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COPENHAGEN – ccNSO Members Meeting - Day 1 (pt 2)

Tuesday, March 14, 2017 – 11:00 to 12:45 CET

ICANN58 | Copenhagen, Denmark

DEBBIE MONAHAN:           Excellent. Thank you, all, for coming back and typical government, keeping us all delaying from our big business. I'd like to welcome, of course, our Board of Directors. Are there ccNSO representatives? No?

And, of course, we've got Mike and Chris. They're the official ones. And then we're very lucky to have an unofficial third, Becky, who is also joining us.

So, this is a session where you get to ask questions and put them under the grill. But first, we're going to start to talk about and introduce the Board scope. Now, this was very briefly discussed in Hyderabad and they're going to continue and develop that which should be interesting and hopefully get more people thinking about putting their hand up to take a role on the Board.

Now, many will be aware that Chris's team expires this year. And he has recently been reappointed for further three years. Mike's team expires next year. And as he is on his third term, he is not able to be reappointed. And so, the ccNSO will be looking for a new Director next year which means later this year, people will be seeking that expression of interest.

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Now, when considering whether you want to put your name forward or not, it is only fair to indicate that 7.2c of the ICANN Bylaws states, “The supporting organizations shall ensure that at any given time, no two Directors nominated by Supporting Organization are citizens from the same country or of countries located in the same geographic region.” Okay. This means that given Chris has been reappointed to 2020, the next Director will not be able to be from the region that Chris has declared.

Now, as many of us know, Chris has got split personalities. He has citizenship and a home in both Australia and in England. So, I'm going to put Chris on the spot and ask him to say which region he's from so that it can inform your choice and your decisions.

CHRIS DISSPAIN:

Thank you, Debbie. Hi, everyone. Everything you said is correct. And the Bylaws allow that I can nominate given that I have both. I think my view for what it's worth is the fairest approach to this and my choice would be to remain as an Asia Pacific nominee because that's what I have been.

Frankly, and this is just my personal opinion, I think that although it's not set in the Bylaws, I do remember back in the early days at the ccNSO that we talked about the fact that we

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would probably move the regions around for Board members. So, I would expect that a replacement for Mike might come from one of the regions that's not yet been represented on the Board.

I would expect, this is just my thoughts. It's not set in stone. You guys can do what you like. So, I've nominated and continue to nominate myself as from the Asia Pacific region. Thanks.

DEBBIE MONAHAN:

Fantastic. Thanks for that, Chris. And I think that's good for everyone to know and have your explanation. So now, I think we'd like to hear from Becky and Chris and Mike on the Board scope.

CHRIS DISSPAIN:

So, I'm going to start this off. I'm not going to take too long about it. I mentioned it briefly the last time we were here was an idea information. I talked to Katrina about it and I've spoken to Annabeth and a number of other Board members about it.

My idea is that we think that it would be really great if those people in ccNSO who had a thought that they might consider nominating for the Board this year or actually thinking further into the future think that they might want to nominate for the Board in future years had an opportunity to spend some time

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with the Board members that they know well, the three of us, to talk about what the Board does and things like that.

So, it would be helpful to you in making your decision about any commitment that you might want to make to the Board. And it would be helpful in bringing, educating those people who might not be absolutely clear on what the Board does, what the commitments are, what it involves, what skills are generally required and what skills specifically might be required in respect to, say, certain committees and so on.

So, the thought was I didn't want to end up having to do some sort of serious big session with the ccNSO because I don't think that's necessarily effective or efficient. It needs to be a small group of people in a dialogue for those who really are interested in standing for the Board for this year. And if it's something that works and we're all happy with it, then it's something we can think about perhaps setting in stone so that new Board members can take part in it and so on.

So, that's it. And in essence, what we thought we would do was to, at the end of this meeting, was to send out a call to the list and say look, if you're interested, we will put on one or two or three conference calls over the next few months. And then perhaps in Johannesburg, we might take a couple of hours at a

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suitable time, preferably not in the bar, preferably in the bar and spend some face-to-face time with that group of people.

So in essence, that's it. And I know Katrina said she thinks that's something that we should be doing. So, we're very happy to do it. And Mike, Becky, if you want to add anything.

MIKE SILBER: Yes. There's a very nice rooftop bar. One of the joining hotel is called the Sand Bar. It's got a reasonable view over Vermont and Johannesburg. I suggest we retire there. It will be a little bit nippy but they'll have fires. And I suggest few drinks, some snacks. We can run a very successful school.

CHRIS DISSPAIN: It's very important to get the venue sorted out.

