

Cheryl:

Hello ladies and gentlemen, just so everyone is aware of what the topic is for this next hour, we're honored to have members of the Structural Improvements Committee and indeed the Chair of the Board Governance Committee with us and members of that as well because there is an overlap to discuss and take a next steps discussion on the At Large improvements.

We all know and have heard horror stories about if we don't do the prior planning and the process planning and the proper things in the proper order how things can go terribly wrong and we can look to other review processes and the slow implementation that's been seen in those to learn lessons. That is something I believe we're trying very hard to avoid with the At Large improvement implementation.

Heidi is Seth on the line? Seth are you on the audio bridge?

Seth:

Yes I am hello Cheryl.

Cheryl:

Hi, Seth I'm not sure that the Structural Improvements Committee has had the opportunity to meet you. So by way of housekeeping if I could start by saying we love you and we would like to keep you. Thank you very much you're a very good buy particularly with Mr. Jennings sitting to my left, I think it's always wise to show him where return on investment actually is and Seth is one of those points.

Seth as manager for us in our process, I might just give you a few moments for a quick introduction and then I'm going to hand immediately over to Ray because he has some introductory words before we look at a very brief overview presentation. All the Committee members have got hard copy information in front of them and both the Chairs have additional information in soft copy. So anything we've prepared Seth they do have a copy of.

Seth:

Thank you very much Cheryl. I would like to say I'm very happy to be here and thank you very much. I'm happy to be participating in the effort. In the coming months, as Cheryl, Heidi and I have discussed we're going to be starting with basically the creation of a project plan, including an accurate budget. We aim to have that approved by the At Large community and to the Structural Improvements Committee within 2 months by your May meeting.

Next I'm going to be working I'm told on strengthening of the At Large working groups. And lastly, I'll be helping the working groups divvy up the various specifics on the ground tasks to implement the improvements. Other than that I think listening mode is probably best for me and as I said I very much appreciate being here. Thank you very much Cheryl.

Cheryl:

It's always a pleasure and I will now say to the public record that one of the parts I found delightful working with you is you literally jumped in the deep end and learned very, very rapidly how to swim. You're one of those people who don't believe there is such a thing as a silly question. Whilst you've occasionally said oh I'm sorry to bother you Cheryl it's never been a bother. And what we see and what the Structural Improvements Committee members who have previously seen our flow chart for our At Large improvements you'll see restructuring and much more simplification and much more strategic planning going through our processes since the package you got last time and that's all thanks to Seth.

Over to you Ray.

Ray:

Thank you Cheryl and for those of you that don't know me I'm Ray Paulsak. I am the current Chair of the Structural Improvement Committee.

First of all, from the perspective of the committee, we are most interested in those implementation actions as a result of the review that are going to require Board action. Those are the ones that if you will that we really care about because those are the ones that the Board has to act on.

Second thing is that I know that the real interesting and important thing here that is under consideration is how to move forward past the Board's recognizing the principle of placing a voting Board member from the At Large community on the ICANN Board. There are a number of issues around that that have to be taken care of and dealt with. One of the simpler ones is do we increase the number of Board members, voting members from 15 to 16 or do we do something different? So there are a number of other issues like that.

The Board is going to quickly resolve those that we can and get it on its way. There are some governance concerns around this Board position and I'll defer to Dennis to speak to those as Chair of the BGC.

Dennis:

Thank you, Dennis Jennings here for those who are participating remotely and I'm Chair of the Board Governance Committee and Vice-Chair of the Board. You would have known from the transcript that I had some concerns about the proposal and wanted to differentiate to make sure that this was a decision in principle so that we could consider the implications of this decision in practice more carefully.

I would like to say I'm very supportive of the principle and very confident that we will achieve it. But from a governance perspective there are a couple of issues or concerns which I think need to be considered and addressed.

