

Peter Thrush: We'll come and augment that as of when they...Brian, I think I'm going to hand it over to you. You've come and asked the question, why don't you take us through the questions, and if you want to change the priority, if there's something you want to get through first because of the time limit, by all means please feel free to change the order. We're flexible, we can cope.

Brian Cute: Thank you very much, Peter; and thank you to the Board. Thank you very much for preparing in advance, we only have an hour and a half, so I think it would probably be good for review team members, if there are particular questions you would like the Board members to focus on in providing responses let's identify those as we go along to best manage our time and prioritize. With that, just to save time, if everybody on the review team would please stand up and identify ourselves to the Board? Stand up. Yes.

Cheryl Langdon-Orr: You could have said that earlier.

Brain Cute: Sorry. Sorry, Cheryl. Thank you. So moving right along, I guess Peter, while we are looking at the list of questions and trying to prioritize for you if you want to start with question number one, and whoever has got a response for that.

Peter Thrush: Alright, Rita begged and pleaded to be allowed to answer this question, and to go first, so.... Yes, Rita got the short – Rita.

Rita Rodin Johnston: Thanks. Okay, so the way we did this, just for the Review Team's benefit, is the Board had a conversation that you provided to us, and came up with these answers, so given our time I'm not necessarily going to read verbatim here, but I'll try to give you a summary. So since the AOC was signed, there haven't been any changes to the Board selection process, but the change to the Board selection process doesn't necessarily equate with improvements in governance, which I think have been ongoing.

One of the big changes is that the Board has approved the inclusion of a voting member selected by the at-large community. At this time, the work is ongoing to seat, hopefully the new seat 15 by the 2010 Annual General Meeting in Cartagena. What's also been going on is the Board Governance Committee in conjunction with the other Committees of the Board has done a number of things to improve the way those Committees work.

The first is that there's been a formal identification of skill sets, that the Committee chairs have worked and said "This is the kind of skill set we need in our Committee to have it function more efficiently" and this has now been a formalized process, and the intention of this process is to provide the Chair of the Board and chairs of each of the Committees with this information, and it's going to be discussed with the Nominating Committee so that we can give impute to the Nominating Committee on their selection of candidates.

I know there's been a little bit of a nebulous communication between the Board and the Nom com, and obviously the Board wants to stay distinct and distant from that process, but we thought it would be helpful, since we've gotten requests from the Nom com in the past, to identify some skill sets that we think might be helpful to create a more robust selection process there.

And one other thing that we wanted to mention in this regard is that in 2008 the Boston Consulting Group did a report which reviewed the Board, and the report was issued in 2008 and the Board convened a working group to review the recommendations, and there are a number of recommendations; I believe the report's been posted – that that working group made regarding enhancing the efficiency and professionalism of the Board.

Many of those have been implemented, and there were things like enhancing performance, enhancing accountability, enhancing really the way the Board functions. I think that it's been a process of communication too, among the Board, and I think this Board is actually quite strong in doing things like identifying skill sets and focusing on reviewing materials; being prepared for Board meetings, and having robust discussion so we can be accountable to the community, but also communicate better to the community the basis for a lot of our discussions.

So I think that's been going very well, and we continue to do follow-up work that's going to come out of that Boston Consulting Group as we continue to try to iterate the Board to be more functional and more efficient.

Peter Thrush: Thanks, Rita. Brian, I wonder if a matter of form if the next thing might be to allow the Review Team to ask questions if they like of the answer we've prepared, and then ask if other Board members want to augment some of those...would you? Over to you.

Brian Cute: Absolutely, agreed. Let's do follow-up questions for each item. Looking quickly at the list of questions, I think we probably want to focus on the ones related to the Board. So the first in the series, let's walk through those.

But in terms of questions one of the things that has been brought to the Review Team's attention is that in terms of going into Board meetings and the documentation that is provided to the Board, and the process of the Board being informed of issues leading up to decisions, is that sometimes that process of providing documents to the Board can be quite stiff in terms of the volume of the documentation, the timing of receipt of documentation, and the ability of individual Board members to absorb the information as they lead up to a vote or decision. Have you seen any areas of improvement, do you see it as being an area of issue?

Rita Rodin Johnston: I have, and I think that's another question which we've already answered. Which I think Bruce is going to talk to, but very briefly it has quite a bit, I think this is something that when I came on the Board in 2005 was sub-par. And the Board has been quite direct under the help of the Chair to request from staff, in fact, almost demand that we get papers in enough time to not be reading them the night before. The format of the reports has also report quite substantially.

We now have executive summaries, with then follow on information behind, so then the Board can dive into the details if it wants, but it has very clear positions of each member, constituents in the community that it sets forth in the executive summary, with occasionally a recommendation from staff, so you'll hear more about this also in one of the other questions that I think Bruce is going to address.

Brian Cute: Very good. Other questions from the Review Team for Rita? Shall we move on to number two?

Peter Thrush: And I said, any Board member wants to add something to that, knowing that we actually have quite a bit more prepared material in relation to this topic. Okay, let's move to two.

Brian Cute: Number two please.

Peter Thrush: Can I just ask that those be a bit enlarged? I'm finding them hard, I've got them here, but it would be quite nice – who's running the screen? [Olusk] could you just quintuple the font, or something for people?

Male: Also change the font, probably, it's not a particularly good font for enlarging.

Male: Yes, thanks.

Male: Go to something like [Helveteker] and then enlarge it.

Peter Thrush: Anyway, I know it's about Board function and how the function is now changed, and Dennis Jennings, who's the Chair of the Board Governance Committee has volunteered to deal with this one. Dennis, do you want to take us through the answers?

Dennis Jennings: Indeed, thank you. The questions for those who can't read it there is "Have any significant changes in the way in which the Board functions been implemented, of are any such changes being planned?" Following on from what Rita has said about the Board Review working group, there have been significant, as Rita has indicated, improvements in the way the Board works.

The first thing that came out of that was the recommendation to consolidate the Conflicts and Reconsiderations Committees, and they've been consolidated into the Board Governance Committee. That's been a tidy-up and a better use of resources; that was done last year. One of the big things that's been done by Peter is to reduce the number of Board meetings in each year, and to have longer, more meaningful meetings.

So those – the way the Board functions has been changed at that level. We've also in the Board Governance Committee continued to focus on increasing Board efficiency and improving the Board processes. One thing we did was to reduce the number of Committee assignments per member, so that each member could spend more time on the Committees and give more attention to it and participate more actively.

The introduction of new Committees under Peter's leadership – the smaller sized and more focused Committees allows the Board to send more routine work to the Committees to be dealt with and get advice from the Committees and that has helped the Board to get more routine work done. As a result of that, one of the introductions has been the introduction first at the Board of a consent agenda, so that stuff that's been done, stuff that is non-controversial that has been considered by Committees can be put on a consent agenda and just dealt with – just approved, unless any Board member wants to say, "Look, I don't agree. Let's take that off the consent agenda, I want to talk about it."

And most recently we've started to use the consent agenda in the Committees because there's some stuff that's been gone through, has been dealt with, and we can easily put that on a consent agenda and the Committee doesn't have to waste time on stuff we've already discussed that has been worked through and we just need to approve.

We've added two retreats, annual retreats; sometimes coupled with induction and training opportunities so we've focused on higher quality meetings and I think the discussions have indicated that there is a more active Board with better contributions because of that, particularly the retreats.

Rita has mentioned the improvement in the briefing materials, more quality papers, and I think we have an increasingly well prepared Board as a result of that, and you'll hear more about the detailed changes later on. I suppose the big change is the Committees, using the Committees for getting routine work done, rather than at the full Board level. So that is some of the aspects of how the Board functions have been changed. I think effectively.

Brian Cute: You may have indicated this, but anything specifically in the planning? Being planned?

Dennis Jennings: I'm - my mind has gone blank. Let me think about that...

Brian Cute: Certainly. Any questions from the Review Team follow-up? Other Board member comments?

