

**ICANN**

**Moderator: Maryam Bakoshi  
February 2, 2018  
4:17 pm CT**

Ayden Férdeline: Okay. Thank you everyone. Thank you for returning to your seats and for joining us today. My name is Ayden Férdeline and I'm pleased to be working with Kiran, to my right, for the next session.

So if we advance the slide, please, Ozan. So there are two topics on our agenda today which we will invite questions on. Okay. Hopefully you can hear me now. We'll just wait for the slide to advance. I might change to a different microphone.

Woman: You have so much to say. Total chatterbox at the meeting.

Ayden Férdeline: Okay. Hopefully you can hear me now. Hi everyone. My name is Ayden Férdeline and I'm pleased to be working with Kiran this afternoon for this slot in the afternoon. So there are two items on our agenda today. To begin with, we're going to discuss the suspension of the SSR2 and possible next steps. We follow it by a discussion on the GNSO review and the terms of reference that we might like to see for that.

So thank you again for being present, and thank you as well to a number of board members from the board's Organizational Effectiveness Committee for joining us today. I'm going to hand over to Kiran now, who is going to lead our first session on SSR2.

Kiran Malancharuvil: Thank you. Can I have the next slide, please? Thanks. Starting with the history of the SSR2 suspension, review team suspension, it's pretty well known in this well and we probably don't need to waste a lot of time, unless there's - if there's, a show of hands, is anybody confused about what happened with SSR2? And not confused in like a tangential, like, you know, a really confused way, but just does anybody not know what happened? Do we need to do a history of it? Great.

So the questions that we've identified for community discussion on that SSR2 are here on the slides: how can we ensure that the SSR2 team will have the appropriate resources and staff support to continue its work? Those of you who were in the last session, I did ask that to Göran and I got a yes and then a follow up that that's what they always do.

And so then I followed up asking for him to do some more consultation with us about what we mean by that and hopefully bridge the gap between his expectations for staff support and what the review team's expectations are for staff support. And we hope to avoid any further confusion about staff support. But does anyone in the community have any comments about that issue in particular with relation to SSR2? Seeing none and seeing none in the chat.

I'd like to move on to the next question, which is the consequence of the board action, especially with regard to exercising fiduciary duty. So if you recall, the ICANN board rationale for suspending the SSR2 review team was under the guise of having, the board having fiduciary duty to control and suspend based

on essentially misappropriation or misuse of the resources in the ICANN community by this review team in particular.

The consequences of that type of decision could very well be extremely broad. And the idea would be that anything that utilizes ICANN's resources in any way would then therefore be subject to board control, suspension without consultation with the community, without consultation with the SO/AC leaders, and that is potentially problematic because it's a slippery slope essentially.

Are there any comments in the community about that? And I will note we have a question for the board members in the room related to that topic, but that's not yet. That's the next slide. So for the board members that are listening to that discussion, we do have a specifically formulated question for you about the fiduciary duty statement and asking for clarification.

But before we get to that, I was wondering in the community had any comments about the rationale that was provided from the board with relation to fiduciary duty to suspend the SSR2 team. Is there SSR2 review team suspension fatigue in the community? I feel like there might be. I'm feeling it, at any rate.

Okay. We could also discuss the role of the GNSO in review. I think that this is something that - I'm sorry, was there a question in the back? Rafik, please.

Rafik Dammak: Okay. Thanks. So Rafik speaking. I guess we're not going to interpret where suspension falls or whatever, but maybe to be sure, talking to the OEC members. What are your expectations from this? So something was initiated to post because some groups expressed their concerns.

My understanding is not that clear to all parties what are the concerns. But what are you expectations from you guys what you are expecting from us here? What do you think we should do? Because saying just the community is not clear because we are here in kind of an interactive area. I mean we do how to do with our thing, figuring out on the fly what we should do, so how we can help.

Kiran Malancharuvil: Can I just jump in really quickly? I don't know, Rafik, if you were in the room when we talked about the format of the discussion, but we wanted to hold questions for the board until the next slide. So is it possible for - and I think we'll get there very quickly because it doesn't sound like there's a lot of appetite within the community on this and more wanting to speak to the board directly about it. So may I ask the board members to hold Rafik's questions please? And, Rafik, if you - you may need to restate it until we're done with the community portion of the discussion.

Rafik Dammak: Sorry. I'm not sure why we cannot now.

Kiran Malancharuvil: Because that's the organization of this session, as I've asked to co-chair it and that's what the co-chairs have decided. And it will just be a few moments, if you don't mind.

