

# ICANN Specific Reviews Terms of Reference v.2<sup>1</sup>

<SUBJECT TO APPROVAL BY THE ToR TEAM> Recognizing the many questions and concerns and the varying degrees of support for the version of the Holistic review Terms of Reference (ToR) that was out for public comment, the ToR team, comprising members of the Board Organizational Effectiveness Committee (OEC) and representatives from the ATRT3 team, propose the following revised approach to the realisation of the Pilot Holistic Review.

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

Some of the main areas of concerns from the public comment and how they are being addressed are outlined below:

<b>Grouping of comments</b>	<b>ToR adjustments to address the comments</b>
Clarity of the Holistic review's scope	Pilot Holistic Review (PHR) needs to set guidelines for future holistic reviews and the creation of a Bylaw.  PHR needs to set guidelines for how ongoing improvement in the SOs and ACs will be evaluated and measured.
Lack of identified dependencies	Scope needs to be constrained before any substantive work within that scope can be done in any Holistic review. ToR should define a subset of issues open for discussion and the PHR itself should choose from among the subset based on timing, bandwidth, and priority.
Lack of independent examination within the Holistic Review	There is nothing to prevent the Holistic Review itself from getting independent reviewers or outside experts.
Community's ability to support the Pilot Holistic Review work	The scope of the PHR has been narrowed (see above).

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<sup>1</sup> This revision has been neither checked by staff nor reviewed by the OEC - those are the next steps. It is also considered that this revision will be sufficiently different so as to require review by the PHR ToR Team and a new public comment to ascertain whether the most serious issues have been dealt with.

	Given the uncertainty of this pilot, while the duration remains set at 18 months, more time, if necessary, may be requested for approval by the Board.
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<b>Review Name:</b>	<b>Pilot Holistic Review</b>
<b>Section I: Review Identification</b>	
<b>Board Initiation:</b>	
<b>ToR due date:</b>	
<b>Announcement of Review Team:</b>	
<b>Name(s) of RT Leadership:</b>	
<b>Name(s) of Board Appointed Member(s):</b>	
<b>Review ICANN or URL:</b>	

<b>Review Workspace URL:</b>	
<b>Review Mailing List:</b>	
<b>Important Background Links:</b>	<p>ATRT3 Final Report: <a href="https://www.icann.org/en/system/files/files/atrt3-report-29may20-en.pdf">https://www.icann.org/en/system/files/files/atrt3-report-29may20-en.pdf</a></p> <p>ICANN Board Scorecard: <a href="https://www.icann.org/en/system/files/files/resolutions-a-trt3-final-recs-board-action-scorecard-30nov20-en.pdf">https://www.icann.org/en/system/files/files/resolutions-a-trt3-final-recs-board-action-scorecard-30nov20-en.pdf</a></p> <p>ICANN Board Resolution: <a href="https://www.icann.org/resou">https://www.icann.org/resou</a></p>

[rces/board-material/resolutions-2020-11-30-en](#)

Letter from 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](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](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/reso  
lutions/  
pages/governance/byla  
ws-en/#article4](https://www.icann.org/resolutions/pages/governance/bylaws-en/#article4)

## Section II: Mission, Objectives, Deliverables and Timeframes

### Background

ATRT3 issued Recommendation 3.5 to create the Holistic Review. The Board approved Recommendation 3.5 subject to prioritization stating “The Board approves Recommendation 3.5 with the caveat that more information is required to better understand how to operationalize the Holistic Review to ensure it yields the outcomes intended by the ATRT3. A Holistic Review should also be looked at in light of other dependencies, including those relating to other Specific and Organizational Reviews and related workstreams. Subject to prioritization and available resources, the Board directed ICANN org to initiate the first Holistic Review as a pilot and operated pursuant to community-agreed Terms of Reference and relevant elements of the Operating Standards for Specific Reviews. The Board notes that the ATRT3’s recommended timeline of 12 months from

Board approval does not appear feasible, but notes that this effort could be placed as a high priority in the prioritization work to allow it to proceed faster.”