MIKE SILBER: Yes. If there's no real value that you gain from the session, at least you can enjoy the experience. But I think the critical thing is not just understanding the skillsets but also trying to get an understanding of how this Board works but I think a personality [inaudible] is a critical issue here on this Board, is I think you need somebody who is willing to speak demand and stand their ground but at the same time, not somebody who is obstructive

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and is going to argue for the sake of argument but is actually going to try and work towards the solution. I think that it may be useful to give insight.

Now, I know that we seldom head contestation within the ccNSO for leadership positions. But it might just be worthwhile giving a little bit of thought not just the skills but also personality in terms of trying to take the agenda of the ccNSO forward but more importantly to try and put people on the Board who can actually work constructively towards achieving the solutions. So more like Chris, less like me.

CHRIS DISSPAIN:

Just to finish this off and to give you some kind of anchor for this, the Board wrote a couple of weeks ago to the Nominating Committee and we've revamped our standard letter that we sent to the Nominating Committee that says when you're looking for Board members, look for these people. And it's a much clearer and much better letter.

We've sent it out to the Chairs of the SOs and ACs as well. So, Katrina should have a copy. And if not, we'll make sure. I think it came out a couple days ago. And I would recommend that if you look at that, and I'm very happy for this letter to go to everybody so that you can see it. If you look at that, what we would be

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doing is we would be talking about the sentences that talk about what a Board member needs to be, what that actually means in practice as opposed to just a bold sentence that says you've got to be this or you've got to be that and what it actually means in practice and how it works.

So, Board of, in essence, 21 people is a pretty hard Board to manage. You have to sacrifice some things in order to make it effective and efficient. And those of you who have been on boards might not necessarily understand that you can't operate the same way as many corporate Boards might operate. That's it, Debbie.

MIKE SILBER: The one sacrifice being social life, family life for amount of your work life.

DEBBIE MONASAN: Thank you very much. So now, anybody got any questions on either the Board scope or anything else they want to put to our three directors, please come up.

UNIDENTIFIED MALE: I have a quick question and a very quick comment. The question is how many airplanes did you actually sit on in the last 12

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months purely as a result of being on the ICANN Board? So, just think about that one while I make the quick comment.

Irrespective of what you say about regions and so on, I think it's very important that when you do this thing in Johannesburg and the teleconference beforehand that we get participation from all potential areas, not just the ones that might be already well served because we're looking at a long-term representation of ccNSO interests on the Board. And we need to look to this to the future for the next maybe five years. So, just because you're not thinking of doing it this year, doesn't mean you shouldn't participate. I encourage that.

MATTHEW [VEY]:

Hi. This is Matthew [Vey] speaking. This is maybe more of a comment but I'm a bit concerned by the way you're presenting this which is basically that being a Board member is all about the sacrifice. And you need to sacrifice your personal life, everything. If that's the case, we have a long-term problem with ICANN and I think we should all consider whether that should not be actually one of the calls for the ccNSO presentation to bring this Board back to a normal workload which obviously, the structure of ICANN is probably more ready to cope with now than it was ten years ago.



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So, I would really want to state for the record that it's not required to be a Chris Disspain or a Mike Silber who work tremendously within this Board for years to be a candidate – and I'm not a candidate by the way. And please consider it but take a step back and think it can be possible to be a Board member without replicating our current Board members and bringing something new, a different perspective and also maybe influence this Board so that the workload becomes more manageable. That was my comment.

CHRIS DISSPAIN:

Matthew, thank you. I didn't make the comment about life's all like Mike. I answered that. But I just want to say that I agree with you and I think you can be a normal person. It's not necessary to be something super normal or whatever. Becky?

BECKY BURR:

For what it's worth, I think there's an awareness on the Board about the workload and about not being an operational Board and scoping those things properly getting the briefing materials into a shape that they're more digestible. So, I also don't want to leave anybody with the impression that anybody thinks that we have reached the ideal situation in terms of the demands of the Board.

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UNIDENTIFIED MALE: Yes, my comment was made somewhat in gist. But it's now seven and a half years on this Board and the workload has not reduced, whatever else has happened in the organization. And at times, for example, going through accountability process, it ramped up significantly. So yes, it's dropped down a little bit now.

But one of the issues is that you have several people on the Board who are retired or not employed at the moment for whatever reason. And they are quite happy to full every hour of the day with ICANN matters that turn ICANN into a travel club going to every meeting that may have some relevance to anything else.

And there are three choices. The first is to say, "That's their choice, off they go, it's not our concern." The second one is to try and replicate it. That to me is impossible if you actually have a day job. And the third is to try and actually follow what's going on because there is a risk that when you have people on the loose out there with an unfitted discretion in time to get involved in anything, we start moving off mission. And that's where mission creep happens and the Bylaws are very clear about that.

