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LOS ANGELES – BWG NomCom Report  
Wednesday, October 15, 2014 – 11:00 to 12:15  
ICANN – Los Angeles, USA

UNIDENTIFIED MALE: This is the BWG NomCom Report in Constellation room, October 15, 2014. This session will run from 11:00 to 12:15 local time.

GEORGE SADOWSKY: Good morning, everyone. I'm thinking about delaying just a few minutes more because there were two postings for the timing of this session. One was 11:00 to 12:15, and the second was 11:15 to 12:30. So as a result, there may be a few more people that will be coming. We'll start in a couple of minutes. Thank you.

Good morning again. I think those of us who want to be here are here, so let's start. This session is the session on the Board Working Group to look at the size and composition of the ICANN Nominating Committee, so if that isn't what you want to hear, you're probably in the wrong room and this would be a good time to leave. But if you do want to hear it, stick around.

My name is George Sadowsky. I'm a member of the Board of Directors and I'm the Chair of the working group. With me at the podium here are two members of the working group. On my left and your right, Ray Plzak, and on my right and your left, Mike Silber. The fourth member of the group is Ram Mohan, and he is detained elsewhere.

Could I have the first slide, please? Who's running it? Okay, good. Fine. You already know that, so let's go to the second slide.

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*Note: The following is the output resulting from transcribing an audio file into a word/text document. Although the transcription is largely accurate, in some cases may be incomplete or inaccurate due to inaudible passages and grammatical corrections. It is posted as an aid to the original audio file, but should not be treated as an authoritative record.*

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The report that has come out, and which you've no doubt all read, is about ten pages. It contains the initial output of our working group. This has been misunderstood by a number of other groups we've met in the course of the week as being cast in concrete, in addition to the Bible or the Koran or whatever your holy book is, and it's something which cannot be changed. It's very far from that. It's essentially a way of us casting an issue in a very different light than has been cast historically, and we're very interested in comments.

The comment period for this, which now contains five comments, and we expect a lot more but that haven't been filed yet, was supposed to expire on the 21st or 22nd of October, and as a result of some of the interest that's been expressed in other meetings, we're extending it for one month. In fact, we should probably extend it to the end of November. But the thing is we're going to give the community plenty of time to react to this so that we get the best thoughts that we can in the process of continuing to revise and to suggest to the community.

Consider this an initial proposal, and I would say this: that if you think you have a better one, by all means, don't hide it, make it available, share it with us, and if you can convince us that it's better, we'll adopt it. I want this to be an open discussion.

It's a really important thing, too, because the NomCom selects the leaders of half the Board and provides liaisons and input to both the GNSO, the CCNSO, and the ALAC, and in a number of cases, the people that the previous NomComs have selected have risen to be leaders of their various constituencies. It's an important function. It's sort of a

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background function that isn't very visible, but it's really important and we really want to make sure to get it right.

Why are we here? Why did the Board Working Group exist? In 2002, which is essentially pre-history in Internet times, the reorganization of ICANN established the Nominating Committee as it exists today. There was one review of the Nominating Committee, which ended in 2010. We received a report with a number of recommendations. One of the recommendations was to go back in three years from the time, from 2010, which is 2013, and revisit size and composition, because there were issues regarding the size. Is it too big? Is it too small? Where do the people come from? How are they selected? Etc., etc.

That was a good recommendation, and as a result, Ray Plzak, on my left, who's head of the Structural Improvements Committee, took up this recommendation and asked the board to establish a working group to look into precisely what the 2010 report recommended, so that is what we are doing now.

Notice that there are... How do I say this? It's a been a long time since 2002. In Internet time, it's two generations. In human time, it feels like it's two generations. It's been a busy period. The world has changed. The Internet had I'm not sure how many users in 2002. Maybe it was 10 million or whatever. It's gone up by several orders of magnitude. The organizations that were formed in the ICANN rebirth of 2002 are very different now. The ALAC, for example, didn't exist, and now it is a fairly healthy, robust organization that spans the globe. The ccNSOs were far less numerous, and now there are I don't know how many, but a lot. The GAC was small and untested.

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Pardon me?

UNIDENTIFIED MALE: 155.

GEORGE SADOWSKY: 155 ccNSOs now. What was it in 2002? Do you know?

UNIDENTIFIED MALE: Didn't exist.

GEORGE SADOWSKY: Didn't exist. So the world has changed, and the Nominating Committee has not. So this review is really important because there are clearly changes that need to be made. The issues that are before us are significant as a result of that.

Going back to the slide, the last bullet says, "Please provide your comments. Comment period closes November 5th." If we could change that, let's make it the end of November. We are in no rush. We have to get this right.

Next slide, please. Next. Who has the trigger? Larisa? Oh, thank you. Okay.

We've gone over some of this. We're good. Thank you. In fact, we have covered all of it, except the last bullet, which emphasizes size, composition, recruitment, selection functions. In fact, the Board

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Working Group took the entire composition of the NomCom and how it was formed to be the mandate that we addressed.

Next, please.

I'm sorry for the – what does that say? PowerPoint manages to surprise.

The overview is we looked at the effects on the NomCom structure. We wanted to rebalance, and rebalancing means that those organizations that we felt were underrepresented needed to be increased and the same on the downside.

We worried about the GAC representation, because the GAC has always been of two minds about participating in the NomCom, and in fact, they have not participated since 2006 or 2007, the reason being that there's a rule in the GAC, apparently, that no government can represent another government because of the sovereignty issue.

They had a representative in 2005, and then they realized that they had a representative and they were violating their own principles, so they politely declined. But the GAC representation could increase in the new NomCom that we're suggesting, if the GAC decides that the sovereignty principle can be altered or worked around in some way. I'm not sure it's going to happen, but we want to give them the opportunity, because they are part of ICANN.

In our proposal, the NomCom would increase from 21 to 25 to 27, depending on the GAC individuals.

Next slide, please. Okay.

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Here's a picture of the current composition of the NomCom, and you will see the balance issue immediately.

I can't read this easily. This is kind of fuzzy. What's on the first...?

UNIDENTIFIED MALE: ALAC.

GEORGE SADOWSKY: Thank you. [inaudible]

The first box, the purple box on the left, is the ALAC. They have five representatives. The GNSO has a lot, and it's factual in the sense that the GNSO does a lot of things and that they have registries, registrars, intellectual property, Business Constituency, the non-commercial organizations, the ISPs. There's a lot of functionality that goes on there. It goes on also in other organizations, but it's much more visible with respect to the GNSO because of the concentration on the naming address structure.

