
OLIVIER CRÉPIN-LEBLOND: Thank you very much Gisella. Olivier Crépin-Leblond. On this call, Bruce Tonkin, who is the Chair of the Board Governance Committee. Also Steve Crocker, who is the Chair of the ICANN Board. So welcome gentlemen. I understand, also two of your Board colleagues [?]. Of course, we are going to have a discussion about the duties of the Board members. That of course [?], in fact, the ALAC is undergoing the process at the moment to select the new Board members [AUDIO INTERFERENCE]

Without any further ado, let's hand the floor over... I'm not quite sure whether I should hand it over to Steve, Thomas or to Bruce Tonkin, that's what it says on the agenda. So, Bruce, you have the floor.

BRUCE TONKIN: Okay. Thank you. Olivier, can you hear me?

OLIVIER CRÉPIN-LEBLOND: Absolutely, very well, thank you.

BRUCE TONKIN: Okay. What the Board Governance Committee was asked by the Nominating Committee to produce some guidance on skillsets that the Board recommends for future Board directors, and we've provided that same information to the ALAC community as well. I think first and foremost the Board is seeking directors that meet the requirements in

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the by-laws, which are the, people are of integrity, objectivity and intelligence.

People understand ICANN's mission, and the impact that ICANN's mission has. People that have a broad cultural and geographical diversity. People that have familiarity with the operation of domain name registries and registrars with country name registries, and with IP address registries, and also the Internet standards and protocols. But very much that people in the aggregate, so we don't expect every Board member to have that knowledge, but we'd expect at least some familiarity with one or more of those areas.

There is some compensation available to Board directors. It's currently equivalent of US \$35,000 a year, and an additional 5,000 for a committee chair. And English is the dominant sort of language that is used in both written and spoken form on the Board, but obviously it's an advantage if Board directors can speak and write in additional languages as well.

In addition to those standards that are in the bylaws, we're also looking for directors, again in aggregate, meaning that not every individual needs to have all of these skills, but we are looking for people that have Board governance, or equivalent experience, in a medium sized organization. And ICANN now has a budget this year of about \$200 million. So it's a pretty substantial organization compared to 10 years ago.

And the Board is looking for directors that have some experience with organizations that are fairly large and complex. So ideally, organizations

that might be spread across multiple geographical locations, have a range of different cultures operating within the different organizations, and I guess a complex set of projects that are being managed at any point in time.

Now that experience can come from the, how it is setup, but it can also come from the public sector. This could be people that have had senior university management experience, would typically have experience that is relevant or experience that a large international organization of some sort, could be a large non-profit organization with international scope. Certainly don't need to be purely from the private or the public sector.

We do like to see directors that have some experience with non-profit organizations, and because non-profit, the objectives are a little is a little different to typical commercial for-profit organizations, and there is a strong public benefit mandate that ICANN has. And then experience working effectively in meetings where the Board is actually distributed in multiple locations and time zones. So, very similar to ALAC. The Board has got 20 odd people, any telephone calls involves people having to put up with either late night or early morning phone calls.

In addition to those sort of more concrete hard skills, there are a lot of soft skills that are required on the Board, and these are the ability to engage in dialogue and express an opinion in a way that's not overpowering. You don't try to overpower people, you just trying to contribute your experience and opinion. Try to be a good listener, so not just be good at telling people your experience, but being good at

listening to others, and that's very important to have good listening skills.

Good members should be able to express themselves in a way that demonstrates respect for the other Board members, and especially some experience in dealing with diverse cultures. Quite often, you might have people that have been on a Board where all the Board members are their friends, and they all come from the school or the same area, and they've got very aligned from a cultural and personality perspective, whereas the Board has directors from all around the world, different cultures express themselves differently, and Board members need to have definitely a tolerance, and hopefully a passion for working with people from different cultures.

So that, I think, is probably all I would say, Olivier, in terms of general skills. The other question that we often get asked is about the time commitment. And I might ask Steve Crocker just to comment on that generally. Just how much time is required for a Board member to actively participate in the activities of the Board?

