

---

SAN JUAN – NomCom Review Update  
Wednesday, March 14, 2018 – 09:00 to 10:15 AST  
ICANN61 | San Juan, Puerto Rico

CHERYL LANGDON-ORR: ... the Co-Chairs of the Review Working Party. I guess we can get you to do a quick round of introductions. I will apologize for my about-to-leave-in-a-little-while status, but without the technology, I'm unable to clone myself into the other room that I'm expected to be in.

My name is Cheryl Langdon-Orr, and I must say I'm very excited and looking forward to this exposé.

Back to you, Tom. Thanks.

TOM BARRETT: Thanks, Cheryl. I'm Tom Barrett. I work with Cheryl on this review, which we're in the final stages of. We're going to see some draft recommendations today.

Other members of the team today, if you want to introduce yourself...

CHERYL LANGDON-ORR: Bruce?

---

*Note: The following is the output resulting from transcribing an audio file into a word/text document. Although the transcription is largely accurate, in some cases may be incomplete or inaccurate due to inaudible passages and grammatical corrections. It is posted as an aid to the original audio file, but should not be treated as an authoritative record.*

---

TOM BARRETT: Bruce?

BRUCE TONKIN: Hi. Bruce.

TOM BARRETT? And I know there are a few board members. Thank you for attending.

Any other members of the team here? I know we were not able to make this show.

All right. Well, why don't we kick it right off to the Analysis Group?

GREG RAFERT: Great. Thank you for having us here. We're excited to get your feedback on our recommendations. Let's dive into what we're going to talk about today.

Just before actually getting to our recommendations, we want to give you a brief introduction to ourselves. This shouldn't surprise you. We've been hired as the independent examiner to do a review of the NomCom. We have deep experience in the evaluation of non-governmental organizations such as ICANN, particularly Mark and Will, to my direct right.

---

We've also done a fair amount of work with ICANN in the past. It's a very interesting organization. Every project we get to do is always quite pleasurable and very instructive as well.

Mark and Will, do you want to give brief introductions to yourselves?

WILL BROWN: Will Brown. I've been working with Greg and Mark. I'm a professor at the Bush School of Government at Texas A&M.

MARK ENGLE: Hi. I'm Mark Engle with Association Management Center in Chicago. Thank you.

GREG RAFERT: Thank you. And I'm the Vice-President at Analysis Group. Just to give you a very high-level overview of the scope of our review, there's really three areas that we were looking at. One, whether or not the NomCom has a continuing purpose within the ICANN structure. We think it does. The second point is how effectively the NomCom fulfills its purpose and whether any change to its structure, process, or operations is needed to improve its effectiveness. I think, generally speaking, we think that it is relatively effective, but there are some changes, as we will see,

---

that we think that could be made to it. Finally, the extent to which the NomCom is accountable to the wider ICANN community.

Just to give you a little bit of a sense for how we designed the project, it's really a two-step process, the first step of which is already complete. First we undertook an assessment of the NomCom. We reviewed the ICANN's Bylaws, procedures, and a number of other documents that were made available to us during the course of the review. I thank you for giving us those documents. They were very helpful.

We interviewed just over 60 people at ICANN59, ICANN60, and in between those two ICANN meetings. We also conducted an online survey, to which we received 85 responses. Thank you all if you were either interviewed or took the time to take the survey. We appreciate it.

Then we published an assessment report for public comment and received a fair amount of thoughtful comments. We were very pleased to get that feedback.

Now we're at step two, which are the recommendations. On March 26<sup>th</sup>, I believe, we will publish a recommendations report, but before we do so, we're looking forward to getting feedback from those of you in the room and those of you that are listening

---

online, or I guess over the phone. Then we'll submit a final report on June 1<sup>st</sup>.

Just to give you a little bit more background on the interviews themselves and the survey, like I mentioned, we completely a little over 60 interviews. In doing so, we really wanted to obtain a diversity of views from all of the community. So we certainly talked to past NomCom members, but we also talked to members of the board, members of SOs and ACs more generally, and then anyone who really wanted to talk to us who might have an opinion about the NomCom.

Based on those interviews, we then designed a survey instrument, which was distributed online. That was really designed to elicit feedback from a much wider group of people in the community than those that we interviewed. Like I mentioned earlier, we received about 85 responses. That was quite useful for thinking about our assessment and, of course, what we're actually going to say with respect to the recommendations.

With that, I will turn it over to Mark and Will to begin walking us through our findings and recommendations.

---

WILL BROWN:

All right. Let me just briefly summarize a couple of the strengths, I think, of the committee. Generally, as Greg mentioned, it's perceived to be effectively forming its role. We've noticed that the members obviously exert a tremendous amount of time and effort to fulfill their functions and bring quite a bit of expertise to the room. It continues to be a moving target and continues to improve its processes as we're moving along even through the review and through this whole process. We've noticed how it continues to be an evolving work. So that's good.

The way we'll present our recommendations will really cut across two main areas: the composition and the responsibilities of NomCom members – thinking about the committee and the staffing and the way that the people are in the room and who's doing the work, and – then thinking a little bit about the processes of recruitment and evaluation and how the NomCom is structured and what the procedures that they follow are in order to be able to come to a quality decision. We've also got a few of what we're calling additional areas that we thought were interesting.

I'll cover the first bullet there, and Mark will cover the second one, and then we'll share the third and then open up for conversation. That's the thinking at this point, if that makes sense.

Briefly, you'll see that each slide is set up similarly. We've got the findings on the left and the recommendations that we have associated with this, so you can scan down. My inclination is to spend most of my time talking about the recommendations and what we thought were important and why we began to move some of this way.

Generally, there's room to be able to increase the capacity of the individuals who are performing the NomCom function, both in the areas of understanding what it means to be a director and the elements associated with carrying out effective interviews and selection procedures so that people aren't walking into the room with necessarily a deep sense of expertise in those two areas. And there's certainly room to be able to help improve them in their understanding of what it is you're selecting for in the case of directors and how you might go about the procedures associated with that. As we know, some of that's going on already and, as we say, some of this is being addressed as we're going along.

