared for this meeting; you will not find in the minutes any indication of why I took the position I took and-

I think the idea of gaining insights into the Board member's state of mind when I took positions by publishing minutes is illusion, and you will be sorely disappointed and disappointing people is not a good thing. I see where you're coming from, but I don't think that what you're proposing will get you where you want to be. The proposal's fine, but it won't get you what you want.

Brian Thrush:

Harald, just for clarity, so that we don't get confused with what is Mike's opinion, the ATRT recommendations are nothing to do with your state of mind as such or whether you're doing your job efficiently. The purpose of the ATRT recommendation is that there was a significant degree of feedback from all sorts of areas ranging from the, every SO and the AC across all of the ICANN community that said that there are often times when it is unclear why what is decided has been decided. And what we need is some mechanisms that provide a greater degree of transparency.

If you take as a simple example the current decision that was made – and I forget when exactly – but there was a decision made in respect to vertical integration, every single piece of feedback I

have so far received from anybody, nothing to do with the ATRT, just to do with me, has indicated that no one has the foggiest idea how the Board reached that decision.

That – and I don't want to- this is not about discussing individual issues – but it's that sort of thing that led to this recommendation. So it doesn't have to do with whether you're efficient as a Board member; it's much more to do with how the community perceives the decisions that you make.

Brian Cute:

Dennis. Sorry, Ray.

Ray Pizak:

Yes. Going to the statement, Directors' statements relating to significant decisions or both. So I'm in the same area with Harald here in that statements that I may make during the course of the deliberation may in the end have nothing to do with the way I vote. I may be on one side of an argument and in the end vote against what I was arguing. And so that has nothing to do at all with the final outcome because I was convinced by an argument someplace else. So I'm with Harald, I don't really know what you're going to get, other than you're going to see that there was some deliberation.

And, quite frankly, there are some questions that are discussed on the Board that our Board members never say a word about. There are a few people that talk a lot about it and there are some that don't say anything. Now if you want to make sure that everyone

says something so the Board meetings get longer, I mean, you could get that way too. So I'm with Harald – what is it you're really looking for and is this really the appropriate way to do it?

Brian Cute: Thank you. Fabio?

Fabio Colasanti: Thank you. First of all, may I say that I find these recommendations very exciting and very interesting and very good. I'm quite delighted with them. I'm happy to say that about half of them – these are the Board ones – we at least started some work on them, which I think is good, but there's much more that needs to be done. I think some of the mechanisms that may be proposed, like the discussion that's just gone on, may not be the appropriate way to achieve the objectives. But I think the objectives are very important. Understanding how the decisions were made and why they were made is very important.

But I don't think you'll actually get that by tape recordings of the Board meetings and grandstanding to have their records, notes to the community recorded, etc., etc. It's not a Parliament, after all. But in more detail, I'd like to change the topic and talk about the first recommendation – at least in the version I have here.

“Establish formal mechanisms for identifying the collective skill set required by the Board” - which we have started some work on. But just to let you know that the great sensitivity here has been the independence of the NOMCON and there's been a great concern in

the Board not to do anything that might be seen to affect or imply that we're trying to affect the independence of the NOMCON. I believe what you've written here is absolutely right, but I'd like to get some feedback from you on that concern about the independence of the NOMCON, protecting that, while at the same time doing what I think is the right thing here – to advise the NOMCON. Thank you.

Brian Cute:

Thank you, Dennis and I can speak to that point that sensitivity was recognized. The importance of not putting the Board in a position where it's viewed as dictating or influencing in any way, we recognize as important. At the same time, it was a fair question and input from the community that perhaps the skills that our Directors could be focused in a different way, and with the Board feeling as though it should not intervene, I think we're the mechanism to help stimulate that.

The question then becomes implementation, and how can we implement this recommendation in a way that keeps that fine and appropriate balance. Fabio?

Fabio Colasanti:

I'm surprised by the sensitivity that has been raised by some words that perhaps will have to be modified. And I would like to enforce what Chris said – to put aid to close all this idea that somehow one wants to know what the Directors are saying in a discussion. I'm personally convinced that their deliberations should be confidential

because during the heat of a discussion, people will say a lot of things that aren't necessarily what they want to see recorded.

But what one wants to understand – what were the arguments that were confronted and were put across in the discussion? Now in a number of other organizations, I quote just the Federal Communication Commission, you have a practice where, especially the Commissioners that were in the minority, usually put out statements spelling out their arguments. If some members of the Board of ICANN wanted to do that, that would be welcome. They're not forced to do that. But this is what one is interested in – to hear what kind of arguments were used in the discussion to understand it. Absolutely, we are not concerned about the performance of the individual Directors, of knowing what their views were and so on. Thank you.

Brian Cute:

Thank you, Fabio. Thomas, I believe you're next in the queue and then Rita and Bruce.

Thomas Roessler:

Thank you. I have a pretty straightforward question. For recommendations 6 and 7, could you maybe clarify kind of what you actually mean there? Six is – clarify which issues are considered at Board level in order to prove visibility among stakeholders? Is it just to identify what we discuss or to make it available? I'm not quite sure what that recommendation is getting at.

Brian Cute: Well, there was a fair amount of discussion on the Review Team about the first notion of recommendations helping to make it crystal clear that the Board is a preeminent organization in ICANN, and that the Board needs to take primary responsibility in the operations of the organization in a bottom-up policy-making body. We also recognize that there are times when bottom-up policy-making is absolute and primary and there are certain things that the Board in its role has to do for the organization that can blur the lines between the two.

So in the context of recognizing those dynamics and those tensions, this recommendation, to the extent that the Board in the future is going to take a lead role on an issue or promote a particular undertaking, that there be some clarity; there be some articulation around that. I recognize that it's not the most clearly written recommendation of the bunch. Do you want to elaborate on that?