STEVE CROCKER:

Is that my cue? I guess it is. This is Steve Crocker. Thank you very much Bruce, very cogent, very thorough, thank you. Let me take the opportunity to speak not only about the time commitment but one or two other things. With respect to time commitment, it is unquestionably a substantial time commitment. There is a lot of material to read and keep up with. From a travel point of view, the minimum amount of travel is three ICANN meetings per year, and that

mean typically arriving sometime between Wednesday and, at latest, Friday of the week before, and then staying through at least Thursday of the ICANN week, the way things are setup now.

And depending upon where one is coming from, that can often mean a day or a day plus of travel on each end. Then we have, in addition to that, three retreats per year. Typically a few weeks or sometimes several weeks, prior to each of the ICANN meetings. And those are three days of meetings and then whatever travel time it takes to get there. So with nothing else, and there frequently are other meetings of one sort or the other, that individual Board members will go to, that is a nontrivial amount of travel.

And then we have committees, and a great deal of the work of the Board is done within the committees. This is major invention of how to get more work done than if we were all meeting, as a group, all of the time. And these committees are quite substantive. Finance committee, for example, delves into the details of the budget, oversees the budget process. There is an even more demanding committee, the audit committee, at least it is my view that it is more demanding in that not only do you have to understand the budget process, but also have to understand the oversight mechanisms, and some of that involves special knowledge that one either knows coming in or has to learn quickly by reading and by talking to the various experts, including our auditors.

The Board is generally responsible for making sure that the direction that the organization is moving in, is the correct one, and that the processes are being followed, and it has, of course, specific and direct

responsibility for evaluating the performance of the CEO and the ombudsman. That's an interesting, small detail that we have two people who report directly to the Board. Everybody else reports to somebody else. All the staff reports to the CEO. The Board is not supposed to be involved in originating policy, that is the responsibility of the supporting organizations and ALAC, I should say, through the bottom up, multi-stakeholder process.

So even though the Board is often viewed as setting the direction or making decisions, we try to hard not to do that. That doesn't mean we're not actively involved in understanding what's going on, and on occasion, if we see that things are going around in circles or are deeply broken, that we need to step in and do something about it, doing something about it means fixing the process, not dictating an answer.

So how much time does that amount to? The numbers are too big to be... I mean, anytime somebody actually looked at the actual numbers, everybody recoils in horror. Nominally, it's about a quarter time. in practice, it can easily be a half time. The amount of money that is provided to Board members is not nearly enough to reimburse on a fair basis for the labor that is put in, given the skill level.

I'll come to a close in a second, but I want to emphasize and expand on a point that Bruce has made. We operate on behalf of the organization and on behalf of the Internet as a whole. We draw our members, the Board members, from a variety of sources. Obviously, this call is with respect to ALAC, but also from the supporting organizations, and from the Nominations Committee. That said, even though it is very important to have this diverse representation, and to have

representatives, if you will, from each major group, the Board is not a parliament and we don't expect individual Board members to act solely on behalf of the organization that selected them.

The primary responsibility, and quite explicitly, is that each Board member, no matter where they come from, operates – conducts himself as a member of the Board as a whole of the whole organization, and no specific issue belongs to any Board member, nor should any Board member view himself as belonging to one particular constituency. So one of our strengths is that, I think almost all of us, are – involve ourselves, and take very seriously, each of the various things.

So in some cases, there are some issues that require a fair amount of technical knowledge, but it won't just be somebody who has come from the technical community who is capable of speaking about that. On social issues, equally, every Board member is equal on that regard, not just for the sake of discussion, somebody coming from ALAC. So I'll pause there and turn the floor back over to the Chair.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Steve, and thank you very much Bruce for this extensive introduction. Very helpful indeed. My name is Olivier Crépin-Leblond. So now we are going to go into the next part of our call, which is going to be the questions and answers. In this part of the call, I invite everyone to ask their questions or contribute. I know we have several, a lot of Board members that are on this call. And if they have any experience to share with us, I, of course, encourage them to do so.

I think to start off on the question side of things. I had a have a question for all of the members that are there, perhaps valid mostly for Steve. The At Large Leadership team, that used to the be Executive Committee, invite you and has invited other members of the Board, to speak to them on the Friday morning, and there has been a question as to the ability for individual Board members to go and speak to communities, whether it is the At Large community, or other parts of the community, perhaps engaging in discussion in the GNSO.