The Board further noted "information gaps" to be addressed as part of the pilot, for example:

- Guidance as to how Holistic Review Teams should determine and prioritize their work areas to ensure effective review outcomes within the recommended 18-month timeframe.
- Proposed methodology for gathering and analyzing data to inform fact-based findings and recommendations.
- Articulation of necessary skill sets for Holistic Review team members required to achieve review objectives, which will later be included in the Operating Standards for Specific Reviews.
- Estimate of resources and budget required to complete the Review effectively.
- Suggestions as to how various ICANN structures would be held accountable for implementing the recommendations coming from the Holistic Review, if directed to entities other than the ICANN Board or org.
- Determination of how future Holistic Review Teams would measure the success of implementation and the success of a future Continuous Improvement Program.

The original version of the ToR was released to the Public Comment process by the Board Organizational Effectiveness Committee (OEC). The comments showed diversity of views on the intended scope and purpose of the Holistic Review. In response to the comments received, this revision ToR v.2 refines the scope of the Pilot Holistic Review and tasks the review team with defining the scope of the future Holistic reviews and providing recommendations and guidance for addressing the gaps identified by the Board.

A Bylaws amendment to add this Review should complete after the first Holistic Review, defined as the Pilot, has concluded and the effectiveness of this review is assessed with the community.

## **Mission**

According to the ATRT3 Final Report, the Holistic Review *should*:

- o *Review the effectiveness of the various inter-SO/AC/NC collaboration mechanisms.*
- o *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).*
- o *Review SO/AC/NC as a whole to determine if they continue to have a purpose in the ICANN structure as they are currently constituted or if any changes in structures and operations are desirable to improve the overall effectiveness of ICANN as well as ensure optimal representation of community views (but taking into consideration any impacts on the Board or the Empowered Community).*
- o *Review continuous improvement efforts of SO/AC/NC based on good practices.”*

A task of the Pilot Holistic Review is to prepare for the Holistic Review’s inclusion in the Bylaws and to resolve open questions in the community about the scope of a Holistic Review and the questions posed by the Board in its approval of the ATRT3 recommendations.

## **Objectives, Deliverables & Timeframes**

To address various information gaps as part of this pilot<sup>2</sup>, the Pilot Review Team will address the following elements identified by the Board in order to operationalize the Holistic Review to ensure it yields the outcomes intended by the ATRT3:

- Develop guidance as to how Holistic Review Teams should determine and prioritize their work areas to ensure effective review outcomes within the 18-month timeframe.
- Propose a methodology for gathering and analyzing data to inform evidence-based findings and recommendations.
- Consider dependencies, including those relating to other Specific and Organizational Reviews and related work streams, and how such dependencies would factor into the scope of the pilot and of future Holistic Reviews.

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<sup>2</sup> 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)





- Propose necessary skill sets for Holistic Review Team members required to achieve review objectives, which will later be included in the Operating Standards for Specific Reviews.
- Provide input on resources and budget required to complete future reviews effectively.
- Develop suggestions as to how various ICANN structures would be held accountable for implementing the recommendations coming from the Holistic Review, if directed to entities other than the ICANN Board or ICANN org.
- Determine how future review teams would measure the success of future Continuous Improvement Programs, including a set of principles that could be applied across the SO/ACs to inform their work to develop effective Continuous Improvement Programs.
- Develop a set of guiding principles and provide roadmaps for the implementation of effective Continuous Improvement Programs across all ICANN structures and guidance for the evaluations to be performed by the subsequent review teams.

Additionally, the Pilot will need to resolve any remaining diversity of SOAC viewpoints on Holistic Review purpose and scope, as well as other issues raised in the public comment, as appropriate.

The Pilot Holistic Review Team must **develop guidelines for future Holistic Reviews that review:**

- the effectiveness of the various inter-SO/AC/NC collaboration mechanisms.
- the accountability of SO/ACs or constituent parts to their members and constituencies (this will include an in-depth analysis of the survey results).
- if SO/AC/NC continues to have a purpose in the ICANN structure, as currently configured.
- if any changes in SO/AC/NC structures and operations would be desirable to improve the overall effectiveness of ICANN.
- whether SO/AC/NC are providing optimal representation of community views, taking into consideration any impacts on the Board or the Empowered Community.
- the continuous improvement efforts of SO/AC/NC based on good practices.