Rafik Dammak: I mind but okay.

Kiran Malancharuvil: Okay. If you mind then, please, board members go ahead.

Matthew Shears: Good afternoon. Matthew Shears with the board. It's a pleasure being up here and a pleasure to be with you. Pleasure being up here with Avri Doria and Becky Burr. Unfortunately we don't have Khaled Koubaa with us, who's the

chair of the OEC. He had to go back to participate in another committee meeting. So you have the three of us.

I guess, Kirin, do you want me to kind of lead off on this? I think there's - I think in terms of the expectation, I think we have a couple of things to address here, and if I can just lead off in terms of the expectation. I think Becky would like to address the issue of fiduciary duty.

I think in terms of our expectation, and I'm not even sure I would necessarily use that term, but I think in terms of what the board would like to see is of course an un-pausing of the pause, if I can put it that way, a quick return to normal review team practice, and hopefully that at some point in time will be able to move beyond this when things are back in the kind of stable, steady state and perhaps consider one of the things that I personally think that's come out of this process that we probably do need to sit down and look at how we address these potential issues coming up in the future in terms of what the metrics are for review team performance and things like that.

That's just my personal thought on that. So I think our hope, not expectation, but hope certainly that it's un-paused as quickly as possible, it's appropriately resourced and staffed, and I think you had a commitment from Göran to make sure that would happen, and things would get back to normal on that review team front. Thanks.

Becky Burr: My suggestion is that we wait on the fiduciary response. Is that okay with you? Because I gather there's a specifically formulated question, so.

Kiran Malancharuvil: Yes, it was actually provided to the board I think by Benedetta in advance. We were asked to give it to you in advance. I think you probably got it. Maybe not.

Becky Burr: We have it and I can address it if you like.

Kiran Malancharuvil: Before we get to that though, I'd like to go back to where I meant to be, which is the discussion about the role of the GNSO and reviews, but I wanted to turn it over to Steve DelBianco, who had some comments about how the SO and AC leaders should engage in - when there are questions in the community about the reviews and how, you know, we might have avoided the confusion. Steve?

Steve DelBianco: Steve DelBianco. And, Kiran, we're still on the SSR2 topic, agreed?

Kiran Malancharuvil: Correct, yes. Thank you.

Steve DelBianco: Great thank you. Yes the seven AC and SO leaders clearly have the role of restarting it and they would have had a role in the dialogue about whether to pause it if we had properly formed that group, if that group had been available for a phone call, webinar, an email conversation that was well replied to, but I'm aware that we have only started to turn to the seven AC and SO leaders for purposes of empowered community and purposes of appointing review team members and addressing review team issues like this.

That is not a well-oiled machine yet. We are a long way from that. And we seek staff's assistance in making it easy for the AC and SO leaders to receive communication. I'd also acknowledge that at the Abu Dhabi meeting, half of the seven ACs and SOs were undergoing a transition from one leader to another one on the very next day. So there was not a lot of continuity, let alone awareness of their role.

So I don't have a question but I would like to ask council, Heather or Susan, to give the board, our board members, a brief update on where the GNSO is in terms of restarting. We can't speak for the other six, they're not here, but where are we on GNSO? And it's not a question, it's just an update. Thank you.

Susan Kawaguchi: I'm not seeing Heather because she obviously is the chair of the GNSO. I'll just move forward with this. GNSO's very concerned about the suspension of the SSR2 and think it's really important to follow our own process. We have a Standing Selection Committee that provided candidates to the SSR2 and we've had a couple of resignations, one last spring and then one recently due to just work commitments. So we are moving ahead and evaluating candidates to fill the latest resignation.

In that process, we've also, because of what has gone on with SSR2 and the feeling that's been expressed that maybe there's not the right expertise and resources on the SSR2, the SSR2 members themselves sort of did a self-assessment and provided a skills matrix. So we're using that as an additional source for reviewing our candidates and making sure that the next recommendation to the - that the committee does to the GNSO it will be someone that fills some of those holes.

And what we always do with the review teams is we go in with a slate of seven candidates ready to go. Obviously we only have three guaranteed seats. We were lucky enough to get four GNSO members on the RDS because it's such a relatable topic. It's GNSO, you know, across the board almost. So we've got four, which is great. And.

But we always provide our leadership with seven to go - the chair to go into that SO/AC meeting with seven candidates, because if other SOs and ACs do

not have the members to volunteer, they don't feel like they have the expertise, then we feel like we do have that expertise. You know, we're very lucky in that we have a lot of committed people applying to these positions. So.