Also a question as to Board members taking part in GNSO working groups, or taking part in At Large consultations. Are there any requisites regarding this? Are there guidelines? Are there restrictions for Board members to engage at this level? I'm not sure who wishes to answer this question, and I hope I can...

STEVE CROCKER:

I'll go first. This is Crocker. I want Bruce to take that.

BRUCE TONKIN:

Okay. Olivier, no, there are no restrictions in terms of general participation. There are some bylaw restrictions that I'm aware of in that a voting director of the Board can't be a voting member of the supporting organization, for example. So, when I was chair of the GNSO, I resigned from the chair of the GNSO role to take on the role as a Board Director, but that's really in a voting, official capacity.

But in terms of participation, contributing to mailing lists, being engaged in working groups, there is no actual bylaws restriction, and I think

generally Board members take a more of a listening approach with a lot of these forums, because they want to be sort of fairly impartial when advice ultimately reaches the Board. But there is no actual restriction on Board members contributing their knowledge within their community and in many cases, that happens.

OLIVIER CRÉPIN-LEBLOND: Okay. Thank you very much. So we have Ray Plzak in the queue. Ray, you have the floor.

RAY PLZAK: Yes, it's Ray Plzak. I would like to echo what Bruce said. The matter of participation, Board members do have to be careful, because as Bruce said, in the end they have to be impartial because they may have to vote on the matter that is being discussed. And so, they have to tread a fine line between actively and listening, and providing comments, if appropriate, but at the same time they can't be viewed as being a protagonist or antagonist in the group.

So it's a fine line that they have to draw so that they don't create a conflict of interest or perceived conflict of interest when the matter comes before the Board. Generally it is good for Board members to participate, it allows them to really hear what's going on, and it's good for them to actively listen. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Ray. Next is Steve Crocker.

STEVE CROCKER:

Thank you. Let me expand and be quite pointed about this impartiality. As everyone on this call knows full well, we're all living in an environment in which we're being examined minute detail, and everybody is looking for a way to criticize. The huge emphasis on ethics and conflict of interest issues. I would counsel anyone who is seeking a seat on the Board to have two things in mind.

One is that no matter how much they might think that they can keep their regular jobs and regular life apart from ICANN, people who are looking at us will not make those distinctions, and so every action, every utterance that we make, no matter how much we precede it by, this isn't official, or I'm only speaking in a personal capacity; that will tend to be set aside.

The second thing that I think is very important is that, we have to be very comfortable in our own situations, and view ourselves as being of service to the community. There is quite a lot of sensitivity about whether any of us are using our positions to better our own self, looking for opportunities either during or after Board service. And so, I would hope that everybody who serves is not either actively or sometimes unconsciously acting in a way that is using their position, or being seen to use the position, in some way that seems self-serving.

And I know from personal interaction from each and every person on the Board, that that's not the case, but I also know that appearances sometimes are a lot harsher than what the realities are.

OLIVIER CRÉPIN-LEBLOND: Okay. Thank you very much Steve. Olivier Crépin-Leblond speaking. Any other questions? Okay, I don't see anyone putting their hand up. I have another question. Let everyone else be a bit more inspired I guess. It is early for some people in our community and late for others. Another [?], or barely digesting it. The issue of the Board conflicts of interest, it is something that has arisen a few years ago, and at some point there was a total uproar about conflicts on the Board, and so on.

I understand that there have been several steps which were taken so as to partition, I guess, the Board into those members that are not conflicted and those that are conflicted, and I just wanted to sort of find out how was that brought about, and what was the process by which the decision was made on let Board members be conflicted or not?

STEVE CROCKER: Bruce, let me speak briefly to this and then turn it over to you. So, conflict of interest is a broad term, it's a term that covers a broad set of things. What you are referring to, Olivier, is the creation of a subset of the Board which we call the new gTLD program committee. And the criteria for being a member of that committee is that one is not conflicted with respect to GTLD decisions.

There are other situations that come up where there could be different conflicts. So we have as a general principle, at each and every juncture, identifying whether or not there is a conflict of interest, or a potential, or an apparent conflict of interest. And depending upon what the issue is, Board members sometimes recuse themselves from that.

