



EN

AL-ALAC-ST-0523-02-00-EN

ORIGINAL: English

DATE: 8 May 2023

STATUS: Ratified

AT-LARGE ADVISORY COMMITTEE

Bylaws Amendments and Documents to Implement the NomCom2 Review

Ratification

On 12 May 2023, the Public Comment proceeding opened for the [Bylaws Amendments and Documents to Implement the NomCom2 Review](#). An At-Large [workspace](#) was created for the Public Comment submission. The At-Large Operations, Finance and Budget Working Group (OFB-WG) decided it would be in the interest of end users to develop and submit an At-Large Advisory Committee (ALAC) statement. Judith Hellerstein and Yrjö Länsipuro volunteered to draft the initial ALAC statement.

On 23 May 2023 there was a presentation by Review staff on the OFB-WG. Judith Hellerstein and Yrjö Länsipuro presented it at the OFB-WG call held on 18 May. The final was set to vote on 23 May 2023.

The statement was ratified by the ALAC prior to submission to the ICANN Public Comment feature. The ALAC endorsed the statement with 15 votes in favor, 0 votes against, and 0 abstentions. The ALAC Members who participated in the poll are (alphabetical order by first name): Bill Jouris, Carlos Aguirre, Dave Kissoondoyal, Eduardo Diaz, Joanna Kulesza, Jonathan Zuck, Laura Margolis, Marcelo Rodriguez, Matthias Hudobnik, Maureen Hilyard, Naveed Bin Rais, Raymond Mamattah, Sarah Kiden, Satish Babu, Tommi Karttaavi.

AT-LARGE ADVISORY COMMITTEE

Executive Summary

At a high level, overall, the At-Large Community and the At-Large Advisory Committee (ALAC) are supportive of the

1. Change proposed by the NomCom2 Review to define Unaffiliated Board Members (i.e., Directors). However, the At-Large Community is split in how this term “Unaffiliated” is defined.
2. Granting of voting rights to the current non-voting delegates so that all delegates are treated equally.
3. Creation of a NomCom Standing Committee to provide continuity across annual NomCom cycles and to build the institutional memory of the NomCom.
4. Change to Article 12 in the ICANN Bylaws.

Enclosed are the ALAC’s complete responses to the questions posed by the proceeding.

Introduction

The At-Large Community and the ALAC are happy to provide its input on the Nominating Committee2 (NomCom) Review. The Review asked the community to respond to four questions:

1. Do we agree with the statement defining Unaffiliated Directors and the fundamental bylaws amendment.
2. Do we agree with the standard proposed Standard Bylaws amendments proposed to Article 8 of the ICANN Bylaws as well as the TransitionClause proposed for Article 27.
3. Our Input into the NomCom Standing Committee Charter.
4. Our input into the requested changes to Article 12 related to the RSSAC?

Overall, the At-Large Community and ALAC supports the recommended bylaw changes. Our comments and rationale are enclosed in the statement below.

Comments

1. Do we agree with the statement defining “Unaffiliated Directors” and the fundamental bylaws amendment?

The ALAC and the At-Large Community are fully supportive of the change proposed by the NomCom2 Review to define Unaffiliated Board Members (i.e., Directors). It also supports mandating that at least (3) three of the directors be classified as unaffiliated. It is integral to the ICANN Board that three (3) of the eight (8) independent ICANN Board Members chosen by NomCom be classified as unaffiliated, and not directly associated with ICANN. In the most recent selection process, the NomCom received such excellent candidates for Board Directors that the NomCom was able to elect two ICANN outsiders as Board Members. Advice by these Outside Board members play a critical role in making sure ICANN is providing the service that the community wants and meeting its goals of ensuring the stability and secure operation of the Internet's unique identifier systems.

The main role of the NomCom is to find independent Board Members and the task would be made much easier if we are required to select a certain number of unaffiliated directors since they do not come with a bias either conscious or unconscious to the work ahead. They can truly look at the issue at hand and use their expertise and experience to provide us with their advice that is not clouded by a bias one way or another.

However, the At-Large Community is split in how this term "Unaffiliated" is defined. Some are of the opinion that the definition of "Unaffiliated Director" is too strict and excludes candidates even with previous ICANN experience, as a volunteer, from becoming one of these "Unaffiliated" Directors. However, others within the At-Large Community agree with how the NomCom Review Committee has defined "unaffiliated" and that there will not be an issue with locating unaffiliated directors. We note that "Unaffiliated" does not mean lacking knowledge about ICANN and the Internet ecosystem, but it does mean that they have not been actively involved in ICANN before. The "Unaffiliated" Board members will not be influenced by one constituency and will come with an open mind.

The ALAC and At-Large Community also agree with the statement in the public comment that Board Members nominated as "Unaffiliated" Directors can be renominated to those roles without losing their "Unaffiliated status". If instead a Board Member loses their unaffiliated status, then they would no longer qualify as an "unaffiliated" Director.

2. Do we agree with the standard proposed Standard Bylaws amendments proposed to Article 8 of the ICANN Bylaws as well as the Transition Clause proposed for Article 27.

The ALAC and At-Large Community support the granting of voting rights to the current non-voting delegates so that all delegates are treated equally.

The At-Large Community and the ALAC also support the change in the term limits for NomCom members from one year to two years. NomCom delegates spend a significant amount of time in training and in getting acquainted with the rules and it would be beneficial to all if new members do not have to be trained each year and that they could start the year off learning from their past mistakes and having a smoother process the next year. This would enable the delegates to be better prepared to hit the ground running in their second year. Adding term limits to a NomCom delegate term is helpful in that it brings fresh and diverse delegates to the NomCom with new ways of looking at things and renewed vigor.

3. Our Input into the NomCom Standing Committee Charter.

The At-Large Community and the ALAC support the creation of a NomCom Standing Committee to provide continuity across annual NomCom cycles and to build the institutional memory of the NomCom. We feel that this is an excellent idea and can really help solve some issues and for recommendations made from past NomCom to be carried over to the next NomCom. It would also allow some red flags and other problematic issues to be dealt with and not have to reinvent the wheel each year. Allowing for continuity of recommendations across NomCom Cycles is an excellent idea as suggestions and improvements can be sent to the standing committee and they can collect them and ensure that the same mistakes are not made and that people learn from them. They can also carry forward a series of best practices from year to year.

4. Our input into the requested changes to Article 12 related to the RSSAC?

The ALAC and At-Large Community support this change to the Bylaws. We had already supported converting the Root Server System Advisory Committee (RSSAC)'s delegate to a voting role and this change in the bylaws will enable this to occur.

Conclusion

The At-Large Community and the ALAC thank ICANN org for the opportunity to provide its input on the proposed amendments and look forward to reading the comments by other individuals and communities.