The topic of Guidelines for Board Conduct needs to be expanded as a broader topic of Board Accountability, and discussed in the same manner as AC/SO or Staff Accountability is to be discussed. AC/SO and Staff Accountability measures work at one level, whereas ICANN Accountability is epitomized by a Board Accountability design. Such a discussion on Board Accountability needs to be distinct from the generalized discussions on ICANN Accountability.

The ICANN Board is to be held accountable for what it does do and what it does not do, that affects ICANN. The Board is also to be held accountable for everything that ICANN as an organization does do and does not do that affects the DNS and the larger Internet, even if such actions of ICANN or such actions of any of its parts happen WITHOUT discernable directives or consent from the Board. In other words, the Board ought to be held accountable for even that which arises from outside the Board.

If the Board is notionally to be held so accountable, it requires to be sufficiently empowered first. We need to review how the Board is positioned in the organization - in the past we have had situations where Board's affairs depended on certain Administrative decisions, and there were some difficulties in the Board - Staff interactions. We need to look into issues that may potentially limit the Board's ability to function, including its constitution of voting and nonvoting members.

Work Stream 1 has created new challenges and new processes for safeguards, which proceed on the assumption that new Community powers would provide the necessary challenges against abuse of Board powers. These measures tend to disperse responsibilities and increase room for lack of clarity on who is to be held accountable for the decisions needed for the pursuit of the overall mission of ICANN and on developments that may occur to the distortion of the overall purpose of the Organization.

It wouldn't help the pursuit of ICANN's mission to approach the topic of Board Accountability as an exercise of creating more processes that may actually slow down and even limit the Board's capacity to issue the

necessary directions. On the other hand, it also becomes difficult to approach the question of who would oversee the Board, which would give rise to another inevitable question of who would oversee the overseer. The answer so far is "The Community", but we could come up with a new solution that may neither entirely depend on a oversight, nor on challenges and limitations.

ICANN Board as an an entity comprises individuals. The propensity of the Board to be effective, correct and just depends on who the Board attracts to be its constituents. If the Board, as it does to a noticeable extent now, attracts individuals from any part of the world who are of such stature that they are not expected to deviate from the larger purpose, we will have an accountability framework around an evolved Board even more worthy of trust on its conduct of business in a manner that would require little or no challenges or a close oversight. Such an Accountability framework would ensure good governance even ahead of implementation of diversity, irrespective of jurisdiction or even Staff diversity.

These are rough ideas to be brought to good shape by the Work Stream 2.

Sivasubramanian M