

## **Comment re Qualifications of Individuals Acting on Behalf of SoleDesignator/Empowered Community**

- *To:* comments-draft-ccwg-accountability-proposal-30nov15@xxxxxxxxxx
- *Subject:* Comment re Qualifications of Individuals Acting on Behalf of SoleDesignator/Empowered Community
- *From:* Mike Roberts
- *Date:* Wed, 2 Dec 2015

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This is an impressive document and reflects a great deal of hard work on a complex subject.

(1) Since the new structure essentially grants authority to the entity that holds Sole Designator power under California law that is equal to that of the members of the ICANN Board, it is essential that individuals exercising that authority be qualified to do so under a standard equivalent to that now used to qualify members of the Board.

In my view, this can be accomplished by using language contained in Article VI.2.3 of the existing Bylaws, which extends to SO/AC Board members the same requirements levied on Board candidates selected by the Nominating Committee.

Those requirements are:

VI.3 ICANN Directors shall be:

<>1. Accomplished persons of integrity, objectivity, and intelligence, with reputations for sound judgment and open minds, and a demonstrated capacity for thoughtful group decision-making;

<>2. Persons with an understanding of ICANN's mission and the potential impact of ICANN decisions on the global Internet community, and committed to the success of ICANN;

<>3. Persons who will produce the broadest cultural and geographic diversity on the Board consistent with meeting the other criteria set forth in this Section;

<>4. Persons who, in the aggregate, have personal familiarity with the operation of gTLD registries and registrars; with ccTLD registries; with IP address registries; with Internet technical standards and protocols; with policy-development procedures, legal traditions, and the public interest; and

with the broad range of business, individual, academic, and non-commercial users of the Internet; and

<>5. Persons who are able to work and communicate in written and spoken English.

The symmetry I propose is needed to ensure that powers of grave significance, such as those proposed to be granted to the “Empowered Community,” are exercised by individuals with equivalent, or superior backgrounds of experience, skill and integrity as the Members of the Board.

(2) Members of the ICANN Board are bound to the purposes of the organization by fiduciary oath. Although not required by those representing an unincorporated association under California law, it would increase the respect for the actions of the Sole Designator if the individuals involved voluntarily subjected themselves to the same oath.

(3) Those exercising the powers of the Sole Designator, given the gravity of those powers, should be bound by appropriate conflict of interest rules that are at least as strong as those binding the members of the Board. In particular, these rules should forbid any individual from holding any official position within the ICANN governance structure at the same time as that individual exercises duties as Sole Designator.

I hope you find these comments useful and appropriate, and apologize if I have duplicated language already embodied in the report.

Mike Roberts  
ICANN Director and CEO, 1998-2001