And the other thing that we're doing right now is Heather is working very closely -- and I wish she was here because she could speak better to this -- but she's working very closely with the SO and AC leaders. We just finalized a letter to the SO and AC leaders, trying to come to consensus, come to the middle ground to figure out a way to move forward with putting this team back to work un-suspending it and move on, but with the right resources and talent and expertise.

So we're taking this very seriously. You know, I'm sort of developing into a process person. If you have a process, it's much easier than designing it on the fly, and unfortunately the board's action has now, you know, everybody sort of had to sit back and go, "Oh, what do we do now?" The GNSO, through Heather, is trying to lead that and has proposed several paths forward. One is the facilitator for the whole team to, review team, to really decide what they need and somebody to work with them.

What I don't think they need, and this is a personal opinion, is SO and AC leaders, even Heather as chair as GNSO, saying this is what you need, review team. Having sat - now I'm on my second review team, it's really important to maintain that independence. So that's what the GNSO is leading - is pushing for. We would like to see this, you know, move on. It's important work. And then take the learnings from it and develop a process. And we've also, several of us, I helped draft the comments for the BC and the GNSO Council on the operating standards.



Kiran Malancharuvil: Great. Thanks, Susan. Any questions or comments or reactions? Okay. I think - Renata, I guess is her name.

Renata Aquino Ribiero: Just a reaction to Susan. In the draft of the -- Renata -- operating procedures for review, one of the things that stuck with me, and this is probably some - a point that the board can also re-address, there doesn't seem to be -- and I would like to know if this your impression too -- a lot of dialogue between the community and the board in this process.

There was - there were some deadlines and there was - there were deliverables expected and that weren't expected. That's the information I got; I'm not sure also if that's confirmed. But when I read that material, I thought as well in the procedures there isn't a lot - so the board should have a role as an oversight of this process and the community an offer but there isn't, like when did they meet, when did they review those deliverables? And I'd really to know how was your discussion on seeing those procedures and if that rang bell on how the process went with the SSR2.

Because if you are dealing with the team, you have to have strict timelines and you have to have number of reviews, of deliverables as well, and I didn't see any of that. Thank you.

Susan Kawaguchi: Was that addressed to me or to the board? So my personal experience for being on the RDS review team is, yes, we do have deliverables and we do have timelines and we have a terms of reference doc with the scope. We've worked very hard that. Timelines slip and after the suspension of the -- perfect timing, you could add in on this -- but after the suspension of the SSR2, I went back to our processes within the review team, RDS review team, and went, "Let's make sure we're dotting all the I's and crossing all the T's."

One thing I thing I found, and this is just, you know, the community is busy, staff's busy, the board's busy, but we were actually - had a deadline that - to provide the terms of reference before we were even seated, so - and that was in a board motion. So we went through a process. You know, Chris Disspain is our liaison and he's great. And so, you know, I'm like, "Chris, this doesn't work." Because somewhere down the line somebody's going to say, "Wow, they delivered that nine months late" when in actuality, we didn't even exist at the deadline.

So it's - I think it's because this is new in some ways and there's a lot of processes that haven't - the operating standards, you know, were just - the draft is just out now, that we're not - not everybody is sure of the process. And so if we can nail down the process and get everybody to agree to that, then I think we're just going to have a healthier review team process.

Kiran Malancharuvil: Great. Thank you. Any other comments or follow ups? I see someone's mic going on and off over by Renata? No? Okay.

So if we could advance the slide then to the question that we had prepared in advance to the board. The board had already received this. Just to read it to the room: The board suspended the SSR2 review team by claiming that the board had a fiduciary responsibility to manage community activities. Can you point to the specific section in the bylaws that gives the board such authority? That is a very vague statement of authority.

Can you clarify what the perimeters of such a statement are, what are the limits to the board exercising fiduciary duty? Without clear limits to the statement, it seems like the board would be able to supersede everything that happens at ICANN under the guise of fiduciary duties. This is concerning and we would like the clarification. Thanks. Over to the board.

Becky Burr: Thanks very much. Becky Burr. And I'll take just a historical step back because I think we've talked about fiduciary duty and thought of it as - I think that there have been times when the community has felt like invoking - that the board invokes its obligations with respect to fiduciary duty randomly or in order to pull rank as opposed to anything else.