Then going across, the CCNSO has only one representative.

Thank you. What's the next box?

UNIDENTIFIED MALE: [inaudible]

GEORGE SADOWSKY: Thank you. The ASO. Maybe I should let you read it yourself.

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The ASO has a representative, the IAB has a representative, the SSAC has a non-voting representative, the RSSAC has a non-voting representative, and the GAC has this representative who may or may not come. Then there's a Chair and a Chair Elect and an Associate Chair. That's it. It's 21 members if everybody shows up. It's not unwieldy but it is large, and that was one of the reasons that the 2010 recommendation was to look at it.

Let me move on to the composition that's proposed in the paper, and you'll see a somewhat different picture – a picture, first of all, organized according to delegations, with some voting processes restricted in the delegations: the ASO with five members, the CCNSO with five members, each from a region, the GNSO with four members, the ALAC with five members, the technical community with three members now, corresponding to the IETF and the RSSAC and the SSAC. The IETF, of course, existed in 2002 and was recognized, but the RSSAC and the SSAC are now robust, solid contributing organizations to the [ISOC] processes. Then finally, the GAC.

The rationale for this was in effect the representation of the NomCom paralleling the structure of representation in the various organizations.

Now, did we get this right? Well, maybe; maybe not. Did we get the numbers right? Maybe; maybe not. That's up for discussion, and I'm sure that some of you will be ready to comment on it.

There were some other additions, and I'm not sure if they're on the next slide or not. Let's try it. Let's move to the next slide.

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Yeah. In terms of the selection process, we've done away with non-voting members. We see no reason why constituencies, components, organizations within the ICANN structure, should be penalized. Everybody works for the same goals. We should all be able to contribute. Then second, the voting should be conducted by delegation, not meaning that there is – sorry?

RAY PLZAK:

It's not a block.

GEORGE SADOWSKY:

It's not a block voting. Thank you, Ray.

It's not a block voting; it's that the delegation can split its votes any way it wants, but the delegation must get together and talk and about and agree how they're going to split the votes to go into the final tally.

Let's go to the next slide, please. Okay.

There are several other things that we're suggesting. We're suggesting terms of two years and no member allowed to serve for two consecutive terms. We have a case now where I believe it is correct that there's at least one person who has been on the NomCom for eight years. This, I think, runs counter to anyone's idea of fair rotation and participation by the community. We're staggering the terms within each delegation that has five members. That makes good sense.

There are clear qualifications and criteria for the attributes for the selection of the leadership role. In fact, there have been in the past.



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There's no question about that. But we're trying to sharpen them up a bit because we feel they're perhaps a little bit too vague.

We're suggesting a two-year chair term, with no chair allowed to serve for two consecutive terms, the chair elect position to be removed, and instituting a program of regular reviews of the NomCom chair performance.

Next slide, please. Is there a next slide? No, there's no next slide. Okay. Next slide, please. All right.

The resources and information. Here are the references that you can find out more.

Let's go back to the Q&A. I'd like first to ask my fellow committee members if they have anything to add or any specific points they want to make, and then we'll go to a Q&A.

Mike?

MIKE SILBER:

George, thank you. The first thing is I really wanted to stress this is a proposal. You'll no doubt hear criticism that this hasn't been developed in a bottom-up, multistakeholder manner, and I think we could have done better in our communication.

But this is a straw man. The intent here is not to move us toward action but simple to generate and provoke a discussion, because the other alternative was trying to provoke a discussion arising through a review

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process, and we didn't think that a review process was necessarily the best way of doing it.

The second thing is we've tried to collect our collective experience, Ray from the review perspective, George, Ram, and I having served on various NomComs. It is not a criticism of the current NomCom or the last NomCom or the future NomCom. It's our experiences and community interaction in terms of weaknesses in the current NomCom process.

One of the major concerns over there – and this was expressed in a meeting the other evening – is that currently the improvement in the functioning of the NomCom is thanks very much to the leadership of the NomCom, rather than changes in the structure of the NomCom, and the fact that we've got fantastic leadership today and hopefully tomorrow doesn't reflect on the fact that there may still be institutional deficiencies that we can improve, which means that strong leadership can even take it further rather than strong leadership just managing to keep it functioning and ticking up going forward. But if we can remove some of the underlying instability, then strong leadership can really help the NomCom flourish even more.

RAY PLZAK:

Thank you, George. Let me emphasize a couple of points that Mike made. One is this is not a Board proposal. The path that this took to get out to the community for comment was that the working group completed its work, gave it to the SIC, and the SIC gave it to the Board

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with a recommendation, “Send it out,” and the Board did that. They did not discuss it at all, and there was no intent for them to discuss it.

So there are many Board members that have formed opinions about this and they were not given the opportunity to comment on it, because what we wanted to was to get this to the bottom first and get this to come back in. That’s the path we took. We thought it was easier and better formed and shaped to put out something for discussion as opposed to, like Mike said, go through a review process or whatever.

One other thing to note is that this has no reflection at all on the current shape of the NomCom in terms of how it conducts its business, nor does it have any reflection to do with the leadership-induced changes that have been made, but they haven’t been institutionalized. It’s important to know that.

Some of the items that were in that long list of things that George pointed out are done as a result of the working group meeting with the last NomCom. We had a very fruitful session in Singapore, and we got some very, very good input. That included the leadership there and the new leadership of the NomCom. We didn’t do this in vacuum.

There was also a brief query made that we did to the SOAC leaders, but that was the only real preliminary type consultation, if you will, is what we had. It wasn’t meant to be the end all, but it was meant to give us a little check and maybe give us a little bit more thought process into this and producing it. So from that aspect, if you really want to look at it, there is sort of a multistakeholder start to this. It’s not four guys sitting

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around in isolation doing this. We did reach out, and individually, we did talk to other people too. So that's it.

What we really want to hear is we want to hear what you think, and I would really like to hear if you agree with the going-in assumptions. Don't criticize a solution if you haven't agreed with the assumptions. Disagree with the assumptions, because we may have made a mistake in what we assumed to be the case. That's where you need to start.

Also, the thing is that we really are looking for solutions, and so we really, really want to hear what you think in terms of solutions, and if you can't do it today – and we don't expect you necessarily to do it today – please take advantage of the extended comment period and provide us written comments. Thank you.