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So, with respect, a lot of the time involved is actually involved in watching time in your colleagues and saying, “Uh-uh. We don’t do that.” Now, unfortunately, some of them have not grown up yet or they get seduced by the community’s calls and they feel very important when they're invited to 27 meetings in a year and they feel the need to attend each one and say something. And that creates a situation of damage control where you're having to say, “No, we don’t do that. It's not our role. Stop and go back.” Unfortunately, sometimes just telling people what not to do takes time and you've got to watch it.

So, I agree with you but it's also not quite as simple as saying we're adults in the room because there are many people who gets seduced by the feeling of importance they get sitting on the ICANN Board.

JORDAN CARTER:

Thanks, Jordan Carter, .NZ. This is a follow-up question/comment to the point I made in the public forum yesterday when I asked what the Board’s view was about ICANN’s priorities for the year ahead. And I'm happy to share here that I was surprised going unhorried by getting a list of 14 areas of work and that were not priorities and that none of them were more important than the others. And if I did that when I was on the Board and if I did that as a CEO, my Board would be

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deeply unimpressed at me. And if my Board couldn't agree on priorities, I would be deeply unimpressed by them.

Now, I suspect that you do have a sense as individuals about what's the priorities of ICANN should be in the coming year from your perspective as Board members and as community members. And in the same spirit of trying to have a bit of a dialogue about priorities and what's important, I wonder if you could share what you think the one or two top things are that we should be working on if that's possible, not as spokespeople for the Board necessarily. Though if you can do that, that would be great. But what you're bringing to that discussion to the extent you can share it.

CHRIS DISSPAIN:

Let me start by perhaps going back to yesterday and dealing with that and then that might help. We can talk about individual priorities. So, I think you should look at that list from yesterday as more of a lookback on the Board's activities over the last eight months rather than a list of what the Board thinks are its priorities.

I'll explain to you what we're actually doing to enable us to give the community a clearer understanding of what we think the priorities are. We've completed a process of listing out what we

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think are the Board's responsibilities. And that is an all insubstantial list but I mean responsibilities. These are the things we are responsible for. Some of them are mandated in the Bylaws. Some of them are those things that Boards do.

We've done that. And in fact, we're using those. There are five buckets, if you like, and we're using those five buckets as a structure for running our workshop so that we make sure that we run topics that fit into one of the – if it doesn't fit into one of the responsibilities, there's no point in doing it. Right?

The next step which we're going to start working on now and we'll be working on through Geneva or into Johannesburg is underneath each of those responsibilities to set a series of goals for the Board to actually achieve. In other words, what do we have to do in order to make sure we meet that responsibility?

Now, some of those are really easy like remember to file to make sure that staff file the 990 Form on time. Or it would be really wonderful if the budget process was timely and the community had their stuff on time. But some of it is more ephemeral and more difficult and stuff to come up with so we're bulking on a process to go through that and come up with those goals.

Then from there, we will be in a position to be able to easily say now let's prioritize. What stuff is set in stone has to be done at

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certain times anyway because there's that. And then there's a heap of other things that one wants to do and one wants to prioritize.

From my personal point of view, I think there are two. Having the CEO, having the Goran anchor the organization, slowdown some of the frenetic phase that we've had over the last few years, having the transition out of the way, now start to, I don't know how many of you know but he has in office, which you're welcome to go and visit, massive flowcharts that show the processes that ICANN goes through to do stuff. I think one of them is six meters long. It may be four meters long.

BECKY BURR:

Four now.

CHRIS DISSPAIN:

Four meters long now. It has on it all sorts of bits including, for example, some red boxes that are there. They're there because it says, "When we get to this point, no one knows what to do." So that's the work that in the organization is really great that that's being done and that's fantastic. And from a Board's point of view, my personal priority is working hard on the effectiveness and efficiency of the Board doing what it does because that in

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itself is a priority to make sure that all the other things get done properly and sensibly.

BECKY BURR:

I agree with those things. My personal focus in the relatively short time I've been on the Board although it's actually almost a year that I've been pretending to be on the Board, has been on the policy oversight and cross community functions piece of this.

The other thing I think is taking the time to carefully do the work that needs to be done to ensure that that new Bylaws are implemented in a sensible, efficient way. So, I think that is part of that. And it goes hand in hand with Goran's flowchart.

The other thing that I am afraid is going to be a priority over the next year and it will affect some CC operators – not as CC operators – but we've had this discussion about WHOIS at ICANN since the beginning of time. And it has never progressed beyond people standing on either side of a room and asserting a position.