Male: Yes. One of – there's increasing discussion between a number of Board members about the role and function of the Board and you have seen the

Board more actively push stuff back to the policy development processes rather than become the policy development by default; and I think in the future you'll see if it's not done, if it's something we are working on, focus more on the real Board role, which is strategy, governance, and oversight. And trying to get out of activity participation in the details, and more in overseeing that things are done, done properly; seeing that the governance is done and done properly and make sure there is strategy for the corporation.

That is an evolving thing, and I think over the next couple of years a lot of work will be done on that to get the Board at the oversight level, so that when someone says "Who is overseeing ICANN?" the credible response is "the Board of ICANN". That's – and now I am speaking of my personal goal, if I have an opportunity to contribute - will be that.

Peter Thrush: Thanks (inaudible 0:12:22) speaking on that will be Katim and then Ram. Katim?

Katim Touray: Thanks Peter (inaudible 0:12:28) and everybody. I was actually going to respond to the question regarding the planning issues along the lines of what was said, but just a little bit more to what he said; lately the Board has been very much involved in the strategy planning process of ICANN, and this, in my opinion, has helped a lot.

It has not only helped the organization focus in its activities, but it has also helped the Board to internalize the very missions and objectives of the organization itself. It's also helped us engage more significantly with the community and of course, thereby in the process helped improve the activities and implementation of the Board itself, of the strategy planning of ICANN, and so it's on the whole, I think, helped improve the implementation process of the organization.

Brian Cute: Thanks, Katim. Ram?

Ram Mohan: Just to add in terms of Board's improvement in effectiveness has been, there's been an assessment of the Chair's performance last year, we had that and discussed that in a retreat; we've done a Boards assessment and there's a plan to do Board members self assessment too, going forward.

Brian Cute: Thanks, Ram. Fabio?

Fabio Colasanti: Brian, I have a question of organization. In looking at our admittedly long list of questions we have a crucial set of questions; that are really went to the question of the Board performance, which are questions 11, 12 and 13. I'm a bit worried that since we are still at question 2, if we continue at this pace there is no chance – would it be possible, by chance, to take those three questions, because they seem to be to consider the background of anything else we will be discussing about the performance of the Board?

Brian Cute: Yes, absolutely, Fabio. Thank you for helping to prioritize. If you don't mind, I think we should do number three, which has to do with briefing materials for the Board. We've touched on that already, but let's examine that – 3, 6 – all the way through 6? Okay. And then 11, 12 and 13 you said, Fabio? Okay then, let's proceed accordingly. Thank you.

Peter Thrush: And Bruce Tonkin is delegated to deal with briefing materials that come to the Board. Bruce?

Bruce Tonkin: Okay. Let me brief you on the briefing materials. The –

Peter Thrush: I'm sorry, can I interrupt? The Review Team has actually seen a Board book.

Bruce Tonkin: Oh, good. That helps.

Peter Thrush: You don't have to explain all that. The first face to face meeting in Marina Del Rey with the staff showed the team what a briefing book looks like.

Bruce Tonkin: Right. Okay. Let me just summarize that really quickly, and then I want to go into an example, and I think I'll use the example of the EOI, because that really explains the process perhaps from start to end in a six month period which I think is useful. So just a reminder for those who have seen the book, typically what happens, seven days before the Board meeting when the agenda gets published we get a Board book published, that structures so that under each agenda item there is a draft resolution, then there's a typically a two or three page executive summary.

And then there might be an annex that might be on the order of 20, sometimes up to 100 pages, depending on the issue, that goes into a lot of detail and there's usually referencing of publicly available material that's already on the ICANN website. I think quite a few of the matters we are starting to standardize now, so for CCTOD delegations we pretty much

have a standard form out of the executive summary that has a certain criteria that has been evaluated for a CCTOD delegation: using the example particularly around the items in CCTODs so it's a standard format so we can very quickly scan a checklist to see that the key items have been covered off.

So I think that's been an improvement. If I take the EOIs as a particular example and how we as a Board manage that with a public process, it started with an idea fairly late last year, I think Randolph Tibur at one of the ICANN meetings, there was a suggestion from members of the community to have an expression of interest process. We asked the staff to sort of put forward what a base proposal might look like, and then we put that out for public comments.

So we asked the staff to prepare a document on that, they discussed that with the Board to get any additional input from Board members on how that process could be improved, and then that was immediately put out for public comment. Then before the Board would consider the matter further, the Board said we really wanted to get a review of the public comments, because there was so much interest, I think there was probably hundreds of public comments on AOI, and perhaps in the past we would have had a summary from the staff verbally on what the public comments were, in this instance we asked the staff to actually do a very thorough analysis and to actually publish that analysis for people to respond; whether they thought their comments had actually been read and received correctly. And that was a public document.

So then the Board then was able to meet and receive that material, and also then – because there is quite a diversity of views on this – we really want to make sure that we have the opportunity to hear from the community in more of a dialog rather than just purely reading the public comment submissions. So you know, we strongly encouraged the meeting, I think it was in March of this year, to actually – the one in Nairobi, I get confused between the meetings, probably Nairobi – but we actually ran a panel and many of the Board members attended that panel, and listened to the communities views on AOI.

Then there was a public forum where that was obviously a topic that was discussed, and then the Board deliberated on that. So the Board wasn't relying just on the staff briefing material, but actually had the benefit of hearing from the public and hearing, I guess the nuances, that difference

people had on that, and then we made a final decision on that, I think toward the end of that week. It might have been the Thursday night or something before the Board meeting on the Friday.

So many people have sort of said, "Oh, you've already decided, back in December 2009 because you've published this document saying how AOI might work, so therefore that must be how it is." I just want to be very clear, that's a classic example of where at no stage did the Board approve that. It basically was using a process, giving some input, but really trying to encourage the communities. I think that's an example of the last six months from beginning to end, where although we are getting staff briefing materials, we're very actively engaging with the community as we're going.

Brian Cute: Any questions from the Review Team? Olivier?

Olivier Muron: Yes, I'm not quite sure what is published and what is not published in the briefing material you mentioned, because it was a question that was raised in some of the meetings we had already, some people want to have everything published.

Bruce Tonkin: I think part of what the staff is trying to do is produce a bit of a summary of some of the main community perspectives, and that's included in broad briefing materials, but that's then referenced to the actual source documents. So what we receive is a bit of a summary, but with links to all the source documents which are actually the formal submissions. If it's a summary of the GECK we might get two or three sentences, but then we have a link to the actual GECK guidelines, or if it's the Alac response, etc. So the executive summary is the size of one or two pages, generally with the links to the reference documents. So that executive summary is just in the Board book.

Peter Thrush: The question really was about what's published in it, that's a specific question which I know Ray wants to talk about, so any other questions to Bruce about what the materials that are coming up are? I suppose the other thing to mention, Bruce, in addition to what you said it any GECK advice is specifically identified and pointed out and if necessary discussed, and on a couple of occasions we have, we've looked like we might be disagreeing with GECK advice, started to repair for, for that discussion and eventually we've managed to reconcile things separately, so that's another one...

- Bruce Tonkin: Right, that's not just GECK advice, as well, it's where you might get – we've had [CC and (inaudible) 0:21:12] for example, or feedback being presented in the context of some of the genus 0 stuff with geographic names, for example; so where there are other parts of ICANN external to the particular supporting organizations advice that also our attention is drawn to their perspectives as well.
- Peter Thrush: And finally, something that has improved dramatically in the six years I've been involved, and that's the detail and presentation by the staff of the analysis of public comment. I think in the early days it was assumed the Board members were reading every one of the public comments, and could operate on that sort of a basis; quite clearly that's not possible. And I think throughout the UGLTD process particularly, that's been the quality of that's improved enormously and by way of example, I think in relation to the triplex application and the treatment of that, we had something like 13 thousand public comments, and the staff has done a fantastic job of analyzing and presenting and describing, etc., so that's what we get.
- Brian Cute: Thank you. George?
- George Sadowsky: Thank you. As a new Board member you might be interested in my experience with dealing with the Board books. The first time, my first Board meeting I was overwhelmed by the volume and the content that I was presumable expected to assimilate. On the other hand, by the second meeting, it turns out that with some knowledge of the issues and some framework to hang these materials on, they're well indexed, in general they're quite well written, it becomes fairly easy not only to study them beforehand and to assimilate but also to use them as reference during meetings, so I think the staff is doing a good job. I don't know what's happened prior to my joining the Board, but I'm pretty happy with what I get and how easy it is to use.
- Brian Cute: Thank you for that, George. Willie?
- Willie Currie: Yes, thanks Ron. The public forums, are those inputs captured by the staff and fed into the Board, or how does that feed into the Boards processes.
- Peter Thrush: I think the Board's generally at the public forum, so we don't get a separate written document on the public forum, because we're generally at the public forum.
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Male: Willie, I frequently use the transcript of that. That's relatively available. I got that on occasion quite frequently to see what was said by members of the community. We've looked at ways of doing a more formal treatment of that, the highlight of that was a couple of years ago, and we took every single comment that was made in the public forum, and prepared a formal written response and posted it, and we found out afterwards that almost nobody visited that page, and didn't actually care, so we've sort of detuned that a little, but say the key result of that forum for me is the transcript, which I find a very useful record.

