Cover Note

The Terms of Reference (ToR) Development Team would like to thank the community for its helpful comments and questions in response to the call for public comments for the Pilot Holistic Review (PHR) ToR. Recognizing that many supported the ToR as conceived, there were some questions and issues that needed to be addressed. There were also some issues to do with the complexity of the previous version of the ToR. This revision attempts to be more direct and simpler.

The ToR Development team, comprising members of the Board Organizational Effectiveness Committee and members of the Third Transparency and Accountability Review Team (ATRT3), propose the following revised approach to the realization of the Pilot Holistic Review (PHR).

The PHR will focus on putting in place the necessary guidelines, processes, and testing to ensure while preserving organizational subsidiarity, that there is a sufficient level of confidence and consensus across various community groups to introduce the required Bylaws amendment and subsequently have the first Bylaws mandated Holistic Review scheduled, smoothly undertaken, and effectively implemented.

It should be noted that nothing limits the SOs and ACs from initiating or continuing their processes of continuous improvement in their timeframes.

Furthermore, the ToR Development Team would like to address the following issues expressed in the comments:

> *Comment*: The scope of Holistic Reviews is not clear

> *Response:* The PHR is responsible for clarifying the question of the scope of future Holistic Reviews. The updated ToR envisions that the PHR will examine and discuss different methodologies to develop the necessary guidelines for future Holistic Reviews, including evaluation and measurement of continuous improvement programs being implemented by SOs, ACs, and NomCom. The PHR is also expected to develop a proposal for the Bylaws amendments to include Holistic Review.

> *Comment:* Lack of independent examination within the Holistic Review

> *Response:* In the latest ToR revision, the SO, AC, and NomCom self-assessments would come directly from each group's reporting of their continuous improvement efforts under the Continuous Improvement Program (CIP), not the Holistic Review itself. As outlined in the ATRT3 Final Report, ICANN's structures can obtain independent contractors to assist in their continuous improvement efforts, if so desired.

Comment: Lack of identified dependencies

Response: The Pilot Holistic Review does not have any dependencies given that the pilot will not be conducting any formal CIP evaluations. Future Holistic Reviews will be dependent on the self-assessment cycle of the CIP. The self-assessment cycles will serve as inputs to the future Holistic Review's evaluation, as defined by ATRT3's review objectives.

Comment: Community might not have the ability to support the PHR work

Response: To ensure that the workload for the team is manageable, the scope of the pilot has been tightly refocused. The PHR will be run as the only Specific Review during this time period, the review team will consist of up to 21 members, i.e., up to three members per SO/AC. There will be a need for a community effort to provide feedback and guidance to the team during the Public Comment periods.

Pilot Holistic Review
Revised Draft Terms of Reference

Section I: Review Identification

Board Initiation:	
ToR due date:	
Announcement of Review Team:	
Name(s) of RT Leadership:	
Name(s) of Board Appointed Member(s):	
Review ICANN or URL:	
Review Workspace URL:	
Review Mailing List:	
Important Background Links:	ATRT3 Final Report: https://www.icann.org/en/system/files/files/atrt3-report-29may20-en.pdf ICANN Board Scorecard: https://www.icann.org/en/system/files/files/resolutions-atrt3-final-recs-board-action-scorecard-30nov20-en.pdf ICANN Board Resolution: https://www.icann.org/resources/board-material/resolutions-2020-11-30-en Letter from the OEC Chair Avri Doria to ATRT3 Shepherds regarding the development of Terms of Reference (ToR) for the Pilot Holistic Review: https://www.icann.org/en/system/files/correspondence/doria-to-shepherds-02feb22-en.pdf

	Operating Standards for Reviews: https://www.icann.org/en/system/files/files/operating-standards-specific-reviews-23jun19-en.pdf
	Resourcing and Prioritization of Community Recommendations: Draft Proposal for Community Discussions - 29 October 2019 Draft
	ICANN Bylaws - See Section 4.6 for Specific Reviews: https://www.icann.org/resouces/pages/governance/bylaws-en/#article4

Section II: Purpose, Objectives, Deliverables and Timeframes

Purpose

The purpose of this review is to:
   a) define the inter-dependencies between future Holistic Reviews and other Specific and Organizational Reviews or Continuous Improvement Programs (CIP), and ongoing work streams,
   b) address, based upon community input, methods for future Holistic Reviews including the make-up of the review teams and their role,
   c) define the roles of the community structures, the Board and ICANN org, and whether, and if so how, external parties should be involved,
   d) consider what Bylaws amendments may be necessary to ensure that future Holistic Reviews can be conducted in accordance with the Third Transparency and Accountability Review Team (ATRT3) recommendations and the findings of this review.

It is not the role of the PHR to make Recommendations with respect to the purpose or structure of the ICANN SOs, ACs, the NomCom, ICANN org or the Board. If in the process of developing guidelines and testing those guidelines, observations are made that are relevant to purposes or structure, these may be included in the Final Report of the PHR to be considered by the future Holistic Review.