To achieve this, the final report of the Pilot Holistic Review will consist of the following deliverables:

- **Deliverable 1** Guidelines for the review of the effectiveness of the various inter-SO/AC/NC 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/NC as a whole

- **Deliverable 4** Guidelines for the review of the continuous improvement efforts of SO/AC/NC based on good practices.
- **Deliverable 5** The scope of future Holistic reviews
- **Deliverable 6** Guidelines on how Holistic Review Teams should determine and prioritize work areas.
- **Deliverable 7** Methodology for gathering and analyzing data to inform fact-based findings and recommendations
- **Deliverable 8** Principles of how various ICANN structures would be held accountable for implementing the recommendations coming from the Holistic Review
- **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

Please note that numbering of the deliverables does not mean they have to be developed in that particular order. The Pilot Holistic Review team is expected to identify and prioritize work areas as well as use results from some of deliverables in their work on other deliverables.

To meet the requirements defined in the final ATRT3 report and address the gaps identified by the Board, the deliverables must elaborate the following objectives:

### **Objective 1**

**Develop guidelines for reviewing the effectiveness of the various inter-SO/AC/NC collaboration mechanisms.**

*Recommended activities:*

- a. Identify, and aggregate existing inter-SO/AC/NomCom collaboration mechanisms (see Definitions section).
- b. In cooperation with SO/ACs and NomCom, develop a set of guidelines for ongoing self-assessment to be conducted by their respective groups and relevant component parts to evaluate the effectiveness of inter-SO/AC/NomCom collaboration mechanisms.
- c. Develop operational guidelines for the ongoing self-assessment that could be carried out by each SO/AC/NomCom and their relevant component parts, as applicable.

d. Develop guidelines for the evaluation by a Bylaws defined Holistic Review Team.

i. Consider how the input from self-assessments conducted by the various SO/AC/NomCom and their component parts should be aggregated and analyzed.

ii. Consider what additional fact finding is needed to inform the evaluation by a Bylaws defined Holistic Review Team.

*Expected result:*

Deliverable 1: Guidelines for the review of the effectiveness of the various inter-SO/AC/NC collaboration mechanisms

- <TO BE DEVELOPED BY THE TOR TEAM>
- <TO BE DEVELOPED BY THE TOR TEAM>

## **Objective 2**

**Develop guidelines for reviewing the accountability of SO/ACs or constituent parts to their members and constituencies**

*Recommended activities:*

a. Identify and aggregate the accountability of SO/ACs or constituent parts to their members and constituencies based on the results of the latest Organizational Reviews and resulting implementations and available surveys, if any.

b. In cooperation with SO/ACs, develop a set of principles and criteria for a self-assessment to be conducted by their respective groups and their relevant component parts to evaluate the accountability of SO/ACs or constituent parts to their members and constituencies.

c. Develop operational guidelines for the Self-Assessment that could be carried out by each SO/AC and their relevant component parts, as applicable.

d. Develop guidelines for the evaluation by a Bylaws defined Holistic Review Team.

i. Consider how the input from self-assessments conducted by the various SO/ACs and their component parts should be aggregated and analyzed.

ii. Consider what additional fact finding is needed to inform the evaluation by a Bylaws defined Holistic Review Team.

Note: ATRT3 recommended that each structure adopt an annual survey as part of their Continuous Improvement program<sup>3</sup>, with the results of these surveys serving as an input to the Holistic Review.

*Expected result:*

Deliverable 2: Guidelines for the review of the accountability of SO/ACs or constituent parts to their members and constituencies

1. Assessment report about SO/ACs or constituent parts accountability to their members and constituencies.
2. Set of principles and criteria for a self-assessment to be conducted by SO/ACs and their relevant component parts.
3. Operational guidelines for the self-assessment.
4. Guidelines for the evaluation by a Bylaws defined Holistic Review Team.

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### Objective 3

**Develop guidelines for reviewing SO/AC/NC as a whole to determine if they continue to have a purpose in the ICANN structure as they are currently constituted or if any changes in structures and operations are desirable to improve the overall effectiveness of ICANN as well as ensure optimal representation of community views (but taking into consideration any impacts on the Board or the Empowered Community)**

*Recommended activities:*

- a. In cooperation with SO/ACs and NomCom, develop a set of principles and criteria for a self-assessment to be conducted by their respective groups and their relevant component parts to evaluate:
  - i. If the SO/AC/NomCom and their component parts have a continuous purpose in the ICANN structure.
  - ii. Whether changes to the structures and operations are desirable to improve the overall effectiveness of ICANN.

