

TO
Chair of Board
Chair of Board Organisational Effectiveness Committee
Chair of Board Governance Committee
ATRT3 Co-Chairs
SO/AC Chairs

Dear all,

We are writing to close the loop on the discussions held during ICANN 82 on reviews, to the extent that these discussions impact the work of the Pilot Holistic Review (PHR). During ICANN 82 the Board held discussions with each SO/AC at which the subject of reviews generally and the PHR specifically were raised.

By way of background, we attach our letter to the OEC chair dated 13 February which explains the lead up to the various discussions that took place at ICANN 82.

What we heard during ICANN 82:

1. The possibility of suspending all reviews whilst the community worked on a new approach, assessing why we review, what we should review and how best to review.
2. The possibility of using ATRT4 to do the above or to replace the PHR and work on the design of the 'Structural Review' part of the ATRT3 recommendations.
3. A number of proposals on how to proceed with the PHR.

Having listened to a number of the exchanges we convened a meeting of the SO/AC/NC Chairs, the ATRT 3 Chairs and ourselves. At that meeting a number of matters were clarified:

1. ATRT3 intended the Holistic Review to be an ICANN Specific Review.¹ This means that an eventual Holistic Review would be conducted in accordance with Section 4.6(a) of ICANN's Bylaws and pursuant to the Operating Standards for Specific Reviews. We note that the current Operating Standards are under review² so the PHR is designing an Holistic Review with, at this stage, an unclear set of operating standards.
By way of examples of issues arising, under the current Bylaws and Operating Standards, such matters as the structure of the review team³ and the use or non-use of independent experts⁴ are matters for the Holistic Review team itself, not for the PHR. Further, under the Bylaws, specific review recommendations are made to the Board⁵ not to the individual SO/AC or NC that may be the subject of the recommendation. This is inconsistent with deliverable 8 of the PHR Terms of Reference.
2. To the extent the PHR has been given deliverables on issues covered by Section 4.6(a) of the ICANN Bylaws, these deliverables become redundant.
3. Whilst the result of a Review of the Continuous Improvement efforts of the SO/AC/NCs would feed into a Structural Review, the two reviews are based on two contradictory assumptions: that the SO/AC/NCs are fit for purpose as set out in the Bylaws, and that the SO/AC/NCs are not fit for purpose as set out in the Bylaws. Therefore, the two reviews are really separate pieces of work with separate skill sets and deliverables.
4. The PHR is misnamed. It is, in essence, The Holistic Review Drafting Team.
5. There may not be consensus amongst the SO/AC/NC chairs that a specific review is the right mechanism for conducting a Structural Review of ICANN and/or for reviewing the

continuous improvement efforts of SO/AC/NC. This is consistent with the feedback and discussions from the Board and SO/AC interactions at ICANN 82.

Clearly the ICANN Board is currently considering the ICANN reviews as a whole. In the event that a decision is made to launch a process to review ICANN reviews then the below is redundant. However, should the Board decide to continue with the PHR process we recommend the following steps –

1. Bifurcate the work to develop a Continuous Improvement Program (CIP) Review and a Structural Review.
2. Empower a CIP Review drafting team to work closely with the SO/AC/NC to ascertain their CIP methodologies and design a streamlined review of the CIP work.
3. Confirm that there is SO/AC/NC consensus in favour of creating a Specific Review on ICANN's structure.
4. Empower a Structural Review drafting team to design a Specific Review of the Structure of ICANN based upon Bylaws s4.6(a) and the Operating Standards.

Note that in the above, steps 1 and 2 could proceed immediately should the Board wish.

Should the Board decide to proceed in this manner both of us stand ready to continue our work as Chairs.

Chris Disspain & Sophie Hey
Co-Chairs Pilot Holistic Review

¹ See ATRT3 recommendation 8, p71-2

² <https://www.icann.org/en/public-comment/proceeding/proposed-updates-to-the-operating-standards-for-specific-reviews-23-12-2024>

³ Bylaws s 4.6(a)(i)

⁴ Bylaws, s 4.6(a)(iv)

⁵ Bylaws, s 4.6(a)(viii)(C)