



# Review of the Board of Directors

Board review WG – presentation of the draft final report

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# Summary

- Timeline
- Reviewers' recommendations
- Second interim report (Sydney)
- Draft WG conclusions, for final consultation

# Timeline

	2008												2009												2010			
	4	5	6	7	8	9	10	11	12	1	2	3	4	5	6	7	8	9	10	11	12	1	2	3				
Independent review		■	■	■	■	■	■	■	■																			
Public comments											■	■																
WG work: interim report											■	■	■															
Mexico city meeting												■																
Public comments												■	■															
WG work: 2nd interim report													■	■	■													
Sydney meeting															■													
Public comments															■	■												
WG work: draft final report																		■	■	■								
Seoul meeting																			■									
Public comments																			■	■	■							
WG work: finalization report																							■	■				



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# Reviewers' recommendations

1. Reduce the size of the Board
2. Move to fewer, longer Board meetings
3. Consolidate the Board Committee
4. Broaden the skills of the Board
5. Make Board membership more sustainable
6. Build high performance culture
7. Strengthen strategic focus
8. Clarify Board's accountabilities

# Second WG interim report (Sydney): conclusions on...

1. Reduce the size of the Board

2. Move to fewer, longer Board meetings

3. Consolidate the Board Committee

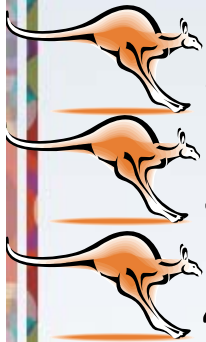
4. Broaden the skills of the Board

5. Make Board membership more sustainable

6. Build high performance culture

7. Strengthen strategic focus

8. Clarify Board's accountabilities




# WG draft final report (1/5)

## 1 – Reduce the size of the Board

Implementation not recommended (*majority*)

- ‘In conclusion, the WG recommends against any drastic reduction in the size of the Board at this time. The WG also recommends that the question (...) be re-examined in three years, when the effects of the other changes suggested in this review can be assessed.’
- One voting Director for At-Large; ALAC and At-Large should devise the selection process, to be approved by Board.
- No changes to the current liaison arrangements.

# WG draft final report (2/5)

2 – Move to fewer but longer Board meetings 

**Board already heading in this direction**

3 – Consolidate Board Committees 

**Board recently restructured its Committees**

**No further action is needed**

4 – Broaden the skills of the Board 

**Board already heading in this direction**

# WG draft final report (3/5)

## 5 – Make board membership more sustainable

### Different recommendations

- To increase current length of term to four years, with max 2 terms for NomCom appointed Directors
- To increase to same length tenure of Liaisons (with exceptions)
- To seat all incoming Directors at an ICANN meeting to facilitate their transitioning
- Specific provision to be added to rule aspects related to filling vacancies due to resignation / termination before end of term
- Do not change present format of minutes



# WG draft final report (4/5)

## 5 – Make board membership more sustainable

### Different recommendations

- Compensation: multi-faceted issue, requiring meticulous attention  
Almost unanimous support to proposal to compensate Directors for their time.  
Compensation might have legal and fiscal implications. Prior to any Board decision there is need for a thorough study on possible implications; the study has to be coordinated by General Counsel.
- Directors should be reimbursed of all direct costs associated with their role

# WG draft final report (5/5)

6 – Build high performance culture



**Board already heading in this direction**

**Some further action needed**

7 – Strengthen strategic focus



**Board already heading in this direction**

**Some further action needed**

8 – Clarify Board accountabilities



**Board already heading in this direction**

**No further action is needed**



# Thank You

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