From: Brian Cute

To: ATRT2

Re: ATRT2 – Meeting with ICANN Board

Date: November 18, 2013

My summary of inputs from ICANN Board Directors that may reshape the ATRT2 draft Recommendations:

1. The Recommendation on Reconsideration is more or less on target. (Some divergence of views on whether a different “appeals” mechanism is needed but Recommendation engaging the Community is good approach.) There is a perception of unfairness. Focus has been on Board decisions and Staff decisions. What about the newTLD panels? Community is wondering.
2. Metrics to measure the effectiveness of *the Board*, not individual Directors is the better focus. Using 360 Reviews when Directors are up for reappointment. Tried 360s for entire Board = unwieldy. Concern about lack of clarity re: the role of the Board. Question: how can you measure improvement when you don’t know the role?
3. Financials: Recommendations are on target, not controversial. Work on this front is already underway. Focus Recommendation on “proper financial planning” not just budget. ICANN should be providing quarterly reports including Profit & Loss Statement; Income Statement; Cash Flow etc. Budget is important but only one part of broader financial responsibility.

Notes from Director comments:

Steve: Implementability is the first question that has to be asked before Recommendations can be taken on board. Measuring improvement in Board performance an interesting challenge.

Erika – matrix for Board functions; can measure if you have good matrices.

Ray – term “effectiveness” is not clear; what are you measuring?; Director shows up at all meetings?; works in consultative role?; voting record? What are the standards we measure against? Not that many Board members are new since implementation of ATRT1.

Erika – focus on role of the Board (not Directors) in better detail; Board goals – then you are closer.

Kuo – measuring the whole Board; make sure ICANN institution functions well; does this whole Board do a good job; When you discuss a matrix, which part are you talking about – different from individual Board member– my experience it is good enough. What is the purpose of the Board? How to improve the Board over time? How to select a quality Board member?

Sebastian – hard to assess the Board’s performance if there is a lack of clarity re: the Board role;

Bertrand - with new CEO and Staff “ramping up”, one criteria to judge whether or not the Board is acting in its proper role is whether the Board is we moving away from “hands on” approach or not, would this criteria be included in the metrics for Board performance?; Reconsideration as it stands is unsatisfactory as a mechanism of reconsideration and appeals; it should cover 3 areas (Board action/inaction; Staff action/inaction; Panels action/inaction) Board can’t review its own decisions. Reconsideration is not just a written thing but a process that has contradictory procedures. Reconsideration of Staff actions as “violation of ICANN policy” seems to apply exclusively to PDP; biggest issues – how to treat the newTLD panels? ; the objective was to insulate the organization – did not work – now in violation of principles: where is the right to appeal action of panels? There is a sense of unfairness. GAC – accountability of governments in the GAC? Role is to help define the global public interest and defense of national interest may actually only be reflecting interest of one national stakeholder group, which is different from government interest.

Financials – Mike – not at all close to the “power lines”; Board has already picked up this issue beforehand. Strategic planning runs the budget which runs operations. ICANN hasn’t been good in reporting against that. Start benchmarking. Compensation review – not “California for-profit” as benchmarks but not-for-profits.

Reconsideration –Bill - special Community group – right approach; bylaw changes – GAC asked Board not to make bylaw changes; GAC improve its procedures; code of conduct – but phrasing – suggesting to the Board to recommend to the GAC; BGRI is good vehicle;

Reconsideration - Cherene - 2 cautions – 1) whatever we decide on should not be open to abuse; and 2) not get the Board to step in as Experts; On the Recommendation concerning the Budget – need to embrace financial planning – quarterly reporting P&L; cash flow “**PROPER FINANCIAL PLANNING”** On GAC Recommendations, similar transparency from the GAC that is expected of the Board.

Prioritization of Recommendations

Mike – ones that are most pressing are the ones we are looking at already; with newTLD program – THAT is pressing now. Some internal focused Recommendations may be difficult to socialize and may take time.

Cherene – Reconsideration

Ray – ones we are looking at – most “pressing” are the ones that are most difficult to socialize.

Bertrand – Reconsideration – type of topic where community is sensitive; implementation issue; Board wants it to be addressed – will allow the Board to prepare Recommendations that are being made: Accountability of GAC – no clear accountability on positions taken – cross community deliberation is an element – advice form technical ACs’ is one element – early informal input by all actors that allow GAC members to participate without taking a written or formal position