Let's back up and ICANN is a multi-stakeholder organization of a corporation and a not-for-profit corporation. Now most corporations either have shareholders who have the ultimate control, our members who have the ultimate control and ICANN has neither. It's a very interesting organization from a governance point of view. This puts enormous responsibility on the Board to act in the best interest of all the stakeholders and to make sure that the roles that are played by the stakeholders are similar to those that are roles played by shareholders and members. And that the organization acts in a coherent fashion and that the people who have power and the power is to ultimately elect Board members who have oversight of this, that power as opposed to the power to develop policy, sorry to distinguish the two, that they are authenticated in some reasonable fashion by the Board.

If you think about an election one of the key things in an election is that you know who the voters are and that they're authenticated and there isn't a risk of capture. The slate of voters cannot be stuffed so the outcome is predetermined by some special interest. In general, in relation to the selection of directors it is true the components that comprise the Electorate are authenticated by the Board. It's a little vague in some places than other places.

So the concern is how is the Electorate authenticated? That is they have met some standard that has been reviewed by the Board and the Board has satisfied itself that that standard the processes have been met.

The second issue in relation to election is the election process. In ICANN, we have tended to devolve the process to the organization and not to manage too much about that because we have authenticated the Electorate. So that is my primary concern that I would like you to look at.

The other concerns in relation to the number of Board members and so on are covered more by the Structural Improvements Committee than by the Board Governance but at all times the Board Governance Committee will be looking at this from a good ICANN corporate governance perspective that's our responsibility. Thank you.

Ray:

Just to reinforce one of the things that Dennis said or implied is that the Board Governance Committee and the Structural Improvement Committee will be working closely together in this so that we can expeditiously move forward. And where it's necessary for the Board to take action put something forward in an effective and efficient manner.

Cheryl:

Thank you very much and might I thank you guys for taking the time to go over that, particularly with the remote participation. This is an opportunity for people in the rank and file, the end user we all want to engage and of course the Affirmation of Commitment wants to make sure that we can show we are engaging to also understand why processes have to go through certain ways.

The challenges I trust in the At Large Advisory Committee and At Large community white paper on reading that and I know some of you have had advance copies of that that the community has gone over in extreme detail in terms of where and how we have choices of electoral models. One of the major challenges is how those people are identified and certified and in whose name they are impelled to act. Back to you Dennis.

Dennis:

If I may comment on that I just had a quick look again at the paper. I had read it and I had a quick look again and I'm very impressed with the care you're taking. So all I'm doing at this point is flagging the concerns and leaving it to you. I'm not going to engage in a dialogue about specifics that's your job. But just flag there is a hurdle that I have that will have to be satisfied with. Thank you.

Cheryl:

I certainly think the majority in leadership position in the regions and indeed in the ALAC understand that very well and indeed one of the reasons we would like to take you through not just a review of where we are in our improvements process at the moment between where we were in Seoul at our last meeting and where we are now and what our immediate plans are. But focusing specifically on Recommendation 1 and 2, number 2 being the one everyone notices and that is the At Large appointed Board director.

There are other bylaw possibilities within the At Large improvements and we don't want to see those untethered. We do want to have things done in a coordinated sensible fashion.

Dennis:

Indeed and I didn't stress that but, of course, already a lot of work has been done to look at the bylaws and frankly where there are a lot of changes to be made, no major problem from a governance point of view appears to have come up. But I'll pass it back to Ray who is indicating that maybe someone...

Ray:

I'd like to point out that the report of the review of the At Large, the report of the review of the Non-Com and the report of the review of the Board have all got elements in there that come together and unfortunately they don't quite fit and they don't quite fit from a structural

perspective and they don't quite fit from a governance perspective. That is what these 2 committees are trying to unravel.

So if you will we're going to tackle that, Gordy and Matt and hopefully we don't have to use a sword to cut it half.