Brian Cute: That's helpful; but just to note in follow-up in the meeting with the Alac that we just came from, one of the questions we heard was "in the public forum, what does the Board do with the question that I asked" and noting that you do very often get an on the spot response from the Board, but the question poses, what happens afterwards.

So almost a – how does the Board take it into account, after the public forum and make it part of its decision making process? So just to note that – and recognizing your response with regard to the transcript. It's on people's minds. Should we move on to Ray if there are no other questions?

Jonne Soininen: So one problem we are having is that people aren't identifying themselves, and we're taking a scribed account of this open proceeding, so before the speakers start, if they could identify themselves, that would be very useful.

Brian Cute: Thanks Jonne. This is Brian. Ray, please?

Ray Pizak: Good to see you again, Brian. I've been asked to discuss questions four and five. Question 4 would be "should briefing materials be posted? Why or why not?" and question 5 "what changes in the Board selection process, Board operations, or Board decision processes would you like to see implemented?" and I assume that 'you' is the Board as a whole, and not me personally.

Let me begin by saying that the work that's come out of the Board Review working group touches on many if not all aspects of these questions and the implementation of those recommendations is on the way. Regarding to public posting, there's obviously some material that is not appropriate for public posting. Those include advice of counsel, those that would impair

ICANN's future business activities, such as not – but not limited to consulting arrangements and other types of information that are given to ICANN with an expectation of confidentiality. Information provided to ICANN by certain government entities, and other information that relates to strategic business decisions, relationships, the release of which could cause some harm in ICANN's ability to pursue its activities to do the best job possible.

That being said, the staff papers, one thing the Board continuously strives to do is to make sure the staff papers that are presented to it are – do accurately reflect information, so to the extent that, as Bruce pointed out, we have these executive summaries but we also have the original source documents to individually go into depth to look at, there is a continual emphasis to make sure that we the Board understand that the staff has coordinated appropriately with the people who generated the particular source document or are cognizant enough of what is going on.

So that is the beforehand thing. Now afterwards, public posting of documents that may be useful to support the minutes of the proceedings, we're looking at some of those things, as far as ways of doing it, so this is a work in progress. We are fully committed to being transparent as much as possible, but also being transparent in an appropriate and responsible manner, and that is just as important as transparency in general, so that's where we're going with that.

So as I said, that's a work in progress, in fact we've had some substantial discussions on that recently and we're continuing to move forward on it. The issue was raised earlier about taking material that's been presented to the Board and the Board not acting on it; in fact it was pointed out, pushing it back to the appropriate place for discussion. A recent example of that is the vertical integration issue, which the Board said "We shouldn't be acting on this at the moment, because we don't know what the particular community and the supporting organization really thinks of this issue", and so that was pushed back to the GNSO and said "Here. Do some work on this and come back and tell us what you really think about this. What is the community consensus on this?"

And so as Dennis pointed out we're going to continue to try and do that so the Board does operate more in the oversight role that it's supposed to be in and can in fact can produce true oversight of the entire organization and so we also in terms of Board operations are looking at ways, as you may

or may not be aware, Board – the terms of Board members varies. Those selected by the Nom com generally change at the annual General Meeting, whereas those who are selected by the supporting organizations occur prior to that.

Brian Cute: Excuse me, Ray. Are you moving into number 5? The Board selection process, just to be clear.

Ray Pizak: Four, or 5 rather, yes.

Brian Cute: Would you mind if I get a question relating to four, before we move into the Board selection?

Ray Pizak: Sure.

Brian Cute: The publication of staff papers to the Board, a very consistent complaint that we've been hearing is that those papers should be made public. You've articulated some basis upon which the Board deems certain documents should not in fact be made public and that's understood and heard, I think it's fair to say the concern underlying that issue in the community is that this is supposed to be a bottom-up policy making process, community based, and there's concern that the staff papers to the Board could somehow affect the framing of the issues, the data provided to the Board that is considered to make, ultimately, a decision.

Has there been any discussion among the Board about publishing those papers, and identifying what parts could be, what parts couldn't be, could they be in whole or in part?

Ray Pizak: I did talk around, talk about that previously in what I was saying, in that by virtue of the fact that the Board receives not only the executive summary but the source documents, so there is that check and balance to begin with right there. So there may be a GNSO paper or a CNSO paper or whatever, some particular interest group paper about something, to which a staff summary has been written, so due diligence on the part of the Board members is one thing.

But the other aspect of it really is, is that the Board having an assurance that coordination has occurred and so forth, looking at some sort of a public comment period if you will on staff papers prior to them being used by the Board would probably add an encumbrance to the process that we

really don't need. So there is this balance that has to be achieved between transparency and openness as well as the responsibility of the Board to be able to conduct its business in an efficient manner.

Peter Thrush: More specifically, yes. There is a program underway right now to publish the papers at the same time as the resolutions go up, and perhaps Jonne, you might be able to explain what stuff, where that's got to in the work plan.

Jonne Soininen: So actually for the most recent Board meeting – oh, I'm sorry. Yes. You know, the one voice the scribes probably know is mine though. I hired them. In the book itself, we've gone through for the last Board meeting, my staff has gone through it, taken out the attorney/client privileged information, the information that clearly cannot be produced or should not be produced, and we actually have it in a form to be able to publish it with the minutes that would be approved at this Board meeting. So it would show the majority of the work that's not already published, and it would show the links to the things that were published. We're hoping to actually move that to an even earlier point, but this is a test, in a way, whether that's effective, and whether anybody's even going to look at it.

Peter Thrush: I'm on record saying this on a number of occasions, I'm completely in favor of the material being released before the Board makes its decision. I see no reason why the basis of the staff recommendation and the material considered (inaudible 0:33:30) shouldn't go out at the same time as the agenda, which would allow even an opportunity for some considered lobbying of the Board in case there's something that's gone wrong, and additional information in the process.

The difficulty we have is simply the timeline and the amount of work. As Rita said, what we've done over the years is gradually shifted timelines back so that I can distinctly remember when I was first on the Board, I got 24 hours to sign or not sign on one of the most important contracts that I was ever faced with. We don't have that anymore, and we've now got agendas published ten days in advance and the papers seven days in advance.

We just haven't quite worked out as a matter of logistics: how we can produce the papers early enough to get them out and do that? But there's no problem at all where there's a matter of principle, it's simply a matter of logistics.