Peter Dengate Thrush: Only just that I agree with you. I think we can probably put some more clarity into that. Although I think it actually reads, if you read the report itself and the recommendation, it makes more sense. But we could perhaps do some tweaking there.

Brian Cute: Yes, we're absolutely open to suggested language changes. We've taken some concrete ones from the GAC. If it can help clarify things, we're open to that. But as Chris said, too, these are just the

recommendations without the context of the report itself. And the report's language can add some color to what we intended here.

Thomas Roessler:: Alright and then the same for kind of question 7. Could it suggest that there's some kind of consultation that needs to take place that's not taking place?

Peter Dengate Thrush: Well, again, there's nothing formal, there's nothing written down anywhere that says that if the Board decides to take on an issue – whatever that may be – that there will be... that there is a mechanism in place to consult with the relevant SOs and ACs, and I think that was the intention of that particular recommendation.

Thomas Roessler: Yeah, okay, just sort of speaking for myself here and not for the Board by any means, I think there's certainly a sense the Board doesn't really want to step in unless it's forced to and so the notion that we're jumping in to do things is something that- is not something that we generally like to do anyway, so to sort of create more mechanism to allow that or to facilitate that doesn't seem right either.

Brian Cute: And that was understood. I have Rita. Rita.

Rita Rodin Johnston: Thanks, Brian and Chris. I just want to thank everybody from the ATRT for this report. I think there are a lot of things in here that are quite helpful. As Mike Palage said, I think there's been a general feeling on the Board that things need to be streamlined,

especially with respect to publishing reasons for our decisions. I've heard numerous times that people want to understand the rationale for important decisions; we've heard that people want to see the staff papers and we're working on doing that. So I think many of these recommendations are very typical and common sense and we're iterating toward that, so I appreciate these recommendations.

I just want to comment I think it's somewhat ironic that we're talking about an accountability and transparency process when we are asked to come here and comment on the draft in this ad hoc way. So this maybe is another thing you guys can take for your report which is we have not had a Board discussion on this report. We were not told that we were going to be sort of doing ad hoc comments like this. I thought that we were going to be told by you all more, "Here's our report, here's some questions we may have as we're moving towards finalizing the report."

So I think some of these process recommendations and being more clear will actually go a long way in helping with this final report ultimately, Brian, but we're talking about a draft here in some grand ad hoc way which to me does not seem like the best way to achieve some kind of analysis.

Brian Cute:

Okay, well, I apologize for the disconnect, but the intention was and, I guess, could have been more clearly communicated, to have an interaction with the Board to get your reactions to the proposed

draft recommendations. These are not final and we would not move to final draft recommendations without some feedback from the Board. So since there was a disconnect there, I apologize on behalf of the Review Team, but I hope- it's been a very good session so far and hopefully we can continue in an interactive way.

Rita Rodin Johnston:

I just have one problem. It seems ironic the Board is commenting on a report it's going to be about the Board. So I understand why we want to do that, I guess, or why you're seeking that and I appreciate that. It just seems a little bit strange in this way to be doing this.

Brian Cute:

Well, let me put a fine point on it then because one of the things I want to get to, and this first part of our interaction was supposed to be open to see if there are any distinct reactions from Directors. What I'd like to get to before we close down is walking through each of the recommendations because the challenge here is implementation, okay? And we need to hear from the Board – are these clear? Are these implementable?

This is a very important issue for us before we draft final recommendations. And are there any barriers to implementing these? And I was going to turn the conversation there soon enough after getting some kind of open reaction. So that is the intent of this session. And again, I apologize if there was any misunderstanding as to the nature of the interaction. Bruce?

Bruce Tonkin:

I suspect we're probably going to run out of time to do that properly, but, and the intent just to understand what you're doing with this session. We'll then go into the next block of questions, won't we? Yeah. You're still on the first 10. Just to reiterate what Dennis said, I think it's an excellent report and I think there's a lot of really good suggestions here. I think the majority of what I'm saying in the first 10, we can implement so my questions are more clarification-related than trying to change anything.

But I will just reiterate that the Board as a whole is trying to stay out of policy, and so 6 and 7 just need to be put in that context. We don't see ourselves as the policy body and I think it's a mistake when we are the policy body. That usually means something's failed. And that's one of the things that I think as a community we need to think more about is we have some policy failures. WHOIS is a policy failure in the GNSA. That's why it comes up to the Board.

And two questions - what is the role of the Board when there is a policy failure? I define policy failures where there's a problem that the community can't reach agreement on solving that problem. We start with vertical integration as another example. We asked the GNSA to give us some advice; we didn't get consensus advice. That's a policy failure. So those are the issues that are coming to the Board – policy failures. So some thinking about that in here might help.

The other thing is since we've a little bit of an over-focus on taking advice from the GAC versus other advisory committees, one, just a tweak that I'd suggest under 10 is you've got "why the matter was considered by the Board; what consultation occurred; what input was received?"

I'd suggest perhaps adding another line to that which could be, "What advice from advisory committees was sought?" Cause we're having this problem not just with the GAC, but with Rsec and Ssec and whatever other secs we've got. We're not really formally asking for the advice; they're not quite sure where they stand. So-

Brian Cute: That word was "sought" right? What advice was "sought?" Not what advice was received?

Bruce Tonkin: Yeah. That's right. I think what advice was sought cause I think the Board's got to get better at- you covered this in the GAC section; I'm just saying it's more general than the GAC that's why I'd suggest put it in 10, which is "What advice have we sought from advisory committees before we make a decision?" Cause we've got to get better at doing that, I think.

Brian Cute: Thanks very much, Bruce. Ray?

