

white paper on the selection of an at large board member

appendix 2

Appendix 2: Announcement and Minutes of ICANN Board Resolution 27th August 2009.

In its meeting of 27th August 2009, the ICANN Board of Directors unanimously resolved as follows:

'IT IS RESOLVED THAT the recommendation of the BRWG to add one voting director appointed from the At-Large Community to the ICANN Board of Directors, and removing the present ALAC Liaison to the Board, is approved in principle for implementation. Staff is directed to identify all steps required to achieve the implementation of this principle, after issuing of the BRWG Final Report.'

Upon passage of the resolution, the Chair of the Board, Peter Dengate-Thrush, congratulated the whole Board, and requested the Staff to immediately inform the At-Large community.

The proposal that one or more voting Director seats on the ICANN Board should be selected by the At-Large community is a recommendation of the recently-completed At-Large Independent Review process. The other recommendations in the Final Report of the Board's At-Large Review Working Group were approved by the Board during their meeting at the Sydney ICANN meeting in June.

As referenced in the final part of the resolution, the next step in the implementation of the resolution will be the presentation at the Seoul meeting of the full report of the BRWG (Board Review Working Group), as this element of change of the Board is a part of the broader Board review process.

Copy of [announcement](http://www.atlarge.icann.org/announcements/announcement-27aug09-en.htm) at <http://www.atlarge.icann.org/announcements/announcement-27aug09-en.htm>

Following is a section copy from the 27th August 2009, Board Minutes relating to this item:

Ref: <http://www.icann.org/en/minutes/minutes-27aug09-en.htm>

Agenda item 5. Discussion regarding Structural Improvements Committee's receipt of Board Review Working Group Recommendations

b. Voting Director Appointed from the At Large

Marco Lorenzoni provided an update to the Board on the work of the Board review Working Group related to the recommendation of the ALAC review Working Group for the inclusion of voting directors appointed from the At Large. Marco reported that the compromise position reached by the Board review Working Group, after working through multiple scenarios, is to recommend the inclusion of one voting director appointed from the At Large, and eliminating the ALAC Liaison from the Board. Marco reported that there are additional implementation issues still to be worked through by the Working Group.

Dennis Jennings noted that he understands what is being suggested, but counseled [counselled](#) that it requires more careful consideration to be implemented in a way that is meaningful for the At Large community, as the current recommendation seems to indicate a sort of election that will not be properly defined or validated.

The Chair stated over a period of years, through the Regional At Large Organization structure, there is now a clearly defined set of members who organize among regional lines, and therefore the Chair took issue with that portion of Dennis' comment.

Harald Tveit Alvestrand noted that much time and consideration has gone into this recommendation, but also noted that there was a refusal to start working on the exact mechanism of any election prior to having a resolution in principle from the Board approving on the appointment of a voting director from the At Large, as the community has had expectations raised in the past that were not satisfied. Harald declared that he is very much in favor [favour](#) of making a declaration of principle, and work towards the mechanics of implementation.

Bruce Tonkin noted his support for Harald's comment.

Roberto Gaetano stated that this is recognition that the ALAC has come a long way, and that Dennis' objections reflect the past structure of ALAC. Now there is a well-established mechanism for representation – a situation that was not the case in 2000. Now the ALAC structure has gone through this effort, it will be useful to recognize that fact. Roberto also noted that the proposal is a compromise between many different views, including views similar to the one presented by Dennis.

Raymond Plzak raised the question of whether the ALAC will stop being an advisory committee if it may select a voting director? Will it be treated differently?

The Chair responded that a change to something like a supporting organization may be the next logical stop [step](#) in ALAC's evolution, and that questions such as that are a reminder of Harald's point, that the Board should start with the principle and then allow the remaining consequential issues to be dealt with.

Wendy Seltzer noted that that having a statement in principle will go a long way to showing support for the At Large and encourage the At Large and ALAC to consider how the voting director would be elected, and how to make participation meaningful. Wendy noted her support for this resolution.

Dennis noted that the discussion has been helpful, but expressed some concern over the wording of the resolution to reflect what has been discussed. Dennis suggested some modification of the wording of the resolution to reflect that the Board is making a statement in principle and that additional work is required for implementation, and with those modifications he could support the resolution.

Steve Goldstein expressed that during his time on the Working Group, he continually requested that the voting director be from the ALAC, and noted that he received a lot of information from his colleagues on why such a limitation was not a wise decision. Steve noted that it's best to allow the At Large to determine the mechanics of appointing a voting director.

After the discussion, Steve Goldstein moved and Roberto Gaetano seconded the following resolution:

Whereas on 21 May 2009 the Board of Directors previously considered a recommendation from the Structural Improvements Committee (SIC) requesting approval in principle of the idea that voting directors should be appointed from the At Large, as recommended in the ALAC Review Working Group, and the Board requested the SIC to provide additional scenarios and recommendations for how such an addition of voting directors may be achieved;

Whereas the SIC determined that this matter could be appropriately addressed within the ongoing work of the Board Review Working Group (BRWG), as it was already addressing issues related to the size of the Board;

Whereas on 12 August 2009 the BRWG issued a recommendation to add one voting director to the Board appointed by the At Large community, in substitution of the present ALAC liaison to the Board, and voted to present this recommendation to the SIC and the Board prior to the presentation of the forthcoming BRWG Final Report;

Whereas the recommendation issued by the BRWG was a compromise solution among the BRWG members; and

Whereas the SIC reviewed the BRWG recommendation at its 17 August 2009 meeting and approved the receiving of this recommendation and forwarding of the recommendation to the Board for discussion and implementation.

Resolved (2009.08.27.15) that the recommendation of the BRWG to add one voting director appointed from the At Large Community to the ICANN Board of Directors, and removing the present ALAC Liaison to the Board, is approved in principle for implementation. Staff is directed to identify all steps required to achieve the implementation of this principle, after issuing of the BRWG Final Report.

All Board members present unanimously approved of this resolution.

The Chair congratulated the Board in reaching this decision. He stated that it is "an extraordinary policy change that's taken a lot of work from a lot of people."