

ICANN | GNSO
Generic Names Supporting Organization

Board Readiness

For Council Meeting
26 Oct 2025

Agenda

I. Brief review of previous briefings. Take questions on Methodology & Findings

We've reviewed the Methodology & Findings in earlier sessions. Much of the material in the Findings will be restated in the Recommendations (although the language in the Findings is somewhat blunter and more straightforward). We ask the Council members to read and prepare questions in advance.

II. Review of Recommendations

The team developed six sets of Recommendations. We'll briefly review each and stop for questions after each. The Recommendations are in decreasing order of importance so so we can spend time on the most important areas.

III. Implementation Planning: Discuss areas that the Council might pursue to achieve timely implementation. These might include:

- a. A briefing for the Board as they have certain responsibilities
- b. An effort to revise existing procedures and Guidelines
- c. Building a revised PDP timeline, including resource requirements
- d. Staffing the effort to accomplishing the above – this might be GNSO only, GNSO and staff, or GNSO, staff and Board
- e. Set a completion target

Team Members

- Jennifer Chung
- Justine Chew
- Prudence Malinki
- Susan Payne
- Kurt Pritz
- Thomas Rickert

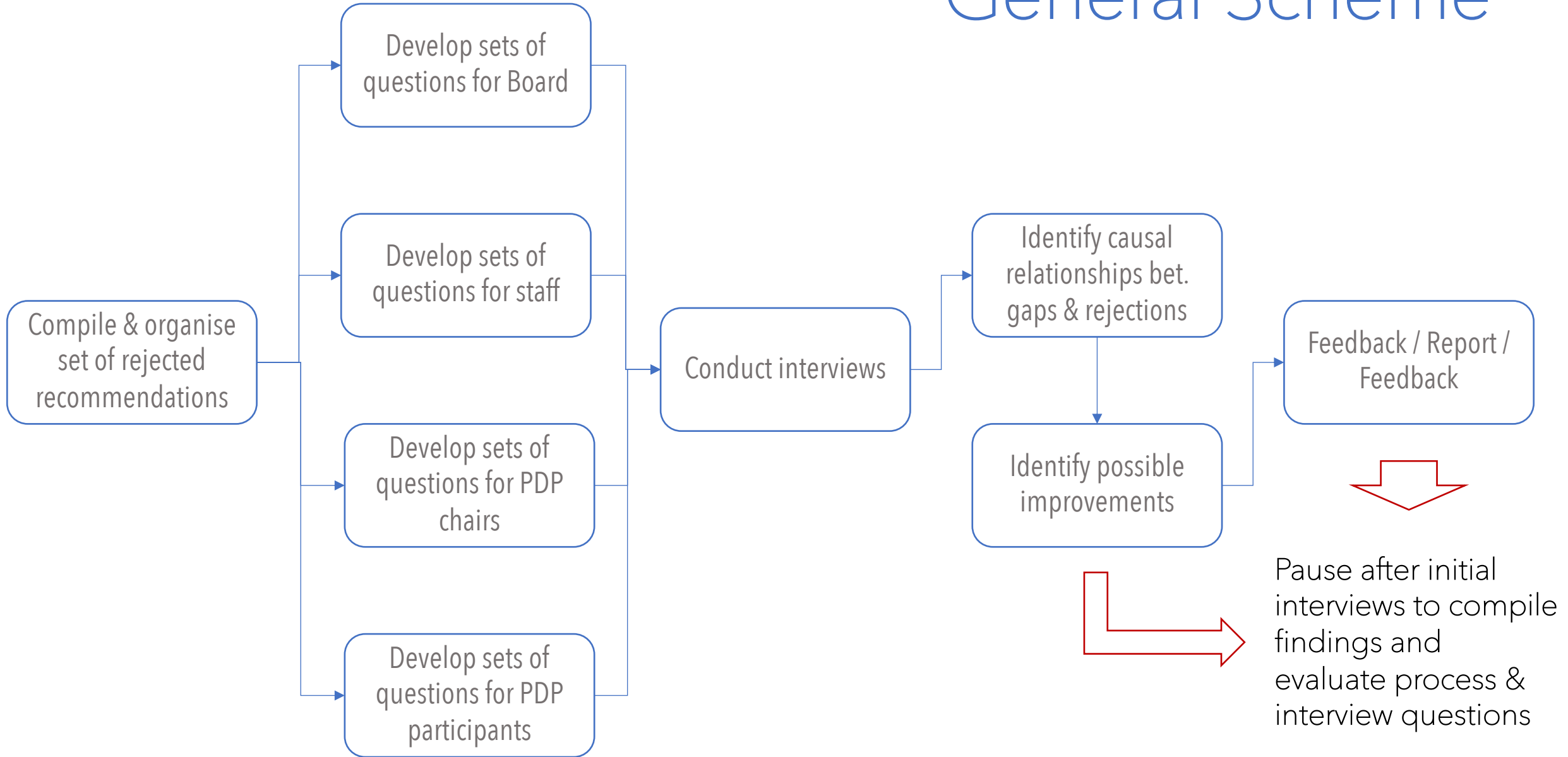
Mission / Scope

Perform a study that will inform the improvement or creation of policy development practices that will improve the Board readiness of GNSO policy recommendations,

where

Board readiness is measured by the likelihood that GNSO policy recommendations will be readily adopted by the ICANN Board.

General Scheme



Some Program Notes

- Everyone volunteering became a member of our team
- Each of the 22 interviewees received an information packet providing:
 - An introduction to the program
 - A brief, historical summary of the PDP
 - A summary of the Board's reasoning for rejecting recommendations
 - A list of question to be asked (and were explored in depth in the interviews)
- There were several controls (i.e., feedback loops) incorporated into the program:
 - Interviewees reviewed notes
 - There were trial interviews to test the questions
 - Questions were tailored to each PDP
 - The Team critically reviewed (interview-by-interview) the Findings of the study

How to Read the Report

- *Management Summary* is just that.
- *Introduction* describes the methodology and provides some user notes.
- *Findings* are the facts and opinions of the interviewees, grouped by topic. Generally, one or more interview questions are dedicated to each topic.
- *Recommendations* are derived from the Findings and grouped in approximately the same fashion. Many recommendations are inter-related or overlap.
- Recommendations are worded succinctly to aid in implementation. The *Rationale* describes the link to the Findings and the reasoning supporting the Recommendation.

Two Major findings

1