We also think that there's some room to be able to help the committee chairs and the vice-chairs. They have a lot of responsibility. There's a lot that falls onto their plate, and things can be done to help them perform their role and better understand what it means to be leading a committee like this and how they can facilitate conversations.

---

We've seen that there's some inconsistency certainly over time in reference to how the role is communicated to the SOs and the ACs. What does a NomCom member do and why is that important for you to send somebody who's going to pay attention and be active and engaged and those kinds of things? So clarifying the role, the job description, of a NomCom member and communicating that more widely is liable to then at least be able to instigate a bit for those support organizations and the advisory councils to send appropriate candidates to the position.

We also think that there's a role for the professional recruiting firm and the professional evaluation firm because they provide a level objectivity and are good use of the committee member's time to both be able to identify and put in place a number of individuals and also help filter and review some of the materials. There's some systematic procedures that those folks are going utilize that can be very useful for a committee like this.

In reference to how long committee members serve, we think that there would be some value in allowing committee members to serve for a longer period of time. We think the leadership is probably fine – a one-year term for the chair and vice-chair and such – but the actual committee members could serve for a two-year term. That would be a little bit more consistent with what we see in the field. And it allows for that knowledge acquisition.

---

There's a lot of material that needs to be acquired. There's a lot of familiarity with how the processes and the procedures go, and some of that continuity could be quite useful.

We didn't get into this extensively, but we did get some sense that the committee might not fully represent the community. Again, ICANN is an evolving entity, and so there would be a role to rebalance or consider or explore the extent to which the committee might want to adjust its composition. We don't have anything substantively specific there.

The third bullet relates to, again, who's in the room. We believe that it would be useful for basically all NomCom members to have similar rights and responsibilities and also similar term limits and similar engagement within the committee, just so that there is a consistency of everybody that was there. I know that there's some rationale – this might be a point of conversation – for why some folks are non-voting, but our general sense was that, if a committee member is there, put them there for a particular term length. Let them be renewed according to the policies, and let them be engaged and full members within the committee.

Again, I think in this instance that it's not common practice that a chair of a committee might not be a non-voting member, but in this instance it probably makes sense within this context. So

---

excluding those individuals from actually voting also seems to make sense.

One of the elements in reference to support and the staff function – we continue to recognize the role and importance of the board and believe in strategic positioning. Anything that can further integrate and tie the NomCom and the staff support into strategic decision-making in ICANN further elevates the importance and substantive nature. That’s more or less what we’re getting at. And it should be adequately supported with staff infrastructure. There’s a number of roles that staff can be do and are being done, but they can continue to even do some more. That begins to alleviate some of the burden that the committee members might experience. Part of that is allowing at an appropriate level a sufficient level of control for the committee to make some determinations.

Typically what might happen in a situation like this is that the staff would pull together the budget. They would sit down with the committee chairs at an appropriate timing and sequencing and talk about what the priorities this year are. Do we need to make any adjustments? It’s allowing for time for that normal review process that you might have. And that includes budgets and a variety of other resources that are necessary for the committee. Anything that can be done to provide the committee

---

some control or some ability to provide input there is, in general, a good practice.

Mark, I think this is when it switched over to you.

MARK ENGLE:

Okay. Thanks, Will. This section is really about process. If there's one term that came up repeatedly, it was Groundhog Day. That's not a surprise because that's a repetitive element, and it really gets to the shape of this next session. It's really about process. Good process drives good results. There are a lot of key elements in the process that we've observed and read about and listened to in the interview process. But there's little codification of the process. That is really the theme that we're coming to, and how this could improve the dynamics and efficiency and effectiveness of the Nominating Committee. So that's the general theme of where we're going right now.

We're going to have some examples for you to see because we do think that these pictures of these things really drive some understanding, transparency, and communication. That's the theme of where we're going right now.

The first one is really about effective processes. We like to refer to a process diagram, which is an example of how to show the process in works. One thing that we've learned here too is that

---

there's such a focus on independence that we think is driving this element of process down to a low level saying, "We need reexamine each element each year."

Our response is almost the opposite, saying, "If you can codify the process, make it public in general, there's little need to change throughout the years." That drives transparency and confidence in a fair, effective process.

Some of the tools that we walk through, for instance: we went through yours – now, we're not going to expect you to see this. This part of their recommendations report. This is an example of our understanding of your process to date that's in a way that is hopefully understandable to candidates who are going through this system. When they can see this and they can see where you are steps in the process – what does it look like? – there's a level of transparency here. So it does help on the communication basis and everything. You'll see it starts with appointing the Nominating Committee, and then it goes through to the publicly-announced element of the selections, and then the final report prepared by the chair for changes and so on for the next year. So this is a simple chart, a simple diagram, showing the elements of the process.

The other part that goes hand-in-hand with this – this is just one small snapshot. We've codified the elements within the process.

---

Again, this is our understanding. This is an example of the appointment of the Nominating Committee. Who does it, and what are the elements that go with it? We see the process diagram coupled with this as a great communication tool that, again, reflects transparency to the community.

So that's why we're advocates for this. It allows us to streamline the process. There's continuity to it. People understand where you are in this cycle and when you'll have some communication elements and so on. So we're used to seeing these types of tools, and we've created this. In fact, this is small snapshot of a three-page element in our report. This is where we do get detailed and so on.

The next recommendation is around formalizing the communication between the NomCom, the board, the SO/ACs, and the PTI regarding competencies. Generally speaking, we spent a lot of time with board and nomination processes to really hone in on what the competencies are that you're looking for.