Ray Pizak: Thanks. And again, I'm with everyone else in terms of appreciating what you've done here. Bruce did steal a little bit of

my thunder because I had the same comment regarding what does the Board do in the event of policy failure. And so-

Brian Cute: Policy development failure, right?

Ray Pizak: Right, right. So I won't go into that. I want to cover three other areas. First of all in the notion of advising on skill sets, I think there needs to be some tempering in that thought in that if you're not careful, you end up start looking for specific skill sets and you start generating specific skill sets around certain seats and so forth. So we need to have some care in there because you're better served by the Board across all of its members having a larger degree of familiarity with many things and then as necessary, maybe receiving specialized training in special areas. Because in the end, the Board is going to have to be able to make a decision, so you have to be able to at least understand what the specialist is telling you if you're going to try and make an informed decision.

The second thing is the notion of minority reports. There already is a provision in the by-laws regarding assent by Board members, and it clearly states that if a Board member votes in the negative or abstains from voting, that they can, if they so desire, to insert a reason as to why they did that, and that opportunity is not in the by-laws right now offered to anyone making dissent. So if I vote for something, I cannot make a statement that says, "This is why I voted yes." However, if I vote no, I can say, "This is why I voted no." Or if I abstain, I can say, "This is why I chose not to vote."

So there's some of those mechanisms that are already there and so I think that maybe we need to go back and look at that a little bit in terms of the concepts of trying to figure out why Board members did what they did.

The third item is the consultation issue. There's certainly written into the ASOMOU which is de facto of part of the by-laws. Because if you look at the by-laws with regards to the ASO, it says, "Do what the ASOMOU says." And in that there is a provision clearly stated for the Board to making queries and to ask and request policy considerations be done in specific areas So that provision, I know, already exists there. So I think maybe you should go back and take another look at that as well.

Brian Cute:

Okay, thank you. Just quickly, we have two hands in the queue and then I actually do, picking up on the conversation with Rita, want to start at No. 1 and go through and what's most important to us as the implementation orientation is this clear; is it implementable; are there barriers; please flag them for us. If we can go through all of them, that would be helpful.

But, Ray, to your point on the skill sets issue, there was a broad discussion about that. There was even discussion about the fact that there are professional directors associations out there in the world and should we be recommending going that direction. There's recognition by the Review Team of the good work that's

been done in skills building within the Board already and we'd want to put in additional emphasis on that – we take that point.

And with regard to a Director having the ability to make an additional statement as to why they voted in the affirmative for a measure that passed, I think that sounds like a wonderful thing to add to the mix if the Board chooses to do so. I have Kuo-Wei.

Kuo-Wei Wu:

I released a statement and I have a serious question about it. I don't know, is this whole statement – did you ever check the California law? Because every Board member, we are binding by the California law, what is the poll position will be. So if those of the California law is against some of the statements, I wonder what we can do. And that is the first question so I would wish on ATRT eventually you are going to come out with official statement. You had better go to double-check to the California law to binding the Board members. Because that California law is a much officially and more binding us.

And second of all is we go through all this stuff, I think it's a good study and a good analysis. And I think all the Board members, before we go and apply for this position, that's a basic belief. We believe the multi-stakeholder, we believe the transparency. But at the same time, we are fighting with the times, so if that kind of process is going to be delayed at decision or so against the community expect, then I think that must be also be considered.

Brian Cute: Thank you, Kuo-Wei, and to answer your first question, we did receive from staff California law and then with respect to California law that spoke to the responsibilities of directors and the contours of their responsibility but the point is well taken. Thank you for raising it. That should be in our report and from the independent expert workmen as well.

So one more question, sorry. Mike. And then we'll go to the top of the list and walk through. Mike, please.

Mike Silber: Very quickly – just so that we don't get too far away from the mutual back-slapping, it's nice to hear the positives in terms of if it's that we're initiated by the Board before or during the tenure of the research that was done, it's nice to hear that recognized. I think it's so valuable that it's incorporated in the report and the recommendations to make sure that if initiatives continue, there's some very useful material as a whole.

The one item that slightly concerns me is there was a reference with regard to Board compensation to implementing the recommendation of the Boston consulting group and to me that recommendation is not entirely clear – whether it's only in respect of compensation or whether we look at some of the other recommendations of the Boston consulting group.

My concern is primarily that we seem around that review to have chosen very selectively those parts of the review that suited us and

to have ignored other parts of the review where we felt that the reviewers didn't understand the unique and special nature of the Board and the constituencies and therefore the recommendations to decrease the size of the Board. We've in fact flattered and have proceeded to increase the size of our Board.

Peter Dengate Thrush:

Mike, thank you. Couple of things just for clarity. Yes, so that there is no difficulty, we are specifically referring to the recommendation in respect to payment of Board Directors from the Boston consulting group. There is other comment in the document noting that a number of reviews have taken place; a number of things including the Board Nominating Committee where the recommendations of those reviews appear to have been ignored, dissipated into a Black Hole, etc., etc. But the ATRT hasn't itself made any comment on the rights or wrongs of that because we don't really think it's quite prudent for us to do so.

So if you- Yes, I suppose to a degree we cherry-picked that recommendation out of the Boston consulting group report but that's because it is our understanding it is actually for the Board as a recommendation. It has not been dealt with or has been oscillating on the spot for quite some time. A very, very clear recommendation is that Board members, not liaisons, Directors, should be paid. I recused myself from the vote on that I just want to say, in case anybody should think I didn't.

Brian Cute:

Dennis.

Dennis Jennings: Just very briefly, that is on the task list of the Board Governance Committee.