Rejections occur because the PDP team objectives differ from the Board objectives (e.g., reaching consensus vs compliance with the Bylaws and fiduciary duties)

2

The PDP teams and the Board often base their decisions on different sets of information

- operational & cost details
- staff reports
- GAC & ALAC inputs
- legal advice

While there are many other Findings, nearly all the recommendations go to solving these two issues.

Another Finding of Note

Board rejection and the subsequent, constructive back and forth discussion with the community is a sign of a healthy organization, however

Rejection of hard-fought consensus can come across as antithetical and ultimately harmful to the well-being of the multistakeholder model, especially in areas where the community is not convinced the Board was correct in its positions.

*While we have gotten better at post-rejection processes,
we might be creating a disaffected portion of our targeted community*

Other Findings have to do with:

- The Board Liaison role
- How the Board receives information (and how it differs from information the PDP team receives)
- Expertise – what the PDP teams have and lack
- Implementability as a factor for consideration
- Representative vs Open models
- Charters
- Handling GAC and ALAC Advice

Questions

Methodology / Findings

Recommendations

Recommendation 1

1. The PDP team and the Board should have the same set objectives, i.e., “walk in each other’s shoes”:
 - a. The PDPs must take on the Board’s duty to ensure compliance with the Bylaws, implementability, and the Board’s fiduciary duty to the organization, and
 - b. The Board must pay due deference to the hard-won results of the multi-stakeholder deliberations and consensus-based decisions.

Recommendation 2

The PDP team should have access to legal advice (independent or ICANN legal) during its deliberations to identify potential conflicts between the Bylaws and potential recommendations. This might be in the form of an ICANN staff Legal liaison.

The Initial (and, as an aside, Final) Report recommendations should have concurrence of an ICANN or independent legal advisor that they do not violate the Bylaws.

The GNSO (Council or PDP team) and Board representatives should communicate on areas of potential concern during (rather than after) the PDP. Areas of concern might be identified by staff support or liaisons, or Board liaisons that report the sense of the Board.



PDP Initiation

Initial Report

Recommendation 2

Most PDPs do not require ODPs. Whatever financial / operational information that is needed to weigh the efficacy of policy recommendations should be available to the PDP teams as well as to the ICANN staff and Board. When needed, the PDP team should have financial corroboration that recommendations are not fiscally irresponsible and are in concert with the Board's fiduciary duty by having access to:

1. relevant elements to today's Operational Design Phase, and
2. an ICANN staff financial liaison that can obtain cost analyses and historical cost data, and provide insight into the Board's fiduciary duties.