- iii. Whether changes to the structures and operations are desirable to ensure optimal representation of community views.
- b. Develop operational guidelines for the Self-Assessment that could be carried out by each SO/AC/NomCom and their relevant component parts, as applicable.
- i. Self-assessment should incorporate relevant outputs from previous Organizational Reviews.
  - ii. Develop a framework for addressing the possibility that a given structure or its component parts do not appear to have a continuing purpose and/or for creating a new structure. This framework would serve as a guide to inform whether to restructure or remove the no longer relevant component.
- c. Develop guidelines for the evaluation by a Bylaws defined Holistic Review Team.
- i. Consider how the input from self-assessments conducted by the various SO/AC/NomCom and their component parts should be aggregated and analyzed.
  - ii. Consider what additional fact finding is needed to inform the evaluation by a Bylaws defined Holistic Review Team.
- d. Consider what impact, if any, the ongoing work on enhancing the effectiveness of the multistakeholder model has on this work area.

*Expected results:*

Deliverable 3 Guidelines for the review of SO/AC/NC as a whole

1. Set of principles and criteria for a self-assessment to be conducted by SO/AC/NomCom and their relevant component parts.
2. Operational guidelines for the self-assessment.
3. A framework for addressing the possibility that:
  - a. a given structure or its component parts do not appear to have a continuing purpose
  - b. the creation of any new structure(s) or component parts is needed
4. Guidelines for the evaluation by a Bylaws defined Holistic Review Team.

## Objective 4

### **Develop guidelines for reviewing continuous improvement efforts of SO/AC/NC based on good practices.**

#### *Recommended activities:*

- a. Identify, aggregate and analyze existing continuous improvement efforts.
  - i. This should incorporate relevant outputs from previous Organizational Reviews and improvements implemented as part of ongoing continuous improvement efforts.
- b. Develop a set of guiding principles to define “good practices”.
- c. In cooperation with SO/ACs and NomCom, develop a set of principles and criteria for a self-assessment to be conducted by their respective groups and their relevant component parts to evaluate continuous improvement efforts of SO/AC/NomCom based on good practices.
  - i. This should incorporate relevant outputs from previous Organizational Reviews and improvements implemented as part of ongoing continuous improvement efforts.
- d. Develop operational guidelines for the self-assessment that could be carried out by each SO/AC/NomCom and their relevant component parts, as applicable.
- e. Develop guidelines for the evaluation by future review teams.
  - i. Consider how the input from self-assessments conducted by the various SO/AC/NomCom and their component parts should be aggregated and analyzed.
  - ii. Consider what additional fact finding is needed to inform the evaluation by future review teams.

#### *Expected results:*

Deliverable 4 Guidelines for the review of the continuous improvement efforts of SO/AC/NC based on good practices.

1. Assessment report of existing SO/AC/NomCom continuous improvement efforts.
2. Guiding principles to define good practices.

3. Principles and criteria for a self-assessment to be conducted by SO/AC/NomCom and their relevant component parts to evaluate continuous improvement efforts of SO/AC/NomCom based on good practices.

4. Operational guidelines for the self-assessment.

5. Guidelines for the evaluation by future review teams.

### **Objective 5**

**Develop the scope of future Holistic reviews , including how the Holistic Reviews should be designed and recommendations for the Bylaws amendments**

*Recommended activities:*

i. by analyzing findings described in Deliverable 1 , propose a scope for future Holistic reviews.

ii. present and discuss the proposed scope with SOACs.