- Ray Pizak: As I said, we've been discussing this. Jonne points out we have work in progress to address this, but we want to make sure we do this in the most responsible manner possible.
- Brian Cute: Thank you. Fabio?
- Fabio Colasanti: Well, I come from an organization that had the same problem, the European Commission, and it has discussed at length the extent to which under the access to documents policy it should make available the briefing material that was prepared for the commissioners. And the commission came to the conclusion that no, it would not make this material available, so I have quite a lot of understanding for the hesitations that many of you have.
- On the other hand, the only context that we've had until now really suggests that there is a perception, and I'm stressing, a perception, out there that the bottom up advice that comes from the various sources and communities and so on, which reaches the Board together with a short piece of paper from the staff saying "All this is rubbish, forget it", and then the Board simply ignores the advice and the suggestions that are coming from the grass-roots organization.
- So in spite of the fact there are very good arguments for maintaining such an amount of confidentiality, allowing the organization to think, I think it would be [dangerous 0:35:50] for the Board of ICANN to go ahead and publish this material as much as possible in order to allay this perhaps wrong perception.
- Jonne Soininen: As Peter said and as I said, we are looking at ways of doing that. I don't think there is a hesitancy on the part of the Board to actually do this, but I think there is a hesitancy on the Board to be able to do this in the right way, so it is done in a responsible way. And not to encumber the operational capability of the Board, so the intent is to do it.
- Peter Thrush: We're starting with Mike, and then Jonne, and then Rita, and then Dennis; so let's keep them short, please. Mike. Thanks. Jonne?
- Jonne Soininen: Jonne Soininen and I'm the (inaudible 0:36:36) to the Board. I just wanted to actually say that what has already been said before, and just kind of reinforce that still, that we really do think, I think most or even all of the
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Board, think that these materials should be published, it's not only that, that we are thinking about if the material should be published, but how can we publish in a way that it makes sense for the community also that its readable and it gives the right impression when it comes out, but I think most of that has been said already before. Thank you.

Peter Thrush: Thank you, Jonne. Rita?

Rita Rodin Johnston: Yes, thanks. Fabio, I think you've highlighted the paradigm here which is most people would like to have this published, but it is a risk for an organization and I think that the Board has heard the criticisms or the perceptions of them at least, that the Board isn't getting necessarily complete or accurate briefing papers, and the only real reason that the Board is not entirely publishing, is because these are papers that are prepared by our lawyers.

So I'm going to just pick on Stuart because I've known him for a long time and I see him in the corner over there, but I don't know if Stu would want to have all the papers that his lawyer prepares for him published. So that's one of the only issues, we would publish them completely, we're just trying to work through the process of balancing transparency and ensuring to the community that we are getting accurately briefed with the need for sometimes to have some attorney/client privileges. So the process, I think, hopefully will be satisfactory to people as we're developing it.

Peter Thrush: Thanks, Rita. Dennis?

Dennis Jennings: Well I have concerns about this, I have to say. Yes, everybody would like full transparency and publish the documents, but my concerns are that by doing that and then giving a reasonable window of opportunity for people to read them and comment them, that actually we'll be revisiting the public comment process, and once again inviting people to escalate the discussion to the Board. So that may or may not be a good reason for not doing it - I think we have to move cautiously here.

My own personal view is that we probably should start publishing the documents with the decisions, so at least the community can see the documents as there were, as we used, as a first step; then trial certain documents because the last thing I would like to see from a governance point of view is that we have to publish documents so far ahead and incite

so much inflammatory discussion that in fact the Board then becomes the arbiter of a new revisit of all the discussion, and that would be fundamentally wrong. So I'm not against it in principle, but I'm cautious and have concerns about it. Thank you. Jonne, you had a comment?

Jonne Soininen: Just one additional thing I think is worth point out. We have a policy called the DIDP - ICANNs documentary information disclosure policy - which actually allows anyone in the community to submit a request for documentation and there's a specific set of criteria under which we could not produce that, like attorney/client privilege, but the rule, the general rule is if it's in the possession, custody or control of ICANN and it's a document relating to any of these things we are talking about, that could be produced if someone were to request it. And we've had a number of instances where there have been requests on some already, but it's underutilized, so I'm in fact attempting to sell it a little bit.

Peter Thrush: Thank you, Jonne. It's great to have these policies and then see them being thoroughly worked by the community. Mike and then Bruce, and then I think we probably really need to move on.

Mike Silber: Just to try and address the underlying question, because having been on the Board just over a year, I also came on with this rumor that there's been staff capture and staff is feeding the Board what it wants the Board to know, and the Board makes its decisions based on staff perceptions of issues. And I've tried, when I've seen certain statements in papers I've gone back to communities, I've asked, I've investigated, I've questioned the people who reported to have said things, and up until now I haven't come across a single instance where staff had been inaccurate.

Yes, in a summary document you're always going to have some slight perception issues, but then again it could be the subjectivity of my reading of the staff summary. I haven't gone with the staff summary and shown it to the person and said "is this accurate?" but rather have asked them for their views, and compared it to my recall of the staff summary, and up until now I haven't yet come across a situation – in just over a year, where there's been any fundamental inaccuracy, other than possibly some slight subjectivity issues which unfortunately happen, because we are human.

And I think that when the document publication process is finalized, people are going to see that and then they are actually going to have to

come up with other reasons why the Board makes the decisions that they are unhappy with.

Peter Thrush: Cheryl?

Cheryl Langdon-Orr: A perfect segue to what I almost wanted to say, then decided not to, then decided I will after all. I think it needs to be very clear, Cheryl Langdon-Orr here, for the scribes. It needs to be very clear that what we're hearing is not that they believe there is an error, but rather that they feel – while the perception of error persists, that is not good for the accountability and transparency and the argument is what we're seeing – what we saw.

In Marina Del Rey when we saw the Board book, is our fears are unfounded. Even the formal approach, JJ, just to be really very clear, even what the non-commercial stakeholder group and the at large advisory Committee has put forward to you formally, we are asking for act decision or after meeting publication. I think some of us are overworking the problem. Both outside of the edges, and also here in this room. It's a matter of if we know this is not the case, then we will stop being so concerned. I hope we don't find out other reasons to believe the Board is being captured in any way, shape, or form.

Peter Thrush: I think you get used to Mike's cynicism about some of these things. Bruce?

Bruce Tonkin: Yes, thanks Cheryl. I'm one of the Board members that would like to see the Board books be published. I'm coming from the GNSO background where that stuff is done, and I think you're right. I think the key thing is the transparency and trust part is being able to see the documents that the Board made a decision on, so I think that's important. The other part of it is people feeling that their views haven't been properly summarized, because that's the other element of it - that the public comment process has thousands of comments sometimes and we're asked "The Board's not going to read a thousand comments."

So the Board is asking the staff to summarize those. And that's why we've been sort of insistent particularly lately, and that's why you see an example of AOI, that the staff actually publish their analysis of those public comments, because then you have an opportunity to go back and say, "you completely missed my point", because you accept the staff has got to get your point down to one sentence, but you hope that one sentence is

roughly on track, so that's why the other part of it is making sure the comments are fed back to you, as to this is what we learned from them.

Peter Thrush: And finally, the reason I'd like to see them published is I think the community doesn't appreciate what an extraordinary amount of work the Board does, and getting this all out would help with the perception of how much work the Board does. Can we move on to the next topic?

Brian Cute: I've got one more question. Warren, please.

Warren Adelman: Yeah, I just want to make – Warren Adelman – I just want to make one comment, Peter. And I think the issue of optics is extremely important, and I think what you heard from Cheryl and other is this perception that there's an, even if everything is being done, there's an optical issue. I just want to respond to Jonne's comment on the request for information process, in that it's being underutilized. At my company, we certainly like to utilize all the channels that we can to educate ourselves, etc. And we had some serious questions that I think we also had questions that others in the community and in various constituencies had, and we put in a request for information. And this would have been a couple of years ago now, and we got not a single answer back.

Every single thing was deemed confidential. And you know, the perception was then, you can drape anything in confidentiality and just not provide the information, and I think that creates, again, these sort of conspiracy theories that we heard in a previous meeting, etc., so I think it's one thing to say that these means are available and underutilized, and another thing to substantiate why are you deeming everything confidential.

Mike Silber: If I can possibly step in, it's Mike here again. I think that possibly you're not hearing what Ray and JJ are saying, which is fundamentally restructuring the documents so that out of a summary document there will be a paragraph which may be confidential, which can be redacted easily and conveniently so the rest of the document, 90% of the document can be published or made available in terms of an access to information request; and the confidential information can simply be removed without affecting the impact of the rest of the document or even necessarily the structure of the document having to have significant portions blacked out.

But there is just – and Jonne is talking about educating and training his team to move to drafting in that manner, that between client privileged

confidential or other information that shouldn't be disclosed is put into a separated section which can easily be removed and edited out and we get the fundamental of the document ready for publication without significant effort and editing when the team has worked so hard during the meeting week anyway.