We know some of this element happens every year, but we're used to at a little bit of a different level of detail. We have some examples in our report of some of the competencies that we're looking for. I'll give you one example. We've worked with The Society of Actuaries – 40,000 members/actuaries. There's an

---

emerging element within that community of a new domain within actuarials. Their point is that we need somebody who understands that community in the board. So they get that specific in the competencies that they're looking for. Sometimes it's around mergers and acquisitions. Sometimes it's a strategic element. The more specific we can get around the competencies that we need in the board – we'll show you a tool that'll help identify that soon – the more we can understand the type of competencies we're looking for to populate the board. So spending more strategic time on that we think is critical. That's at a different level than what has been shared in our understanding in the past.

Also, publishing a job description for the open positions. This isn't just for the board, but for the SO/ACs and so on, because we are looking for different elements. There's different roles and responsibilities for that – being open and transparent about what those skills are and what those responsibilities are for the different leadership positions.

Some of this is a work in progress. We saw that in the NomCom recently, really focusing on key elements of a job description for the board. There's some good tools that are available for advancing that work.

---

Okay. I want to make sure I'm not missing any of the key points here.

All right. Feedback regarding members up for reappointment. This is a common theme that has transpired for years. It's difficult to know if the NomCom is providing competent candidates if there's not that feedback, especially when somebody comes up for that reappointment.

Now, we do know that this is a sensitive element, whether it's an individual reflection on the performance of individuals, but there are mechanisms to provide data back to the Nominating Committee about participation and some of the elements of the competencies that fit into the system and how to evaluate that subjectively. So there's a way, there's a mechanism, to understand and communicate that so that we're not either reappointing people who shouldn't be reappointed or not reappointing people who should be reappointed. That mechanism is missing right now. We do think there's an effective way to handle that sensitively.

Another common theme that came up – we've seen some data on the NomCom appointments regarding diversity, for instance, but without developing a market plan to reach these communities that you're seeking is a really scattered approach right now. Our sense was that it's a haphazard: "Who are we

---

asking to be communicating out to these networks?” that could have a diverse pool within the representative element that you’re trying to recruit now.

We’re used to seeing this as a conscious program of: “If we’re looking for people from a particular region, then how is it that we can approach these broad lists to communicate the element of what we’re seeking?” with the competencies and representation elements, for instance, and how to reach into those communities. So we’re used to seeing more of marketing plan for this size and scope of an organization.

That couples into a communication plan. The elements around communicating – who are we communicating? What? What messaging? When? And who is responsible for that? Right now, there’s not this level of responsibility because the plan doesn’t exist. There are blueprints for this. We’re used to seeing this kind of a structure accountability and then back to it – so that you have a theory, and how you’re reaching out to what communities. There’s a system that goes with that. There’s accountability within who’s doing what at what time. Again, it allows for an open, transparent process, so that people who are in the system have that sense that there’s a fair process here. It seems that there’s more communication with some candidates than others, and that really jeopardizes that level of transparency and the feeling of fairness.

---

So when you have a plan that's published – this is what we're doing and this is who we're reaching to – and it's open to the community to help feed and drive that plan, that's the process that we're used to. So it's codifying that. It shouldn't change too much through the years. The variables might change – how you're approaching or who you're approaching – but the elements of the plan should be fairly consistent throughout the years.

Okay. This is relative to the evaluation process: NomCom using a standardized matrix to evaluate and prioritize based on the competencies and experience. We're going to go through a sample here. I think it's our next slide. We're used to seeing a standardized process. The evaluators – the NomCom or the firms – are using a matrix so everybody knows what is being evaluated, and the system allows you to prioritize candidates. The evaluation consultant does the preliminary screening.

The concept now is, if there's a whole host of committee members looking at four different elements and prioritizing differently, it's tough to prioritize 100 candidates and to do it fair and consistently. Our point is that there should be some consistency in this process.

At your size – a \$150-200 million organization with the responsibilities and the scope of this organization – you should

---

have this independent consultant who is responsible for at least identifying with the committee what’s going to be evaluated and going through the mechanism and providing the early screening.

We’re not saying that they’re going to weed out all the candidates, but they should be really spending quality time saying, “Here is your top tier that you should be spending time on,” and providing that counsel back and forth. We’re used to seeing that in this size and scope of an organization.

Okay. Here’s an example of what this looks like. I know you can see this and read this really well. Across the top, it talks about the current board members and it talks about what they evaluate themselves to have: strengths and competencies and experiences. You populate this grid with strategic objectives and competencies across the board. It allows you to have a mechanism, a matrix, to say, “This is who we have,” and to identify the gaps of, “This is what we need.” That allows us to get specific.

Now, you wouldn’t publish this, necessary, publicly by name, but by context of saying, “Here’s the gaps that we’re looking for this year.” Again, it allows people to be specific. The more you can be specific in the competencies and the experiences that you’re looking for and publish that in advance, the more quality caliber of candidates you’ll get. It’s not about the quantity. 100

---

candidates might seem terrific. If you could get 20 wonderful candidates, to us that's the measure of success. Spend time on 20 solid candidates instead of volumes of candidates.

This is a mechanism to say, "This is what we need." Then we usually see this coupled with – this is an example of the applicants that we'd come across and how it would feed into the competencies and experiences that you have already published your desire for. It allows, on a blinded basis, you to help prioritize and select these. These are the tools that we're used to seeing.

A lot of these elements should be public, not individual by any means, in concept of the gaps that we're looking for and the skillsets across the board so people can measure, "Should I even apply this year?" They can be self-selecting in advance.

Okay. When it comes to the face-to-face interviews – actually, before that, with the phone interviews and the deep dives, for instance – there should be some consistency in the questions. We're used to question guidelines that we see, saying, "Ask one or two of these three questions," for instance, so there's some consistency across the interviews and some mechanisms in evaluation form to be able to say, "All right. If we're phone interviewing 20 people, there's consistency with this evaluation

---

form. So we know that everybody's looking through the same lens for what they're looking for.”