First of all, the fiduciary duty is a function of law. It happens to be a function of California state law in this case. Then as directors of not-for-profit California corporation, we have an obligation to ensure that the resources of the organization are used efficiently and properly to further the goals of the organization.

Now that does not mean, and it has never meant, that it's all about dollars and cents. It really is a broader statement about are the resources being deployed in a way that is going to further our mission, accomplish our goals, get us to where we need to be, or.

And so when the board asked the SOs and ACs to pause the review, it was because we had received communications and -- more than one -- that there were some things that were seriously off track about the review, and we felt that, in fulfilling our fiduciary obligations, we needed to ask the community to check on this.

Now I don't think anybody up here on this table is going to fall on their sword defending the manner in which that was exercised. Clearly there could have been more and better communication. There was some confusion that - some failure to communicate, some miscommunication. We did have people who, and groups, that expressed very strong concern.

And I think the first thing that we all want to say is we're not going to do it that way again. And one of the things that we really want to understand as we all sort of grow into these new bylaws, we're spending a lot of time thinking about what the consequences of the new bylaws are in terms of mission, but there are operational consequences of the new bylaws that we're discovering and working through.

So we are very much committed to working with the community to get processes and procedures in place so that in the event that down the road we reach a point where we have these kinds of concerns, we have an agreed upon process for bringing them to the community leaders, addressing them in that way.

But the authority, with respect to our fiduciary duty, it is, you know, it's not - it is not unbounded and I think that you can take our commitment that we - I don't think we invoked this very often, it has been invoked in the past, I know, but is fundamentally an obligation to ensure that the resources of the organization are being put to use in furtherance of the organization's purposes in a useful and efficient and meaningful way, and it goes beyond dollar and cents.

So we appreciate the work that the council, that the SOs and ACs are doing on this. We very much look forward to un-pausing of the review, which is in the hands of the chartering SOs and ACs, and we also very much look forward to working with the community to develop processes and procedures to handle things like that.

Now I think there may be other - it may be worthwhile at some point to take another look at the operational issues in the bylaws and do a little stress testing to see if we need more processes and procedures for some of these

gaps. I think that would be a useful exercise, so that, with respect to something else, we don't run into a problem like this.

Kiran Malancharuvil: Great. Thank you. We have Martin in the queue.

Martin Silva Valent: Yes Martin here. Thanks, Becky. First of all it's very sort of baffling to hear that the board invoked its fiduciary duties to do this. Maybe you could invoke it on other things, but the fiduciary duties are related to putting the interest of the organization first to any other interest, to protect it from harm, or to just a better fulfillment of the mission.

Maybe this would be more appropriate to better fulfillment of the missions than to actually the correct management of resources, because -- and this is a question -- did SSR expend that much resources compared to other things in ICANN that it was a danger to the operation? It feels like a stretch, but maybe I'm wrong.

So the first question would be that one is why SSR? Why did SSR trigger a special fiduciary duty that was different from other examples at ICANN that maybe are not - are the same, that are places that are not that functional or they have operational problems. Why did SSR trigger this interpretation and what interpretation of fiduciary are you then choosing?

If it's only about managing resources, then it was because SSR was wasting resources, but was it wasting more than others? Was it that expensive? And the second one is do we have any other history of ICANN board invoking fiduciary duties in any way but specifically in this same sense? Thanks.

Becky Burr: So I used resources very broadly and very deliberately and it doesn't mean simply dollars and cents. It was the board's perception that the cost to the

organization in many different ways was significant and that the organization would be better served by asking the SOs and ACs to take a look and satisfy themselves that this was properly arranged, that it had the skill set and resources that it needed to proceed, that there was clarification and understanding with respect to the scope.

I can tell you personally, and I now understand that this may have been a miscommunication, there were things about the security audit that I, as a person who lives with this stuff daily, thought that an efficient way to do what I perceived was being asked for would be to hire an independent expert to come in and audit. That would have been a typical way of doing it.

And so - so I think that there were concerned about sort of where this was headed and not so much dollars and cents. Dollars and cents, yes, were a part of it but collectively what was the impact on the organization. As I said, none of us are going to defend the manner in which this happened and we don't want it to happen again, but it is much more than dollars and cents and it's about is the - are the best interests of the organization being served and is what's happening potentially misusing the resources writ large.

Martin Silva Valent: Can I follow up?

Kiran Malancharuvil: Please. And then after that we have Rafik.

Rafik Dammak: Sure.