Cheryl:

I sincerely hope that is the case. Certainly I think it's very important from our community's perspective that we know you see the attention to those details and the recognition we have that in our milestones, for example, in our published documents they are contingent on certain things happening in a certain order and in a timely manner. And whilst we're not asking you to make particular commitments in any way, shape or form, we have had a meeting...the Executive Committee met with Marco and with JJ and we do know that advice was being developed to see where our processes are now at this point what the next steps are. We just want to ensure that when you're in a position to give us some feedback on that information, it's vital information for you but it's deeply vital information or parts of it, but there are bits in what I believe you have access to that without your permission, quite literally Ray, because our point of communication is between us and the SIC, we are going to see not milestones but stone walls.

That is not conducive to the community energy that has already gone into this process. Go ahead Ray.

Ray:

Yes we feel that it is extremely important to keep open lines of communication. We don't want milestones obviously to become stone walls and we also don't want them to become millstones around our neck. So we will do whatever we can to keep you apprised as appropriate to what is going on and certainly there is always room for open communication so we can get things done in a most efficient manner.

Cheryl:

Thank you Dennis.

Dennis:

One final thought on the governance issues, in our discussions the questions were asked how is this director going to fulfill the geographic diversity requirement that we have in ICANN? I'm looking at that and what we discover is there is method in the madness. That is the SC's appoint mid-year and then the nominating committee balances things out at the end of the year.

So the thought is that the director selected by At Large should be appointed in the middle of the year to give the Non-Com the opportunity to address gender, geographic diversity, and the other balancing issues. So just to flag that.

Cheryl:

In fact that was one of the preferred options recommended in the white paper. And you'll be delighted to know there has been no community argument or derision on that. We see that as absolutely important and our timeline, including for these first year's process is particularly designed to try and manage that capability.

Alan you wanted to speak t that matter?

Alan:

Not well yes but we can address some of Dennis's issues and I think we should at this meeting. But maybe you want to go through the presentation first. It's your call.

Cheryl:

No the presentation I can sit and have it with coffee later. I think we need to get the real conversations that communication you were talking about that's the priority.

Alan:

I can certainly talk easily on the first point of authentication and on the last point of diversity. The election process as you will see from the paper, we've already gone perhaps into more detail than we want to, to satisfy a number of communities. But we can certainly talk about that as well.

In terms of authentication, if you look at the current Board members associated with the supporting organizations the GNSO, ccNSO, ASO, all 6 Board members are designated as Board members selected by the supporting organization. And this actually selected by the supporting organization council. So the analogy to that in At Large is At Large is roughly equivalent to the supporting organizations, for instance, the GNSO including all of the members of the business constituency, the IPC, and so on and the council is roughly equivalent to ALAC.

I don't believe the Board goes to any great detail to authenticate members of the 2 councils; they all have their own internal processes of the SO councils. So you don't go and audit how the business constituency selects their council members and assuming no one has objected due process is followed.

Dennis:

Let me respond directly so we don't stack up questions. We don't but we do authenticate each constituency and each stakeholder group. We do authenticate each Registry and Registrar. We don't authenticate in a strict, an ALS and the RALOS. Now we have some lightweight but we don't authenticate and that's the issue.

Alan:

Well the RALO's there are memorandums of understanding with ICANN. So I'm not quite sure how one can authenticate the RALO any more than that.

Dennis:

Nor am I and that's a query I have in my mind and there is paperwork I have to read.

Alan:

Okay. Authenticating 5 of the members of the ALAC are selected by the Non-Com and I presume we are deemed to be authenticated implicitly, as much as half the Board is.

Dennis:

Yes that's where authentication formality just gets a little bit vague but yes I think we can see there is enough in the way Non-Com is constructed out of the component parts there is enough authentication. It gives me an opportunity to also say that a key role of the Non-Comm is to appoint independent directors and not actually all the directors should be independent. But the directors appointed by the SO's tend to be intimately involved in the business activities of the SO and therefore by definition aren't independent.

So and one of the corporate legal requirements is a majority of the Board members have to be independent directors. I haven't examined this in any detail. Again, I'm flagging that as an issue. So the question is, is the director selected by At Large, it's part of your structure that you make sure that they are an independent director, which I would certainly advise cause corporate law is going more and more in that direction.

Sorry for taking advantage of your comment.