Publish more data on the candidates. I know there was in the public meeting the other day some snapshots of data that has come across. We think that could be a little bit more robust and shared openly in the community.

Okay. Investigate the evolution of NomCom into – oh, I'm sorry. This is our additional observation. So that ended the process section. Then we had a few recommendations that we said don't really fit into those two buckets. Some of this is a little beyond the scope of this project, but these are a couple of things that we were looking for that we did not see that we think could enhance ICANN's leadership and the transparency into the community.

The first one is to investigate the evolution of the NomCom into the leadership development function. Again, with your size of an organization at your scope, we would typically see a forum for emerging leaders to be able to say, “I understand the leadership process. I understand the competencies you're looking for, and I understand the opportunities for me (whether you're an early careerist or a late careerist or somebody with a particular strength and interest). What are the avenues for me to get engaged in the community and to move into leadership positions?”

---

Also, at your size and scope of an organization, we're used to seeing the providing of some leadership development skills: training and the expertise that goes with that.

So it's the way of looking at this as a function over time instead of a process of a nominating committee. A nominating committee has one responsibility. It's to populate these leadership positions for this year.

A leadership development function is developing leaders over time and giving them the sense of an open, fair, and transparent opportunity for them to personally develop and for them to move into leadership capacities. We see that as a great opportunity ahead for you.

I think you get the second one.

WILL BROWN:

Yeah. The second one here is to inform the assessment of the NomCom by validating the performance of the board. We're talking about the board in aggregate. There are obviously individual measures. We talked a little bit about that before in reference to reappointing somebody. This is as an aggregate, thinking about the ICANN Board overall is performing. There are general categories that we typically could look for. That information can also be informative for the NomCom and is a

---

reflection on the NomCom in reference to how effectively they are performing. So we believe that there's some value.

I know that this in place and that there are mechanisms to do some of this. So some of it could be communicating back and being able to use some of that information to guide the NomCom themselves.

Anything else on that, Mark?

MARK ENGLE:

No. I think that's good.

Okay. The last one is about the confusion around the definition of independence. We've heard this, whether in the Nominating Committee or whether it's with the board members or other interviews that we've had: we could not come up with a clear definition of the word "independence." It's used so many different ways in this community.

Our example of independence? You might think of a corporate board of directors, where an independent director is somebody who is not on the management team or with the firm. The example that we have is: are you independent – meaning, who are you responsible to? – or are you within the system? We think that that's a determination that needs to be made. That would

---

be a bylaws change, too. That’s why we believe this a little bit out of the scope of this project.

How do you define independence? What are the expectations around it? Are there seats allocated to it at the time? We think that will clarify – we’ve heard backdoor assignments to the board coming through the SO/ACs, for instance. Are they really independent or not? So there’s a level of clarity that is missing in that whole concept of who is independent and what you’re looking for.

We actually believe that there’s a different process. If you define the word “independence” as somebody who is not already in the ICANN community or aligned with a particular benefit – and you do have a couple of examples of directors now, we believe, who would qualify with that “independent” term. But that recruitment process is a different type of a process than what is currently under the NomCom. It needs to be handled in a different way.

So it’s not out of context with what you’re doing right now, but the expectations of an independent director would be very different than the expectations of somebody within your community who is trying to get onto the board. That’s why we’ve handled this a little bit differently. We think that determination needs to be made at the top. You’d need to

---

change the bylaws. The structure? It isn't rocket science to amend it. You've got a lot of the structure in place, but it would need to be codified a little bit differently with the expectations.

I think that's where –

UNIDENTIFIED MALE: [inaudible]

MARK ENGLE: Yeah. So we are on next steps?

GREG RAFERT: Yeah. Just very briefly, and then we'll open it up for hopefully a lively discussion. As I mentioned at the start of the presentation, we will be publishing our draft final report on March 26<sup>th</sup>. It will open for a comment period of – oh, I see Angie raising her hand.

ANGIE GRAVES: Apologies. I just want to say one thing. We ran March 23<sup>rd</sup> past everyone. That's a Friday – not the best day to publish something. The 26<sup>th</sup> is the following Monday.

GREG RAFERT: It will be open for comment for 40 days, and then we will publish our final report on June 1<sup>st</sup>.

---

With that, let's open it up for discussion.

[ZAHID JAMIL]:

First of all, thank you very much for the hard work that you've done. We know, as this year's NomCom, how much time and effort you've put in to basically analyzing us. That's why you're called Analysis Group. So we wanted to thank you for that.

Let me just saying thanks for letting me go through some of this stuff a little earlier. There wasn't a single recommendation that we could disagree with. In fact, as you know, we've even made further recommendations. You'll be hearing from us in writing as well. The NomCom will be working to provide you those additional comments. So we wanted to thank you for that.

Let me just say something about the independent director bit. I think it's been a constant discussion going back and forth every year, and it changes for a number of years to a number years as to whether the NomCom's role is to take people from the community and appoint them or whether they should be outsiders – what you're calling independent directors.

If in some way that could be clarified within the bylaws, that discussion and debate would be something we wouldn't necessarily have to do. If there's a view of, "Let's keep it open depending on what happens in the year. Maybe we need people

---

from the community,” etc., that might be a different situation. But I take your point.

I also wanted to inform you that there’s a lot of discussion in some other stakeholder groups about the extent they feel that the NomCom should have eight seats. I heard this in one of the sessions. And should some of them be taken away, back to maybe the GNSO or others? If that discussion is ongoing, the role of the NomCom to appoint directors becomes even more important, and hence your recommendation in that context is very appropriate.

So I just want to thank you for everything.

CHERYL MILLER:

Thank you. I thought your recommendations were pretty spot-on. It’s been a pleasure to work with you guys. I really appreciate it.

I did want to piggyback on the comments around “independent director.” I would agree. I think making sure that people really understand what that means and making sure that that independence is preserved is really important.