GEORGE SADOWSKY:

Thank you, Ray. Stéphane, Ken, two over here. Oh my god. Ron. Can one of you guys keep a queue? Mike, can you keep it? Is it okay? All right. Then it's Stéphane, Ken – well, maybe we should just go around. Everybody's out.

Okay. Stéphane?

STÉPHANE VAN GELDER:

Thanks, George. You've been so nice in your words about the leadership, and that's completely deflated all the harsh criticism I had.

No. I just had one question, if I may. The report you just gave us is a very comprehensive and useful insight into the way you worked. One of the

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things that I didn't see is any consideration of whether in the NomCom's drive towards complete independence that the current relationship between the NomCom and the Board in terms of the Board choosing the NomCom leadership is something you looked at.

If I want to be more specific in that question, I guess I would say do you feel there's anything that should be looked at in terms of possibly the NomCom itself choosing its own leadership rather than the Board, which the NomCom selects a lot of members to, choosing that leadership? Thanks.

RAY PLZAK:

Very quickly, we kind of considered it, but we decided to leave that alone. We certainly thought of what you just suggested, and that may be something that we need to look at. We also have to look at, in terms of process, how that would occur or when it would occur. The NomCom doesn't have a lot of time, so there may be something else.

Remember, we're also recommending at this point in time that the NomCom Chair is going to serve a two-year chair now and the NomCom underneath that Chair is going to be changing a little bit because membership will change.

If you want to put something together along those lines, taking those kinds of things in consideration, please do so and send it on.

MIKE SILBER:

Sorry. Just to be clear, so we're just going to take a person-by-person --?

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UNIDENTIFIED MALE: Yeah, I think so.

MIKE SILBER: Just so people know where they are in the queue or not to speak up if they need.

UNIDENTIFIED MALE: I'm a new appointee to the NomCom. I'm very new to this, so forgive me if I lack experience in the NomCom process itself. I apologize.

One of the things that I saw which struck me, and I understand that – I like the fact that we would have a chair which would have an extended term. There's a lot of work and experience that goes into it. I think those are good recommendations. The one that struck out for me was the reduction in the GNSO representatives, and I'm not just speaking for myself. I think there will be a lot of reaction from many people within the community. The NCSG is representative of a large part of the community in some senses, and eventually, if it gets one vote, it has diversity within it. The CSG has diversity within it. We have a different community developing with the changes in the registrar/registry community as well.

I think what I heard when I was going through the process of being appointed was, "Look, the NomCom requires a lot of diversity, it's a lot of work, you need a lot of people, hands on deck," and when you say that, I think reducing numbers and reducing diversity and reducing skill sets may actually be counterproductive is my first thought. I don't want

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to be critical. I'm just thinking that that's the thought that comes to mind when I first think about it. Thank you.

GEORGE SADOWSKY: That's a point that has been made, and it's well taken. I hope you can give us a way to get around that and have those diverse elements of your community represented.

Ron?

MIKE SILBER: Sorry. At the same time, not wanting to create a committee of a hundred, because we also want to create some degree of equality. So as the GNSO numbers go up, other communities are going to say, "Well, why not our numbers go up?" It creates an interesting situation.

GEORGE SADOWSKY: Thanks, Mike. Ron? Go ahead.

UNIDENTIFIED MALE: Just very quickly, I think that some of the numbers I saw do need to go up, to be fair, to re-balance it out.

MIKE SILBER: Like the one representative from the CCNSO?

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UNIDENTIFIED MALE: Possibly. I mean –

MIKE SILBER: But at the same time, we also struggled to find one person to represent the CCNSO in the NomCom. I believe the [ASO] has similar issues.

GEORGE SADOWSKY: Okay. Ron?

RON ANDRUFF: Thank you, George, and thank you very much for that very clear presentation. It is a shame that the communications were a little off and that we weren't aware this was a straw man proposal, because if we want to build consensus within the community, that was a good way to do it.

Actually, I'm sorry I didn't introduce myself: Ron Andruff of Business Constituency and the Chair Elect 2015.

At the top of your presentation, you said some words, and it kind of struck me. The quote was, "If you've got other ideas, convince us it's better." I'm not sure about what that means, because I would think that at this stage of the game, the ball's in our court, we really have to come up with something.

I guess what I'm saying here is my sense from the community is that the provocation that you put out there, it worked, and there will be a lot of



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pushback on the straw man proposal because many people have the sense that if it ain't broke, why are we trying to fix it? So I think there will be a lot of thoughts on that, and that's going to be very good thing, because that's really what we're all about here, dealing with every fact and every thought and coming up with something better.

I just wanted to come back to this "convince us it's better." Will this go through a working group, because there's going to be a lot of thoughts coming back? How will we then process all of these thoughts? Because with all the constituency responses and so forth, where would it go from there? Have you any idea how that will flow? Thank you.

GEORGE SADOWSKY:

I think it was yesterday, there was a discussion about what does it mean for a process to be bottom-up, and my sense was that the best answer given was it doesn't have to start at the bottom, but every time there's any significant change, it has to go back to the bottom and start up again. My guess is that if we come up with something that's significantly different, and there's a good chance we might, then it's going to go back to the bottom.

RON ANDRUFF:

Would that then go to the GNSO Council and they would do a working group? I'm just trying to understand how you would see this.

MIKE SILBER:

Why do you have an obsession with the GNSO?

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RON ANDRUFF: No, Mike, that was not an obsession. That's just to understand how will the process go? How were you thinking [inaudible] committee?

GEORGE SADOWSKY: I have not discussed this with the committee. My sense is that if we have something that is significantly different, we really need to get community input again, and the whole community, because the whole community is affected by this.

Yeah, next? Please introduce yourself. I don't recognize you, but that's my eyes.

CARLOS RAÚL GUTIÉRREZ: I'm sorry, George. Carlos Raúl Gutiérrez, now with the GNSO Council, NomCom appointee to the GNSO Council. Thank you very much.

I couldn't agree more with Mike Silber's comment that we should always look for more balance, and although we strive for geographic balance, we could take a closer look at geographic balance in the Board, in the ccNSO, in ALAC, in the GAC, so I think this is a very important principle that I agree with.