Alan:

I'll address that issue and then go back to the original one. Since virtually nobody involved in At Large as a direct involvement in the domain business in any of the aspects, so from ICANN's point of view we are independent, regardless of whether the person appointed is an ALAC member or someone we go find from completely outside. From an ICANN business point of view we are independent.

In terms of authenticating the ALS's well a process was put in place by which ALAC was given the right to authenticate ALS's by the Board. So as a ripple effect the Board does authenticate them indirectly. But more important, I think if you look at the analogy with, for instance, the business constituency in the GNSO, you approve the charters of the constituencies but you don't audit the actual applications for members within the constituency.

I think the corresponding rules are the same. You have approved the policies, the rules under which we accept new ALS's and so there is a comparable process. Now whether it's sufficient in this case you obviously have to look at but it is very comparable to what happens with the exception of Registrars and Registries who have contracts with ICANN.

Dennis:

My only comment is that I've a lot more work to do and I'm rather hoping you do most of it.

Alan:

We would be glad to continue in the dialogue and find out exactly what you want so we don't give you a pile of rubbish that doesn't satisfy your needs. Now the process we've suggested in the white paper also includes some additional votes over and above the ALAC equivalent to the council's and with which are essentially directly from the ALS's bypassing the ALAC as such.

In addition, some RALO's have provisions within their own bylaws, again approved by ICANN whether it was done consciously or not that ALAC members can be directed to vote in a specific way. That is not again different than any of the GNSO constituencies who have very similar rules. In fact, most of them have similar rules.

So I guess we would be delighted to know exactly what kind of documentation you want to satisfy you that this process is reasonable. Or on the other hand, we've presented what our community has created in what they believe is a reasonable process. If the Board decides that we need a process exactly comparable to the supporting organizations, that is the council, i.e. the ALAC, must be the group that does the voting you're certainly within your rights to do that. That isn't what our community selected as its first option but it is one of the options on the table. So we will need feedback if one option is not acceptable, then we need to understand what is and how we get there.

Dennis:

Let me if I may respond to that. First of all, just to be clear the Board Governance Committee is a committee of the Board and it has over sighted this process. So the parties here are yourselves and legal counsel, so I will take action to make sure that legal counsel are considering these complex issues and are going to look at them and advise me and enter into a dialogue with you.

I want to make this point very strongly. A number of Board members in the past have been too willing to respond to the temptation of diving into the detail and getting involved in the discussion. I'm a Board member who believes the Board's responsibility is oversight of the process not participation in the process. So I know you're addressing me but actually...just to be clear.

Ray:

Let me emphasize one thing Dennis just said as far as Board participation. He and I are in 100% agreement on this principle. Consequently, whatever method of dealing you have with the Board Governance Committee is the same method of dealing you're going to have with the Structural Improvement Committee.

Alan:

I guess I'll put what I said in blunter language. If the evidence is piling up on your side that you're likely to reject outright what is going to be proposed, earlier notice of that rather than later is probably worth...

Dennis:

The goal is we won't ever get there. We will work it through so this works.

Alan:

That's exactly what I was saying. If we interact along the way we will not likely come to that sort of impasse because we have no interest in coming to that impasse. Well in the past there have been occurrences where people have been told to toss it over the wall and we'll tell you yes or no. I don't want to play that game if we can avoid it.

Ray:

That lacks transparency.

Cheryl:

Is that it Alan?

Alan:

I want to go onto the diversity but it's a separate subject, so let's stay on this one.

Cheryl:

In which case, can I just move you sideways in the order because I also have Sebastian and Evan. Sebastian go ahead please.

Sebastian:

I want to really emphasize the fact that there is a MOU between the regional organization and the ICANN. It was signed by all the ALS's at the time of the creation of the RALO in each and every region and by the CEO and President of ICANN at that time.

I think and everything is written out it could work, it is working in each region and it's not the same contract in each region, it's the same MOU in each region, sorry about the wording. And it explains how new ALS's can join and now all this is working.