Warren Adelman: Well I actually totally understood what was being said, but I was responding to Jonne's commentary on the request for information process, which was separate from staff briefing papers, where there was – I think we would have preferred some level of redaction of the documentation as opposed to a summary that said we cannot provide this because it is confidential.

Peter Thrush: Okay, let's move to question six then.

Jonne Soininen: I think it's just useful just to point out that that's published, so the letter is published, and the response to the letter is published, so we publish everything in that documentary disclosure policy, so the request that comes in and our responses are transparent, so if there are complaints about that there is an appeal mechanism which I don't believe was utilized in this case, and there's also opportunities through reconsideration requests, ombudsmen, and other ways to reach it, if you believe that the staff response was incorrect.

Peter Thrush: Okay. Question 6 is about...

Brian Cute: Peter? We haven't done 5.

Peter Thrush: Oh. Sorry.

Brian Cute: We've got half an hour left. 5, 6, Larry, and then 11, 12, 13 if we can make it.

Ray Pizak: Very briefly on 5; some of this has already been covered earlier, but as I was beginning to say, one of the things that we've been working on is to, as I said, the Nom com seats are aligned with the Annual General Meeting, but the supporting organization seats have not been. And so we are seeking to find a way of aligning the supporting organization seats with a meeting, and in fact this meeting right here represents the first go at that, in that Raimundo Becca whose term actually ended about the 22nd of May, somewhere in there, is present at this meeting.

He's an observer, but he is actually at this meeting, so that's one thing we're looking at in terms of that process so that Board members don't just all of a sudden disappear between meetings. We're also actively working, staff is actively working on a process regarding the formalization of identification of needed skill sets so that these, we can provide on a standard basis to the Nominating Committee: "Here are the skill sets of a Board member."

And so that it is a standard type if you will, of skills that are looked for by the Nom com. In essence, looking at it from, if you were advertising a job, you would have a job description type thing out there, and the last piece of it is that the CEO is working to formalize a training program to provide a certain level of the skills that the Board members need to function properly.

Peter Thrush: Question 6 is about improving accountability mechanisms, and I've asked Rita if she'll have a look at that one. Rita?

Rita Rodin Johnston: Sure. Our chairman had a rare lapse in judgment where I'm going to answer a question that has to do with the President's Strategy Committee report, because I was not very happy when we had a report that was given to the Board I think one hour before the former CEO Timi wanted to post it and the Board didn't even have a chance to read it. So I think it's safe to say that that whole issue, all the recommendations and that President's Strategy Committee are off to the side now, and I think that quite frankly all the work that this group is going to be doing is going to make huge strides in terms of improving our accountability and transparency.

Ram is going to talk a little bit about the ombudsman here, but this specific question, Brian talked about progress that's been made since the AOC was assigned, and I think there hasn't been much - that's the reason we're all here. But I can tell you all that not surprisingly the Board has not just started thinking about accountability and transparency since the AOC. This is an issue that has been ongoing and we've talking to you about sort of the various iterations that have been made in the recent past regarding transparency and accountability including this notion of publishing Board materials.

I think something else that we wanted to mention was that the IRP decision that was recently filed in February 2010 was published, what it

says here, was immediately after receipt, but soon after receipt, so everybody could read, in the community what the IRP panel came up with. As we all know, that was not favorable to the ICANN Board per say, so ICANN is going to be moving very quickly. We've had a number of discussions on that decision and we intend to be quite transparent in how we reach our decision with respect to that. I think I'll kind of open it up for other questions, that's enough on that point unless anybody has a question.

Larry Strickling: So yeah, I'd like to get at this with a slightly different question which is this Board and this organization has been studying accountability and transparency for how many years? It's like every year you've got a report for that year, what advice do you have for us as we do this study and this report, so we can once and for all bring these issues to a head and get them resolved, so that we don't have to do this until the three years is up as laid out in the affirmation of commitments to do an update.

I frankly, at the time I signed the affirmation of commitments, did not have the full appreciation of all that effort and resources that have been spent to look at this issue prior to now. I'm actually more troubled I think by the fact that all that effort was put in place and didn't get these issues resolved. So we've got another chance there, with this Review Team. What advice do you have for us as to how we carry out our work or go about making recommendations to try to bring some finality to this?

Rita Rodin Johnston: Well, I think that one tenet that can start to really integrate itself in the ICANN community is reasonableness. I think that I've seen on my five years on the Board a continued effort to be transparent and accountable, but people have different ideas, Larry, as to what that means. So you know, the Board has come up with producing minutes, the minutes are considerably more detailed than they were when I came on to the Board. I think that's one way of being transparent.

I think that Board members have made a concerted effort to be at Board meetings which we would love to see better attended. I'm very dismayed to hear when people say they are going home on a Thursday for an ICANN meeting because the Board meeting is not worth their time. I think they should start paying attention at Board meetings because we do all make statements about our views on some things.

And now we're talking about publishing staff papers, but I think, Larry, each group around the ICANN organization would have different views on transparency and accountability. So we've been sort of chasing our tail but the target is always moving.

So I think that the organization and this Board and this management is committed to saying "Let's have this survey done of the community, let's come up with concrete goals that we can execute" because I don't think we've been very good at saying "This is your chance to come to the table, let's get things on the table, and let's execute."

Larry [Strickling]: So your advice to us is, what? Is it to conduct the end all and be all of surveys, or what? How can we serve this process in a way that provides a little more finality to this?

Peter Thrush: Larry, I've got people putting their hands up wanting to answer that. Starting at that end, Jean-Jacque and then Harald and then Dennis and then Vanda. So let's see if they can ... Jean-Jacque, please help.

Jean-Jacque Subrenat: Thank you Peter. This is Jean-Jacque Sebrant. To try to answer Larry [Strickling]'s question, which I find extremely important, I say two things. One is, how about being a bit comparative but on a world scale? And the other one is what the, what are really the objectives in terms of results of the review you are undertaking?

So I'll take the first point first. I don't come from the United States as you can hear from my accent, and I must say that looking around in my past life and all around me today, I can't think of another organization which puts so much effort into transparency and accountability, to such a degree of detail. The European Union, which I also do, does that to a larger extent also now, but for a private organization I don't know of many like that.

So what I would suggest, Mr. Strickling, is that there performance of ICANN be measured not only against the expectations, which may be movable, or may move like targets in time, but it be compared with actual performance of other, meaningful organizations at the same time. Thank you.

Peter Thrush: Thanks, Jean-Jacque. Harald?

Harald Alvestrand: I am sorry that, to inform you that I don't think you'll achieve finality. We have people in the community who are demanding the impossible. They believe that they're, that the impossible should be delivered to them. We cannot. What I believe we should aim for is to acknowledge that we have a common goal of operating in an open, transparent manner; acknowledge that we have made great strides forward, that there are things we can't do, and that we have to live with this tension.

So I believe that we have to look at where we are, and where we are going within the next short while, and answer the question: is this appropriate? good enough? are there other problems we should solve that are more important than increasing transparency just a little more?

When we reach the point that other things are more important for the internet, for the world, then we should say we have succeeded. It does not mean that we will find a place where everyone's happy, it means we have found a place where we are doing well enough. That's my personal opinion, on a very philosophical level. Thank you.

Peter Thrush: Fabio?

Fabio Colasanti: I think we should be expanding the discussion to worries and questions about 13, because the question is not just transparency and making all the documents available, the question is about giving the community the impression they have been heard; that their arguments have been rejected, but why. And so I think even more important than making documents available, or making the briefings available, it's important the question of explaining why decisions are taken.

And there I anticipate my fear, I'm a bit worried by the expression that Peter used about protecting the corporation, because I recognize that there is a tradeoff between explaining how you have taken a decision and why, and opening yourself to challenges, to legal challenges. Factor - Jean-Jacque Subrenat made an example with other organizations, private organizations: I think the comparison with private organization is not relevant because ICANN is a private organization, but perhaps for 20% of its work, it performs a public policy purpose. So for that part, it has to be compared to public organizations, so my suggestion would be to enlarge, or move on to 13, and continue the general discussion including the question of 13.

Peter Thrush: Fabio, can I take from there that you accept the Subrenat principle that we should be comparing ourselves to like organizations rather than attempting to set some ideal standard?