Martin Silva Valent: Thanks, Rafik. But you didn't answer my two questions. The first one is why SSR? Like I understand your interpretation of fiduciary duty in a broad manner and I get that the board has to look after the general operations of

ICANN but you did not answer why SSR triggered and why other things at ICANN doesn't trigger.

But SSR is not the only thing that is stalled as an activity that the board says it has to look after (unintelligible) a certain activity that would have - I don't see SSR as specifically outrageous compared to other things. It's bad, yes, but why did it trigger such a specific thing? I'm not asking you to defend it but I just want to understand the logic. Why did the analysis trigger SSR and it doesn't trigger other things and if anyone -- this is to the whole room -- do any of you remember another exercise of fiduciary duties by the ICANN board?

Becky Burr: So I think that there are examples of the community not reaching consensus in a very quick fashion and it's taking time to do that and the board has not intervened in that process. I think this was - the concerns were of a different nature, that the arrangement was such that the group would not be able to accomplish its very important task. That was the concern.

It was not a conclusion of the board by any means but that it was a - reasonable concerns had been raised about that and - but the conclusion was that it was important to stop and ask the chartering organizations to assure themselves that arrangements were in place so that this work could be successfully concluded.

Avri, Matthew?

Avri Doria: This is Avri speaking. Yes. To add one thing to -- and Matthew and I did come in right at the very end as we were transitioning in -- but there was also one of the ACs that was part of the, you know, formative group actually wrote saying there is a problem, please do something. Now the only thing the board

could possibly do is ask the SO/AC leaders to do something. The board itself couldn't dip in and start trying to fix it. So that was the reason for a pause.

It was conceivable to me - and there was that one, and indeed I agree with the fact that the communications and the process that got us there did not work very well, was not as well thought out as it should have been. There was a meeting. It was discussed with the SO/AC leaders but they didn't really realize that there was anything they could do about it at the time, I think there was a bit of that.

But I mean it occurred to me that it was quite possible that as soon as the SO leaders got - SO/AC leaders got together in Abu Dhabi, there was, "Nonsense, there's no problem. Restart." And, you know, as that hasn't happened, as the leadership continues looking at it, you know, I begin to wonder indeed what was wrong with it.

But I think what truly precipitated was there were comments from the board liaison was that something isn't working right here and there was a specific request to the board from, you know, SSAC I believe it was saying there's something here, please do something.

And so it was at the point that what can you do? And so now I think it would be great if, considering that that could happen in the future, is how do we normalize that, how do we actually set up a process, when someone does raise an alarm flag, there's a known way to deal with it that could indeed end up with a pause again but has some prior steps that are well known and well considered and well formed.

Kiran Malancharuvil: Great. Thank you. Just a note, we have five minutes left with the board before they have to leave. We have three people in the queue. We have Rafik,



Heather, and is your name Juan, is that correct, Juan? So I'm going to close the queue after that. Obviously Matthew, you are the board you can speak whenever you like.

Matthew Shears: I hate to jump the queue. Becky is going to leave us at 3:30 but if you wish, Avri and I can stay till 3:45.

Kiran Malancharuvil: Great. Thank you so much. Rafik.

Rafik Dammak: Thanks, Kiran. So just maybe coming back, so the issue was about the cost, so this is against maybe worth SSR2 kind of running and timeline. They are very, very late. If it's about the scope, was there any opportunity to discuss with them about the scoping? I think at the time they were just finishing their term of reference.

On the other hand, you talked about that your liaison, the board liaison, raised concerns. Maybe I have a question. I'm interested, what is the role of the board liaison in this context, how he can help the review team, I think in general, not just about the SSR? Because just raising the concerns to the board doesn't seem - now by hindsight doesn't seem effective, so maybe just any thought on this. So if it's about the scope, why we couldn't work out? That's why I'm just asking them to pause.

Becky Burr: I'm not sure we understand the - I think I was quite clear that it wasn't - the concerns went beyond dollars and cents, they went to resources of the community. But the board liaison, I think the role of the board liaison is generally to be present, to come back to the board and report and keep the board current and up to date on what is going on in there.

It's certainly true that board liaisons in other settings have been asked questions, what would the board say or think or do about this. That's also an appropriate role. And I think that the issue here was that, particularly once the SSAC had raised these concerns and the board liaison did not feel that they were - he felt that they needed to be taken seriously. It's not the role of the board liaison to intervene in the processing of the work but to be a resource to the community if they're asked and to be a - to ensure that the board is fully informed about what the community - what the working group is doing and thinking.