I don't know in the overall organization except the one where really a contract with ICANN how much we can be engaged in each side then with this type of document today. It's even more than in the constituency today because the constituency are ratified of the process are ratified by the Board. But here we sign jointly those documents and I think it is a very important topic. It is why I don't see really any reason why we can't go ahead with the proposal for the Board election.

I think we make our work as a community and it is difficult to have 2 or 3 months block and then come back to work again. Really we need to have feedback on that as soon as possible. Thank you.

Cheryl:

Evan go ahead unless there is a reply. I thought this was a statement so if you want to reply to this Dennis, please go ahead.

Dennis:

Only that I think that has to be examined and I hope that is true that the existing formality that we have put in place also meets the sort of governance issues. I think it probably does so I'm not emphasizing, I'm raising a concern not a block. I think Sebastian it probably does but I think we need to be very careful to review it properly and we will.

Cheryl:

Thank you Dennis and Evan go ahead.

Evan:

I just wanted to briefly address the issue of the independence of the Board members that would be picked through this process. The group that has been doing the design of the process has gone to extreme pains to ensure that nowhere in what we're doing is it interpreted that the person that will be selected through this process will be anyway considered to be a representative of At Large. We've even refrained from using the term At Large Director, in trying to make it absolutely explicit.

This is someone who is picked by At Large but once selected is independent, going on their own, hopefully through the process of selection this person will be cognizant of our issues and concerns but once selected they're at the Board, they're independent. We've been taking great pains to make sure all through the process that the community we're working with is aware of this.

Cheryl:

Ray would like to respond.

Ray:

Independence is not being a representative is one thing. Independence really goes more to the point of conflict of interest of other things. So I would encourage you to look at the conflict of interest bounds that are placed on the Board because that is from a legal perspective what we're looking at. So we have had several times in Board conversations where before we even proceeded in a question we go through and resolve a conflict of interest of any members of the Board, whether or not they can even sit in the room while the discussion is taking place, much less vote on an action.

So it is not just independence based from a reputation standpoint but it is other conflicts of interest. So I would urge you to look at that as well.

Cheryl:

Thank you, Adam.

Adam:

A bit of a follow on from this, it is the idea that we are an advisory council and at the moment the liaison is extremely important as a conduit for that advice. So taking what Evan has just said about the nature of independence of the new voting director, we're concerned that our role as an advisory council will be somewhat diminished or lost to some degree. And that is why you're still seeing requests from us to consider retaining the liaison role while the voting director is also added.

I know we've been through this quite often but I wanted to mention it and say I think it's something we consider would be useful. It would be a potential path to the 2 voting directors that the review suggested in its initial recommendations. But the nature of being advisory council, the liaison is extremely important and we are concerned, well I am concerned because I shouldn't speak for everybody but there is concern that that could be lost.

Ray:

I'll just say your concerns are noted.

Cheryl:

Ray you mentioned earlier to me and I would like to share with the rest of the community and for the record the matter of interest. I think that's worthwhile. Thank you.

Ray:

Earlier on in a conversation that was going on regarding the governance issues that Dennis or concerns Dennis brought up, there has been a continual reference back and forth through domain names. I would caution you to remember also there is a large block of people out there that do numbers and so there are potential conflicts that could arise there.

So don't think just in terms of the constituency model and what works in the GNSO. You also have to look at the other supporting organizations as well. I realize that the primary focus of a lot of people is what happens in a generic names world; however, you have to keep those other worlds in your mind as well.

Cheryl:

And if I may and I'm going to then toss to Alan because he probably wants to respond specifically to that. just to let you all know the meeting following this is of At Large Board selection design team and that is yet on our agenda to make sure the criteria when we put out our call for expression of interest is so titling it, we have no shortage of lawyers on that group I can assure you, that by the time it gets to legal counsel is should be all very nice. But we are minimizing any such risk and we certainly are cognizant of the conflict of interest.

In fact, the ability for potential candidates to declare themselves genuinely not likely to be representing a Registry/Registrar, any contracted type of relationship. We want to be clearly seen as the demand side not the supply side. So that is something I know Hong and the rest of that team are working very hard on.