In the case of the gTLD program committee, that was a broad set of activities that we knew that was going to come up repeatedly, and so rather than having to deal with the issue at each and every motion, we setup a sort of batch mechanism, if you will, so that we could deal with that on a regular basis. Do you want to say more Bruce?

BRUCE TONKIN:

Yes, that's right Steve. I think, exactly right in the sense, Olivier, there is no such thing as a conflicted Board member in a general sense. We don't have conflicted and non-conflicted Board members. We have Board members that may be conflicted on a particular topic or issue. And in this case, for the new gTLD, because there were so many decisions that could affect multiple gTLD applicants, we decided to just form a committee for efficiency purposes.

So that committee will probably cease existence, I would imagine, by the end of this year, and we go back to normal Board issues. If there were a specific case of an individual gTLD that maybe there was a compliance issue, or a gTLD was seeking a change in their particular agreement, then we would then look at that individual case and decide whether particular Board members were conflicted or not, which could be a completely different set of Board members to those that are on or not on the new gTLD committee.

Another comment just about conflicts is that we've identified several different levels of conflict. There is what we call a direct conflict of interest where there is usually a direct financial incentive to make a particular decision. So, for example, if we were approving a lease of a

building, and a Board member owned that building, there is a direct financial conflict of interest in that situation.

If we were awarding a contract to a company that a Board member worked in, then again, that's a fairly direct conflict. The other class of conflict, which is actually the one that has been, as Steve says, a bigger issue, is perhaps is perception of conflict. And that is when a Board member might say, "Well I'm not getting any money for this transaction, nor do I expect to." But we may look as an outside observer, that there could be a perception that that person has a conflict, and that perception could damage the reputation of ICANN.

And in that case, in some cases, to some of the new gTLD decisions, we've identified people that we think there would be a perception of conflict. They're not getting paid, or there is no financial benefit for them, but we think there would be a perception if they were involved in a decision and have recommended that they not be involved in that particular matter. And then the third level of conflict is what we call is a future conflict. And a future conflict could be where you know as a Board member, you might be applying for a job at a particular company, and the ICANN is dealing with a decision related to that company, then you as a Board director might declare that and say, "Look, there is a decision about this organization.

I don't have a job with this organization, but I have applied, and so I could have a future conflict in that if I did get that job, the perception would be that I've set myself up to make a decision to help me get that job."

There are the three types of conflicts, direct sort of financial conflict, a perception of conflict, and a future conflict. And we look at all three of those issues for each major decision that the Board makes.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Bruce. I see that we have Olga Madruga-Forti in the queue. Olga, you have the floor.

OLGA MADRUGA-FORTI: Yes, hello. Can you hear me? This is Olga Madruga-Forti. [CROSSTALK] Oh, okay. Thank you. First of all, thanks for the opportunity to meet with you today. You have a very tough task to make these choices and really evaluate all of your candidates. It's not an enviable position, but a very important one. I just wanted to share with you really what works regarding the wonderful Board that I have the honor of contributing to right now.

And some of that we've already talked about with Bruce and with Steve, but just to give you a little flavor of each one of the elements that they talked about have to be balanced, and balanced by you in your choosing. For example, in terms of diversity, the amount of work, and public interest. On the topic of diversity, diversity on the Board is very important because that what gives us that richness of opinion that allow us to come up with the best decisions and work product possible.

So if you were to kind of check the box, and look for the various qualities that are obvious and what's needed in a Board member, it's very difficult because in checking the box, you could come up with just

one kind of individual demographically. For example, the English proficiency, which is very important, the technical background which leads us to a community of technical experts around the world, etc.

So if you balance that, and look for overall qualities but keeping in mind the diversity that is important on the Board, that's when you make your best choices. And I know, on the topic of stamina, Steve talked about the time commitment, and that is it can be significant. There is a lot of material that you have to read, digest, and formulate an opinion, and you have to do all of that studying so that you can steadfastly and honestly hold up an opinion that might be a little different, etc.

Now in choosing someone that can make that time commitment, you also have to balance the fact that the Board has a good mix of people who are very active in their profession, and they're either in corporations, several in law practices, and others that have the ability to contribute more of their time because they have already experienced thriving careers.