A Bylaws amendment process to add Holistic Reviews should be completed after the PHR has been concluded and the effectiveness of this review is assessed by the community.

Objectives

The main objectives of the PHR are:

1) meet the requirements defined in the ATRT3 Final Report and develop methodologies and guidelines for future Holistic Reviews to ensure they yield the outcomes intended by the ATRT3,
2) address the gaps identified by the Board[1].

Deliverables

To achieve the objectives, the Final Report of the PHR will consist of the following deliverables:

- **Deliverable 1** Guidelines for the review of the effectiveness of the various inter-SO/AC/NomCom collaboration mechanisms.
- **Deliverable 2** Guidelines for the review of the accountability of SO/ACs or constituent parts to their members and constituencies.
- **Deliverable 3** Guidelines for the review of SO/AC/NomCom as a whole.
- **Deliverable 4** Guidelines for the review of the continuous improvement efforts of SO/AC/NomCom based on good practices. Noting that coherence among the continuous improvement programs of the SO/AC/NomCom will facilitate measurement and assessment with some degree of comparability.
- **Deliverable 5** The proposed Bylaws scope of future Holistic Reviews.
- **Deliverable 6** Guidelines on how future Holistic Review Teams should determine and prioritize work areas.
- **Deliverable 7** Methodology and timeline for gathering and analyzing data to inform fact-based findings and recommendations.
- **Deliverable 8** Principles of how various ICANN structures and support staff would be held accountable for implementing the recommendations coming from Bylaws based Holistic Reviews.
- **Deliverable 9** Skill sets for future Holistic Review Team members.
- **Deliverable 10** Assessment of resources required to complete future reviews.
- **Deliverable 11** Methodology for how future Review Teams would measure the success of implementation and the success of future continuous improvement programs.
- **Deliverable 12** Report on the testing of the guidelines as applied to specific issues. The PHR should explore a subset of issues as possible stress test cases and choose a few stress test cases to delve into from among the subset based on timing, bandwidth, and priority.

The PHR Team is expected to identify and prioritize work areas as well as use results from some of the deliverables in their work on other deliverables.

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[1] Proposed areas of work are associated with key principle b) Consistency with the ICANN Board action on ATRT3 recommendation 3.5 (as stated in the Scorecard - see page 7)

The PHR Team may bring its work to closure, once team members agree that the work outlined in the Terms of Reference (ToR) has been completed and is fit for the purpose of providing the necessary guidance for a Bylaws mandated Holistic Review.

The ATRT3 Final Report sets a timeframe for the Holistic Review ("should be time-limited to a maximum of 18 months").

Although in the Board scorecard, there is no reference to a set timeframe for the PHR, the PHR Team will be requested to complete their work within the same timeframe that the ATRT3 suggested for the Holistic Review.

Closure of the PHR and Review Team Self-Assessment

Review team self-assessment will play an important role, in fulfilling the following purposes:
- From a substance perspective, there should be a debrief/assessment to determine to what extent the PHR Team methodology and processes helped to accomplish the goals set by this ToR in response to the Board action and related directives.
- From a process perspective, assess what worked and what needs to be improved in how this PHR Team conducted its work and was supported by ICANN org.
- From an organizational perspective, the effectiveness of collaboration between the PHR and the existing ICANN structures (SO/AC/NomCom).

The next steps after community review and Board approval will be the initiation of the process of adding the Holistic Review to the Bylaws, updating Operating Standards for Specific Reviews to include this new review, and updating the schedule of subsequent reviews that are dependent on the completion of this pilot. If additional information, clarification, or other actions are needed, then what steps need to be taken to be able to add the Holistic Review to the Bylaws.

Section III: Approach to Work, Decision-making and Methodology, Roles and Responsibilities, Support from ICANN org, Outreach

Guiding Principles

The following are suggested to guide the ToR, and specifically the scope and approach to work:

a) ATRT3 Recommendation 3.5 (as stated in the ATRT3 Final Report) and elaboration where further clarity is required.
b) ICANN Board action on ATRT3 Recommendation 3.5 (as stated in the Scorecard - see page 7).
c) Board-approved Operating Standards for Reviews.

Consideration of any known problems with the way Specific Reviews have been conducted, with an eye toward potential improvements to be tested out as part of the PHR.