But based on my short experience with the GAC and the Accountability and Responsibility Review Team, which went deeply into GAC issues, what I see right now facing the GAC is on the one hand, a deep interest from all sides to involve more the GAC, is one hand, deep interest for all sides to involve more the GAC, not only early engagement in policy

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development but having GAC participating in working groups, in cross-community working groups, and I think this is a very important tendency that we have right now. But on the other hand, we have not solved a few internal issues in the GAC.

We still have a GAC that has two separate secretariats, one independent, the other one provided by staff. We have not went deeply enough into the discussion of the independence of the GAC. We have a serious growth of governments participating in GAC, which is also to be welcomed, but still the word intersessional in the GAC, it's a mantra. They work only for the meetings, and very few countries are engaged into permanent work along the year.

And last but not least, after all this growth and all this discussion and issues that we are facing of great importance for the future, we have a new leadership in the GAC.

So my question to the group is, do you think this is the most relevant discussion or the most relevant point to address in terms of the overall view of the GAC right now, or is it not going to create too much noise and we are going to miss a more wholesome approach? Thank you.

RAY PLZAK:

Thank you. Quite frankly, we had a discussion about whether to include the GAC in this or not to include the GAC in this. We had to do one or the other, and we knew that if we didn't include the GAC in it, some people in the GAC would say, "Well, why did you exclude us?" So we opted to put the GAC in there and let the GAC decide if they want to opt out.

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This is not a demand or a requirement for the GAC to participate. It's there for the GAC to have an opportunity to one more time think about how or if they want to participate in this process. Like I said, we could have left the GAC off of this entirely, and I know that we would have gotten people in the GAC saying, "We want to be in there. Why did you exclude us? Why are you not thinking of us as part of ICANN?"

It was a two-way street. We had to pick one way, so we picked the way we did.

GEORGE SADOWSKY:

I presented this to the GAC on Monday, I think. The first reaction was, "Why are you only giving us three? We want five." The second reaction is, "Why are you only giving us three? We want five." The third reaction was, "Hey guys, on the basis of sovereignty, we can't get any." So we are waiting for the GAC's response. We may wait a long time.

Yrjö?

YRJÖ LÄNSIPURO:

Thank you, George. You say that the world has changed, that ICANN has changed, but the Nominating Committee has not changed. I would argue that the Nominating Committee today is a pretty different animal from what it was in the beginning. Since the Nominating Committee is able and free to develop its own procedures, this means that there has been a lot of internal development, even over those four years I have been involved in NomCom.

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Actually, with the present system, there's actually quite a nice continuity from NomCom to NomCom, so that these changes and this development gets institutionalized in a way, in an informal way. Now, of course, it's good to institutionalize the things even in a formal way, but the starting point should be the development that has happened up until now and not a sort of theoretical construction.

A couple of points based on my experience. NomCom now is pretty big, and increasing the size will not be a very good thing for the type of work that the NomCom performs. I understand the principle for regionalization, but I think if the aim is to get a regionally balanced crowd for the various positions, the best thing is to increase recruitment and outreach, because whatever the composition of the NomCom is, if the candidate pool is lopsided, then it doesn't help much.

Now, in this report, there's a lot of talk about voting and these intricate voting arrangements. Actually, for the last four years, each NomCom has voted only once. The formal vote is taken on the final slate, and for four years, it has been unanimous. The work method is straw polls and intensive deliberation and discussions under total confidentiality, and the aim is consensus rather than decision by majority vote.

I'm very much afraid that these changes that are now proposed will lead to a different type of NomCom procedure, a sort of United Nations-type of battle between delegations rather than the consensus approach we have now.

Last point: the leadership team. The present setup has been there for three years, with chair elect. At least for two years now, we have very

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good experience from that, and my question is why dump this approach without any evaluation that I'm aware of of how it been working?

A positive point, at last: it's very good to do away with this artificial distinction between non-voting and voting members, especially since we actually don't vote.

GEORGE SADOWSKY:

Thank you. I chaired the NomCom for three years, and in two cases, I believe, consensus was the rule. In the third case, it was not, and I had to deal with a rather fractious situation.

Thanks for your comments. It's true that the NomCom has changed in terms of the rules and the things you've done, for example, interview selection. I think that's been an improvement, and I'm sure people feel better about what they're doing and the results they're getting.

One thing I'd like to point out, independent of your comments but I think compatible with, is that the NomCom is not a representational body. That is, when you walk into the NomCom, you leave your organizational affiliation behind. So in some sense, it may not matter as much where you come from if in fact you faithfully obey that rule to leave the organizational affiliation behind and work for the good of the ICANN organization as a whole.

Do you want to comment?

UNIDENTIFIED FEMALE:

No.

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GEORGE SADOWSKY: I'm going to have trouble addressing the Associate Chair – no, sorry, what are we called – right now, and I certainly don't want to worry Ron about becoming unemployed, so I'll pass for that for the moment.

RON ANDRUFF: Thank you very much, George. I appreciate that.

GEORGE SADOWSKY: Next, please?

SÉBASTIEN BACHOLLET: May I suggest that you take the people who are standing up, because it's not fair to have them waiting for half an hour and you find another solution?

UNIDENTIFIED MALE: Everyone in the room can speak.

MIKE SILBER: My suggestion is those people who are standing at the microphone seat themselves. I'm sure that they can remember their order. Sit down, and when we get to the people at the back of the line, we'll get to all of you.

UNIDENTIFIED MALE: You haven't announced the order.

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KEN STUBBS: That’s right. That’s the point. It started out Stéphane then Ken, so I stepped up here.

MIKE SILBER: Apologies. George did indicate that he wanted to do a *tour de table*, so apologies if that wasn’t clearly indicated enough. But Sébastien’s point is well taken. We do apologize for keeping you standing. When we get to the seated section at the back, you take your order in turn. Apologies.

GEORGE SADOWSKY: Yeah. Thank you, Ken. Apologies. I thought I’d said that clearly but maybe I didn’t.

Next, please?

BRENDEN KUERBIS: Hi. Brenden Kuerbis from the NCUC, a representative of the NomCom. Thank you for putting up a straw man proposal. Often, we find ourselves talking about process, and it’s so refreshing to actually see something on paper that we can beat up on for a while, so that’s nice.

I’d like to get a little more into the rationale that the group that authored the paper had for creating parity amongst the SOs in terms of their influence over Board seat selection. Currently, I estimate the Board deals with about 80% names policy issues, right, so was the group



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kind of anticipating that the Board in the future would have a greater role or be dealing with more policy issues emanating out of the other SOs? Can you give us a thought about that, and if so, what was the basis for that?