*Expected results:*

Deliverable 5 The scope of future Holistic reviews

1. Recommended text for a Bylaws amendment

### **Objective 6**

**Develop guidelines on how Holistic Review Teams should determine and prioritize work areas**

*Recommended activities:*

- <TO BE DEVELOPED BY THE TOR TEAM>

*Expected results:*

Deliverable 6 Guidelines on how Holistic Review Teams should determine and prioritize work areas

### Objective 7

#### **Develop methodology for gathering and analyzing data to inform fact-based findings and recommendations**

*Recommended activities:*

- <TO BE DEVELOPED BY THE TOR TEAM>

*Expected results:*

Deliverable 7 Methodology for gathering and analyzing data to inform fact-based findings and recommendations

- <TO BE DEVELOPED BY THE TOR TEAM>

### Objective 8

#### **Develop principles of how various ICANN structures would be held accountable for implementing the recommendations coming from the Holistic Review, if directed to entities other than the ICANN Board or org**

*Recommended activities:*

- <TO BE DEVELOPED BY THE TOR TEAM>

*Expected results:*

Deliverable 8 Principles of how various ICANN structures would be held accountable for implementing the recommendations coming from the Holistic Review

- <TO BE DEVELOPED BY THE TOR TEAM>



## Objective 9

### Identify skill sets for future Holistic Review Team members

*Recommended activities:*

- <TO BE DEVELOPED BY THE TOR TEAM>

*Expected results:*

Deliverable 9 Skill sets for future Holistic Review Team members

- <TO BE DEVELOPED BY THE TOR TEAM>

## Objective 10

### Assess resources required to complete future Reviews effectively

*Recommended activities:*

- <TO BE DEVELOPED BY THE TOR TEAM>

*Expected results:*

Deliverable 10 Assessment of resources required to complete future Review

- <TO BE DEVELOPED BY THE TOR TEAM>

## Objective 11

### Develop methodology for how future review teams would measure the success of implementation and the success of future Continuous Improvement Programs

*Recommended activities:*

- <TO BE DEVELOPED BY THE TOR TEAM>

*Expected results:*

Deliverable 11 Methodology for how future review teams would measure the success of implementation and the success of future Continuous Improvement Programs

- <TO BE DEVELOPED BY THE TOR TEAM>

## **Objective 12**

**Test the developed guidelines by applying them to specific issues as identified by the team**

*Recommended activities:*

- <TO BE DEVELOPED BY THE TOR TEAM>

*Expected results:*

Deliverable 12 Report on the testing of the guidelines as applied to specific issues

- <TO BE DEVELOPED BY THE TOR TEAM>

## **Timeframes**

As stated in the ATRT3 Final Report, “With reference to the review timeframe:

- The first Review shall start no later than one year after approval by the Board of the first ATRT3 recommendation.<sup>4</sup>
- The next Holistic Review shall start no later than every 2.5 years after approval by the Board of the first recommendation of the latest ATRT review (e.g., the second Holistic Review would begin 2.5 years after the Board approved the first recommendation from ATRT4). This cadence would ensure a minimum of two continuous improvement assessments for each SO/AC/NC prior to holding the next Holistic Review.<sup>5</sup>
- The launching of any other review activities should be suspended while a Holistic Review is active.
- The Review should operate based on Operating Standards for Specific Reviews and should be time limited to a maximum of 18 months.”

## **Closure of the Pilot Holistic Review and Review Team Self-Assessment**

Upon completion of the deliverables outlined above, a minimal number of Alpha tests of the deliverables and agreement among the Pilot Holistic Review Team members that the work outlined in the ToR has been completed and is fit for the purpose of providing the necessary guidance for a Bylaws mandated Holistic Review (BHR), the Pilot Holistic Review team may bring its work to closure.

Considering that this review will be conducted as a pilot, review team self-assessment will play an important role, fulfilling two purposes:

- From a substance perspective, there should be a debrief/assessment to determine to what extent the Pilot Holistic Review Team accomplished what they set out to do, as defined by this ToR. If the review team accomplished their goals, then the next step would be adding the Holistic Review to the Bylaws, updating Operating Standards 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.

- From a process perspective, assess what worked and what needs to be improved in how this Pilot Holistic Review Team conducted its work and was supported by ICANN org.

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

### Approach to Work

#### Guiding Principles

The following principles are suggested to guide the Terms of Reference, and specifically the scope and approach to work:

- a) Consistency with the ATRT3 recommendation 3.5 (as stated in the ATRT3 Final Report) and elaboration where further clarity is required.