And that balance is very important too. So the time commitment that is needed is more perhaps a question of the discipline and the time commitments that someone is willing to carve out. And not necessarily that they don't have other responsibilities, because that's a richness that is important. Lastly, I wanted to talk about the public interest aspect of the special choice that you are making, and that's a matter of balance also.

Because all of us on the Board have first and foremost the responsibility to make decisions that are in the public interest of the organization as a

whole. In the particular case of a representative chosen by ALAC, there will be instances where a special responsibility falls on that director to highlight a public interest, or At Large consideration that could be missed.

So the individual needs to be able to make a careful balance of knowing that they must always decide and advise in the interest of the entire organization, but kind of be vigilant any special considerations that could be overlooked or needed to be highlighted regarding the particular community that has chosen them.

So I hope that gives just a little more detail and flavor to how it is that we manage to have such a wonderful balance right now on the Board.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Olga. It's Olivier Crépin-Leblond speaking. Thank you for this very candid input as to your experiences on the Board, and all of the qualities of what a Board member requires, and the amount of time that it takes to be on the Board. We now have a question, I guess, or a comment from Rinalia Abdul Rahim.

RINALIA ABDUL RAHIM: Thank you Olivier. This is Rinalia speaking. I have a question pertaining to something that Steve Crocker mentioned in a past meeting, and I cannot recall if it was together with the ALAC but it probably was. And it has do with a peculiarity with the ICANN Board members are somehow required to do outreach.

Now ICANN has a global stakeholder engagement team, and the expectation and outreach responsibilities probably lessened. But there is probably still some requirement to do so and I would like to hear some thoughts on how much the Board members time would be allocated to that. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you Rinalia. I'm not sure who is going to answer that.

STEVE CROCKER: This is Steve Crocker. I'd like to respond briefly, but I would like to also call on my colleagues on the Board to speak to this. There is actually no formal requirement for Board members to do outreach. There is a very natural tendency, I think, for Board members to want to do this. And in the past, when ICANN was in a less robust state, had many fewer people on the staff, Board members often pitched in, as they did in some other functions as well.

And then to state what I think is an important and obvious point, we have quite a lot of skill, talent, and points of contact within the Board so that it is often helpful for Board members to participate in outreach. That's an additional activity that is optional on both the part of the organization and a part of the Board member. Let me ask my colleagues, and Olga let me start with you, and then perhaps Ray and Bruce can speak to this as well.

BRUCE TONKIN: I'm fine Steve. Ray, do you have any comments?

RAY PLZAK:

Yes, just one. Echoing what Steve said, this is really an [?] as far as working outside of the Board. This is actually work by a Board member, and not work of the Board. And it's important for Board members to be knowledgeable about what's going on in the realm of ICANN meetings. Having said that though, it's equally important that Board members don't put themselves in the way of staff, because staff is the one that is engaging in activities and rightfully so.

So, in certain circumstances and certain past associations that Steve has mentioned that are probably important to maintain. So, it becomes more importantly in this case, for Board members to be again, where they do participate to be in an active listening mode, and not necessarily being under the panel meetings, or being on the [?] one.

And to actually pick and choose, and look to what that organization, that conference, whatever you're attending, what your goal and purpose is, and how it would fit into the overall ICANN agenda. So it's a very soft issue, if you will. Definitely, it's not a requirement for Board members to attend any other meetings outside of the ICANN sphere, but on the other hand, it can be useful. Thank you.

OLIVIER CRÉPIN-LEBLOND:

Thank you very much Ray. Thank for your words. Steve, I think you mentioned, we're going to ask other of your colleagues to answer the questions. I know there are several people in the queue, I don't know if we go back into the queue or other Board members would like to continue contributing.

CHERYL LANGDON-ORR: Go to the Board members over the floor.

STEVE CROCKER: Olga?

OLGA MADRUGA-FORTI: Sure. Rinalia, you ask a very good question because there has been a lot of discussion of late regarding what does this mean, outreach, etc. And I think we are all in interpreting it at this point, now that we, there is a thriving staff of very talented people at ICANN that do their day to day work correctly. It's that Board members, we really, we can't be in some kind of absolute bubble, for example, and we have to stay practically informed regarding what are the opinions in the community, what's happening in the community.