Brian Cute: Excellent. Okay, at this point, if you don't mind, as I said again, implementation is key here before we get to final recommendation so what we'd like to do now is just scroll through and hopefully we can make it in the time we have – about 40 minutes or so – but would like feedback on is from the purpose of implementation, are these clear; is there ambiguity somewhere? Flag it. Is it implementable? Are there barriers to implementation? Flag it for us and we will go back as a team and re-craft as need be.

So you're at the top and these again are the categories that are focused on the Board of Directors. Go ahead, Bruce.

Peter Dengate Thrush: I want to just pick up on a point that Region makes; I think it's actually very important. Just in case anybody thinks any differently to this, no one is suggesting that because you sit through this extraordinarily exciting process of reading out the resolutions and say it looks okay, that means that when you actually have a chance to read the report you can't say it's not. I just want to make sure in case there's any doubt in anyone's mind that we're not suggesting that this is a binding- It's just we would like if there's something obvious to you, we would like to know about it so that we can make a change if we can. We can consider making a change, really that's all there is to it.

Brian Cute: Of course we know you've read it. Have we been through the first section? Does anybody have any inputs on the first section on Board Governance? Vanda?

Vanda Scartezini: It's about the implementation. I have said many times in public that implementation for Board compensation will be not easy considering different legislations and different part of transferral for money from developing countries to developing one. So there is a lot of things that I already raised and I could discuss it later. But just to say at this point that it is not easy to implement it. Thank you.

Brian Cute: Okay. Thank you. And, yes, we're happy to take any comments after the session as well. Thank you.

Bruce Tonkin: So, Vanda, just so that we're clear – if we say in our discussion on Board compensation recognizing that there may be challenges in implementing, then move as quickly as possible too, that would be the- Okay. Got it.

Brian Cute: Any other comments on Section 1, if you will. Steve.

Steve Crocker: This is on. Good. Also following up on this compensation issue and to the question that Bruce asked earlier about the liaisons, we're in some state of discussion about the exact rule of liaisons and to what extent they are essentially indistinguishable from

Directors versus completely separate in a whole different group in a way. So that's- this is not the right time or place to sort that out, except to say that that will add to the complication of the compensation problem.

Brian Cute: Thanks for flagging that. Anything else on the first section?
Dennis.

Dennis Jennings: I notice there's some dates there. I think we need to do some planning work to make sure that we don't hang ourselves before we start and that it's all feasible to do this quite large set of things on a reasonable time scale.

Brian Cute: Agreed. And that was one of the things we wanted to talk about as well. Something we just discussed in the room before we came to this session was asking for the Board to help. We know there's a number of sub-committees that are working on specific areas. It would be very good for us to have our recommendations mapped to the respective sub-committees in the first hand who's going to take on the task.

Secondly, taking a look at the recommendations and understanding what is feasible in terms of implementation. The AOC calls for a follow-on review team of accountability and transparency in three years. But if you work the calendar, by the time the Board has until June of next year to adopt whatever recommendations it's going to adopt and implement them. When you work the calendar,

there's roughly a two-year window for implementation, so that's a fair amount of time. And we've talked about maybe the Board implementing certain things before June that are easy to implement, or starting the process. So, yes, we need whatever feedback you have on that point.

Dennis Jennings: As a departing Board member, I'll commit to anything.

Brian Cute: And we'll take you up on that, Dennis. Okay, we're into Section 2 which is the GAC and Board interaction recommendations. We did have a good session with the GAC. Help me here, Chris, some of the feedback we got – specific feedback – one was around consensus through the recommendation that the GAC based its advice on consensus. And we got very clear feedback that they felt that adopting that as a hard rule would constrain themselves as a body; their work; their ability to deliver in a timely fashion.

Peter Dengate Thrush: That's not right. No, that's not correct. What they said, what in fact Bill D. said was that that's what they do anyway and that therefore it's not necessary. Now, the point that we tried to make was that I said in the meeting with the GAC that this section, particularly B, really does need to be read. All the recommendations are interwoven effectively. And the whole point about the consensus recommendation in Clause 12 is that it sits below 11 which says we need to be absolutely clear when the GAC has given advice. It is simply not acceptable for the GAC to say, "everything we say is advice." Doesn't work. And the body of

this report says that. The recommendation doesn't say it but the body of the report says it. So the whole point about the consensus stuff is they need to get clear what they want to put forward as advice and what they don't. And that's where we got with that.

We also got into a discussion, a very important discussion about the fact that they perceived as our recommendation about higher involvement in the GAC as meaning that they weren't good enough in the sense that they weren't important enough and that's actually not what we meant and we're going to have to do some clarifying wording on that. Cause what we meant was that we should consider having occasional high-level meetings with government people, etc. We didn't mean that the people who attend the GAC on a regular basis should be of higher rank for want of a better term.

But there's a lot of stuff on the Board GAC. It's the relationship in these recommendations and our main recommendation is that if goes back to the Board GAC, then it's dealt with on the Board GAC Joint Committee.

Brian Cute:

Who's in the queue? Bruce.

Bruce Tonkin:

I think I would concur that certainly it needs to be thrashed out, some of the stuff between the board and the GAC. I think ultimately I think it's achievable. Just a comment I would make on 15 is – is it the frequency that matters or the length and the quality

of the interaction that matters? Because I think it's not just frequency. I think one of the problems we had in the meeting schedule this week and we had for the last 10 years is you sort of have a one-hour session with the GAC on something. We've got – this particular meeting we've got a lot of issues and I think it's almost- well, I would prefer a 2-day meeting with the GAC and we just work it through.

So it's not just frequency; it's potentially having some longer meetings – might be face-to-face. Might even have a separate meeting altogether that's a face-to-face meeting between the Board and the GAC and we work through some stuff, so just a comment. It's not just frequency.

Brian Cute: Thank you, Bruce.

Peter Dengate Thrush: Understood, Bruce.