MIKE SILBER:

I don't think that's the idea at all. Strangely enough, the ccs actually deal with names, and bizarrely enough, the ALAC deals with a number of issues across the board. The idea was to generate more parity to recognize the importance of various sectors of the organization. It wasn't in any way to suggest that the Board was going to get more involved in the numbering space and therefore we needed more numbering people on the Nominating Committee who don't only select for the Board but select for the other ACs and SOs, and that was a far broader reason for trying to achieve parity.

It was also a question of trying to achieve a bit more geographic parity, not because the people on the NomCom aren't doing a good idea, but to assist with recruitment in other areas as well as bringing through the understanding, because skill sets are not always translatable, as somebody mentioned to me the other day, the notion of pairing people on the Nominating Committee.

Somebody who comes from a not-for-profit background may understand a CV that comes from a candidate from a not-for-profit background far better than a business person who's not going to understand the history and experience. I would suggest similarly, somebody who comes from a developing country may have a better

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understanding of a CV, even if it's not their own country but somebody from a developing country as compared to somebody from a developed country. The idea was to generate more parity and to stop treating ICANN like the "GNSO Show."

GEORGE SADOWSKY: Thank you, Mike. Next, please? Cheryl? Bill?

CHERYL LANGDON-ORR: There's a lot I'm quite comfortable with in this document. There's a few things that give me considerable pause, and I am passing because I think my views will be reflected in the room.

GEORGE SADOWSKY: Thank you, Cheryl. Ken?

KEN STUBBS: Thank you. My name is Ken Stubbs. I've been on four separate Nominating Committees. I'm concerned about the straw man proposal, and I'm going to start a little differently. I'm sorry you don't have the proposed composition up on the board.

George, one of the things that we really pressed hard is that people who are appointed to the Nominating Committee are appointed with the idea that they can provide a perspective on the selection of people who would be best competent to manage the directorial function of the

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organization. It is not a situation where they're looking for somebody who would look out for their interests on the Board.

I have trouble understanding the concept of delegations, because to me, that implies a push towards block voting, number one. Number two, when you make a specific comment where the delegation would decide how to split its votes, it implies that the delegation is working together to evaluate the competency of the candidates.

I don't believe that's how the Nominating Committee was designed to work. It is supposed to be an opportunity for the various members of the committee to provide a diversified input in helping the body arrive at some sort of a consensus, a general comfort level with the candidates before him.

I think this, on the contrary, and I think if you spent more time talking to members who had been on the committees in the past, and I take Yrjö's comments quite to heart there, I think you will find that that approach won't approach.

I'm not going to spend a lot of time about the emphasis. I respect Mike's comments with regards to recognizing the importance of diversity in terms of organizations. At the same point in time, I think it's extremely important to make sure that we recognize the functions that the directors will be applying their skill set towards.

Maybe I'm wrong. I'd like to have somebody make the case for the fact – let's say that the RARs require a significant amount of attention from the Board in terms of Board activities, and the same with the ccSOs. I

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think that it's important to recognize the value of these organizations and how closely tied they are to the core functions of ICANN.

At the same point in time, I do feel that you're diminishing the value of the principal operational areas that ICANN's involved with. I'm going to let someone else speak to it. Thank you.

GEORGE SADOWSKY: Thank you, Ken. That queue can reform now, either singly or altogether. Either way. Fatimata?

FATIMATA SEYE SYLLA: Fatimata from NomCom. I would like to thank you for your work, and I really appreciate your thoughts towards involvement of regional balance within the composition of the NomCom. But I have a question regarding delegation for the decision-making process. How did you come to that solution? Because we're getting many questions from our region about the delegation voting that you're suggesting in the report. What is the underlying justification for that proposition? Thank you.

RAY PLZAK: I'll say a few words. First of all, the basis that we used for identifying membership was based upon the current structure of those organizations. It so happens that the ALAC, the ccNSO, and the ASO are organized regionally. It wasn't the intent to create regional balance necessarily. It happens because that is their structure. The GNSO is organized along – for lack of a better term – interests, and they only have four of those. So that was the structural organization.

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We thought that by composing people into delegations and giving each delegation the same number of votes, that we would then be providing a parity of voting across the delegations, as opposed to the GNSO having four votes and everybody else having five votes. That was part of the rationale for it.

One of the issues that we were faced with is that the way the bylaws can be interpreted, based upon the composition of the current NomCom, is that every time a new constituency was added – to the NCSG, for example – they get another seat. With the advent of new gTLDs – lots of them – then it’s conceivable that there will be a lot more constituencies, and therefore, under the current way it reads, the demand is there and can be reasonably made that every time you form a new constituency, you get another seat on the NomCom. So we had to find a way of looking at that.

Now, we’re not claiming that this is the perfect solution. This is a solution. If you can produce an organization that looks like that, in terms of giving what we want to have, some parity, fine. What we don’t want is a disproportional what amounts to representation. That is the biggest problem.

We also felt that by looking at it from a delegation standpoint, that if you go back and you read the actual language in the bylaws, it says the duty of the NomCom is to provide Board members at large – not from the “At-Large” but at large. It clearly states that. It clearly states at least 50% of the Board members, actually the way it reads, will be at large, and then it says that the SOs can appoint members, but never to exceed what is coming from at large.

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If you remember, before the NomCom existed, there were global elections, and we know how well that worked. That's how the NomCom had its impetus to start with. So we are looking for a way where the entire community can select people for the NomCom and be able to do it in what amounts an equitable manner.

GEORGE SADOWSKY:

Thank you, Ray. We have half an hour left, according to one of the schedules that was published here and which I propose to take. I would say I think we can finish this queue in the middle and also go down the side if people can be sharp and to the point. By the way, this is not the last opportunity to comment. We have a comment period that's now open until the end of November. We want to hear this, and we want to hear better solutions to the issues and problems you've heard here.

Thanks. Next, please?

TONY HARRIS:

Yes. I'm Tony Harris, speaking on behalf of the Internet Service Providers and Connectivity Providers Constituency. We will be submitting comments as a constituency, and I take back with me also the fact that you also want proposals for solutions, not just criticism of what you've come up with.