But again, I don't think anybody disagrees, we have to have a better way of dealing with this in the future, and that's what we are committed to doing in terms of finding processes. And of course it can involve, you know, what's the - does the board liaison, you know, bring the chartering organizations together or the co-chairs of the review team, or there could be a million different things, all of which we are open to. But the one thing that we are quite sure that the role of the board liaison is not is to really intervene in what is an independent process.

Kiran Malancharuvil: Great. Thank you. We have to get to the GNSO review so I'd like folks to keep it snappy from here on out. We have Heather. Heather, you - are you saying no to your time or you still want it? Yes. Heather.

Heather Forrest: Thanks, Kiran. Heather Forrest. I'll just say in response to a point that Avri made about difficulties in ascertaining the problem, that the first thing the SO/AC chairs did was go directly to the SSR2 review team members and asked them what they thought the problems were, and I can only say we did that in a confidential manner. I can only say that there was no consistency to the answers. So it's clear to me that we're not the only ones who are having difficulty. Thank you.

Kiran Malancharuvil: Matthew.

Matthew Shears: I'm not sure if you're going - if you want to move on but I know Renata had a question that - about the interaction between the community and the board on this.

Kiran Malancharuvil: So we have Juan in the queue ahead of her, unless Juan you had your hand up for Renata? Juan. And I had closed the queue but if Renata wants to go, she can.

Juan Manuel Rojas: Thank you. Okay. We are talking about that this issue here but just my question is, okay, we know that this is going to be solved in the future. My question is how much time is it going to be stopped, this process? Yes? How many times much more do you think that this process could be stopped and when we are going to be in the (unintelligible) right again? Thank you.

Avri Doria: This is Avri. We have been speaking to the group and others in a couple - or at least one, maybe more than one, meeting between the OEC and the group, the SO/AC leaders that are working on this, offering them help to get it - anything we can do, but it's hard to say. I mean they really have to find the solution to the issues and be ready to say it's ready to go.

I know that, you know, Heather may have a better view what that's going to take, but the board has basically said let us know if there's anything we can do to help, you know, but it's really not our call.

Kiran Malancharuvil: Thank you. Last quick comment please, Renata?

Renata Aquino Ribiero: Thank you. Yes, the role of oversight is difficult because it also implies a reaction if something is not on time and so, yes, I would like to know what is the line there between the responsibility of the board and the SO/AC? Will we see more of I will go as far as say interference? Thank you.

Avri Doria: I guess I wouldn't call what we've seen so far interference, so I don't know if you'll see more of it. I just want to say, if someone raises an alarm and, you know, the alarm looks to be legitimate and there - nothing can be seen about it, it could happen again. I don't know.

I think that the idea that we now talk about - see, part of this is that we're in kind of a new space. Before the transition, the reviews were sort of under the supervision of the CEO, the board chair, and the GAC chair, and perhaps NTIA, and there was a direct oversight and such. Now with the transition, that no longer exists. We've got them as bylaw entities for which the OEC bears a responsibility but not that same kind of CEO, president, you know, chair, et cetera responsibility from pre-transition.

So I think figuring out the process by which we deal with, I don't think there'll be future interference. I'm not sure, as I said, I'd call this interference. There certainly may be future problems. So having seen now kind of what can happen, hopefully we'll figure out how to deal with them in a well-formed manner.

Kiran Malancharuvil: Thank you. Last quick - please quick comment. We need to get to GNSO review, thanks.

Matthew Shears: Yes, no, I just wanted say - just to reinforce what Avri said. I think it's very important that you know that the board is available and ready to help in this process. Obviously that's your call as to if you feel that's necessary. It's not

that we're not communicating, it's just that we understand that this is a process the SOs and ACs have to go through, but we are ready to assist. Just so that that's very clear. Thanks.

Kiran Malancharuvil: Great. Thanks everyone for your discussion on SSR2. I am going to turn it over to Ayden to discuss GNSO review. Thanks.

Ayden Férdeline: Thanks for that, Kiran. If we could just advance the slide please. Ozan, could we go to the next slide, please? And one more as well. Perfect.

So we're just going to briefly discuss with the two remaining board members that we have amongst us what we would like to see in the terms of reference for the independent examiner for the coming GNSO review. So on the screen here I've extracted Section 4.4 from the bylaws. So ICANN bylaws require the board to conduct periodic organizational reviews of all ACs and SOs.

Now when our next review should take place is a question of debate. From what I understand, the last reviews recommendations were finalized and accepted by the board in 2016. I've heard different dates around when the next review should take place, some as early as 2019, others a more extended timeframe.

