	Name of Mechanism	Supervisory Board (two tier board construction)
Description	Description	The essence of this mechanism is the enhancement of ICANN's accountability to its stakeholders by the creation of a structure internal to ICANN that takes over some of the ultimate powers of the ICANN Board (among which are powers that in fact the NTIA presently –informally, but effectively- has over the ICANN Board).
	Category (check & balance, review, redress)	Review and redress
	Is the mechanism triggered or non triggered ?	The mechanism itself is a permanent structure. Some of the powers it executes are predictable and repetitive (e.g. approving ICANN's strategic plan and annual budget) and thus non-triggered, while others event driven, thus triggered (e.g. blocking board or management action that is in conflict with the bylaws, blocking changes to the bylaws, recalling the board)
	Possible outcomes (approval, re-do, amendment of decision, etc.)	Approval, review, redress, redo, recalling the board
Standing	Conditions of standing (ie « last resort », type of decision being challenged, …)	For the supervisory board to overrule ICANN's (executive) board's decision on a matter, should be seen as a last resort option
	Who has standing (directly or indirectly affected party, thresholds…)	Those community representatives that are member of the supervisory board. Through them (all) ICANN's stakeholders
Standard of review	Which standards is the decision examined against (process, principles, other standards…)	Existing ICANN bylaws, public interests, stakeholders' interests, applicable (Californian) corporate law, Affirmation of Commitments, adopted PDP's, …
	Which purpose(s) of accountability does the mechanism contribute to ?	All four: • Comply with its own rules and processes ("due process") • Comply with applicable legislation, in jurisdictions where it operates • Achieve certain levels of performance as well as security • Ensure decisions are for benefit of the public, not just

		for a particular set of stakeholders
Composition	Required skillset	- Vision, strategy, leadership - Analytical, social skills, networking - C-level integral management in an international, multi-stakeholder, multi-cultural environment - Representation, sensitivity
	Diversity requirements (geography, stakeholder interests, gender, other…)	All stakeholders (direct and indirect) should be represented: SO's, AC's, IETF, NRO, ISOC, IAB. This will probably already ensure gender and geographical diversity
	Number of persons (approximate or interval)	See above
	Independence requirements	The persons involved in making or validating a decision of the supervisory board, apart from the obvious interests as a member of the stakeholder group they represent, do not have any other material relationship, transaction or professional aspiration with ICANN itself which may affect their judgment.
	Election / appointment by whom ?	Each member of the supervisory board is appointed (by election) by his/her stakeholder group/constituency. Easiest would be to appoint the (already elected) chairs of those groups/constituencies
	Recall or other accountability mechanism	Each member of the supervisory board can –during his/her term- be recalled (by majority vote) or at the end of his/her term could not be reelected by his/her stakeholder group/constituency. A member of the supervisory board cannot be recalled by the other members of the supervisory board.
Decision making	Is the decision mandated or based on personal assessment	There are two options: 1. The community representatives have to get back to their constituencies and get their (consensus or rough consensus) approval to use the specific power; 2. The community representatives have the mandate from their respective constituencies to take a position based on their personal assessment of the bylaw amendment on the public interests/stakeholders' interests (NOT their personal interests) In most situations, for most powers that the supervisory board has, option 1 will not be workable: it will take too long with the risk of failing altogether. However, for the decision to recall the (whole) board, option 1 should be considered. For the "nuclear option" (if we are having one), transitioning the IANA function away from ICANN, option 1 is an obligation.

ACCOUNTABILITY MECHANISMS

	Decision made by consensus or vote ?	Vote. Consensus introduces (or reinforces) the risk of capture: if a particular stakeholder group has convinced the ICANN board to e.g. make an amendment to the bylaws, this same stakeholder group's representative in the supervisory board can then prevent the community from blocking that amendment
	Majority threshold (if applicable)	A supermajority vote in favor should be required to execute a power (e.g. block bylaw change, block budget or strategic plan, recall board or part thereof).
Accessibility	Cost requirements	The members of the supervisory board are volunteers from their respective constituencies. They receive no remuneration, but travel and lodging costs for meeting purposes are covered by ICANN
	Timeframe requirements	To be implemented before IANA stewardship transition
	Language requirements	As general
Implementation	Potential means to implement	• Amendments to ICANN's bylaws that incorporate an supervisory board in ICANN's corporate governance structure and provides it with the required powers; • Elected representatives from stakeholder groups to serve on supervisory board

Notes from the author:

- This template is completed for a two-tier board construction,l introducing a supervisory board. Large parts of the text inserted in the template will also be relevant for a membership structure, a delegates structure, a permanent CCWG or any other stakeholders' representing structure that can overrule the ICANN board on certain matters.
- Recalling the board or part thereof: recalling individual board members or a group is probably not a good idea. Individual members might feel themselves a target and be afraid to take a position that differs from the majority, one risks stimulating the board members to be risk averse. Recalling the whole board and reappointing members that are not to blame for the recall, is probably better
- The "nuclear option": more and more I doubt if this is necessary and if it is workable. If the board can be recalled and is, the impact of that is comparable with transferring IANA: it is now possible to change everything that is not working. Transferring only IANA functions might have (very) limited impact if the policy role remains with ICANN and the output of that policy role is still inputted in the IANA function. Moreover, if ever ICANN performs so badly that even replacing the board doesn't help, it is extremely likely that it is not the IANA that is not working well, but the policy function. So, the "nuclear option" might very well be exactly that and leave no winners, but only losers. When considering this, we should bear in mind that presently, the NTIA can transfer the IANA functions. It cannot recall the board. If it could choose between the two, I suspect it would choose for the power to recall the board as it is both executable and effective. Transferring the IANA functions is neither. It took 16 years to build ICANN into what it presently is, how long would it take us to build a trusted, better, more accountable, more transparent alternative?

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