But back to you Alan or do you want to respond immediately to that Ray? No okay. Alan go ahead.

Alan:

On the conflict of interest issue I'll lend what may be a bit of levity to this. The ICANN conflict of interest policy is largely focused on financial conflict. It is perhaps the dearest wish of the people in At Large if we would have financial issues in this business.

Ray:

At the current time it is just financial. However, that's not to say it will not change in the future. In fact, I would be surprised if it doesn't. There is a current real issue in the corporate world as far as looking at conflicts of interest. So I realize right now it is primarily financial but there may be others in the future.

Alan:

I was rather surprised when I first read it and found it was only financial. So I have no problem with that. I did introduce that as a bit of levity and not in any other way.

Banda:

I just remember we could pay attention to that because being in the way to becoming international we need to pay attention on the international laws. So conflict in my point of view, we should because it's a term of 3 years or something like that we need to pay attention on the international law to guarantee that our people will not be in conflict during the period. Thank you.

Cheryl:

Thank you Banda and Samantha you're at my table yet again. You're going to become an honorary At Large person if you're not careful. We do represent everybody so you're welcome to the table but from a professional point of view the microphone is yours.

Samantha:

Thank you very much. I just wanted to make a comment on the independence issue. As Ray and Dennis have both noted independence has a larger focus within the ICANN world and the definition of independence is changing all the time because of the IRS regulations that govern ICANN. I know in previous conversations with the design team we mentioned this and just to assist the design team I am reforwarding the slides on independence so that we can continue the conversation.

Dennis:

And just to make sure we're not just US focused, this is happening in the rest of the world too.

Cheryl:

Thank you and I think it's worth, while the remote participants who are seeming to be in listening mode and nobody is waving their hands at me or putting up comments but remember you are welcome to do so and I will read them to the record. Of course, anyone on the phone bridge you just have to cough loudly and I think I will probably notice.

Seth I will ask you later to see what you've digested and what you might want to contribute. So you might want to take a moment there as well. But we have had very close and I think successful conversations between ICANN legal and the design team. We haven't even got to the selection committee yet; right at the precursor the design team are taking these things into consideration.

We would like to be seen retrospectively as one of the easiest and most successful and less contentious set of improvements out of a process. That is our little aim.

Dennis:

So would we.

Cheryl:

Back to you Alan.

Alan:

Just one more thing on the independence issue. To be blunt and I think it comes out in the paper, certainly many of our documents, when we started in this process there were a fair number of people within At Large who were using words like, “the At Large Director must defend At Large,” “Must fight for what we want” and as you might have guessed another summit is on some people’s minds and must do everything they can to get it.

I think we’ve now gotten to the point where pretty much everyone realizes that in any given decision the At Large Director may vote against, for something that is counter to what At Large wants in the global scale. That might be the important decision at any given time. and Evan used the words we’re starting to use that what we’re looking for is someone who will be able to when making that decision factor in the issues and values of At Large and of individual users around the world. At least that person, if not all the other directors, have at least thought of those issues and that’s the critical measure.

Dennis:

That is absolutely right. We’re looking for an independent director who is better informed by At Large about At Large issues than the average director. But that doesn’t mean they in any way, as you say, represent or necessarily vote in a particular directed way. Thank you.

Alan:

Again as a slight bit of levity one of our former ALAC members is perhaps best known as the author of Internet for Dummies and we’d like to assume that any At Large director in the future can look at things from the perspective of the internet dummy as someone who is not trained in all the buzz words and understand the impacts of decisions ICANN makes on that level of users among others.

Cheryl:

Ladies and gentlemen, I’m very cognizant of the time as everyone who has been in the room with me today will know. We’ve gained, we were nearly 20 minutes behind on schedule earlier this morning but we’re fine now.

I was going to ask are we going to be willing to move to ask for comments on other than Recommendation 2. We have spent a huge amount of time on Recommendation 2.

Alan:

I did want to spend 1 minute on the diversity issue.