So that we can give the best advice, and come to the best decisions possible. And because of conflict issues, because of appearance issues, you have to temper that with complete impartiality. But it is very important for us to go out there and be informed, and sometimes it's as simple as – for example, here in Buenos Aries, we might gather a few folks before an important ICANN meeting and just listen to what's been happening in the region, and maybe do the same in Montevideo or regarding other travel or professional experiences around the world.

So that's the way that outreach has kind of evolved with the very talented ICANN staff that we can count on. Now but you do have to stay plugged in, shall we say, with what's happening in the community.

STEVE CROCKER: Thank you. Let me just note that Chris is also on the call and may want to have something to say on it.

CHRIS DISSPAIN: I'm happy to listen, Steve, thanks.

STEVE CROCKER: Thanks. Back to you.

OLIVIER CRÉPIN-LEBLOND: Okay. Thank you very much Steve. Let's get back to our queue. And we have Alan Greenberg and then Cheryl Langdon-Orr. So let's start with Alan Greenberg, Alan you have the floor.

ALAN GREENBERG: Thank you. I don't have a question but rather a comment. I have sat in on a number of these discussions before, and I want to compliment the Board members that I've heard speak so far. What we've gotten is a far more richly nuanced version of what is expected of a Board member than I've heard before, or seen before. And I want to thank you all.

I was particularly taken by Olga's comment at the end of her first intervention on the balance between a director working on behalf of the good of the organization, at the same time being vigilant, and I like that word, on issues from wherever they came. So, I benefit from listening and I thought I knew it all, but thank you.

OLIVIER CRÉPIN-LEBLOND: Okay. Thank you very much Alan. And next is Cheryl Langdon-Orr. Cheryl?

CHERYL LANGDON-ORR: Thank you Olivier. Cheryl for the record. As I see Roberto, who is also in the queue, and he's been [?] ...of which box he's in, because mine is an appropriate question, thank you.

OLIVIER CRÉPIN-LEBLOND: Cheryl, I'm sorry. It's Olivier. You were muffled.

CHERYL LANGDON-ORR: Wow. Okay. Is that any better? I'm not eating the microphone.

OLIVIER CRÉPIN-LEBLOND: That's a lot better. Sorry, too much of it, sorry. It's muffled on my side as well.

CHERYL LANGDON-ORR: It's Cheryl again for the record. And it probably is on your side, Olivier, I like to blame you for things. I was going to say because Roberto is also in the queue, and he's the chair of the Board Evaluation Committee, I would go after him as mine was more of a process question.

OLIVIER CRÉPIN-LEBLOND: Okay. Thank you, and I'm sorry that I didn't hear that. It's quite straightforward. Roberto, you have the floor. You might be muted at the moment, Roberto. Star seven to unmute. I think we can't hear Roberto at the moment. So Cheryl, you may wish to – while Roberto tries to work out the problems that he might have on his side.

I think maybe Roberto could be typing the problem he's got on the chat, but staff can work something out. Cheryl back to you.

CHERYL LANGDON-ORR: Thank you Olivier. Cheryl for the transcript record. See what happens when I try and be polite. I'll just stop doing that way. That's probably a good segue for this question. It's probably more for Bruce in the capacity of the chair of the Board Governance Committee. But I'll just to toss it to any of the Board members. My guess is [?] for Bruce.

I'm very aware, as everyone on this call is, that we only have had one experience and one term, with having someone represented as a selectee from our community of At Large on the ICANN Board. We all know [?] is a hard one, and much desired seat. I'm wondering, how we know, as a community, and perhaps the ALAC does and that's why I'm asking it of Bruce, how our incumbent and indeed future Board members are faring?

Are they a team player? Is it [?] when the Board does, and I know the Board does do, peer review, how is that information coming back to the electorate with all courtesy and privacy consideration [?]? But specifically for the person that the At Large community wants to put up there, we need to know that they are effective.

So I was under the impression that the Board still does peer review, and I'm somewhat concerned to know that, if it still does, and it has, whether or not the electorate, which is the 15 person ALAC and the single leadership from each of the RALOs, has had access to whatever feedback on Sebastien's performance is available. Thank you.