Recommendation 2

The same activities described just above should continue to address new developments and information, and reaction to public comment.

The Board comment or response to the Initial Report should indicate the recommendations that, if not amended, the Board will reject (or “pend”). The comment should include the rationale for the rejection and a suggested path for developing an acceptable version (e.g., a Board-PDP collaboration of some type, a reference to certain documentation, the opinion of an appropriate expert). Put another way, move Board consideration from the Final Report to the Initial Report on any matters possible (particularly with regard to Bylaw compliance and the Board’s fiduciary duty).

The PDP and Board might form a collaboration (e.g., small team) to work on issues raised by the Board in the Initial Report public comment.

Initial Report

Final Report

Recommendation 2

Empower and require the Board liaison to the PDP to coordinate or ensure availability of the steps listed above.

Recommendation 3

The PDP team and Board should make decisions based on identical sets of information by:

1. Making staff reports to the Board during the PDP (before and after publication of the Initial Report) available to the PDP team, and
2. Sharing other information and discussion points the Board receives during the PDP through the Board liaison.

Recommendation 4 – GAC / ALAC Advice

In a separate section, Initial and Final Reports should anticipate (or react to) GAC Advice and (when available) provide detailed reporting of the discussion that addressed GAC issues and included GAC liaison participation. The Board should take that additional information on board and perhaps use it in its decision making to avoid the initiation of a lengthy discussion on the same issues.

Recommendation 5 - Charters

- In cases where there is existing policy, indicate whether we are adjusting existing policy to address a new set of conditions or taking a fresh look at (a *de novo* review of) the policy.
- Where the charter is necessarily broad, consider splitting the work into two or more PDPs so that the team expertise and representation can be tailored to the task.
- Embed a requirement to consider costs and legal (Bylaw) constraints, keeping in mind that PDPs will require varying amounts of this type of analysis, from substantial to none.
- Avoid prescriptive outcomes, i.e., requiring a specific solution. In cases where a specific solution is described, allow the PDP to determine its practicality vis-à-vis other solutions.
- Include provisions allowing for two-way communications between the Board and PDP team to address issues such as the need for fiscal responsibility and Bylaw adherence but emphasise the independence of the PDP and explicitly permit community disagreement with the anticipated Board reaction to the recommendations.
- Members (one or more) of the Charter Drafting team must be part of the PDP team to provide clarifications and provide an incentive to write the Charter clearly.
- Some critical review of the Charter must take place at the PDP outset. It is likely that the PDP members are the only ones motivated to examine the Charter in the requisite detail.

Recommendation 6 - PDP Team composition

- Expertise: Teams must include broad ICANN community representation, both by constituency and by expertise. If outside experts must be brought into the team to provide sufficient breadth of expertise, there must be a schedule by topic so that the team makes efficient use of the outside experts' time. In addition, neutral outside expertise might be helpful in areas where the team already has expertise (e.g., legal advice).
- Chairs: Should be selected based upon a set of criteria developed for each PDP but the requisite skillset should always include: (i) the ability to work with the Board and Board liaison to identify areas of difference between the Board and PDP team and develop a resolution path, (ii) the ability to facilitate discussion to ensure equal opportunities to present a viewpoint and manage those who seek to dominate it, and (iii) neutrality. In certain instances, an outside, independent chair should be considered. In addition, formalized training by a qualified entity should be considered in order to have a panel of qualified, independent chairs available.
- Team composition should be a tool for achieving consensus and compromise in a timely manner while ensuring all those in the ICANN community and those affected by the PDP's work have an avenue for making meaningful contributions. Team design is an important and difficult aspect of the PDP process that merits attention and due care at the outset of each PDP.

Implementation Steps - Discussion

- Agreement of Council to move ahead
- A briefing for the Board as they have certain responsibilities
- GNSO Council responsible for implementation:
 - Staffing the effort: roles for Council, Board, staff
 - Amendments to GNSO operating procedures and timeline
 - Incorporate Council checkpoints for advice and compliance
 - Establish feedback loops for measuring and adjusting amendments
- Establish a target, keeping in mind opportunities / opportunities lost: upcoming PDPs

Thank You