I'm not here at the mic to criticize. I would simply like to point out – very briefly, so other people have a chance to speak – that this proposal as it sits is actually sending a message that participation in the NomCom for election purposes for the entire commercial stakeholder group,

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which includes the Intellectual Property Constituency and all their interests, the Business Constituency, which is business users, business solutions providers, hardware, software, and the ISPCP, which includes infrastructure and connectivity providers, we will have one vote out of 26 or 27. I don't remember the figure you mentioned. There does seem to be some disproportion here, but I leave that with you and your wisdom. Thank you.

GEORGE SADOWSKY: Thanks. Next, please?

MATT ASHTIANI: We have a remote participation question from Steve Metalitz. Steve asks: what advantages did the BWG perceive in requiring voting by delegation rather than the committee as a whole?

MIKE SILBER: I think it's been explained, but the one thing I wanted to make clear: the idea was not to remove voting by the committee as a whole, but the idea was to create multiple points requiring consensus-building within the team. Now, I know that Yrjö has spoken about it, and you're right, Yrjö, there is an attempt to build consensus, but this was intended as an additional safeguard of building consensus in delegation before that consensus is expressed to the rest of the team.

It may not be necessary in the way that the current NomCom is working, but the feeling was that this would protect going forward against a

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possibility of a fractured NomCom. It doesn't mean that it's fractured right now. That was the thinking around it.

GEORGE SADOWSKY: Thank you, Matt. Thank you, Steve. Next, please? Roberto?

ROBERTO GAETANO: Roberto Gaetano, individual Internet user. I go straight to the point. I will submit a more detailed comment. My question is: have you given any thought to have in NomCom a representative from completely outside the ICANN world?

I'm just saying this because you have observed rightfully that the Internet is changing, and therefore has changed in the last ten years. That came up, for instance, with the accountability group that is going on, with the IANA delegation thing. The issue of looking outside what is already represented in ICANN came up several times, so it might not be bad idea to have some sort of mechanism within the NomCom. I have no clue how this could be eventually organized, but it is a thought that could have some merit. Thank you.

GEORGE SADOWSKY: Roberto, thank you. It's an interesting idea. It has come up, and maybe if you thought about it some, you could suggest ways in which it could be explored further – or anybody else here. Thanks.



MIKE SILBER:

I'd just like to add that in the past, the NomCom has tried to include some representatives from outside of the parties at the table – in particular, I'm thinking of the academic community – and we had a real problem in terms of then who do we get to select from the academic community? Given that there's a little bit of free travel involved, there may be some advantages. We then had some difficulty in actually generating appropriate nominations that weren't just somebody in the community who had some academic interrelation or had an academic background using the academic position to try and shoehorn another person onto the committee.

I think it would really be desirable. I think it's fantastic, and that's the idea of the NomCom, is to try and bring some of the people who don't have a seat at the table into helping select a Board as well as representatives onto the SOs. But I'm not sure how it can be done. So from me, you have no objection to the principle, but just a whole lot of questions about the practicality of the implementation.

ROBERTO GAETANO:

Don't mention the academic community. It was my nightmare when I was chairing the BGC. Thank you.

GEORGE SADOWSKY:

Greg?

GREG SHATAN:

Hi. Greg Shatan from the Intellectual Property Constituency, but speaking for myself. A couple of points. First, it appears to me that you

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may be solving problems that don't exist or anticipating problems that may never occur, and by doing so, creating problems that will actually exist.

For instance, with regard to creation of new constituencies, while we're fairly far through the process of the first round, my understanding is that only one new constituency has been created since the previous NomCom reorganization. One other was attempted and was not accepted, all within the NCSG framework, and that I've heard of no new constituencies being floated or suggested for the commercial stakeholder group framework, and I believe that the registries and registrars are not allowed to have constituencies. I think there's no real problem here there.

On the other hand, the structure that has been suggested creates other real problems. It's important to keep in mind that the Commercial Stakeholder Group is an administrative construct and not a truly functional singular body. The three groups that comprise the stakeholder group function separately, and almost all of the work of those groups takes place within those groups.

Those groups have very different points of view, and effectively the voice of the ISPs would only come to the NomCom for two years out of every six. The voice of the business users would only come to the NomCom for two years out of every six. The voice of the IPC would only come for two years out of every six. There are times when the organizations will come together. There may be times when they're aligned, but they are separate organizations, and the fact that this

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structure has been created to house them should not be confused with having created a single group.

I think it's important that we and the ISPs and the BC keep a direct voice, otherwise we're getting two levels of homogenization. First, these three groups have to homogenize their view, and then we further have to homogenize it in a delegation with the GNSO, which includes groups with whom we have very real and very significant differences.

Obviously, the GNSO Council works, up to a point at least, so it's a working construct, but the idea that those voices have to all kind of somehow come to a point really takes away so much individual flavor. The delegation concept also takes away the ability of consensus and coalitions to form across those individual bodies that constitute delegations and instead kind of packs people like eggs into little packages, making it actually probably more difficult in a sense to form consensus that goes across the groups. Thank you.

GEORGE SADOWSKY:

Thank you, Greg. The point's been well made by every group in the Commercial Constituency.

MIKE SILBER:

George, can I just respond to that? I think the points are all completely well taken. My challenge, and the challenge we faced, and the challenge I put out to you when you're submitting comments, is how do we do all of this without creating a Nominating Committee of a hundred people? Can I suggest we do that in the comments?

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GREG SHATAN: Absolutely, I'll do so. I'll just suggest that the Noah's Ark approach is not the best one. Thank you.

GEORGE SADOWSKY: Let's go down this line. Don, do you want to start?

DON BLUMENTHAL: Why not? As I'm the first –

GEORGE SADOWSKY: I'm sorry. Was there anybody else in the standing queue who didn't make it to the microphone? Okay. Don?

DON BLUMENTHAL: Don Blumenthal, even though I may not sound like me right now. I'm Registry Stakeholder Group representative on the NomCom. I'm going to keep my points very high level because I'm preparing the Registry Stakeholder Group comment right now, but I will throw in a couple of points that are mine alone.

First off, I appreciate the extension of the comment period. This afternoon was going to be devoted to sending out my draft to the group, and I've picked up a lot of points here that have changed my thinking, that have raised some new issues, so having the extra time is really going to contribute to the quality of what we do, I hope.