With respect to the board and understanding performance, I would like to suggest that not only we have peer evaluation of board members but maybe also some sort of system for

---

community evaluation of board members because there might be some instances where board members are doing a better job of really interacting with the community versus others. So it'd be important to know that. That's a good portion of the work that they do.

Also, I really liked the comments with respect to the leadership path. I know that gets a little bit sticky when we're trying to encourage people within the community versus people outside the community. We don't want to lean towards favoritism. I think there are people in the community who aspire to be board members, and there are resources and things we can do strengthen. I don't see any downside to supporting that. I think we should be encouraging that.

Also, I really agree with the consistency point. I can't stand inconsistency. I also don't think we should be on this NomCom forever. I certainly don't want to be here forever. No offense. I think everyone is wonderful. But we really need some new blood. I'd say this throughout all of ICANN. I mean no disrespect to anyone. But I think that's a key point. I think the members that are here should be able to vote. So I think evening that out – because I understand that the non-voting is connected with the fact that you can be here forever to even that out and address that. I think that was very keen of you to pick up on. I do appreciate the comments around that.

---

Thank you very much. I'm going to miss you guys.

CHERYL LANGDON-ORR: Cheryl Langdon-Orr for the record. I'm saying that because I'd like to remind you all that, of course, this is a recorded conversation. And it'll be a transcribed conversation. It will, at the moment, say, "MALE VOICE/FEMALE VOICE/MALE VOICE/FEMALE VOICE." So please do remember that is archived for perpetuity's sake and the occasional lookback. Continue the conversation, but do make sure your name goes on the record as well.

George, I'd be very surprised if you or Bruce didn't have something to say about the definition of independent director. I know you and I have had conversations about definitions of independent directors in the past. I'm just hoping, while we have the board members here, that we might grab a comment from them because I suspect you might have to go somewhere else very shortly.

GEORGE SADOWSKY: George Sadowsky. Thank you. You have to pay attention to Cheryl because if you don't do what she says, you're in deep trouble. Okay –

---

CHERYL MILLER: For the record, I spoke earlier. I'm just the other Cheryl – Cheryl Miller.

GEORGE SADOWSKY: Okay. Good. Thank you very much.

Yeah, I've got a bunch of things to say, but I can't comment on the definition of independence. That's a legal definition. I know what I mean by it, but that meeting may go no further.

This is probably a good time just to raise some points. There's some good suggestions here, and there's some good perceptions here. There are three areas that I picked up on that I think I have some different opinions on and some experience with to bring to bear.

Just for the record, I've been on the board for eight-plus years, and I'm going off in September. I also was a Chair of the Nominating Committee for three years, in 2005, '06, and '07. I was the Associate Chair in 2008. I was on a Board Working Group on examining the restructuring of the Nominating Committee in 2012 or – well, I'm not sure if that's right. Anyway, it doesn't matter.

The first comment is on the skills matrix. This is a common algorithmic way of looking at what you've got and what you need, looking for holes and the like. We talk about this in the

---

board from time to time. The issue comes up also in other contexts – in picking people to do jobs and in assessing what we need in other areas.

When we talk about it in the board, the conclusion we ultimately come to is that it's not the skills. It's the combination of skills in the people with their own personal characteristics that make the board work. If we had constituted the present board with just skills, I don't think we would have gotten the same board. We might have got one that worked equally well. The personal interactions, the kinds of drive, the ambition, and the particular knowledge that wouldn't appear on a skills matrix are really, really important.

So I would really downgrade the skills matrix in terms of importance. I think it's an algorithmic way of avoiding looking at what really matters in terms of how boards work. I wouldn't take it out, clearly, but as we're constantly reminded, we don't need somebody who's an expert in audit, although it would be really nice to have somebody, because we have people on the staff who can do this. We don't need lawyers necessarily, although we get more than our share of them, because we have a legal staff, etc., etc. I think that makes the point.

The second point is what I would consider benign neglect, and it's the following: the current structure of the NomCom – all of

---

these are my own personal opinions, clearly, the board I don't think has a position on this – is sadly out of date. The structure, where the people come from, and what their voting status is represent the structure of ICANN in 2003 – 15 years ago.

I don't know whether you guys looked at what the Board Working Group did. I suggested you do it. This has been of some concern to the board, or to certain parts of the board, for some time. We're hoping you would take a crack at that.

Now, the fact is that this politically difficult to do because, whenever you re-equilibrate something, there are winners and losers. Maybe you don't feel like you want to be in that position, but I think that would be something worth looking at.

The third thing is this issue of the leadership development function. I didn't understand quite what you meant within the context of the way that NomCom works. It's quite clear that I tried to identify skills and people who can serve the organization well at multiple levels. It should be a function of ICANN, and we do that to some extent. Clearly, you are concerned about that, too.

But these people typically come from the ACs and the SOs, and the NomCom has nothing to do with them. So the NomCom, at least in theory, goes out and looks at people who either aren't in the community or are very special in the community and who

---

are independent in some sense and brings them in. I like the leadership training idea, but it really doesn't have very much to do with the NomCom.

So those are my three points.

[MARK ENGLE]:

If I could share back, we totally agree with you on the skills matrix because it isn't just about lawyers and accountants, for instance. In fact, what drives organizational performance – that's what Will and I have studied for too many years – is two things at the top, at the board level, that is time and strategy and attention to culture. I think that's the point you're getting to: how you work together.

We totally believe that is a critical element to this. In our skills matrix, that is one of the key elements of it. It is difficult to judge that until you see it in action and really understand it, unless, frankly, one, you've seen it in action, or, two, you're trying to do that well. That's when we believe, especially if you go with an independent director, which means you would likely not know who that candidate is, that you have a trained professional doing that recruiting element who can do that well, who can engage in the questions.