We do have some circumstances that require people to come to the table with a willingness to actually find a solution and I have a feeling that I'm going to be involved in that. And let me just say the reason I'm saying this to the CCs is because you guys have

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been living with a privacy data protection regimes. You've come up with creative solutions that fit your national law. They're different but we will need to understand and borrow from you in terms of the possible solution set out there. So just on this thing I think that you will be a resource in an important policy debate.

MIKE SILBER:

And if I can just add, you're absolutely right. That was a shopping list. It was not a set of priorities. I think Chris has explained where and why. What I would like to see bubble up to that list is firstly getting Work Stream 2 to deliver some results. I think that it would be a huge pity if we allowed this process in the end and taken a significant amount of time without delivering on the promise that came out of the transition and accountability process. So, that's something that I think is useful.

The second thing is trying to fix some of the inefficiencies in the system and the working methods as a Board, as an organization and our interaction with the community, the way we communicate, with whom we communicate, what we do, what we don't do, how we do it I think are very important.

I just keep banging that drum. And hopefully it'll get listened to and will start becoming a beat in terms of something that we



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can work towards around driving that efficiency of execution so that we can deliver instead of just delivering a forum for people to discuss endlessly, we can actually deliver on our promise.

[MATTHEW SHEARS]: Chris, I have my ECA hat on as well as my guidelines writing hat on. I'm impressed you guys couldn't wait five months before fiddling with the Bylaws which gives me the opportunity to ask the first question as Empowered Community of the Board and specifically of our Board reps with regards to this proposed Bylaw change which will trigger an approval. You need the support of three SOs. You're sitting in front of one now. There's no time like the present to start the sales pitch.

MIKE SILBER: Let me start saying as this was Chris's idea. Let me try and give the more objective view. Right now, the Board Governance Committee is sitting with too much on its plate and we're not getting to the effectiveness and efficiency that I was talking about just a few minutes ago because we're trying to deal with accountability from a Board perspective as well as organizational structuring. I mean internal Board structuring, governance and efficiency. So, I think it's pretty clear that we

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need to split those two functions up because they're not getting the attention they deserve.

So, we had a fair amount of debate whether we could reverse the accountability into the Board Governance Committee and try to avoid a Bylaw's change. And then there was a concern that that would be seen as a reversed takeover and would be misconstrued. So, the feeling was really it would be better to go to the community instead of trying to do something smart and sneaky or it might be perceived of as sneaky.

So instead of trying something sleek, we just put our cards on the table and say, "Guys we're not getting it done. So, we need to find the right forum to get it done."

[MATTHEW SHEARS]: For the record, as a ccNSO community member, I fully support this proposal and I'm glad to see that you guys are doing it in an above Board manner. And I wish you the best of luck getting at least two other SO/ACs on Board but I think this one probably will be.

CHRIS DISSPAIN: Yes. It's also personnel issue stating to a degree which is that the skillset required for the accountability mechanism stuff dealing

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with reconsideration requests dealing with high up phase and so on, it's not necessarily the same skillset as is required for in a Board improvements and so on. You can only have a committee of a certain size. And so therefore it ends up becoming a mix of people with a mix of skills that don't necessarily operate as effectively and efficiently as they can. So that's the reason.

DEBBIE MONAHAN:

So, I'm going to propose that, since we started 15 minutes late that, we actually continue on a little bit more because there are a couple more questions. So, I don't feel you have to rush but if people want to leave, then feel free except for these three at the front.

UNIDENTIFIED MALE:

Very short question. Can you remind us when the current term of the Chair of the Board is ending? And are you working on the post-cougar era yet or not?

CHRIS DISSPAIN:

At the end of the meeting in Abu Dhabi so this year at the AGM. So, that AGM. And the answer to your question is yes, we are working on succession planning and perhaps it's actually an opportune moment if you don't mind for me to say something I

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said in the Nominating Committee yesterday. I gave them a bit more detail.

But the truth is that at the beginning of the new Board year which will start in Abu Dhabi, there will be on the Board including the liaisons only five Board members who have been on the Board for more than five years. There will be two Board members assuming that they are reelected one by the GNSO and nominated by the Nominating Committee who will be entering their fourth year on the Board. And everyone else will have been on the Board for fewer than three years.

Now, from a succession planning point of view, that's troubling. We can't fix it overnight but it's but troubling. And we need to make sure that we find a way of balancing the rotation and the need for new blood with the fact that the Board needs consistency, historical knowledge all that stuff.