So that is a different conversation, however, but I cannot help but remember what Göran mentioned just an hour or so ago that by the end of this year we will have 11 or 12 reviews underway. So in terms of workload and fatigue, that might be something that we want to keep in mind.

Can we just advance to the next slide, please? So given what I just said, the first bullet point here is slightly inaccurate. It is not necessarily that the next external GNSO review will take place in 2019. That has simply been a date

that has been floated. It could be different. The question though as to what should the terms of reference entail, so on here we see the Work Stream 2 achieved a rough consensus around the concept of accountability in reviews as meaning that ICANN SOs and ACs are only accountable to the designated community they were created to serve and represent and has been suggested that each SO/AC is accountable to the stakeholders who decide that it is worthwhile to participate and to assert their reviews.

Go to the next slide, please. So bearing this in mind, the question that we had for the board was how much input would the GNSO have in to the development of the terms of reference in the event of selection process, which the board will use to carry out the GNSO review? So I thought we might start this conversation here, unless there are any immediate questions, comments, or reactions from anyone around the table. Otherwise, would any of our board members like to take a shot at this question, please?

Matthew Shears: Thanks, Ayden. I'm just going to turn it over to Larisa, who can perhaps walk us through the timeline, just so we're all clear on what that it is and what the dynamic is there. Thanks.

Ayden Férdeline: Thank you.

Larisa Gurnick: Thank you very much. Hello everybody. Larisa Gurnick. So it might helpful to just do a quick overview. So now we're talking about an organizational review, which is different than the prior discussion, which was a specific review or community-led review. So these reviews are done by independent examiners that are selected through a process.

So while both types of reviews are now in a five-year cycle under the new bylaws, the triggers for the cycle are a bit different. So in the case of the

GNSO review -- and by the way, we had prepared some slides that we will make sure that you all have so that you can have this information as a reference point -- our estimation is that the next review would start five years from the date that the board took action on GNSO - the GNSO 2 review and the final report. So that would put us in June of 2021.

Now the bylaws say up to five years, so it's conceivable that there might be some reason that it would be started sooner, but if we just stick to the five-year regular trigger point, it would be 2021. So. Also I wanted to sort of remind everybody that GNSO 2, the review that you guys are now implementing the recommendations for, and that's, by the way, going really, really well, that was the first of the second cycle of reviews.

So since you all have gone through that experience, with the help of the OEC and some streamlining to procedures that are similar to operating standards but applicable to those kinds of reviews, we actually have a process that will ensure that certain things happen probably in about a year's time before the review would get kicked off.

And that process includes a request to the GNSO Council to form a review working party which serves as a - as the voice of the GNSO in the review process, and then it would be that review working party and the GNSO as whole that would contribute to the formulation of what the scope should be, what the qualification criteria should be for selecting the independent examiner, and what the review criteria should be.

And that would be done in collaboration with the organizational effectiveness committee of the board and the review working party. And that is how the terms of reference are formulated based on that collaborative agreement and what makes sense for that review cycle, and then based on that, the

organization goes through the selection of the independent examiner. Thank you.

Ayden Férdeline: Thank you for that clarification. We have a queue. Steve followed by Rafik. Thank you.

Steve DelBianco: Thank you. Steve DelBianco with the Business Constituency. Both Avri and Matt were with us in Reykjavik and the discussion occurred there with our OEC members, which were (Renalia), (Markus Kummer) and George Sadowsky.

And it was a session that Joan Kerr and I led at the intersessional. And it actually went quite well because there was consensus in the Non-Contract Party House that GNSO ought to have an opportunity to have some input before the board puts out the RFP and some input into what the terms of reference are, what would be studied against the bylaws requirement to review structure, effectiveness and purpose.

And so at the time, (Renalia) was encouraged that OEC would be able to come back to us and let us know that we would have an opportunity to do that. Mostly what this question is in here for is it's been a year. We were looking to get a clarification. I know we have new board members, new OEC, and it's fantastic at the continuity because you were all there in Iceland for this discussion.

So just give us some sense that we're on the right track towards having an opportunity to have input at what the terms of reference would be, just how the board is interpreting the bylaws requirement, as well as vendor selection. A lot of us had, for different reasons, weren't exactly happen with the vendor



selection and it might be we could inform your vendor RFP so that the vendor has to demonstrate certain qualifications and abilities. Thank you.