---

You had HR training the other day on interviewing techniques. You can see the level of professionalism of how they can ask questions to really get at that cultural elements. Without it, you get dysfunction in the boardroom, and that drives down organizational performance. So we're totally in line with you on that.

On the rebalancing element, that is one of our key recommendations. We did not have this sense of the political elements of how to rebalance this committee, but we do believe that that does need to be examined. So that's out there.

Thank you.

CHERYL LANGDON-ORR: Cheryl?

CHERYL MILLER: Thank you. I agree with –

UNIDENTIFIED MALE: Your name?

CHERYL MILLER: Oops. Cheryl Miller for the record.

---

CHERYL LANGDON-ORR: Thank you, Cheryl.

CHERYL MILLER: You're welcome. One comment I would have for George: I do agree with what you said with respect to all lawyers, although I do for the record want to point out that I am lawyer but I'm also an artist, a photographer, a bad-ass surfer. You can follow me on Instagram @FreestyleFlamingo. So I'm more than just a lawyer. I feel like we're always called "just" lawyers.

How would we really evaluate that chemistry as the NomCom? I think, for folks who work together with people in the community, it's easier to see that side of people, but it's harder for us because we only have them before us for a few minutes in an interview.

To be honest, some people don't interview well. I don't think I interview very well.

With respect to the leadership, I agree. I don't think it's for NomCom. I think it's more for the community. I don't know how that would be set up. I don't think they intended for us to set it up. I think it's something for just something ICANN at large.

For Newcomers, also, it's the balance. If we're looking at that chemistry as we're interviewing the Newcomers versus people who have been in the community, how do we give them a

---

chance to let their chemistry shine as well. I'm calling it "chemistry," but it might be something else. But I agree with you. Thank you for that.

JONATHAN COHEN: Okay. When the NomCom first arose, people may remember, At-Large directors were supposed to be elected in online elections. In Cairo in 1999, if you want to go back into ancient times – my name is Jonathan Cohen. Sorry.

CHERYL LANGDON-ORR: Thanks, Jonathan.

JONATHAN COHEN: I would have chosen another name, but Rockefeller was already taken.

In any event, I led the charge at that time to insist that we not do that until such time when there was a way to verify who was voting and you could avoid capture by, let's say, China, just by force of numbers.

The NomCom, when it was debated in the board, I had a real problem with, to the extent that I was very worried that the way it was suggested it be composed would import the politics of the

---

GNSO into the NomCom and that it would suffer accordingly in its process of choosing.

At the time, I felt, although there wasn't much to populate with it, that there ought to be a minimum of two or three ex-board members on the NomCom. That wouldn't dominate the NomCom. I'm not sure if I'm the first ex-board member to be on the NomCom or not, but I'd like to think that it has helped the other members. I've instituted a job description, the qualities, but did exactly what George said and said, "These are nice things to take a look at, but they are far from determinative that what you're really looking for is somebody who's multi-faceted, bright, works well with others, and is a quick learner." These are the kinds of things that contribute the operation of a successful board, and not all of them can be measured in interviews.

Many of the recommendations you've made, as you know from witnessing our deliberations, are already either done or in the process of being done with this new NomCom, but most of them are well-taken.

On George's point that, after 15 years, a good look at how this is composed and who is on it would be as important as any other change in producing a better result from the NomCom, without meaning any disrespect to my fellow members, I probably have a better idea of what makes a good board member than they do.

---

Thank you.

GEORGE SADOWSKY:

I second Jonathan’s suggestion. I’d like to give you an anecdote to highlight it. When it was in my first year as NomCom Chair, I went to the chair of the board and I said, “Look, people are saying, “How does the board interact? What do they do?”” because, if you’re choosing someone to join an organization, you want to know something about what the culture is and what traits are likely to be positive and what traits are likely not to work well.

“Absolutely not,” I was told. I said, “How do we find out what’s going on?” “Well, that’s your problem,” in effect. It wasn’t until I got on the board that I saw the culture and how certain behaviors fit and how certain behaviors wouldn’t. Of course, then it was three years too late in terms of being on the NomCom. So I think Jonathan’s suggestion makes a great deal of sense.

Although, at that point, the board was quite closed in what it did. Since then, very slowly, we’ve been opening up. But not quickly up to satisfy Jonathan’s criterion.

The second thing – this is something which I think you may not have wanted to talk about – is that I know that my NomComs –

---

or at least I believe I know – were pure of heart. They did the right things. They didn't vote in blocks, regional or any other way, and one of the reasons was that we had a long talk about it and we said, "You're not here to represent your group – any group. You're here to work for ICANN and to get the best result."

However, since then, there have been lots of other NomComs, and there has been a fair amount of scuttlebutt amongst some of them: "Well, the blah, blah, blah. This regional group got together and they made trade-offs. I'll vote for your candidate if you'll vote for mine," and so on.

Of course, on the outside, you don't know whether this is just rumor or whether it's fact, but it doesn't color the NomCom very well. I think it's important to raise that as an issue. What do you do with that? In the very beginning, you said, "Well, it's important to train the NomCom members on what their roles are," but if this is a problem, we got to solve it.

Thank you.

MARK ENGLE:

This is Mark Engle with [IE]. We totally agree with you on this. In fact, one of our recommendations, which we didn't flesh out for you here but is certainly in our paper, talks about a job description for the NomCom members. It highlights the duty of

---

loyalty. The duty of loyalty at the board level is very clear. Your duty of loyalty is to ICANN as the organization.

The duty of loyalty at the NomCom is not as clear, and that does need to be codified. Is the duty of loyalty to ICANN, or is to an SO/AC? To whom has appointed you? Or is it to the organization?

So we do think that that's a key element that needs to be clarified in there with the job description of a NomCom member. That also is a communication mechanism back to the SO/ACs when they're making their appointments. "Your duty is to X."

Thank you.

