



AT-LARGE ADVISORY COMMITTEE

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Statement of the ALAC

To the Public Consultation on the Second Interim Report of the Board Review Working Group

Introductory Text
By the Staff of ICANN

The following text was drafted by the Staff of ICANN, with the content outlined by the Chair of the ALAC and as taken from a subsequent conversation with Vice-Chair Vanda Scartezini (Brazil). The statement relates to the Public Consultation to be found at:
<http://www.icann.org/en/public-comment/#second-interim>.

The Chair of the ALAC then requested the Staff to open a vote on the document, said vote opening on 31st July and closing on 6th August.

The results [were announced](#) on 07th August by the Staff, said result being that the Statement was endorsed by a vote of 13-0-0. The result may be verified under the following URL:
<https://www.bigpulse.com/pollresults?code=dmrWgzrmhwnUaLpQYqrD>

[End of Introduction]

This document has been translated from English in order to reach a wider audience. While the Internet Corporation for Assigned Names and Numbers (ICANN) has made efforts to verify the accuracy of the translation, English is the working language of ICANN and the English original of this document is the only official and authoritative text. You may find the English original at:
<http://www.atlarge.icann.org/correspondence>

Statement of the ALAC to the Public Consultation on the Second Interim Report of the Board Review Working Group

The ALAC has the following comments in respect of the Second Interim Report of the Board Review Working Group:

1. **The size of the Board should not be reduced.** The review has not taken sufficient account of the representational purpose that the Board's membership is designed to serve – in fact, in some respects it suggests that the Board does not serve this purpose at all. The representational nature of the Board is to its legitimacy function and would be compromised by a reduction in the size of the Board. Further, we disagree with the statement made in several places in the report that the Board's member's sole obligation is to act as a fiduciary to the corporation as a legal entity. We understand that a fiduciary obligation does exist, but we understand that they may have a corresponding obligation to the public interest in addition to their fiduciary obligation. We recommend that ICANN resolve this issue once and for all by requesting the California Attorney General's office to clarify the situation.
2. **The number of Board committees does not in principle need to be reduced.** The proposition that the number of Board committees should be reduced only makes sense if the number of Directors is also reduced. With a large board, it is actually our view that it is more efficient to work on most issues in committee, rather than in a 'committee of the whole.' In addition, so long as the board remains all-volunteer, having more rather than fewer committees makes sense as it allows for Board members who have varying amounts of time to donate to ICANN to remain more effective as they can more dedicate their time where their skills and interests are most aligned.