



Board review: second WG interim report

24 June 2009

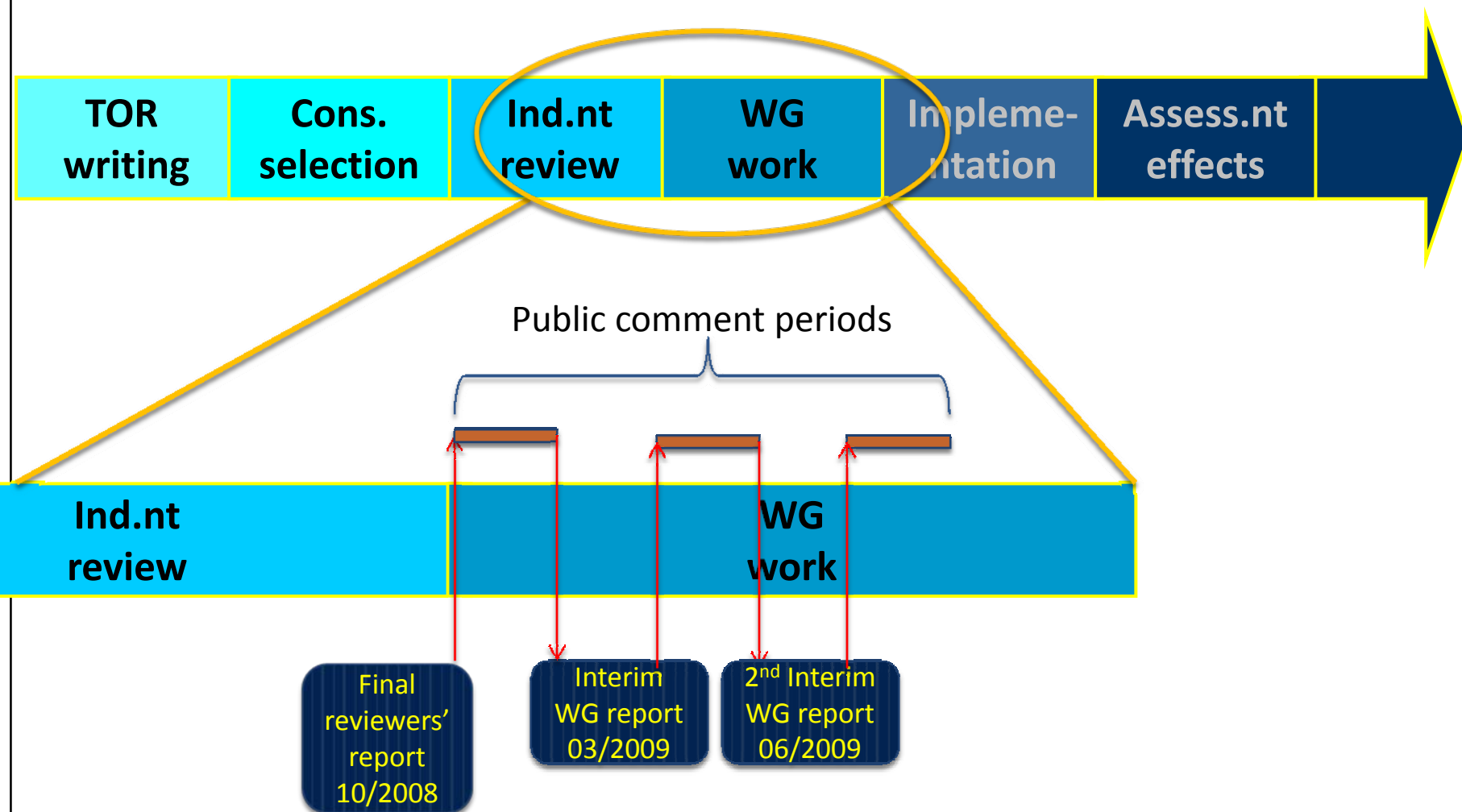
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Where we are



WG conclusions (2nd interim report)

Finalized issues

- 'Fewer, longer Board meetings'
- 'Consolidate Board Committees'
- 'Broaden skills of the Board'
- 'High performance culture'
- 'Strengthen strategic focus'
- 'Clarify Board accountabilities'

Open issues

- 'Size and composition of the Board'
- 'Remuneration Board Members'
- 'Tenure and time of appointment Board members'

Finalized issues (1/4)

- **'Fewer, longer Board meetings'**

- ✓ Board already moving in this direction
- ✓ No elimination of teleconferences; better use of them by having single issue calls
- ✓ Arrangements for urgent inter-meeting approval being addressed by BGC
- ✓ Support of assessing at the end of each meeting whether Board spent its time on board or on management issues.

- **'Consolidate Board Committees'**

- ✓ Board already restructured number and scope of action of Committees. No further action required at this time.

Finalized issues (2/4)

- **‘Broaden skills of the Board ’**

- ✓ Define the skill, experience and independence mix required for effective Board operation; and define main gaps that should be met: being addressed by BGC
- ✓ Appropriate and useful to have formal meetings between Board Chair and NomCom Chair on skills needed by the Board. The Board Chair should represent the views of the Board.
- ✓ Training to Directors: it is already provided, and BGC is assessing individual training needs; the WG notes that some public comments question the role of ICANN in delivering training.

Finalized issues (3/4)

- **'High performance culture'**

- ✓ Support of all initiatives suggested in this respect (individual performance evaluation; review process for evaluation of President performances; test of staff attitudes; discuss bad news at the Board)
- ✓ Most of these ideas already being addressed by Board Committees

- **'Strengthen strategic focus'**

- ✓ Support of all initiatives suggested
- ✓ Discussion on these initiatives already taking place at Board
- ✓ BGC to define processes for delegation of tasks to management, and monitoring

Finalized issues (4/4)

- **‘Clarify Board accountabilities’**
 - ✓ Support of all initiatives suggested in this respect, with the exception mentioned below
 - ✓ The proposition for all stakeholders to get together to nominate a Board acceptable to all of them seems impractical in the current ICANN environment

Open issues (1/3)

- **'Size and composition of the Board'**

- ✓ Complexity of the issues associated with the recommendation to reduce the size of the Board
- ✓ Importance of preserving Board geographic, cultural and stakeholder diversity
- ✓ There is value in the proposal to reduce the size of Board, supported by the majority of WG Members
- ✓ Further discussion needed on operational measures to be adopted to achieve this goal
- ✓ Remarkd interconnection with ALAC review proposal to include At-Large Directors; and with size and composition of NomCom

Open issues (2/3)

- **'Remuneration of Board Members'**

- ✓ There is validity in the proposal to remunerate Board Members and the Chair
- ✓ Almost unanimous support from community, and from independent reviews
- ✓ Different models for remuneration discussed; the WG feels that payment should be linked to performances
- ✓ Remuneration should be left to individual Directors' acceptance
- ✓ Chair to be reimbursed with some multiple of standard Directors' remuneration
- ✓ To avoid attracting 'professional Directors' limit on number of Boards where an ICANN Director can sit

Open issues (3/3)

- **'Time of appointment Board members'**
 - ✓ Current arrangement (appointments at different times of the year) considered suitable by some and not optimal by others, further discussion needed

Where from here (1/2)

The WG asks further public inputs on issues remained open, and will continue discussion in view of reaching consensus. It targets to present its draft final report in Seoul.

Further discussion

Where from here (2/2)

The SIC asks the WG to formulate different alternative scenarios of Board size and composition, taking into consideration the proposal to include At-Large Directors; and addressing size and composition of NomCom.

Scenarios to be presented in the draft Final Report for consultation and Board decision.

Further discussion