Brian Cute: Harald.

Harald Alvestrand: One thing to consider about interaction between the Board and the GAC is that having a 20-people group meet a 60-people group and expecting, without propose the session to come out of the discussion before the meeting starts, is, well, optimistic is, perhaps, a word I could use.

So in this case, I think that focusing on the Board as the Board working with the GAC as the GAC might be counterproductive. We do need the Board and the GAC to find mechanisms to work together that does not involve a face-to-face meeting of all 80 or however many we are now. I don't see that in these statements, but I must admit to not having studied them in enough detail to be sure that it is not there.

Brian Cute:

To be clear, the face-to-face meetings and how they're structured and arranged is not something that we were really specifically aiming for, and we also did underscore that the work of the joint group between the Board and the GAC looks to be a vehicle through which some of these recommendations should be worked going forward and that's a good mechanism for that. Katim. Oh, I'm sorry. Who's in the queue? Bertrand and then Katim.

Bertrand de La Chapelle:

Thank you. It's just a comment regarding the recommendation 14. I was in the session with the GAC. I attended and watched the exchange. It was very interesting between Bill Dee and Brian on this very question of when the GAC intervenes. I think there is one, without getting into too much detail, there is one assumption and formulation that is often mentioned and which I think is not factually true, which is the by-laws say that the GAC gives only advice to the Board and we need a way to find a better way to make the GAC intervene earlier.

This is factually wrong because actually the by-laws do not say that at all. They say that the GAC provides advice general and then there's another article that says, "The advice of the Governmental Advisory Committee on public policy matters shall be duly taken into account, both in the formulation and adoption of policies," which explicitly means that it is not only at the Board level because the formulation of policies is the policy development process.

What is important is that actually Article 1(j) of the by-laws that says that is immediately followed by the provision that when the Board doesn't follow the GAC advice, then there are mechanisms that are being put in place. And the fact that it is in a single paragraph gives the impression that there's only GAC advice.

The reality, as Bill Dee said, is that on the case of the new gTLD program, the GAC principles were provided early and they actually did have an impact because it's one of the major reasons why the famous recommendation 6 got in there, wrongly interpreted in the implementation, we all agree, but there was an impact on the policy process.

I close by just suggesting that, in looking at the by-laws, we need to make probably a clear distinction between the fact that the GAC gives advice as many other advisory committees, and that there could be two different mechanisms to explain what happens when this advice is taking place in the course of a PDP, and whether

there's any provisions for the SOs or the working groups to incorporate this advice, which is missing at the moment. And separate the fact that the remediation structure that exists today when there is a discrepancy between the GAC recommendation and the Board decision which exists, should be separated in the paragraph change, but I will send something in writing.

Brian Cute: Thank you, Bertrand. Katim?

Katim Touray: Hello. Thanks, Brian. My comment really is in two parts. The first is the reference to the recommendation that the Board should place particular attention focused on emerging nations in the developing world. I think that's a great recommendation. But I think it would have been a great tool if you could provide some follow-up perspectives as to what you thought would be starting of points as to where in this direction.

And also I would like to point out in the same way you mentioned we should be paying particular attention to the need to provide multi-lingual access to ICANN records. I just want to point out that the issue of multi-lingual access to ICANN records is not something that's peculiar to the developing world. Indeed, it's something that affects quite a multitude of countries and I think we need to tease it out a little bit more so at least it's we don't basically conflated. Thanks.

Brian Cute: That point is well taken and we'll clarify that to the extent that it's not in the final recommendations. Anything else on Section 2? Alright, let's scroll on to the third section which is "public input processes in the policy development process." Reactions? Dennis.

Dennis Jennings: In principle, I like and approve of the thrust of the comments. I wonder how workable they are and I haven't thought them through to try and test them out. But I fear a spiral of comments and comments and comments. I know that's an implementation detail, but sometimes the detail is pretty hard.

Brian Cute: I understand your concern. I think there's a sense about the comment and reply comment cycle that does have an effect of limiting an ever-growing list of comments and the management of the policy development process so that comments are entered at the right moment in time to move to the next stage of finalization is also part of that so it's management of the process problem.

But comments and replies where the member of the community is expected to take the comments that were made by someone who has the opposing view and provide their arguments as to why that opposing view is not well-founded and should not be accepted and rejected by the Board if properly managed can have a limiting effect because the party gets to say their pro and their con and you've got in a sense a full record from that commenter. The other benefit that we saw, of course, is that this provides a very full record of comments from the Board upon which it can rest its

analysis and articulate its rationale for its decisions. Katim? I'm sorry. Bruce.

Bruce Tonkin:

Thanks. Can you elaborate a little further on 18 cause I wanted to understand that a bit as well. Did you mean that you've got- As I understand the comment process today, we get public comments and then the staff writes a summary of those public comments and then the staff indicate when they do so, using applicant Guard Book as an example, the staff then indicate what was included and not included. Is that what you mean, the reply comment is a reply to what the staff have done? Or do you mean this is a cycle where people are doing a dialog between parties?

What would be really good is if you can give us an example of this, not just have the recommendation. If you can link to something where this has worked so we have a working example that would help me.

Brian Cute:

Certainly. It is intended to be a dialog between the parties for the members of the community. So person A is advocating for, you know, oranges, and person B is advocating for bananas. And person A in the first comment cycle extols all the virtues of oranges to the Board and why that Board should select oranges; and person B extols bananas.

Then you go to a reply cycle. Person A says, "Bananas are the worst fruit ever and here's why. And if you do that, that's a

mistake.” And person B says, “Oranges are poisonous fruits and if you adopt that, things are going to go haywire.” It’s the dialog between the parties and it’s requiring the parties effectively to not only state what they’re in favor of, but to give the Board a rationalization as to why the opposing view is ill-founded. So it really builds out a very full record of argumentation, if you will, that the Board can then refer to.