BRUCE TONKIN:

Okay. Let me give a process answer to a process question. So, yes, Cheryl, you know as chair of the Nominating Committee, that we do have a process for evaluating Board members, and we have set this process a year ago, originally for the nominating committee that was asking for feedback on Board members, and we wanted to have a structured way of providing that feedback rather than what was probably happening, which was more hearsay where individual members of the Nominating committee were talk to individual Board members and ask for opinions.

So we do put a [?] 360 degree review process, which we provided feedback to the 2013 Nominating Committee. And then as a result of initiating that process, we also agreed to make that offer available to the other supportive organizations and advisory committees. So this year we reviewed four Board members, including Sebastien. The process took longer than I had anticipated. We selected the evaluated – the people that we get to do the evaluation Board members that have chaired either the Board or a committee in which the Board member is on.

Board members that have typically been a member of a committee that the Board member is on. And also staff that has specifically supported a committee in which the Board member is active. So that's why we refer to it as 360 and that there is somebody who has been a chair of a group that the Board member is on, somebody that has been a member of the Board member that has been on, and staff that has supported that Board member. So we've done that for each of the Board members including Sebastien.

This year we gave each Board member three options. The Board member could elect not to have the 360 degree report passed on to their appointing member, or the Board member could submit their own response to the 360 degree report, or the Board member could simply allow the 360 report be transmitted. In the case of Sebastien, I don't think the process is complete in respect to whether he has decided to have the report released or not, although I have informed Olivier of the report and the status of it.

CHERYL LANGDON-ORR:

Olivier, if I may just reply to that. So let me be... [CROSSTALK] Yes I do. Because this is a hugely important issue, it's incredible to all. And I for one, was not aware that the option, and I'm going to put those in [?], were in practice. So let me be clear. If the community of electorates, in other words the ALAC, and the five RALO needs to hold the vote, are not aware and have not got access to the existing 360, assuming that it has been completed [?]...

BRUCE TONKIN: It has been completed, yes.

CHERYL LANGDON-ORR: Thank you Bruce. Then that is the only reason of its non-existence is because the current sitting Board member has effectively requested it not to be. I just want to be really clear, if that's the case, I understand it. If it's not the case, I just wanted to be clear. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Cheryl. Bruce, any comment on this?

BRUCE TONKIN: I have actually not received a response from Sebastien personally saying not to release the report. Sebastien has told me that he wanted to seek a call with the organization that did the evaluation, and I believe he's done that, and then I think we was considering his actions. So unless he's informed Olivier that, as far as I know, his status.

OLIVIER CRÉPIN-LEBLOND: Okay. Thank you very much Bruce. And I can confirm that I have been speaking to Sebastien. And there will be a follow-up by email later today, or later on in the week, and certainly before the first round of voting takes place. So let's continue on the questions. In the meantime whilst everyone on the call, and I note that there are a lot of people on the call now.

So it looks as though we get more and more popular by the minute. There was a note that came in from Roberto Gaetano, since he had some technical problems, [?] not been able to fix those. But for the record, and for those people who are not on the Adobe Connect, Roberto mentioned a small comment. He believes that a Board member can generally have access to information that is confidential, and has to commit to this confidentiality.

With regards to the correct management for information on the access only on the need to know basis, inter correlated, it is [?]...information can be used for personal purposes. Bruce, is there anything to add to this?

BRUCE TONKIN: Sorry, Olivier. Are you asking me about the confidentiality?

OLIVIER CRÉPIN-LEBLOND: Correct, yes. The access to information that is confidential. A commitment from Board members to confidentiality, and the access to the only a need to know basis to some information, well that Board members maybe suggested to know.

BRUCE TONKIN: Well basically Board members have access to all the information as they request, that's their fiduciary right. In terms of confidentiality of what that's handled, typically we have a Board mailing list and people share [?] on that mailing list, and the general rule is that you don't post people's comments that's on a mailing list publically.

With respect to Board meetings, the resolutions are made public, and the briefing materials are made public, but the Board members get to see that information prior to it being public if they have an opportunity to request corrections, and ask staff to do further work on particular papers if needed. Again, we ask Board members not to do their own publication on Board materials, but to wait until the staff officially publish the material on the website.