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Again, high level. I was on NomCom this year for the first time, and I was surprised at the low level of representation by some groups – ASO, ccNSO specifically – so I don’t question some realignment. But very honestly, I think the drastic change with regard to the GNSO, as Ken suggested, does not take into account its real impact on the organization, how much of the resources of the organization come from the GNSO and policies are framed by GNSO interests.

I’ll add – and this is one of the thoughts I just had – that the ISP, for example, Constituency is a GNSO group, but I would suggest that ISP concerns that may be raised by that group cross all boundaries. I’m not sure it’s quite so clean as it might appear here.

I’m not sure about the recommendation concerning NomCom appointing representatives for other groups, such as the GNSO. To be honest, as a NomCom member, it struck me as a little bit bizarre that the GNSO is appointing the Board and we’re appointing GNSO members to the Board. I just don’t understand that concept.

This is a personal point, with complete respect to my colleague on the left. I’m not sure I understand why fundamentally very small organizations like SSAC or RSSAC are on the NomCom at all. I say that honestly from a position of ignorance. The people who are on the Board Working Group have a lot more historical knowledge than I do, and it would have been helpful to see a lot more background in general in this straw man for the decisions that were made. Maybe a lot of the questions that I have and that are out there could have been resolved up front, if not in the document, with links to historical documents that we could refer to easily.

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Finally, and this is kind of really focused in today, I really think the chair elect approach is a good one. I really think NomCom members should contribute to the selection of the chair and chair elect, assuming the second one continues.

GEORGE SADOWSKY: Thank you, Don. I just want to make one point, and that is that the NomCom has historically appointed members to the GNSO, ccNSO, and ASO – and the ALAC, I’m sorry – and the committee specifically checked with all present and past chairs of those organizations and said, “Is this useful? Should we continue to do it?” The strong response was, “Yes, you ought to continue to do it.” I’m not addressing of whether it’s appropriate or not, but I am saying that functionally it seems to work well.

Next, please?

DON BLUMENTHAL: If I can say real quickly, it works for them. I don’t think it works as a NomCom construct.

GEORGE SADOWSKY: Okay, thank you.

MIKE SILBER: Sorry. If I can just touch on something that Don raised, and that’s the question of the technical communities providing input on the NomCom.

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There's been a significant criticism over the years that the Board lacks technical expertise and that the SOs are not appointing technical people and that the technical community's ability is either as non-voting liaisons or trying to motivate for technical people through the Nominating Committee.

That's part of the reason why it was felt absolutely essential to have some of the more technical bodies having at least an ability to have a voice or an influence, because unfortunately, it's very easy for luddites like myself to be easily bamboozled by somebody's alleged technical expertise, not realizing that a few letters behind their name doesn't mean that they carry any respect. The idea was really to have people from that community being able to indicate that this person has and carries the respect of the technical community and bring that influence to the discussion.

GEORGE SADOWSKY:

Thank you. I'm afraid that the remaining people are going to have to compensate for the sins of their elders here. Can we go right along? Make the points. We love the points. We don't need the elaboration right now. There is a way of commenting until the end of November.

ROBERT GUERRA:

Robert Guerra, SSAC appointee to the NomCom. I'll just try to answer some of the questions that were thrown out by the three of you earlier and echo some of the comments earlier.

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In regards to the questions of assumptions, I think that tweaking the NomCom is helpful, because the organization is changing or evolving. I want to build on another comment: there is no formal way to take structural improvements that the NomCom may be doing and formalizing it. I think the report tweaked the structure, but in terms of other structural improvements that could be done to basically acknowledge changes that the NomCom has done already and put them, that's something that's worthwhile doing.

A couple of things that I have mentioned inside the deliberations of the NomCom that I can share is, one, the NomCom resets every term and there's a lot of procedures. We're actually going to spend most of the day resetting that, and having part of the procedures carry over would actually save a lot of startup time, and I think that's particularly important.

Finding ways that part of the institutional history that doesn't have to do with the candidates but other things and how that can be shared in an anonymized way could help, and that's something that the Board can do and was not included in this process and could be.

I think building to Yrjö's point, what is the outcome of the NomCom is to have very high-quality folks be appointed to the Board, and a key thing is that we have a good pool, and how to get a better pool isn't necessarily made in the report.

Something that's been done as well has been the improving of the strategic knowledge and strategic skills of the NomCom members, and I would say that's something that could be included.



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I'll finish with two quick comments. I think in regards to changes in the structure, I think there is going to be a variety of different points of view, and I think Ray, you mentioned it well in regards to trying to balance it out and giving perceived changes that happen. I think that needs to be articulated by the Board Governance Committee in more detail, because I have heard it in different ways, and the way you articulate it, you actually got me to pay attention. That's something that might be worthwhile.

In regards to the technical community – and I'm going to put a hypothetical here – if IANA were to be spun off, then IANA may want to be on the NomCom as well, too. So you may want to take a look at the technical community – not now but going forward.

I'll finish with saying in terms of implementing the changes, if all the changes were to implemented at once, it might be problematic, and so you may want to think about phasing specific non-controversial changes first, assessing that, and if they're successful, going forward. So a phased approach could be particularly helpful. Thank you so much.

GEORGE SADOWSKY:

Thank you, Robert. Next?

SARAH DEUTSCH:

Sarah Deutsch from the BC, and I'll try to limit my comments just to a few high level points. I've served on two different Nominating Committees. They were two very different experiences, and I think from a very big picture point of view, it's important to embrace here what is

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working well. So it goes beyond the excellent leadership we have. There are many good techniques and practices that I noticed that have made our NomCom work in a very collegial and consensus-based manner, and you all should be looking for what works and embracing those changes.

As a practical matter, the experience that the different CSG members in particular bring to the NomCom have been important. Each constituency has their own skill sets, and often you all ask us to select people not just with technical background but with different specific business skill sets, yet eliminating the people who understand how those businesses work in my view would be a mistake. Historically, it's been helpful to have some large businesses of all different types – ISPs, IP people, business people, large and small – evaluate your pool, especially for the Board candidates.

Then finally, I would just weigh in that it's important that the NomCom not be political – it was fantastic last year how smoothly things went – and the size today is already a challenge. You can see it today in this room just trying to get around the table to talk about this one issue. So making it bigger I think is really going to pose something significant administrative challenges for our leaders going forward. Thank you.

GEORGE SADOWSKY:

Thank you, Sarah. Next speaker?