Yes, and examples, in fact in Boston – this is not an example – we put up an FCC decision on the wall and this is jumping to the decisional part, but it’s based on this comment cycle. And so in the FCC decisions, for example, you have an articulation of the position taken, the decision taken by the Commission, and then they will go through selectively, “This industry association was in favor of releasing this spectrum because of X, Y and Z issues – market efficiencies, consumer benefits, etc. This association was opposing the release of this spectrum because of this reason and that reason.”

That’s analysis, but what’s come prior is the comment and reply comment cycle from those two different associations that has provided the Board with a very full body of analysis and argumentation. And that’s really the point because right now that doesn’t exist in the ICANN comment process. Katim?

Katim Touray:

Thanks, Brian. I also have to say that I am in total agreement with the concern that was expressed by Dennis about the impact of

these recommendations on the implementation of the review process. Because if we injected apply comment process, I imagine, as I understand what you've said, that this is not going to be a real-time reply to the comments. In other words, there's going to be a lag between the comments and the reply to the comments. And, of course, it's very easy to imagine a situation like that if you have many documents processed to comment on that it could actually conceivably increase the length of the policy development processes. So that's one issue there.

Then the other issue is, don't we presently have mechanisms for providing the very function we intend the reply comment period to address? There is – I'm thinking to myself now since we're talking about improving the public participation mechanisms in ICANN, revamping the website and all of that – what if we have on the ICANN website forums where people can directly reply to comments that have been posted on the website by people who are commenting on documents. That way we don't have to have an extended fear of a reply comment. But people can comment on the documents on the comments of the documents as they come in. I think if we monitor the process it might actually achieve the same process in this way.

And, finally, you mentioned that this reply comment period should be of a fixed duration and I think we might need to consider that because it's very possible that we have topics that are more controversial than others and topics that are more urgent than

others. And so I think we might need to have some flexibility into the period that we want to have for the comment period. Thanks.

Brian Cute:

Thanks, Katim. You're right. To have a distinct reply comment cycle means that there has to be a comment cycle that closes and then all parties get to review the comments filed and have an opportunity to digest them and then craft their reply comments. So it does add a distinct cycle and some additional time.

It doesn't necessarily have to extend the timeline of the policy development process, however, and clearly there's been some policy development processes that have dragged on and on and on in the past. This, if properly managed, can not only be done in a way that doesn't extend it, but the real benefit, too, is that it provides the Board with a very fulsome body of argumentation. And at the end of this process, if there's one thing we heard from the community often enough, it's "Have I been heard?"

The decision comes out and the fact that it doesn't appear to them that their comments have been taken into consideration is a constant stress that I think this approach can help to address. Because if the Board does adopt a recommendation of articulating the bases for their decisions, has this wonderfully fleshed out argumentation basis, and literally, you come to your conclusion of what's the right decision, you've got these arguments to point to in your decision, you've got these arguments to point to but then to discount and the reasons why.

So I think as a package, it can be managed so it doesn't extend unduly and as a package, it provides broader benefits. Jean-Jacques.

Jean-Jacques Subrenat:

Thank you, Brian. I'd like to take up the same theme just touched upon by Katim and say that we in the Public Participation Committee of the Board are dealing with this precisely at this moment. We are beginning to look at the public comment process as one of the means of enhancing public participation. So we don't have anything to offer yet as a published paper or anything online. We are starting that process. But I'd like to mention two or three things.

The first is that in the findings and recommendations of the Berkman Center, for instance, I must say that we are, of course, in the Committee, very pleased that public participation is recognized as an important element now of ICANN's work and that gets rather high marks.

But it points out also the limitations of using public participation as one of the chief tools of – how should I say – the responding or the transparency mechanisms in ICANN. It's just one of the tools. But using the public comment process and refining it certainly will improve what we're looking for.

In the various things that are mentioned here, I think that one of the concerns we have is what is the most effective way to obtain community input in terms of timelines, in terms of relevance. So what you have described, Brian, as the coming and going or the toing and froing is certainly part of that. So I just wanted to signal that we're working on that now and naturally, we will take very much into consideration what you have just mentioned.

But, in reverse, I think that it would be useful if the ATRT had a closer look in the coming weeks and months at what is being done in the PPC.

Brian Cote:

Thank you, Jean-Jacques, but I want to note that we're out of business in a month, so it won't be months. But, thank you for that. It's very important because yours is one of the committees that's working specifically on a recommendation so any input you can give to us in terms of finalizing this recommendation, it's all about implementation and how we get there.

And this one is going to require, as you know, the inputs of ACs, SOs, the bodies who are involved at the bottom of the ICANN policymaking process to make some fundamental changes. So we'd welcome any additional thoughts you'd have with an eye on implementation before we finalize. Thank you. I've got Cheryl.

Cheryl Langdon-Orr:

Thank you. Just following on very nicely, thank you Jean-Jacques, for what you're saying because obviously, the Public Participation

Committee is key to a lot of the implementation that is going to have to happen. But going back to Katim's point with the forums, we, of course, have had experience as various stock members have led different opportunities to engage with public and part of that's been experimental work of Public Participation Committee where we have, in fact, had forum. And to some way went a little way to experiment de facto on this toing and froing.

But what isn't clear to a community that is used to a particular form of public comment is how that is dealt with. And that iteraty of discussion process, whilst it has its place, is part of a toolkit. And what needs to happen, if I can suggest, would be that the implementation needs to look at having a toolkit where all the tools and how you use them are clearly understood by all parts of the community. And, boy, that'll be going a long way to making a lot of people happy.