Fabio Colasanti: I think this is correct, but you also have to recognize this was mentioned that you are dealing with the internet community and that is a particular community; it is a particular expression of human nature, that probably sets the bar at a much higher level than we had before, so that is a problem for all of us.

Peter Thrush: Dennis, Vanda, and then Erick.

Dennis Jennings: Advice was asked for, and I'd like to pick up that last comment. The community sets the bar individually, and it's a floating bar. There's no measure of goodness. We all want to be good, but how good is good enough? There's no measure. Everybody wants more of this, more of that and so on. And so do we.

So the advice I'd offer is we need to find some objective standard, whether it's a public organization or the best of not for profit organizations in the United States, according to the NACD, the National Association of Company Directors, some objective standard against which we agree we will be measured, then we either meet that standard, or we don't meet that standard. If then the community wants to raise the bar to redefine the standard to a higher standard, let's define that standard and we go and meet it, but what we can't do is be constantly criticized for not meeting a standard which is entirely flexible and personally interpreted by each individual.

We want to get there, let's try and put some objectivity in it so that you can measure it, because essentially the reviews are about measuring accountability and transparency, measure it against some standard that was published that we agree, that the communities agree, we'll try and meet that. Then if you want to try and raise the bar, we'll try and meet that again. So you asked for advice, that would be my advice in the process. That means you know where we're going, we know where we're going, and together over the successive reviews, we can get to each agreed step and a higher level of accountability and transparency standards.

Peter Thrush: Thanks Dennis. Vanda?

Vanda Scartezini: Yes, I have been twice on the Board and in the GECK and in the at large, and what I see is the main problem for the community, they do not recognize problems, is mostly basis of different cultural approach. What is important for one group is the way we address issues for the general public, is certainly basis one kind of cultural, and this kind of cultural is not (inaudible 1:03:00) the same so the understanding of the answer that we are given to the corporate is not, the perception is not the same from Pakistan, from India, from Brazil, or wherever.

So what I suggest personally is to use more our at large community to have, to address correctly to that community what is the answer of any issues that they have. Probably have inside our meetings with the regional groups, we could have one specific effort just to address, you know, after the public meeting, we can, the public forum, we just can sit together and explain to the regional groups what was set, what was decided, what was our points on that.

Because I am tired of, at least, after the meeting, people that have been here could not understand what really was said in the public forum, so there is something that I believe could help in some way, and it's not adding cost or something. The people are there, it's just sometimes to better address the answer we already have, explain the papers we have published, etc. So that's my point and my suggestion. Thank you.

Peter Thrush: Thanks, Vanda. I think we need – I think direction of the meeting here – we've had quite a lot of discussion on this, but I still have a speaking order of Erick, Jonne, Harald, and Brian, and now George. Would you like to keep talking about this issue, and say the new things that I'm sure you are all going to say? Or would you like to move to some of the later questions? Who wants to stay on this topic? Raise your hand. Erick does, because he's next in the speaking order. Alright, Erick. We'll let you go, and then we'll move on.

Fabio Colasanti: Can I repeat my suggestion? Question 13 is part of this discussion.

Peter Thrush: Yes, let's have Erick, and then let's move to 12 or 13. Erick.

Erick Iriarte: Thank you. (Spanish 1:05:34;1:05:42) so I will try to do it in English – if I am speaking in Spanish, a lot of the people in the table could be impossible to understand me, the transparency also (inaudible 1:05:53), the translations of the documents. Sometimes the interpretation will have

the opportunity (inaudible 1:05:59) sometimes, but we are in the community involving technical stuff, we are speaking English to try to understand... Your English is better than my Spanish, but when we try to find the transparency I think that ICANN not only make the best as far as organization, it created a quarter of transparency of the document, a quarter of transparency to asking to the people, asking to the community.

But for some reason, if you see the website on ICANN about questions or comments to the community, you don't see comments. For some reason, the community received the documents, read the documents, you can follow the quantity of information that is downloaded, but they don't comment. They don't comment directly. Maybe a question related with (inaudible 1:07:02;1:07:06) why the community don't participate using the system that is made and created right now.

Why they need the documents in their own language, they need capacities to understand the situation, or it's simply that they only want to talk when they have some interest affected directly? If that is the reason, we don't need to be asking another thing.

Peter Thrush: Thanks, Erick. Let's move down to questions 12 and 13, which we think are linked, and Jean-Jacque, who chairs the Public Participation Committee has asked to speak to these. Jean-Jacque?

Jean-Jacque Subrenat: Thank you Peter. This is Jean-Jacque Subrenat. I'd like to try to put this in perspective since you asked me to treat both 12 and 13. Putting this in perspective makes me say first that it didn't all start with the affirmation of commitment, of course. It started before that, among others, with the present Strategy Committee work and its report, but what the AOC does do is to confirm the important of these questions of the community input, and it makes it a much clearer obligation for us to take care of the community input and how we react to it, and how we follow up.

So Public Participation has been set up as a Board Committee less than two years ago, about a year and a half ago, and some of the things we've managed to do I think may be of significance for the broader picture of how do you involve the public, not just to improve the figures, or the statistics, but actually to engage the public, or the community in contributing to the policy formulation, and that's what it's really about.

So several things. We heard over several years that one of the complaints was that we didn't know in advance for public meetings for ICANN what was really the agenda, the documents came in too late, etc., so I won't go into the detail, but I just want to make you aware that we, the staff, prepared and published a document deadline policy and also rules, very stringent rules for the fixation of the agenda of these international meetings.

There is also some improvement I think, I hope, in the way the public forum is conducted under the leadership of the Chairman of the Board, in these public meetings. And also this is not negligible; the remote participation side of it, which by the way, lowers the CO2 imprint in some cases, by providing much better tools for remote participation.

So and the linguistic aspect, which was just mentioned by Erick is very much part of that preoccupation. For instance, two or three years ago, interpretation, simultaneous interpretation was provided, I should say almost exceptionally, whereas now it is systematic, and you can have the detail of that if you wish. So the real problem here, I think, and this has been mentioned by several members of the review team, is feedback. And I agree; this is the real challenge. What is the rhythm, what is the importance of the feedback we can give? And we are working on that.

Now, on question 13, if I may move on to that, which is the Board attempts to... Sorry. "Do you feel that the Board does an adequate job of explaining its decisions?" So I think that the Board goes to great lengths to provide the rationale behind its decisions. For instance, the care with which the whereas clauses are crafted before any resolution, or with any resolution; was really a matter of surprise first, then of admiration from myself when I realized to what extent it tries to reflect and to in advance respond to the preoccupations of the community.

I think that we also provided, when necessary, and when that is the case, voting statements. For instance, anyone voting against or abstaining; but this being said, I think the Board recognizes without difficulty we can do more is its – in providing more and better and perhaps more usable background information on the decisions we are taking, and there again I would like to assure the Review Team that we are working on that.

So if I make – to end my presentation – an overall comment, I would say that we are very conscious in ICANN on the Board that the credibility of

this organization depends to a degree, perhaps to a large degree, on the way in which we involve but also react, or interact, with our community. We have shown and we will show even more openness and forthcoming character in our way of engaging the community, in the formulation of policy and I think that in that sense, the PPC, the Public Participation Committee is just one instrument among many others, but since it's the most recent one, which was set in place when Peter became the Chairman of the Board, I thought I'd underline its role. Thank you.

Peter Thrush: Thanks, Jean-Jacque. Housekeeping matters – we have five minutes to go before the scheduled end, many of us could actually stay another fifteen minutes, and I'm prepared to run the meeting on another fifteen minutes if that is any assistance. Brian has indicated that he has a 3:30 appointment and can't make it, but I see that our co-chair of the Review Team, [Manile] is here, so [Manile] would be able to fill in for Brian.

Does anybody have a difficulty with extending to 3:45? I see none, so let's assume that we have another twenty minutes then to get through the rest of these questions. I have a speaking order with Brian, Mike, and [Manile]. Ray, do you want to get on the speaking order, or are you making a...