Cheryl:

I'll hasten to add Recommendation 2 is huge and if we need to spend the rest of it so be it. I just wanted the feeling of the meeting and also any indication from the remote participants. Happy to continue with Recommendation 2 fine. Dennis you had something you wanted to raise and then we have the diversity. Okay go ahead Alan.

Alan:

Just a quick comment or two, as Dennis pointed out it is up to the Non-Com to try and balance the Board after whatever the SO's do. Technically in the bylaws the SO's have to honor the regional balance also. There is a specific clause under each national representation which says that the SO's must honor the greater than one or greater than zero and less than 5. There is, of course, no mechanism for doing it and should they ever appoint the wrong people at the wrong time I don't know what action would be taken. Maybe the interest is getting your name in first and the last one loses.

But yet within the bounds of what the SO's do adding one more At Large person in that same round is not likely to alter the balance significantly. I will point out, however, that when we talk about assuming the Board ends up approving with the Board review that the SO's stay in mid-year, I don't believe there is any reason why the first At Large Director would have to be seated at mid-year. One always has transition rules associated with new bylaws.

We've gone for many, many years with the SO people even being seated between meetings and survived it. So I would not like to see the seating delayed significantly because of that sort of thing.

Dennis:

Specifically to that there is absolutely no intent to do that. There will be transition rules to make it work.

Cheryl:

Thank you that is very useful and it does give us some hope that the very hard argued and thought out set of milestones in the white paper and, of course, we need to refer towards the end of this when we move beyond Recommendation 2 but just before we do that the white paper has been out for public comment, normal ICANN public comment and that comment period is finished. So we are ready to take the next step in the natural course of the way ICANN does things anyway and that fits with our timeline.

Back to you for diversity Alan.

Alan:

I think I did it. I think we will have the same problem the SO's do but we only have one instead of two. We cannot balance our genders among most of the candidates I can think of.

Banda:

And not adequate people just because they belong to this or that region.

Cheryl:

In fact, we would be more concerned that geographic diversity was too much of a limiter if we were not able to do our process well in advance of Non-Com needing to do theirs. We certainly wouldn't want to be coming in very late in a process, so we're delighted to hear the current thinking that is in line with ours. We fear the current thinking would not be in line with ours.

Dennis:

Let me just for the record be clear. In my investment business, when we evaluate things we use a phrase called, best current thinking. That means that we're not bound to this in the long run. We may change our mind but best current thinking is that this will not be an impediment and there will be transition rules.

Alan:

Unlike any other organization in ICANN, we actually have people mandated equal numbers from each region. Therefore, we are continually looking at regional issues and as you might guess we had suggestions that Board directors had to rotate around the 5 regions. No, no one at a time but we were mandated, like at ICANN meetings we need to rotate around the globe. So we are cognizant of geographic diversity and other diversities as well.

Cheryl:

Just on the point of diversity, which is what I was hoping one of the other girls around the table might have picked up, some of the regions actually have gender diversity in their rules. We've had to go through in this process recognizing that some of the regional rules simply can't apply in these circumstances. This process has to be "best person" for the job, not biased by any current geographic or gender supposition of what the Board they are going to may or may not be. We have to be able to operate, in our view, our process in a clear, transparent and unarguably best person for the job is the end point.

Dennis:

You're absolutely right. Gender diversity is in modern terms a good governance issue. It is seen as good governance to have gender balance or gender diversity on a Board because of the different perspectives that different genders bring. Achieving that without insulting every woman in the room by having special privileges and so on, most of the women I know would be absolutely incensed at the idea that they would be tokens in any way.

So it is a much broader issue about how we do gender diversity. If I may take a minute, this was a problem with one of the major orchestras in Europe in the past. They always appointed male violinists because it was widely recognized that men were better violinists than women. So recognizing that they decided to conduct the interviews blind behind a screen and when they did that the proportion of women in the orchestra accurately matched the proportion of women who were applicants to be violinists. So there are other mechanisms that can be used.

