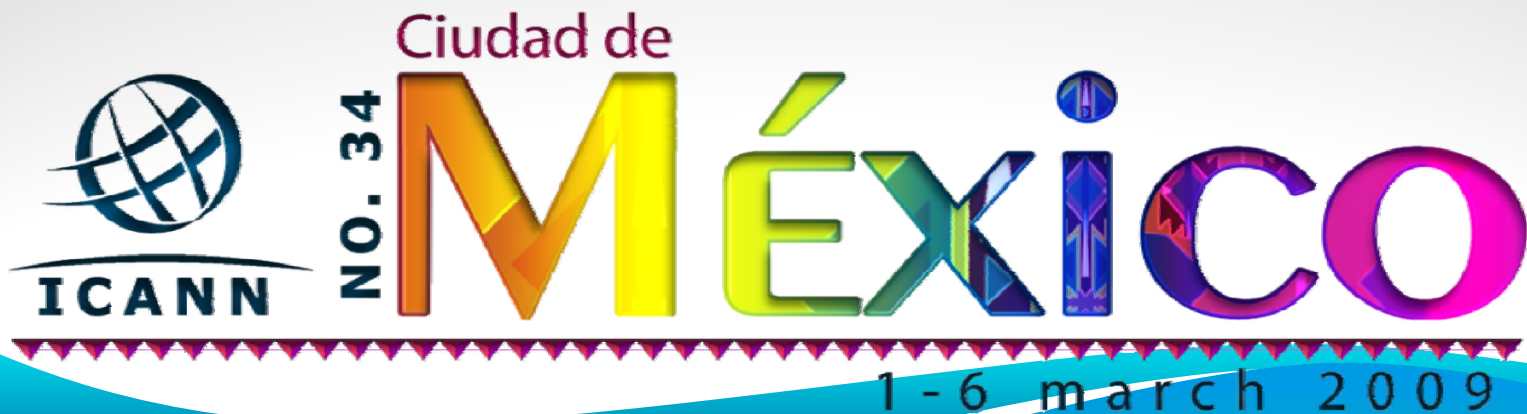


Review of the Board of Directors: presentation of review WG interim report

Roberto Gaetano, Chair Board review Working Group

4th March 2009



Timeline

- Although not stipulated in Bylaws, the Board decided to undertake a review of the Board (December 2006)
- Board review Working Group (WG) established in June 2008: Amadeu Abril, Roberto Gaetano (Chair), Steve Goldstein, Thomas Narten, Rajasekhar Ramaraj, Rita Rodin Johnston, and Jean-Jacques Subrenat
- Independent reviewers: Boston Consulting Group / Colin Carter & Associates, report issued October 2008 and presented at the Cairo meeting
<http://www.icann.org/en/announcements/announcement-3-02nov08-en.htm#reports>
- Public comments received 2nd November to 12th December 2008
<http://forum.icann.org/lists/board-review-report/>
- Board review WG interim report posted; public comment period opens after presentation
<http://www.icann.org/en/reviews/board/board-review-interim-report-20feb09-en.pdf>

The interim report

- The **interim report** presents the **current state of discussion and analysis of the Board review WG**, for presentation and discussion at the Mexico City ICANN meeting.
The WG seeks the views of the community on all issues discussed in this report.
- There are **opportunities for providing feedback** during presentation, by participating in this session online or by contributing comments through the public forum on the ICANN website that will be opened immediately after the presentation.
- The WG will **continue to consult with the ICANN community** over the coming months with a view to producing a draft of a final report for discussion at the Sydney meeting in June 2009.

General remark

Few comments suggested that reviewers did not understand the not for profit nature of ICANN

Reviewers have consulting experience with Boards of both for profits and not for profits.

ICANN values and unique governance model are different from those of for profit businesses and of many not for profit.

Lessons from other Boards' experiences can be however useful to improve Board's operations.

“In addressing the external reviewer's report, the WG will take each recommendation on its merits in order to determine whether it is appropriate for ICANN to implement.”

Key points for discussion

Reviewers' rec.1: to reduce the size of the Board

The WG recognizes the complexity of the issues associated with this recommendation.

It sees value in the proposals to reduce the size of the Board but has no firm views on how this might be made to work in the ICANN context.

The WG seeks further views of the community on this issue.

Reviewers' rec.2: move to fewer but longer Board meetings

The WG believes that the Board is already moving in this direction, and is very supportive of the recommendation to ask after meetings if Board is focusing on board work or is getting into management matters.

Key points for discussion

Reviewers' rec.3: consolidate the Board Committees

The Board has already addressed the ideas contained in this recommendation through its restructuring of committees at the end of 2008.

Other suggestions are being addressed by the Board Governance Committee.

Reviewers' rec.4: Broaden the skills of the Board

Recommendation already being addressed by the Board Governance Committee.

The Chair of the Board should represent to NomCom the Board position on the skills needed by the Board.

Support of proposals on training of Board Directors.

Key points for discussion

Reviewers' rec.5: make Board membership more sustainable

The issues contained in this Recommendation are complex, and in particular **the WG seeks further views of the community on a number of aspects related to Board remuneration and the timing of the seating of Directors.**

Reviewers' rec.6: build high performance culture at the Board level

The WG supports the initiatives suggested; most of the suggestions made are already being addressed by Board Committees.

Key points for discussion

Reviewers' rec.7: Strengthen the strategic focus of the Board

The WG supports all the initiatives suggested; discussions ongoing at Board level.

Suggestion to task BGC to clearly define the process of task delegation from Board to management; and to define monitoring processes.

Reviewers' rec.8: clarify the Board's accountabilities

The WG supports the initiatives suggested, ICANN is already moving in this direction.

The idea of stakeholders appointing a Board acceptable to all of them is worthy of further discussion with community.

Next steps

- **Public comment period** of the WG interim report (from now till 17 April)
- Issuing of a **draft final WG report** for presentation and discussion at the Sydney meeting
- **Public comment period** of the draft final WG report
- Finalization of the **final WG report** for presentation at the Seoul ICANN meeting