Ray Pizak: Let's just say a comment in regards to the agenda; it had been stated at the beginning of this meeting that there was some discussion requesting regarding question number 11. I will point out the fact that question number 11 was asked this morning, or this afternoon whenever that was, in the joint Board GACK working group, and so you would expect to hear the same answers as you heard this morning. So I don't know if it's necessary to do that.

Peter Thrush: Alright, let's treat 11 as substantially asked and answered and that means we move forward to the next question – sorry, speaking order. So Brian.

Brian Cute: Thank you very much, Peter. With regard to number 13, and this is for Jean-Jacque or anybody on the Board, a very common and constant plea that I have heard in my individual capacity and as part of this Review Team is "Can the Board explain why my input or position was rejected?"

And I focused on the question myself for some time, and did a little bit of research. I talked to some folks that work at the Federal Communications Commission because in US Communications law jurisprudence very often, the decision very often will explain why certain positions were

rejected, and why others were accepted as a basis for the decision. It's a very common thing.

There is a legislative framework that promotes that sort of explanation in your decision making, there's also another component which I didn't fully appreciate until I talked to some FCC'ers is that the existence of the court system as a tribunal that could eventually overturn fully a Commission decision, provided the added incentive for those decision makers to fully explain not only why they came to a conclusion and the positions that supported that; but also explain those positions that were rejected and why.

This doesn't seem like a very hard thing to me. "Is there a reason why the Board to date, is the Board considering revising its framework for writing decisions to include?" And I can tell you this is a very common complaint, not just in regard to Board decisions, but also down in the policy development process; across the community you hear constantly, "I don't care if you tell me that you rejected my position, just tell me you rejected my position and why." So do you have any comments on that?

Peter Thrush: Bruce and then Katim.

Bruce Tonkin: Brian, certainly I've heard that related from the community many times as well. I just want to understand a little bit, perhaps you can explain those processed that you mentioned a little bit more. But we tend to operate a little bit in what I call real time - that we have a Board meeting, we're meeting during the week; we're meeting typically on a Thursday night to discuss what people talked about in the public forum, then we make a decision on Friday which is all transcribed and we try and pretty much make our resolutions a few paragraphs in length to the outcome.

Are you talking about something that might happen several weeks later that is a more detailed analysis? I just want to understand the steps you are talking about. Is that what you are talking about, or are you talking about in the Board resolutions that we have, we have like two or three page resolution, explaining the pros and cons of everything, or was it more of an after the fact analysis document?

Brian Cute: It would be in the decisional document, so when a decision is rendered on a particular issue, within that document the explanation analysis, acceptance and rejection of positions would be articulated.

Bruce Tonkin: Prior to that decision being made, because the impact of that probably would mean that we would have a Board meeting a month after the ICANN meetings, I would say, before we could get that level of analysis. So just, all the same, that's probably how I would respond is that we do operate in real time. We listen, we're at the public forum, we listen, then we make a decision. Then the detail you are talking about would have to be done after the fact, or we actually wait for our Board meeting which is, has been discussed in the Board, should we be having a Board meeting on Friday, should we be having a Board meeting next month, after this week, and after the staff do a lot of write-ups, so that's a community choice, I guess.

Peter Thrush: Thanks, Bruce. I've got Mike, and then Manile, and then Katim, and then Harald. So it's – let's start with Mike.

Mike Silber: If I can go back to Mr. [Strickling]'s comments because I want to wrap up the comments that I've heard. ICANN ; and having been involved in ICANN for over ten years now, ICANN is an organization that seems to go through a process of continuous improvement. We're continually analyzing, we continually assessing, we make mistakes, we're often making minor modifications to get maximum improvement for minimum effort, and often we succeed.

I think where this Review Team is really a good idea is to give us an objective, outside view, with some insiders views as well to say, that continuous improvement is working, or guys, here's some key issues that you need to look at. Fix those and then carry on with your continuous improvement process and we'll look at you again, in three years time; because ongoing, minor tweaking to achieve continuous improvement is a good idea. I was planning on responding or discussing an idea very similar because it seemed to be coming out of some of the comments made, Brian, and then you hit the nail on the head ; which is why don't we provide reason documents? And seeing – you referred to the FCC, but we have one of the incoming regulators from our country sitting around the same table... For one big reason I see John Jeffries is already starting to shudder.

Peter Thrush: We are not a regulator. We are definitely not a regulator, and the purpose of the ICANN Board is not as a regulator, nor is it a counsel of the wise to make decisions on behalf of third parties. I think part of the biggest problem in terms on accountability and transparency in this organization is that there are far too many people in this organization who aren't willing

to take accountability for themselves and their actions, so they pass responsibility again to the Board.

They push to the Board's decisions that they, in their (inaudible 1:20:58) should be making, then they blame the Board for decisions that are made, and say "Why did you reject my input?" Well, often we didn't reject your input, it was your own community who rejected your input, in weeks and sometimes months and sometimes even years of discussion; round and round in circularities and the vertical integration issue is a perfect position.

The Board pushed it back to the GNSO and said "We're being tasked with making a decision that is not ours to make. We have set a default, you go and come up with a better idea" and what did we spend the first three weeks after that doing? Fending off requests for us to please explain our, the basis on which we derived the numbers that we set as the default, and what it actually meant so that people could work out how bad their position was, and whether the Board's default position was advantageous or (inaudible 1:22:00) to themselves.

Instead of trying to work together to come up with something better they spent three weeks arguing about what the Board actually meant, when in fact we didn't mean anything. We meant 'go and do the work'. We're not a regulator who holds hearings, hears submissions by different parties, considers the arguments, comes up with a reasons document, and publishes a reasons document. It's a world I know, and in which I work every day.

Sometimes I wished ICANN worked that way, because we could just make decisions that we've seen a year or two ago, we were hoping it would go in a certain direction; we could have possibly even justified a decision in that direction, but we can't push that, because this is a bottom up, multi- (inaudible 1:22:52) model which requires communities to come up with the policies that affect their lives.

Brian Cute: Thanks, Mike. [Manile]?

[Manile]: Thanks, Peter. From what I hear, I think I really do appreciate what the Board is doing to have everything put on the website, all the minutes and all the resolutions and everything; and I also do appreciate the frustration of some people from not being able to follow up either because of the language or because of the amount of the material that is on the website,

or because they don't know where to find, or whom to talk to. So I think the problem may be that the community, although it's a hard task, but they need a more interactive process.

They sometimes it's not the decision itself, but the – they have to know what the decision is and how was it based, so maybe something like a first line support for the ICANN that could really be interactive and deal with such requests. Receive the requests from the people and either put them in contact with the right person, or guide them through the website to the right information. I mean, just to guide them through the process and through the structure or bring to them the answer at the right moment or interactively.

Peter Thrush: Thanks [Manile]. Katim?

Katim Touray: Thanks, thanks Peter. I was just going to say that I think Brian's request about what we can do to provide feedback for the reasons behind the decisions of the Board could in actual, in practice be fairly difficult and complicated to implement mostly because of that fact that really, as we all know, when the Board - as Mike has pointed out - when we vote on position, we just vote and the votes are registered that it was carried or it wasn't carried.

And I think if we want to provide explanations, then maybe what we probably ought to do is look at operating along the lines of the Supreme Court, where when we vote, one person or somebody amongst those who vote agree to carry a resolution, agrees to write the majority opinion as to the reasons why they voted the way they did. And some of the other opposing side can do that too. Something like a decided opinion or something like that, and of course, I'm not a lawyer, so I'll leave that to those of you who are lawyers on the Board to figure out the modalities of doing something like that.

There's also the option of simply referring people to the minutes of the Board so that it would provide the context, at least help provide the context for the reasoning behind the votes that were carried out at the end of the day. In that same way, one could also allow the lines of where the previous discussion about providing more access to the Board book and documentation that actually reaches the Board as it prepares for each Board meeting.

The Board book also frequently does, I mean, I think the staff does, usually does a very good job of present various aspects, various arguments on the issues, and I think anybody who reads that could also glean some information from those documents as to the possibilities of various Board members might have taken to actually arrive on their decisions, but of course that still would be speculation, and so like I said, the details could be fairly complicated.