So, I'm making a comment on how we do that but I'm telling you that it's there as a matter for discussion. The BGC has brought it up and BGC is working on at least trying to figure out how we deal with that. But yes, we are dealing with the succession planning period.

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UNIDENTIFIED MALE: Can I just say something in addition to that? And I think up until now, the ccNSO has not had a huge stream of people putting themselves forward for Board positions. And that's been easy how office of three terms and if I can do it, well, I suppose that says something about me or the ccNSO. But I would encourage you to actually [question] this little wider as you did with me. I wasn't the CC manager at the time. I was approached because I had certain qualities. One of them being that I was willing to say yes. But I would really encourage you in terms of what you will expect from a person appointed by the ccNSO to the Board because it's not a ccNSO rep on the Board. It's an appointed Director.

If there is nobody in this room who necessarily possesses the qualities that you'd like to see going forward, if you want to see somebody who's a future Chair who has deep technical knowledge and has the ability to chair this organization going forward and you don't see him or her on this room, then cast your net wider. Find people that you think are good. Yes, the Nominating Committee should do the same. But find people that you're comfortable with.

Now, that doesn't mean that every candidate you select for the Board needs to be a potential future Chair. But I'm just saying think about what you want to achieve. If you're looking for a

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troublemaker, then go look for a troublemaker. If you're looking for a consensus builder, do the same. If you're looking for a leader, do that. And don't just restrict yourself to this room. You all have networks in your respective countries. You know many fine men and women who you think may be assets to this Board.

So yes. By all means, put them forward in the NomCom. But if you had somebody on one of your Boards, for example, of your ccTLD, there's been somebody on your Board who's been a real asset and you think that he or she could be valuable in the ICANN community, the fact that they're not working day-to-day as a ccTLD manager doesn't mean that you shouldn't put them forward. And in fact, it may be useful because they may have a little more time than these people who actually have a day job running a ccTLD.

That's how we create succession planning by thinking what we want and then giving the Board. And I think you've done a very fine job with Chris, me, less so, but I think I was useful for the time and what the ccNSO needed to achieve at the time.

But going to that thinking, because there's going to be a very young Board post this year and then post the subsequent year, we're losing a lot of the two and three-year term Board members. A lot of newbies that means that there's a lot of space for leaders or troublemakers or technical experts to fit in. And

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really the ccNSO has an unbelievable opportunity to shape this Board going forward if you use it wisely.

BECKY BURR:

If I might add and I probably only can do this because I am not a ccNSO appointed member of the Board. The ccNSO and ICANN, the organization, has been well served by the fact that the ccNSO has not been inclined to change its Directors at every three years. Some parts of this community for various reasons do. That is from the perspective of the long-term and making sure your voice, it is a strong and clear voice. I don't think that's a winning strategy. So, the only thing that I would say is the way the CC has operated with respective appointments in the past has returned quite a lot of value to the group.

BARRACK OTIENO:

Thank you. Just following on what Mike has said, I would like to know whether it's possible for us to have more interaction with the Board members especially in their monthly ccNSO meetings because my feeling is the interaction is insufficient.

As we talk about transfer of skillsets, if for example, we had a Board update just like we have numerous updates from the ccNSO in the monthly meetings, then probably it would go a long way in addressing this because in as much as a Board

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member sees this, maybe for lack of a better word, to represent his constituency when he's on the Board, I think you have a moral responsibility to keep the constituency informed of every step that is happening of the Board so that then the constituency can participate effectively. Thank you.

CHRIS DISSPAIN: Barrack, thank you very much. I think I can speak for all through this and say if you invite us, we will come. So, invite us and we will come.

BECKY BUR: I just want to add. I do tend to listen to the GNSO Council meetings but more than that, I do call into the member meetings for the contracted, for both the registries and the registrars. That appears to be something that has not happened in the past and are surprising but there is some value. There's some value for me in knowing what the issues are in an ongoing way.

CHRIS DISSPAIN: We'll be very happy to call in to Council calls, whatever. Very happy.



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DEBBIE MONAHAN:           Excellent. Thank you. Any more questions for any or all of the three?

CHRIS DISSPAIN:           Now, you brought up IDNs. Phew.

DEBBIE MONAHAN:           I just like to thank the three of you for coming and fronting, Becky for coming along as well with these two to improve the panel.

Now, lunch is next. And then at 2:00 pm, we reconvene in the MA.1 for the joint meeting between ICANN Board and the ccNSO.

Then after that in the coffee break, we will start again back here in the CC room for the PDP sessions. So, again, thanks to the three for coming.

**[END OF TRANSCRIPTION]**