Brian Cute: Thank you. I've got Mike Silber and then Bertrand and Harald.

Mike Silber: Thanks, Brian. I think Cheryl put it very well. Just to add slightly to that without taking too much time, I'm very comfortable with the process and it was no surprise when you indicated that part of that recommendation came out of a discussion on an FCC decision because it sounds exactly like a regulator's decision.

I should make Jean-Jeffrey (sic) happy by saying that ICANN is not a regulator. I should also indicate that I'd be very happy with

that process because it will help keep more lawyers in employment and in these tough economic times, that, of course, is very important. That being said, I think it is important that people get a chance to respond to each other. I wouldn't like to get to a situation where we do hold hearings; I don't think we've reached that level yet.

But I think Cheryl's point is very important in the sense that we have multiple structures and what we don't want to do by creating public debates at ICANN meetings when people are able to stand up in a forum and engage with each other and get involved in a debate around a table in an open forum, however it may be, which is incredibly useful, but it is not conclusive.

And we're not talking about the final stages of a final process through the stratified process. And I think we just to be very clear that we don't overcomplicate some simple things at the moment; but more importantly that we don't substitute a formal written comment process for the lively, very useful cross-constituency working group iterations which currently contribute very significantly to the creature that is ICANN. And it makes it part of what it is, sometimes frustrating, but sometimes also incredibly wonderful in the way that it can offer at and reach consensus.

I would just suggest, and I understand that it's not the ITRT role to now detail all of this, but I there needs to be some language to recognize that it's not simply one or the other or adding in an

additional phrase that is a graduated approach, not a whole range of tools that must be engaged.

The last thing I'll say is, having looked at some of the public comments that come in on some of the topics where we solicit public comments, the one thing where we do have to deal with issues is when we start getting formal responses and when we start getting what I regard as butting spam around a topic with no real contribution and in that case staff are very useful in just filtering and not sending junk through.

Brian Cute:

Thank you. Point taken. Dennis, go ahead.

Dennis Jennings:

I just wanted to, well everybody has spoken about this actually, just pick up on a couple of points. What we heard time and time again where there were sort of three main thrusts to this public comment thing. One is time in its many aspects – I didn't have enough time to comment; the documents came too late before the meeting. I mean, you're never going to satisfy everybody, but time, in that context was a major issue.

The second one was the ability to respond. I don't feel that I have an ability to respond. So somebody puts in a public comment to something on the last day of the public comment period and there's nothing I can do if I can't make it to an ICANN meeting and I'm not prepared to stand up at the microphone, I really don't have a way of responding. That's the second point.

And the third one is I want to feel I've been heard. One of the points about the American legal system compared to the English legal system is the American legal system has a thing called depositions where people actually go and talk; whereas, in England, we do it all on paper.

And whilst I'm not a particular fan of the American legal system, one of the glorious things about depositions is that, actually, it stops a lot of stuff going to court because people know that they have been heard and then they stop because they're having been heard. And this is missing from a lot of this process. And so these recommendations are an attempt to at least in part, to deal with those three main issues.

Brian Cute:

Thank you, Bertrand.

Bertrand de La Chapelle:

Regarding 17 and 18 – I was a bit puzzled by the expression “stratified”. I'm sure there's a better word, but the concept is good. The notion that there are different policies of call for comments, which today is just under one label - it's public comment, period - where in many cases the list could be expanded. It is not necessarily your responsibility to identify the wordings; but in the implementation, it would be very important to have very clear types of consultations, let's put it this way.

The second thing is there probably is a need to insert a concept that has been missing in many of the discussions regarding public comments which is community interaction. Public comment is basically a reaction to something; it can be a call for input. But it is not about interaction and it is connected to the second point on 18 about the reply comment.

There's a big distinction between, for instance, the notice of inquiry called for input, which is an early stage. Then there are cases where if there's a request for comments on something, or an interaction, the problem with the current software that's being used is that it's basically a list of the submissions; it's not a threaded forum.

And our case is where you want just a list of submissions, but there are other cases where this reply comment needs a threaded forum because there's nothing worse than submitting a comment that has to say, "I am responding" and you put it in the title, "I am responding to the comment that was posted three days ago by so and so" and it becomes untraceable in it.

So it's about software tools and I would like in this respect to mention that during the Public Participation Board Committee, there was a comment regarding the web redesign, that is on the website redesign that is apparently underway at the moment, where we insisted, all the members present insisted, on incorporating a certain tool set that can be used by the community when they want

to quickly set up a working group, mailing list or things like that without necessarily having to go through the staff in a part that is more satisfactory. And I think ALAC has a lot of information on that. I mention that because an implementation, the connection with the staff part that will be dealing with the web redesign might be actually (inaudible 1:09:52).

Finally, the logical consequence of this notion is, I think it would be wonderful if, in the document, the notion of PDP workflow were introduced. I was searching and the word workflow is not there. I think it is very important to document it better. The work of the PPSC PDP working group of the GNSO did a lot of work on the reform of the PDP.

As Jean-Jacques indicated, the Public Participation Committee of the Board is also thinking about the PDP in the implementation and maybe in your recommendations it would certainly be useful to indicate that those parallel efforts need to be put in context somehow because at the moment it is addressing the two elements in a different manner and in parallel.

And the last element is that we have recently experimented with a new format which is the Community Working Group or the Cross-Community Working Group (CWG) for the Rec 6. The status of those groups is not clear; they clearly serve a purpose and I think it would be good to have a reference to the recent experience and an indication that it is needed to document further where they fit and

what is their role. There's actually a very interesting interaction on the SOAC group.

Brian Cute: Thank you, Bertrand. Harald, and then we're going to move on to the last category.