And let me say this, finally, I think some of the problems we have, at least in my opinion in regards to the whole issue of accountability and transparency is I think symptomatic of the fact that there's a very essential function of the organization that I think we really haven't given the due consideration it deserves, and that's the monitoring and evaluation function. We spend a lot of time and efforts and resources trying to get people to get involved in policy development, trying to get people involved in various aspects of the organization, but I don't think we really do justice to how do we go about the task of how do we go about actually evaluating and monitoring the actual effects and outcomes of those activities and resources that we put into play.

Very briefly, there's some development thinking, something called participatory appraisal, and more specifically, participatory rural appraisal, where you go into villages and sit down with the people, and stakeholders, and together with them, do an evaluation of your interventions and activities and I think ICANN should start thinking along those lines, how do we get the community involved; not only in policy development and various activities that we do, but also incumbent with the framework of appraising and assessing and evaluating the activities of the organization. Thanks.

Peter Thrush: Thanks Katim. Harald?

Harald Alvestrand: It is a pity that our esteemed Chair had to leave, because I wanted to ask him what he meant - positions. One issue with explaining why when people come and say "My position got rejected. Why?" is exactly that - it's your position. And I remember reading through the list of comments, I think it was (inaudible 1:28:55) guidebook version 2, like 400 comments. Staff had summarized them into something like 50 areas. I gave them a very hard time because they had missed number 143; now the Board had to make an up or down or sideways - of course it was sideways - decision on the whole book.

Now if we were to have to explain why we rejected each and every one of those 400 positions, or the (inaudible 1:29:35) we would have problem, so we can't – so that's obviously not what our esteemed Chair intended. But I don't understand what other concept you have. We have a lot of bylaws saying if a stakeholder group or whatever it is comes to use with a policy, we basically have to have a (inaudible 1:30:02) to reject it, and we are really certain we will have to explain ourselves why. But I don't understand.

Peter Thrush: I might help you with that later on, Harald. I've got Jonne very quickly, then Fabio. Is it in answer Fabio? Quick reply then.

Fabio Colasanti: There are plenty of organizations that already do that...

Harald Alvestrand: Which ones?

Fabio Colasanti: The European Commission, for one, that I know directly.

Harald Alvestrand: So the European Commission responds to individuals?

Fabio Colasanti: The European Commission launches proposals on many, many (inaudible 01:30:41). Every proposal has to be accompanied by public consultation and a detailed analysis of the impacts. In the document called impact assessment (inaudible 1:30:52) a talk of the summary of the consultation. It usually reads "We lost the consultation on our proposal two months ago. We received a 1750 submissions, 300 coming from organizations, some from individuals," and everything. "These submissions are all available on the website somewhere, but essentially these submissions raise these five points. They can be regrouped into five categories, our of these five categories, we felt number one could not be done for these reasons; number two could not be done for these reasons; number three, that is the one that we are supporting, number four and five and have been rejected."

This document is available to everybody. You are not answering individually, but you are answering to broad categories of comments and you are explaining why you are taking the position, and as Brian said; many in the organizations of all regulatory bodies do that, in the area of telecommunications it is not unusual and so on. This is a common policy, so it is not something for (inaudible 1:31:50). I accept that this might

require some changes in the calendar of your decisions because you must have these documents prepared.

Harald Alvestrand: Thank you. That improves my understanding considerably.

Peter Thrush: Thanks Fabio. Let's go back to Jonne, and then Gonzalo, and then Dennis. By then I think it'll be a quarter to and time to close up shop.

Jonne Soininen: I wanted to say about this, and both for the reasonings and the transparency - this is a process, this isn't a project. So we are trying to improve all the time and we definitely need your help as well here, and everybody else's to make sure we can do the right steps. Thank you for the proposals of how to improve the transparency and the understanding of the decisions that we make. I think that those are some things we should discuss in the Board as well.

But I think that even more important is that what was said already before. What we have done is a conscious decision and what we have tried to do is move all the policy work, or as much as we can to the actual (inaudible 1:32:54). And where we don't ask the Board don't do those policy decisions that we have to explain. We've had the first, or maybe we've had a couple of others as well, but one of the recent ones was really the vertical integration work which we directly put to the GNSO vertical integration working group. And that is a good example of that.

And that is, I think, much more important than looking at how we do decisions, how we describe our decisions, but put the work into the actual, into the bottom-up process.

Peter Thrush: Who's up? Gonzalo.

Gonzalo Navarro: Thank you Peter. We have here interesting issues and details and opinions. I think that we have a new standard here, we are moving forward, and there is sure room for improvements with the standard, but we are taking and facing. It is not the same standard that we used to have five years ago, it's not the same standard, we don't have the same tools that we used to have; we didn't have ten years ago, or five years ago, or two years ago. The documentation is so much complete and understandable in so many languages, and the idea that was proposed or extended by Fabio about the European Commission is a really, really good one.

But I think that- I'm not quite sure if that policy is applicable to every and each policy making process within the Commission. That's a question. I'm for sure that discipline or policy is really not applicable to the telecommunications sector. I'm not sure, I used to work as a regulator in the telecommunications sector, and I was real involved during the last ten years and I don't recall a similar process in that, telecommunications regulator, in terms of public policies, but for sure it's a really good idea. Thank you.

Peter Thrush: Thanks, Gonzalo. And Dennis? A brief...

Dennis Jennings: I'm not sure that the European Commission is the standard that I was searching for, because I think that many more people complain about the European Commission than complain about ICANN. But maybe it is the standard. The point I want to make, to be positive, is this whole review is part of our affirmation of commitment, or ICANN's affirmation of commitment. Our commitment to do certain things, to improve, to be held to a standard, to be measured, to have that reviewed, so I think the best thing we can do is try and take all these inputs, to try and frame a standard against which we will be measured, and to work to achieve that standard. Thank you.

Peter Thrush: I was just going to close if I may, by saying that Brian's question and I think partly Fabio's response indicated an absolutely fundamental first requirement, and that is to understand how different the multi-stakeholder model is from previous models. The question as to why we don't publish a decision like the FCC is because we are set up totally differently from the FCC.

That implies that the GNSO is in fact a place, a forum, for people to come and present a cast to the Board, and the Board is going to review that case, and issue a decision on the merit of those protagonists in front of it; which is a complete misunderstanding of the fantastically different and exciting concept of the multi-stakeholder model. Fiddle that it, if we did it we would have to wait three to six to eighteen months to write a judgment as often happens in judicial systems.

What we've got instead in ICANN, in the multi-stakeholder model is we've got customers and their suppliers in the same room, arguing with each other and making the policy. The Boards job is not to make that policy. This is what Mike and Dennis have been saying, and we do not

make a decision on the merits of the policy, as put to us by warring competitors who are entitled to have a decision from us as to why their position is being rejected.

You've got to understand that that is not the process that goes on in ICANN. You cannot require ICANN to live up to the standards of the FCC in making decisions from a process that doesn't look like that. What the Board's job is to do is to look at the GNSO as it's making its policy, and check that its resourced, that its considered everything properly, that it's done the job properly of the GNSO. Our decisions, therefore, are largely yes - that policy process has been done properly. And the outcome that those people fighting among themselves as the interested parties, have reached, is the correct decision.

It's not our decision as to what to do. And as often as we can, and we say this frequently, and we've used the example of vertical integration, when the policy decision comes to the Board that might require us to make a written decision, we are sending it back. We are an oversight Board. The mechanism of ICANN is not a replication of the European Commission, it is not a replication of the FCC, it is a brand new construct. It needs brand new standards and it needs brand new understandings.

So let's just get that clear if we can, about looking around for comparators. You've got to understand what the essential ingredient of the ICANN decision making process is. Thanks very much.

Okay, thank you to the accountability and review team. We have learned a lot from answering your questions, and I think some of the questions have provoked some solutions already in many people's minds. It is as its intended to be, you know, a constructive process. Please, Board members, join with me in thanking members of the Review Team. [Manala] would you like the last word?

[Manala]:

Thank you, Peter. We also thank the Board for the time and for this fruitful interaction and we hope to keep on the communication so we can deliver something that is really for the benefit of ICANN as a whole and for the community as well. Thank you.

-End of recorded material-