<sup>4</sup> The Board's request to initiate a pilot to address the information gaps in ATRT3 recommendation 3.5 resulted in a deviation from ATRT3's proposed Holistic Review start. See Recommendation 3.5 - Possible Board Action on pages 7-10 of the [Scorecard](#).

<sup>5</sup> The Board's request to initiate a pilot to address the information gaps in ATRT3 recommendation 3.5 resulted in a deviation from ATRT3's proposed Holistic Review start. See Recommendation 3.5 - Possible Board Action on pages 7-10 of the [Scorecard](#).

b) Consistency with the ICANN Board action on ATRT3 recommendation 3.5 (as stated in the Scorecard - see page 7).

c) Consistency with the Board-approved Operating Standards for Reviews.

d) 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 Holistic Review Pilot.

The Pilot Review Team shall follow the relevant Bylaws provisions for Specific Reviews and Board-approved Operating Standards currently in effect.

### **Operating Procedures**

The following procedures should inform the modus operandi of the Pilot Holistic Review Team:

- Produce a work plan that effectively achieves all of the pilot's objectives within the 18-month timeframe.<sup>6</sup>
- Consult ICANN org and Board for initial input on the level of effort required, and the expected impact of the recommendations being considered.
- 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 is clearly defined and well understood by all.
- SO/ACs and NomCom 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.
- Early SO/AC and NomCom engagement will help flag potential issues with recommendations, before they are finalized and included in the draft report.
- Ongoing continuous improvement should be handled via existing techniques and/or methodology that would fit the requirements and meet the expectations of the SO/ACs and/NomCom.
- Once the draft report is complete, a public comment proceeding will be opened. The Pilot Review Team will need to decide how to respond to public comments, and provide reasoning where comments will not be addressed (ICANN org templates available).<sup>7</sup>

- The revised draft report will be shared with SO/AC leadership for their review prior to sending the final report to the Board. The Pilot Review Team will work to address any significant SO/AC leadership and Board concerns in a timely manner.

## Decision-making and Methodology

The following articulation of decision-making practices and methodologies has been predominantly sourced from section 3.11 of the [Operating Standards for Reviews](#).<sup>8</sup>

According to the Bylaws: “Review team decision-making practices shall be specified in the Operating Standards, with the expectation that review teams shall try to operate on a consensus basis. In the event a consensus cannot be found among the members of a review team, a majority vote of the members may be taken.”<sup>9</sup>

<sup>6</sup> See the process for procuring and working with independent experts in section 3.10 - pages 20-22 of the [Operating Standards for Specific Reviews](#).

<sup>7</sup> See Review Team Selection Process - Bylaws, Section 4.6. SPECIFIC REVIEWS, (a) Review Teams and Reports

(vii) Reports.

<sup>8</sup> Applicable principle: c) Consistency with the Board-approved Operating Standards for Reviews.

With regards to drafting recommendations, the Bylaws state: “Each report of the review team shall describe the degree of consensus or agreement reached by the review team on each recommendation contained in such report. Any member of a review team not in favor of a recommendation of its review team (whether as a result of voting against a matter or objecting to the consensus position) may record a minority dissent to such recommendation, which shall be included in the report of the review team [...]”<sup>10</sup>

Decision-making methodologies are included in the review team’s terms of reference. The review team may adapt or change the decision-making procedure specified in the Operating Standards by unanimous consent. In such instances, the review team must update its terms of reference and inform the SO/AC Chairs and the ICANN Board of the changes, including the rationale for the modification.

The review team leadership will be responsible for designating each decision as one of the following:

- Full consensus - no review team members speak against the recommendation in its last readings.
- Consensus - a small minority disagrees, but most agree.
  - Strong support but significant opposition - most of the review team supports a recommendation, but a significant number do not.
- Divergence - no strong support for any particular position, many different points of view. Sometimes this is due to irreconcilable differences of opinion, and sometimes it is because no one has a strong or convincing viewpoint, but the members of the review team agree that it is worth listing the issue in the report, nonetheless.
- Minority statement (see also Section 4.4 of Operating Standards) - a proposal where a small number of people support the recommendation.