Harald Alvestrand: I'm sorry to be so late on the list, but I'm sorry. But my personal opinion is that public comment mechanism today is absolute rubbish designed to drive away all competent entrants and give a place for filing interesting statements from interested parties. The last part is actually good.

The usual reaction I get when I ask people, "Why don't you comment?" is "What's the point?" The usual thing that happens is that people try to use the common forums; they see all the rubbish they are associated with and run away, never come back. What you are proposing will do nothing to fix that, as far as I can tell, but require about 14 full-time staff in order to do the processing of the comments that come in from anyone, everyone under the sun.

One of the reasons why this is horribly useless is that ICANN is open, transparent and does not require anyone to show standing in order to have their comments considered. In some cases, it is very, very easy to summarize comments in that you just mention the name of the commenter. Sometimes the single name of the single commenter and you know exactly how much value to place upon the comments.

Now, having a mechanism for having serious ballots to file serious consideration is, in fact, valuable, important. But the current comment mechanism, while achieving that, also opens up so many denial of service attack opportunities on ICANN that people have been taking advantage of by providing their comments again and again and again, that the only people who are playing the commenting game are the ones with a very deep vested interest in seeing a particular outcome in the process.

I'm sorry – these recommendations are minor but expensive fixes to a system that is more deeply broken than I think the report seems to admit. That is my personal opinion, of course, but it's a rather strong opinion. We need to rethink the mechanism for comments in such a way that we separate the filing of papers, the free-flowing discussion that we need and the processing of serious commentary into a form that the Board can actually use to make decisions. I think I've made myself unpopular with most the people present here, so I'll stop. Thank you.

Brian Cate:

Okay, thank you, Harald. We need to move on to the fourth section, but, Jean-Jacques, you're next please. We have about eight minutes left.

Jean-Jacques Subrenat:

Very briefly, just in order to placate my colleague on the Board, Harald, that's a realization of this kind of problem, which was I

must say, formulated in not as vehement a way as you have just done, but that was useful also as a reminder.

This has been brought to our attention and that's why we have our staff to develop a certain number of tools and yesterday we were given a briefing on the PPC, on the Public Participation Committee, where we were given a very interesting briefing on some of the toolsets which are envisaged.

The presentation we were given by staff was mainly about the refurbishing of the website of ICANN, etc., but it also includes tools which precisely accommodate your kind of concern, which is that the sort of run-of-the-mill comment which I think you called was "rubbish," that could be taken care of by some tools on some parts of the website more easily so that the more valuable policy-oriented stuff would be treated in a much more prominent way.

Brian Cute:

Thank you, Jean-Jacques. We do have up on the screen and we have just a few minutes, but would like to capture reactions from the Directors with regard to the fourth category of recommendations, please. Peter?

Peter Dengate Thrush:

It is not just about the false category. As you know, I'm a new member just joined in and I appreciate all the work that's been done here. But I get a feeling as a new member that there are 30 recommendations for the Board, and I would really appreciate from the ATRT to give an indication of priority. What is

important; what is less important? Or is it, in your view, all of those are important?

The other feeling I get is is there anything that you have found that the Board is doing right? And is there a recommendation issue continue to do? It seemed like a very negative report and is not the balancing site we found this positive. Maybe I didn't understand the brief, but it feels like this seeing this for the first time.

Brian Cute:

Thank you very much and your perspective as a new Director is very welcome. We think they're all important. This is our Charter under the Affirmation of Commitments. This is the first Review Team on Accountability and Transparency. All these recommendations map to the requirements of Paragraph 9.1 and we feel each and every one of these recommendations is important.

To put some color on some of the feedback we received from the community, I think in our discussions we recognized that some fixes might have to do with nothing more than perception or just minor fixes. And that the majority of the stress seems to come from the community saying, "I haven't been heard" or "My comments and inputs go into a black box and something comes out on the other end and I don't know what happened inside that black box."

So to put some color on what informed a large portion of the recommendations you're looking at was that feedback from the

community. At the same time in the- All we're looking at here is the recommendations. There is a complete report and I know that in certain instances we commended the good work that was done by the Board, like public participation in particular – Jean-Jacques and the work that his committee has done – we noted that the skills building on the Board – we recommended that that's been an undertaking that has been very positive with good results and encouraged to do more of that.

So we endeavored to recognize very good things that are taking place and to the extent that it came across as a negative report, that certainly wasn't the intent. Katim?

Katim Touray:

Talk about losing it. Brian, if I may jump to recommendation 30, which is the overarching recommendation – I was really glad to see you mention the need for having what you call a regular schedule of internal reviews. But what I'd like to suggest that you actually go beyond that. Rather than talk about schedule, to actually talk about policy on internal review.

And I say this because just about a month or two ago, I submitted to the Board a one-page brief on evaluation which I think is a function that really needs to be developed and looked at more strategically in the organization. Because once you have the policy then things like schedules and budgets and the whole mechanism about the internal management and evaluation function would actually fall in place. But I think this represents a very good start

and, like I said, I just want to encourage you a little bit more. Think about it in a more holistic perspective rather than just looking at schedules of the reviews here. Thanks.

Brian Cute: Thank you. Before we close, any other reactions? Dennis.

Dennis Jennings: Could I just make a point that what you've heard are individual reactions by individual Board members and the Board as a whole, for example, may not share my enthusiasm for these recommendations. So, yes, you have heard individual responses, but obviously, we need to have an opportunity to consider as a Board, as a whole, and to provide a Board response rather than the individual responses. Thank you.

Brian Cute: Understood. Thank you. Any other comments? Okay, well, to all the Directors and to Peter, thank you very much. This has been a very, very constructive interaction. We'll have a public session again tomorrow from 2 to 3:30 and we'll be working with you as we drive toward final recommendations by December 31. Thank you all.

[End of Transcript]