And generally the way I do it personally, Olivier, is if a member of the community asks me for a particular piece of information, I first check to see if it is public. If it is, I send a link to that information. If it's not public, I'll often just ask staff either to make it public or to provide a reason why it's not been made public. But ultimately, it's really for the staff to publish material rather than Board members to sort of take it upon themselves to post out briefing materials or minutes and things before they're ready.

OLIVIER CRÉPIN-LEBLOND: Okay. Thank you very much Bruce. Now we have Ray Plzak in the queue. Ray, you have the floor.

RAY PLZAK: Thank you Olivier. Going to Roberto's second comment about the correlated [?] information can be used for personal purposes. I think it's in with [?] comment, and also the remarks that Bruce just made, it's also important to know that Board members, to use the colloquial phrase, shouldn't speaking out of school with regards to confidential

information, and not giving up what's really going on, inside information where information may be confidential.

So I think it's very, very important that Board members speak to the published material. And they can express certain degree of opinions, but at some point in time, the obligation to the Board member is that if they have disagreed with an opinion that the Board voted in, at some point in time their loyalty has to be the opinion of the Board because that is the Board's opinion about the decision with regards to the direction and benefit of the organization.

And so I think that is something as well that needs to be considered when talking about providing information. And so this is the following conversations, the [?] chats, and so forth. Thank you.

BRUCE TONKIN:

Just one other further comment too, Olivier, which is often, for those who have been a bit more involved in public company board's and things. There is also new material, particularly around new gTLDs, a requirement for all members of the community to have access to the information at the same time, and typically public companies, they officially post the information to the stock market.

Once they've done that, then they can talk about the information, but they can't get privileged information to particular members of the industry and not others, and that's another reason for a number of the material topics that are commercially sensitive, and really it should be published on outside, and then it's available to everybody at the same

time, rather than individual Board members releasing bits and pieces of information.

OLIVIER CRÉPIN-LEBLOND: Thank you very much Bruce. It's Olivier speaking. So we have reached the top of the hour already, and I thought we would spend about 30, 35 minutes discussing these issues. So I'm very glad that there has been much engagement and much discussion going on. Last call for any last question or last comments from you or from Steve or from any Board members?

I don't see anyone putting their hand up. So, I gather that there is nothing out there to speak about. The next steps that we now have is the actual election taking place. I will ask, do we have Tijani he is on the call at the moment. Yes, Tijani is on the call. Tijani, would you be able to lead us to what we're doing next please? Just a minute, quickly.

And just to explain, Tijani is our Board selection – Board member selection process committee chair. So he is effectively our shepherd with regards to our next steps in running the election. Tijani, you have the floor.

TIJANI BEN JEMAA: Okay. Thank you. Do you hear me? Olivier, do you hear me? Hello? Olivier, do you hear me?

OLIVIER CRÉPIN-LEBLOND: Yes we hear you.

TIJANI BEN JEMAA:

Thank you. Thank you. Yes, the next step will be the first round of election, which will happen on 16 of March. This round will have as an objective to reduce the number of candidates from five to three, so we'll drop two of them in the first round. And then, the second round will happen face to face in Singapore. We will have the vote on the Sunday.

And if we manage to have one of the candidates, the three remaining candidates, having more than 50% of the votes, the casted votes, we will declare him winner, or her winner, and if we don't manage to have this, we will do another round of voting on Wednesday, and hopefully we'll break the tie, if there is a tie, and we will have the winner by Wednesday.

OLIVIER CRÉPIN-LEBLOND:

Okay. Thank you very much Tijani. And with all of this, we now know what we're doing next. We know the duties of the Board Director, and we know a heck of a lot more now than we knew an hour ago on what it actually means to be a Board Director. I thank all of you, and thank you very much Bruce, and thank you Steve, and Ray, and Olga, and all the other Board members that I'm not mentioning who have been on the call.

Thanks to all of the attendees. And look forward to a very good election, and a good rest of the week. Good morning, good afternoon, good evening, and good night everybody. This call is now adjourned. Bye-bye.

[END OF TRANSCRIPT]