In cases of consensus, strong support but significant opposition, and no consensus, the review team should document that variance in viewpoint and adequately present any minority statements that may have been made. Documentation of minority statement recommendations is subject to appropriate text of such statements being offered by the proponent(s). In all cases of divergence, the review team leadership should encourage the submission of minority statement(s).



The recommended method for discovering the consensus level designation on recommendations is as follows:

- 1) After the review team has discussed an issue long enough for all issues to have been raised, understood, and discussed, the leadership makes an evaluation of the designation and publishes it for the review team to assess.
- 2) After the review team has discussed the leadership's evaluation of the designation, the leadership should reevaluate and publish an updated evaluation.
- 3) Steps (1) and (2) should continue until the leadership makes an evaluation that is accepted by the review team.
- 4) The leadership may decide that a majority statement is reasonable – in line with the Bylaws Article IV, Section 4.6(a)(C)(iii). Reasons for this, for example, might be:

<sup>9</sup> Bylaws, Article 4, Section 4.6(a)(iii), see <https://www.icann.org/resources/pages/governance/bylaws-en>.

<sup>10</sup> Bylaws, Article 4, Section 4.6(a)(iv)(A), see <https://www.icann.org/resources/pages/governance/bylaws-en>.

- a) A decision needs to be made within a timeframe that does not allow for the natural process of iteration and settling on a designation to occur.
- b) It becomes obvious after several iterations that it is impossible to arrive at a designation. This will happen most often when trying to distinguish between consensus and strong support but significant opposition, or between strong support but significant opposition and divergence.

Based upon the review team's needs, the leadership may direct that review team participants do not have their name explicitly associated with any full or partial consensus view or position. However, in all cases where a review team member represents the minority statement, their name must be explicitly linked to that position.

Consensus calls should always involve the entire review team. For this reason, the consensus process should take place on the designated mailing list to ensure that all review team members have the opportunity to fully participate. It is the role of the leadership to designate which level of consensus is reached and announce this designation to the review team. Members of the review team should be able to challenge the designation of the leadership as part of the review team's discussion. However, if several participants on a review team disagree with the designation given to a position by the leadership or any other consensus call - they may follow these steps sequentially:

1. Sending email to the leadership, copying the review team, explaining why the decision is believed to be in error.
2. If the leadership still disagrees with the opposing member, a straw poll shall be conducted to determine the result.

An agreement for how impasse situations will be resolved should be adopted to ensure proper resolution of disputes. A process for such resolution can be found in section 5: [Dispute Resolution in the Operating Standards for Specific Reviews](#).<sup>11</sup>

**Roles and Responsibilities of the Review Team Members and Leadership**

The following articulation of roles and responsibilities for Review Team Members, Review Team Leadership, and the process for determining Review Team Leadership have been predominantly sourced from section 3.1.9 of the [Operating Standards for Reviews](#).

Review Team Members are expected to:<sup>12</sup>

- Behave in a collegial and constructive way towards the review team colleagues, the Board, ICANN organization, and the community in accordance with [ICANN's Expected Standards of Behavior](#).
- Actively participate in review team calls and face-to-face meetings and engage via relevant email lists and other collaborative tools by, for example, contributing substantively to discussions, voicing approval or disapproval when appropriate, and reporting work progress regularly to the nominating SO/ACs. The review team may assess possible lack of engagement by one or more team members and seek resolution with the involved parties. If the attempt does not resolve engagement, the process for dispute resolution identified in

<sup>11</sup> Applicable principle: c) Consistency with the Board-approved Operating Standards for Reviews.

<sup>12</sup> Applicable principle: c) Consistency with the Board-approved Operating Standards for Reviews.

section 5 of the Operating Standards for Reviews should be consulted.

- Provide apologies for absence at least 24 hours in advance for all meetings.
  - Actively engage with relevant stakeholder groups within the ICANN community. Individual review team members are encouraged to report back to their nominating entity on the progress of the review team.
- Provide fact-based inputs and comments based on core expertise and experience.
  - Undertake desk research as required in accordance with scope of work and participate in drafting documents as required.
- Adhere to any additional roles and responsibilities as documented in the review team's terms of reference.
- Expect that reporting metrics outlined in Section 3.6 in Operating Standards will be posted to the review team's public wiki page.