Larisa Gurnick: So, Steve, I can't speak on the board colleagues here, but certainly the process as you described it when (Renalia) was the chair, that is still the process that we follow. And since then, we've embarked on several other reviews that are going on right now, all following that exact process.

Avri Doria: But I can pretty much say that I think, you know, and I think Matthew would agree to me, we both still feel that way. Having switched from one side of the fence to the other, still feel that way.

Ayden Férdeline: Just a time check. We have three minutes left. I'll go to Rafik and I'll - Rafik.

Rafik Dammak: Thanks, Ayden. Thanks, Larisa, for the explanation about the timeline. So what you are saying it should start in five years, base it on when the board approved the recommendation or the report. One question is that we have now the kind of implementation process.

We have GNSO working - review working group, and that's co-chaired by Wolf-Ulrich, and I think our timeline is, to tell the truth, I'm not sure, 2019? So how is that? I mean it wouldn't make that sense as we start review soon when we didn't finish the implementation and give some time before the implementation to be reviewed. So this is kind of maybe something we should have in mind.

With regard to the involvement of the GNSO as a whole and the term of reference, I think that's something we can agree on, and it depends on which level of involvement and how I guess defining the term of reference and so on and so on, so.

Ayden Férdeline: We also have one question from Tony. If you'd like to ask your question, Tony, and I'll close the queue now.

Tony Holmes: Thank you. It's more of a remark than anything. But in terms of input into the process, I think it's essential that that happens because if we look back at the last review, I doubt if you'll find anyone in this room that was really happy with that review.

And part of the reason was the issue of structure was totally ignored until the very end of the review. And the reason it got back on the agenda was 90% of the comments that were made were on structure, and there was no remit to cover structure. So it did get added but it was really an afterthought. And certainly the conversations I think that this group had with (Renalia) would back that point up.

The other thing I'd quite like to make is something we picked up on with (Renalia) before and I think it's even more important now that (Theo) mentioned the number of reviews are in process across a period of times, and one of the conversations we had with (Renalia) was to say that we're in this process of reviewing the organization as part of the accountability mechanisms. But the reviews come so thick and fast, there's no time to stand back and take what's really required, which is maybe a holistic approach and a holistic review of the whole organization, looking at ICANN now in its new role of taking on the additional accountability process.

So if we carry on the way we're going, we'll keep having review, review, review after the parts and we're probably ignoring the bigger problem of all. And I think some thought needs to be given to actually having a look at

ICANN and all of its parts and how they actually interact and work. Thank you.

Matthew Shears: I think we're - I know it was a comment, but I think we're very cognizant of that challenge and we'll - certainly would welcome thoughts on that in terms of how that could be better in that process. And it's something that the OEC is I believe it's on our work plan to look at in terms of kind of how do we manage the reviews and what the sequencing is there. But any thoughts or contributions in terms of how that might be managed better would be very welcome.

Ayden Férdeline: We have now reached the end of our timeslot. So...

Tony Holmes: Could I have a quick follow up on that, please? Just one second.

Ayden Férdeline: (Unintelligible)

Tony Holmes: With that, Matthew, how would we go about doing that? Because obviously it isn't something that would be on an ICANN meeting agenda. Are you saying we should just forward thoughts to the OEC committee direct?

Matthew Shears: I mean an input to the operating standards would be one way of addressing it, an input to the OEC directly. I mean I'm not sure what the protocol is there but it certainly would be, you know, something that could be done.

Ayden Férdeline: Perfect. Well we've now reached the end of our time. Thank you very much for - did you want to respond, Avri?

Avri Doria: Yes thanks. We were abandoning a question that Rafik had asked and I want to at least acknowledge it, and I'm still not sure I understand it fully. But

basically one of the things that I've noticed, and I think Rafik is referring to as the implementation time that goes into these, that we do a review, it takes several years, then we negotiate the terms of the results of the review.

That takes about a year. Then we get into the implementation and we're already doing a review before we've ever implemented. Is that kind of the point? And how do we factor that in? And all I can say is it's a really good question, and it may fit into the comment that you made about a holistic notion. And the last thing I wanted to say is thanks and we'll take these notes - we have an OEC meeting later this afternoon, so we'll take these notes and the comments and such back to them, and hopefully we'll talk again, and thank you.

Matthew Shears: Yes, if I could just add my thanks. And don't hesitate to reach out to us whenever the need. Very much look forward to sitting down next time. And also to apologize that we're not able to, and I'm not able to, spend more time with you due to overlapping scheduling. Thanks very much.

Ayden Férdeline: Thanks for joining us.

END