CHERYL MILLER:

I agree with that. I was on the NomCom last year, but I came in late to fill in and to help on that. While no one approached me directly, maybe because I was so new, I definitely had the sense that people already knew who they were going to vote for. That was an odd feeling.

UNIDENTIFIED MALE:

Said Cheryl.

CHERYL MILLER:

Yeah. Said Cheryl.

---

CHERYL LANGDON-ORR: Tom?

TOM BARRETT: These have been some great comments. I'd like to elevate it a little bit and talk about what happens after this report. It's not clear to me that ICANN org or the board has prepared for how to implement these recommendations. Specifically, is there a budget for it? Would it be done only by staff? I don't think the NomCom itself could implement these, so it has to be some other standing body. It's not clear that there's a budget for this or even a plan for how this might be carried forward.

So I'm interested in comments on how that might happen.

CHERYL LANGDON-ORR: Go, George.

GEORGE SADOWSKY: I can help you a little bit. The report will go out for public comment. Ultimately, the formal report will be delivered. The board will look at it. The board will look at the recommendations and decide whether to accept them or not. The report will be sent to Finance to see what the cost of

---

implementation is of these things. Then there'll be decisions made in the normal prioritization process of ICANN activities.

TOM BARRETT: Just a follow-on. The other part of my question is, should this be something that is handed off to staff to implement, or should it be a community-led effort; to decide how to implement the recommendations?

CHERYL LANGDON-ORR: I think we should get Larisa to the table for that one. Come on in.

LARISA GURNICK: Thank you, Cheryl. This is Larisa Gurnick for the record. I'm part of ICANN org, the team that facilitates the reviews. For other structures – of course, the NomCom is quite different than other structures – the way we work this process for other structures is that the Review Working Party, the group that's really similar to this group – the people that represent the organization under review that will have to work through the implementation, live under the implementation, and hopefully benefit from the implementation continue to have a role in the implementation as supported by staff, of course.

---

Because this is different, I guess that would be a discussion point for the NomCom and the Review Working Party – to think about what would be most useful – but certainly, as the implementation work goes forward, it’s really important for the people of the organization themselves to be involved in that process.

For example, within the GNSO, the Review Working Party terminated and was reconstituted into the Review Implementation Party. Cheryl, perhaps, can speak on behalf of the At-Large organization that’s going through that process too.

CHERYL LANGDON-ORR:

Happy to do so. What Larisa said is really vital because we did formulate a review working party for the purpose of this exercise for a good reason. It has the analogy there to the other internal review working parties. What they do in this second round – many of us have experienced a number of versions of these reviews, so we’ve all learned by the process – is either reconstitute, as Larisa said in the case of the GNSO, or they reaffirm their constitution, so you could have people churn in and out, and that review working party continues as an Implementation Review Team, working with staff. That helps to keep a reality check on the prioritization and, of course, the very important budget implementations.

---

GEORGE SADOWSKY: Thank you for that detail. I think I'm still thinking under the old bylaws. One other point I'd like to raise is that we've been talking only about the Board here. I haven't heard mention of the appointments to the other organizations. That can be really important. In particular, it's important in terms of balance because one of the things that the NomCom should do is balance among gender, region, etc., etc. Sometimes those other appointments, which can be really important, give you a way of doing that. So it's worth looking more at the other appointments – there have been some that have been spectacular – and consider them also. And don't consider them as footnotes.

CHERYL LANGDON-ORR: George, thank you for that. You make a very important point. I'm confident that that is something that definitely is picked up and recognized in the bigger report, remembering, of course – I don't need to speak on behalf of [IE] – that they're just giving us a little highlights and holidays [inaudible] here. There's a body of work that we're all going to be pouring over and going into the gory details of. So you might want to respond to that – ah. After Saeed. Go ahead, please, Saeed.

---

UNIDENTIFIED FEMALE: No. Over here.

CHERYL LANGDON-ORR: Oh, sorry. I've got – yeah. All right. Go ahead first.

OLE JACOBSEN: Sure. I always worry a little bit when a template is applied to a general solution for whatever problem it is, whether it's marketing or interview techniques or recommendations of some form because sometimes we don't get the bigger picture.

I think one of the most important things that we need to figure out about potential independent board candidates is why they're here. In other words, do they have the basic understanding of what it is that ICANN does? And how do they feel that they can contribute to it somehow? That's a very difficult thing to do if you're just looking at the paper. So I certainly agree that in-person interviews and using recruitment firms and so on and so forth are helpful tools.

But I think that's the number-one priority or question that needs to be asked and maybe not so much the skill sets or whether they were very senior board members of an organization. As Tillerson just discovered, it doesn't always lead to good things.

---

CHERYL LANGDON-ORR: [inaudible]

OLE JACOBSEN: Thank you.

CHERYL LANGDON-ORR: Thanks, Ole. Cheryl?

CHERYL MILLER: Thank you. I appreciate your comment, George. We spent a lot of time actually talking about the fact that, for the other leadership positions, there needs to be more discussion. They did do a lot of work around that.

What I would really say to each of the different community groups is that I look at ICANN as a house. The room that I spend the most time in is the BC. I get to hang out in the other rooms and visit other people, but my main room is really the BC. So I have a pretty good understanding of what the BC needs, although I'm in constant contact with those folks.

Each different portion of the community really needs to coordinate with their "NomCom representative" and really make sure that they're coordinating with the NomCom as a whole to express what they need because we can guess and we

---

can try to figure it out, but we really need an open line of communication in order to really get that right.

And we won't always get it right. Someone is always going to be upset with what we decide. Someone is always going to be happy. I think that just goes along with the job. But I think there are definitely ways to be able to improve that, and it really depends on the communication because I won't know what's happening in the living room if I'm spending most of my time in the kitchen.

Thanks.