Review Team Leadership is expected to<sup>13</sup>:

- Behave in a neutral, collegial, and constructive way towards the review team, the Board, and ICANN organization, and the community in accordance with [ICANN's Expected Standards of Behavior](#).
- Drive the review team towards the timely delivery of key milestones according to the work plan, maintaining standards of focus on the goals of the review team, as established in the terms of reference.
- Facilitate consensus among the review team members, as well as determine levels of consensus once achieved.
- Prudently manage the review team's budget, and work with the ICANN organization to maintain adherence to ICANN's accountability and transparency requirements.<sup>14</sup>
- Adhere to any additional roles and responsibilities as documented in the review team's terms of reference.

## Determining Review Team Leadership<sup>15</sup>

At the inception of the review team, and only until review team leadership is appointed, a member of the ICANN organization will lead and facilitate all review team calls.

At the first review team meeting, the facilitator shall call for interested review team members to volunteer for leadership positions. The review team should decide the format of the leadership position(s); e.g., a chair, a chair and vice chair(s), multiple co-chairs, etc. All review team members, with the exception of the Board Designee, are eligible and can nominate themselves for a leadership position.

The nominations for leadership positions shall remain open for two calendar weeks.

If more than one candidate is put forward, such candidates are encouraged to discuss among themselves a division of the leadership roles and, if they achieve consensus, present their proposed leadership structure to the entire review team for approval.

If more than one candidate is put forward and the candidates cannot agree on a leadership structure,

<sup>13</sup> Applicable principle: c) Consistency with the Board-approved Operating Standards for Reviews.

<sup>14</sup> See Budget Management - section 3.8 - page 19 of the [Operating Standards for Specific Reviews](#).

<sup>15</sup> Applicable principle: c) Consistency with the Board-approved Operating Standards for Reviews.

or the review team rejects their proposal, a facilitator shall conduct a leadership election. The first step of that election should be a determination of the leadership structure that the review team would like to abide by, such as one chair, one vice chair; two co-chairs; one chair, two vice chairs; etc. Once the structure is agreed, the facilitator shall organize one or several polls to fill the agreed-upon leadership roles. The poll can be conducted during a call, by email, in person, or a combination of the three.

Diversity in many forms among the leadership team members is highly valued, and practical efforts can be made to encourage this. For example, choosing leadership members that live and operate across varied time zones or appointing members to a review team from underrepresented SO/ACs.

### **Support from ICANN Organization**

The following articulation of the role of ICANN org in supporting the review team's work has been sourced from section 3.1.1 of the [Operating Standards for Reviews](#).

ICANN organization will support the review 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.<sup>16</sup>

### **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 particularly critical considering that the findings and recommendations from the Holistic Review Pilot Team, will have implications for all ICANN structures.

The following articulation of the Outreach Plan has been sourced from section 3.2.1 of the [Operating Standards for Reviews](#).

#### Outreach Plan<sup>17</sup>

- Review team shall decide how best to update the community and Board comprehensively and on a consistent basis on all relevant work output, milestone achievement, potential delays, or roadblocks.
- The review team shall update the community and Board through regular blogs, webinars, public sessions during ICANN Public Meetings, and any other appropriate means as detailed in the outreach plan.
- Individual members shall update the SO/ACs that nominated them on a regular basis.

## Section IV: Definitions and Acronyms

1. **ALAC:** At-Large Advisory Committee
2. **ATRT:** Accountability and Transparency Review Team
3. **Community:** As commonly used within the ICANN ecosystem.

<sup>16</sup> Applicable principle: c) Consistency with the Board-approved Operating Standards for Reviews.

<sup>17</sup> Applicable principle: c) Consistency with the Board-approved Operating Standards for Reviews.



4. **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.)
5. **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.”)
6. **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.”)
7. **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.”)
8. **OEC:** ICANN Board Organizational Effectiveness Committee
9. **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.”)
10. **Public comment:** A mechanism that gives the ICANN community and other stakeholders the opportunity to provide input and feedback. (See the [Operating Standards for Reviews](#) for applicable procedures. Draft Report - pg. 27, Final Report - pg. 28)
11. **SO/AC:** Supporting Organization / Advisory Committee

12. **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.)*

13. **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).”)*

14. **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>.*