JOHN McELWAIN:

John McElwaine. I'm the IPC representative to the NomCom, at least for a couple more days. I first want to thank you all for the amount of time

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and all the meetings I know you've done with the community. We had met earlier in the week, and I listened to that closely, so my question will be very brief.

The rationale is spelled out for a number of the different recommendations that you have, but with respect to the restructuring of the composition of the NomCom, the rationale is simply parity and diversity, and those are really outcomes – kind of getting to the point that Brenden was making. We need to understand to comment on that what was the rationale behind having the parity as set forth in the proposed composition?

GEORGE SADOWSKY:

Thanks. We will look at that. Next, please?

UNIDENTIFIED MALE:

Thanks, guys. It's a big job that you've been doing, and thank you for that. I will be very brief. First of all, I want to say that I agree with a lot of the points that have already been made by my colleagues from the 2014 Nominating Committee. I'd like to emphasize on outreach resources, which is not really addressed. I would like to repeat that SSAC and RSSAC voting rights should be allowed for a simple reason that Mike expressed. We need technical expertise.

I would like to emphasize the fact that it's only my first year as a NomCom-er, but I've seen process improvement, procedures debates, I've seen accountability and transparency through peer reviews and actions of the NomCom, and I think that we are on a good path.

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But I would like to tell you about the delegation votes. I will change my hat and take the hat that I have been wearing for 30 years within our governments. That delegation vote approach won't work, because as far as I'm concerned, I've never seen it successful, not the way it could evolve, for a very simple reason. It induces a compromise. Compromise doesn't result in strength. It depends on personalities, and that probably will result on unbalance. I think it's not even necessary to address that approach. We don't need it. It works well the way it works right now. Well, that's it.

GEORGE SADOWSKY:

Thank you very much for those comments. Next speaker, please?

SÉBASTIEN BACHOLLET:

I was in two minds in giving my point of view about the content, but I want to make another point. It's that is it so urgent that we need to devote so much time and so much energy on that when we have so much on our plate today? I suggest that we take this out of our table today and we come back when we will have done the important work on NTIA-IANA stewardship transition and when we will be done with the accountability, because the result of all that could lead to some change in the organization, and therefore change is needed in the Nominating Committee structure.

It's either too late or either too early, but I don't think it's the right time to put that on the table. My suggestion, once again, is take that out of the table as soon as possible. Thank you very much.

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GEORGE SADOWSKY: Thank you. Next and last speaker? Well, maybe not the last. Yeah, okay.

JOHN BERRYHILL: John Berryhill, Registrars Constituency and 2014 and 2015 NomCom member. I can understand Cheryl's preference for letting others speak first now, which is new to me, but I would like to just underscore Don Blumenthal's comment about committee input into the leadership. Having been in the Registrar Constituency for a number of years, I'm used to unwilling having Mr. Van Gelder thrust upon me.

UNIDENTIFIED MALE: Not literally, I trust.

UNIDENTIFIED MALE: That came out all wrong, I assure you.

JOHN BERRYHILL: Some people find that to be a very welcome thing, and I've gotten used to it.

Granted, the choices have been very good so far, but I can understand some pushback from that. I'd also like to enthusiastically agree with Miss Deutsch, because I always find it a delightful occasion when I find a reason to enthusiastically agree with her, on generally just the size of the committee. We like to talk, we have interesting views, and with 20 people, ten minutes going around a table is a two-hour exercise.

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The other aspect of the size of the group is information security. The Nominating Committee deals with a lot of confidential information. Everybody in ICANN has their one special ICANN friend who, of course, they can share confidential information with, and it becomes a geometric problem as well as reducing the social inhibitory effect of having a small group, each one charged with the care of confidential information, because there's a greater likelihood that you will get caught in a small group setting. The problem grows really super geometrically beyond a certain point.

GEORGE SADOWSKY:

Thank you. I'm reminded of an aphorism from Benjamin Franklin that says that two people can keep a secret if one is dead.

Next speaker, please.

[CHRIS]:

Well, George, all I can tell you is it's not me that can't keep a secret. It's the people I tell.

I want to just look at a couple of things. Hello? I have some sympathy with the point about delegation votes. I'm not sure that that would work. I need to think a bit more about that but I have some sympathy with that view.

But I wanted to address one other point, which is I think we may have a fundamental disconnect here about what the NomCom is supposed to do. I'm hearing people say that it's important that the GNSO has representation because most of ICANN's work is GNSO work. Okay, so

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shall we do it on the number of names, then? Let's look at the number of ccTLD names under management and the number of gTLD names under management. Look at it that way.

The whole point about the Nominating Committee is we get to elect two Board members from the CC, the Gs get to elect two Board members from the G. You might not like it, but that's what you get. And the whole point about the Nominating Committee is not so that – and I'm just using this as an example – the GNSO can up its count on the Board by influencing the people who are elected by the NomCom. It's supposed to be a body of people coming together in the best interests of ICANN to find independent “people” to come onto the Board with board experience. Now, if they happen to have technical experience, that's great. If they happen to have... etc.

But the way I like to put it is you should expect your elected representatives to be experts in their field. So my colleagues expect me to be an expert at ccTLD matters, then the fact that I happen to be a lawyer and a whole heap of other things is additional. What the Nominating Committee appointees should be is experts in particular fields that are important to have on the Board – not gTLD fields, not ccTLD fields, but things like technical, things like finance, audit, etc., etc.

Frankly, if we are a community, then it really ought to be relatively simple for us to come to an understanding that we should be represented and it's not important if a member of the ISP Constituency – I just picked that as an example – is necessarily on the NomCom as long as we trust each other and we get on with the job.

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I'm not commenting specifically on this, George. I have some views myself, but I'd like to see us all stop worrying about numbers and get on with the greater thing of getting good people on our Board. Thank you.

GEORGE SADOWSKY:

I couldn't end it better than that. We've heard a lot, and we've noted your comments. We're going to take them seriously. We're going to take comments until the end of November. We're going to take those seriously. Please don't hesitate to suggest anything you think will help us in our task, and keeping with Chris's comments, which I think are quite appropriate for ending the meeting, in mind.

LOUIS HOULE:

George. Sorry, I've been impolite. My name's Louis Houle for ALAC. Okay? I forgot to say.

GEORGE SADOWSKY:

Okay. For the transcript. I think we have a transcript. I don't know.

**[END OF TRANSCRIPTION]**