Cheryl:

Whoa you may end up as a speaker on my next Women on Boards conference. We are going to stay to time but I do want to ask specifically if there is anyone in the Adobe Connect room who wants to raise a question. If you do you can either type it in or use the English only channel button and speak in whatever language suites you and we have people at the table who will read into the record so that it is properly captured.

I see nothing and we usually take silence as agreement and in this case we're taking silence as actually silence. It is that you don't have a particular question. I'm now going to the phone bridge, is there anyone on the phone other than Seth that wants to say anything? No, then around the table.

Ladies and gentlemen here in the room is there anyone who wants to raise a matter or issue or make a comment? Yes thank you go ahead.

Male:

Thank you Cheryl I just wanted to make a comment regarding geographic and diversity in general. I think the diversity can really be pushed forward in outreach but the selection process, of course, needs to find the best person. And if it's a woman great and if it's a guy fair enough. Thanks.

Cheryl:

And being a card carrying humanist, in my view it's all about being the best person. And some of the best gender balancers come from places that actually have gender balance and not diversity as where they're trying to head. So whenever something comes too far off the seesaw that is when things are done.

I'm not going to let Seth get away without saying a few words. While you're preparing any questions or comments you have Seth, can I have slide 2 because I'm also not going to let the members of the committee get way without seeing our wonderful, thrilled packed and exciting, thanks to Scott Penza and that's what we actually look like. We think that in itself is a nice little marketing tool. It clearly delineates if you want to show anyone in a graphic form what At Large, the regions and the ALAC is all about. I want to recognize the incredible work, not just the people around this table but of ICANN staff and particularly Scott and his team working to get that right, to be culturally appropriate.

We're all going to be happy with that and we hope you are. So hopefully you'll look at the rest of the slides but I see that as a terribly marketable graphic.

Male:

Can I point out the graphics do not imply exact numbers. I think we have more than 2 ALS's in Africa.

Cheryl:

Certainly don't imply exact numbers, it's a proportion thing; it's not a proportional thing. Seth final words?

Seth:

Thank you very much Cheryl. If I can just say that obviously for me it's been a very interesting and educational discussion. Obviously, in my very specific world here it is concerned largely what I call Recommendation 2 and will now call the Board Member Selected by At Large rather than the At Large Director.

From this discussion, I will go immediately and incorporate much of what I heard and learned into the simplified At Large improvement outline, so that we all have and can all keep it in mind in the community. Thank you very much Cheryl I appreciate it.

Cheryl:

And just a final thanks to the members of the Structural Improvement Committee and of course Dennis and Ray you are wearing 2 hats here, you're part of the AGC and you're heading up the Structural Improvements Committee. We really value these opportunities to occasionally have conversation and we hope we haven't in any way compromised you or made you feel uncomfortable. We would like to let you know how much we value you being here at these face to face meetings and the wider community out there do too.

Final word goes to you as you're the boss Dennis.

Dennis:

Thank you and we appreciate it to and we particularly appreciate having discussions which are focused in addressing an issue that is of concern to you and you want to inform us about. If more of these interactions were focused across the organization it would be much better.

Let me just reiterate for the record, I'm here as a...I happen to be Chair of the BGC but I'm here as a member of the BGC to listen. I'm not speaking for the BGC and I'm not making any commitments and I'm not speaking for the Board. But the information exchange has been very useful and very positive. Thank you very much.

Cheryl:

Final word goes to Ray.

Ray:

I would like to reiterate what Dennis just said in regards to changing the acronym from BGC to SIC. I also would like to thank you all for this opportunity to be here with you today. Thank you very much.

Cheryl:

Thank you all. A short necessity for those of you who do need to stay for the ABSDT meeting. The rest of you I believe are now allowed to go and have lunch. Thank you for a huge day ladies and gentlemen. We started nearly 20 minutes behind due to technical difficulties and look what we've managed to do. It's all about you and all about the translation and interpretation team. Thank you we would be nothing without you. And you'll be delighted to know we don't need you anymore today.