[ZAHID JAMIL]:

Thank you, George. I'm glad you brought the word "balance" up because, at least in the couple years, when we were looking at what the NomCom does, we didn't actually approach it that way. I'm glad you caught that for us. We've talked about many things, but we've never used the word "balance." I think it's really important that we in this NomCom actually consider that that's one of the things we're trying to do.

The question I had was, how is this going to be implemented, and does the review team, for instance, have any thoughts about the recommendation coming out of this is about what

---

you're going to do to make sure this happens and doesn't become a report that just lies there?

CHERYL LANGDON-ORR: We have in fact gone over that in a little bit of detail, just briefly.

[ZAHID JAMIL]: I'm sorry.

CHERYL LANGDON-ORR: That's all right. I'm about to dash out, so not a problem. But George did outline from the board perspective what happens with the process of the board. Larisa from the MSSI perspective outlined what goes on in other groups. Then we affirmed that, as the review team, we will reconstitute or refresh our membership to act as an implementation review working party.

So that's the short version. Happy to talk in gory detail later, though.

[ZAHID JAMIL]: It's very, very encouraging to hear that. Thank you.

TOM BARRETT: One point. I know you guys have experienced it in this year's cycle: I don't think there's a budget for reconstituting

---

something. For example, of our review team, we're not all here because there's not a travel budget for the review team. So half of us showed up.

So I do want to make it clear that, as part of this budget review that's going on now, there should be placeholder funds so that we can actually implement these recommendations with a community-led type of effort.

CHERYL LANGDON-ORR: Go for it, George.

GEORGE SADOWSKY: Thank you. George Sadowsky again for the record. I am not Cheryl Langdon-Orr.

CHERYL LANGDON-ORR: [inaudible] very confused.

GEORGE SADOWSKY: Right. I've also had the experience of going through the NomCom three times and then interviewed and the like. I must say it's axiomatic in what you're saying – that if you get somebody to do recruiting, you get somebody good to do recruiting.

---

I want to give you my first and second experience with the recruiting firm. I was asked a series of about 50 questions in an hour. They were motherhood questions. I knew exactly what the right answer they were looking for was. I attempted to confuse the process once or twice, simply for fun, and gave them answers that made them startle. And we talked about those answers a little bit.

That wasn't worth very much. In fact, it may have even been worse than not doing it at all.

So I think that, to the extent that you have external people, you better make sure that they know about ICANN much better than the candidates and that they're having a relevant conversation.

Thank you.

[ZAHID JAMIL]:

We agree with you. We noticed that. This year's NomCom – I know this is not just about us – has changed the firm and is putting into place certain procedures where we will ensure that that sort of thing is done more by the deep-dive teams as well.

GEORGE SADOWSKY:

Let me follow up that because I know the firm and I was also the Chair of the Search Committee for the CEO twice in the eight

---

years. I worked with that firm, and there was an absolutely superb guy I worked with. He made the difference. The person who interviewed me from my board application was from the same firm. Firms don't matter. People do.

[ZAHID JAMIL]:

Absolutely right. That's what we've done. They are actually two separate firms, but they have different offices and stuff. The person we're trying to get – we'll see what happens this year; this is not confidential. We communicated that to the board and the BGC and the staff: can we get that exact same person to do our evaluations and help us with that as well.

We're still waiting to hear back on that, though, George. Thanks.

CHERYL LANGDON-ORR:

Do we have anyone else in the queue?

Go ahead, [inaudible].

DAMON ASHCRAFT:

I just want to thank the review team for all the hard work, and the Analysis Group, too. It's been a real pleasure. Thank you very much.

---

CHERYL LANGDON-ORR: Gentlemen – oh, Cheryl. Go ahead.

CHERYL MILLER: I just wanted to thank you guys as well. Thank you for taking the time, George. You definitely served on NomCom because I was waiting in line for coffee and your wife was behind me and I said I was on NomCom and she said, “I know exactly everything about that because George served for three years.” So you certainly did some hard work there, and we really appreciate you being here.

Thank you.

JOSE: [inaudible] [I wasn't] the NomCom.

CHERYL LANGDON-ORR: Indeed you were, Jose. Indeed you were. I'm relieved to know that your wife doesn't know everything about NomCom. George. There was some confidentiality issues there. I was going to have a chat with you later.

Let's perhaps give it back to the Analysis Group to see if there's anything they want to summate here. Go ahead.

---

[MARK ENGLE]: I don't think we have much to say, other than it's been a real pleasure working with the current NomCom and talking to everyone in the community. It's great to get all of your feedback. We'll definitely take it into account in terms of what gets published pretty soon.

CHERYL LANGDON-ORR: You've had thanks from the current NomCom because they're funded to be here, but I'm sure, Tom, you'd like to say something on behalf of the great unwashed masses that have been meeting regularly with you and do not have any support to be here.

TOM BARRETT: Yeah. We've enjoyed it as well. It's been great working with you guys. I think we can wordsmith some of these recommendations. The whole idea of leadership training I think is a great idea that we should flesh out so that's understood better.

Overall, I think these are some great recommendations. I look forward to continuing this. Thank you.

CHERYL LANGDON-ORR: With that, is there anything MSSl wanted to say as we finish up?

---

No? Nobody is desperate to say something? Angie is. Go ahead.

ANGIE GRAVES:

I don't know how desperate I am, but certainly one of the factors of the success of a review is participation. I think we've had a lot of very good participation from the Review Working Party and interaction with the independent examiner. That adds to the value of the outcome, which is what everybody wants. Thanks to everybody.

CHERYL LANGDON-ORR:

With that, I think we can stop the recording and give a little bit of time back to everybody's lives. As a veteran, I suspect I will describe myself as, of a number of review processes, I want to say what a pleasure it has been on the record to have worked with you all. You've been very approachable, very iterative, very interactive, and so far I'm pleased to see what's coming out. I look forward to getting the final, however.

Tom, any final? All done?

Thank you, one and all. Thank you, staff. Great. Bye for now.

**[END OF TRANSCRIPTION]**