Operating Procedures

The following procedures should inform the *modus operandi* of the PHR Team:
1. Produce a work plan that effectively achieves all of the pilot's objectives within the 18-month timeframe.
2. Consult ICANN org and Board for initial input on the level of effort required, and the expected impact of the recommendations being considered[2].
3. An open and transparent exchange among the review team, subject matter experts, ICANN org and Board must occur so that the identified problems, the recommended solutions, and the expected impact of implementation are clearly defined and well understood by all.
4. The Community should also be openly and transparently engaged early in the process to ensure their input on findings is considered, especially as it relates to their unique operations, processes, and procedures. This will help flag potential issues with recommendations before they are finalized.
5. Ongoing continuous improvement should be handled via existing techniques and/or methodology that would fit the requirements and meet the expectations of the SOs, ACs, and NomCom.
6. Once the Draft Report is complete, a Public Comment proceeding will be opened. The PHR Team will need to decide how to respond to public comments and provide reasoning where comments will not be addressed (ICANN org templates available).
7. The revised Draft Report will be shared with SO and AC leadership and Board for their review before sending the Final Report to the Board. The PHR Team will work to address any significant SO and AC leadership and Board concerns in a timely manner.

Decision-making, Methodology

The PHR Team should to the extent possible follow the Operating Standards for Specific Reviews.

Support from ICANN Org

ICANN org will support the PHR Team's work by providing project management, meeting support, document drafting if requested, document editing and distribution, data and information gathering if requested, and other substantive contributions when deemed appropriate. For the PHR, which is the first review of its kind, a provision will be made for an ICANN-experienced contract technical writer to be available from the start of work.

Outreach

The review team's plans for community outreach and engagement should support the deliverables listed above. Timing and nature of outreach and engagement will be

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[2] "In addition, the Board may designate one Director or Liaison to serve as a member of the review team." Bylaws, Article 4, Section 4.6(a)(i).

particularly critical considering that the findings and recommendations from the PHR Team, will have implications for all ICANN structures.

The PHR Team should to the extent possible follow the [Operating Standards for Reviews](#).

Section IV: Definitions and Acronyms

ALAC: At-Large Advisory Committee

ATRT: Accountability and Transparency Review Team

Community: As commonly used within the ICANN ecosystem.

Consensus: Consensus is a form of decision-making employed by various supporting organizations within ICANN. *(See page 22 of the [Operating Standards for Reviews](#) for applicable procedures. The [Consensus Playbook](#) could be an additional resource for achieving consensus during the decision-making process.)*

Continuous Improvement: Continuous improvement, sometimes referred to as continual improvement, is an evolutionary model where an ongoing effort is made to produce incremental progress toward ultimate goals. A continuous program will generally have milestones and evaluation points but will not have a defined completion state or date. *(This term is used in the ATRT3 Objective for Holistic Review, as follows: "Review continuous improvement efforts of SO/AC/NC based on good practices.")*

Good practices: Practices that have been shown to be effective in the past, in other parts of ICANN or in other organizations and have limited objections. *(This term is used in the ATRT3 Objective for Holistic Review, as follows: "Review continuous improvement efforts of SO/AC/NC based on good practices.")*

Inter-SO/AC/NomCom collaboration mechanisms: Between or among groups. *(For context, this term is used in the ATRT3 Objective for Holistic Review, as follows: "Review the effectiveness of the various inter-SO/AC/NC collaboration mechanisms.")*

OEC: ICANN Board Organizational Effectiveness Committee

Operating Standards for Reviews: Guidelines for conducting Specific Reviews. *("[Section 4.6](#) [of the Bylaws calls](#) for the development of Operating Standards to support the work of these reviews that are conducted by the ICANN community, facilitated by ICANN org, and overseen by the ICANN Board. Specifically, section 4.6 requires that the Operating Standards adhere to guidelines regarding candidate nomination, review team selection, size of the review team, conflict of interest policies, decision-making procedure, solicitation of independent experts, and review team access to confidential documentation subject to the Confidential Disclosure Framework. The Operating Standards address all of these issues and conform with the Bylaws. Adherence to the Operating*

Standards will result in Specific Reviews being conducted in a transparent, consistent, efficient, and predictable manner while supporting the community's work to derive the expected benefit and value from review processes.")

Public comment: A mechanism that allows the ICANN community and other stakeholders to provide input and feedback. *(See the [Operating Standards for Reviews](#) for applicable procedures. Draft Report - pg. 27, Final Report - pg. 28)*

SO/AC: Supporting Organization / Advisory Committee

Socialize*: A less formal means of sharing information and asking for input as opposed to Public Comment. (This term is used in the Deliverable section, as follows: Project deliverable: A list of evidence-based findings should be created and socialized with the community, Board, and ICANN org before the Pilot Review Team moves toward developing draft recommendations.)*

Survey: A survey is composed of a set of questions given to a defined population to derive a quantitative measure of the subjective viewpoints of that population. The results of a survey are analyzed using various statistical functions. There are established scientific criteria for determining the validity of survey results, some of which need to be considered when developing the question set. *(This term is used in the ATRT3 Objective for Holistic Review, as follows: "Review the accountability of SO/ACs or constituent parts to their members and constituencies (this will include an in-depth analysis of the survey results).")*

ToR: Terms of Reference

For any other acronyms or jargon found in this Term of Reference and not defined in this section please see https://www.icann.org/resources/en/glossary.