ICANN BOARD PAPER NO. 2024.04.29.1a

TITLE:	**Initiation of the Pilot Holistic Review**
PROPOSED ACTION:	**For Board Consideration and Action**

EXECUTIVE SUMMARY:

The Board approved the third Accountability and Transparency Review (ATRT3) Recommendation 3.5 calling for a Holistic Review on 30 November 2020. In its resolution, the Board stated that "more information was needed to better understand how to operationalize the Holistic Review" and directed ICANN org to initiate the Holistic Review as a pilot "subject to prioritization and available resources" and "pursuant to a community agreed Terms of Reference." The ICANN community started to design a planning prioritization framework (ATRT3 Recommendation 5) in April 2021 and launched the Prioritization of Specific Review Recommendations in April 2022. The community prioritized the Holistic Review (ATRT3 Recommendation 3.5) as top priority in May 2022. A Terms of Reference (ToR) Development Team, composed of ICANN Board members and former ATRT3 members, was convened in April 2022 to develop the pilot's Draft ToR.

An initial Public Comment proceeding (30 August 2022 - 10 November 2022) on the Pilot Holistic Review Draft ToR revealed a divergence of community views on the pilot and Holistic Review. In response to the community's input, the Board reconvened the ToR Development Team to address community concerns. A second Public Comment proceeding (28 September 2023 - 27 November 2023) on the Pilot Holistic Review Revised Draft ToR showed that although many issues were addressed, a few significant concerns remained. During the Board's discussion at its Montevideo Workshop in January 2024, it agreed in concept to proceed with the initiation of the Pilot Holistic Review provided that the Organizational Effectiveness Committee (OEC) of the Board address the outstanding concerns through additional guidance to the Pilot Holistic Review Team through revisions to the ToR.

ORGANIZATIONAL EFFECTIVENESS COMMITTEE (OEC) RECOMMENDATION:

The OEC recommends that the Board initiate the Pilot Holistic Review with the updates the OEC made to the Pilot Holistic Review ToR to address outstanding community concerns at the direction of the Board. The updated Pilot Holistic Review ToR clarifies the Holistic Review objective to assess different structures' purpose, defines Board expectations on review team engagement with the community, outlines the process towards amendments to the Bylaws to enshrine the Holistic Review, and provides a timeline for completion of the pilot's work, with adequate time to solicit and address community input.

PROPOSED RESOLUTION:

Whereas, the Third Accountability and Transparency Review (ATRT3) recommended the creation of a new Specific Review, the Holistic Review. In its Final Report, the ATRT3 defined four specific objectives for the Holistic Review that could result in significant changes to the way the ICANN community is structured. In recognition of the scope and potential impact of such a review, the ICANN Board approved ATRT3 Recommendation 3.5 with the caveat that the first Holistic Review needed to proceed as a pilot "pursuant to a community agreed Terms of Reference (ToR)" before this new review would be enshrined in the ICANN Bylaws;

Whereas, a group of former ATRT3 members and Board members developed the ToR and revised it after conducting a Public Comment proceeding. Having overseen this work, the Board's Organizational Effectiveness Committee (OEC) has a firm understanding of the community's support for the Pilot Holistic Review and a plan to prepare for the initiation of this work, to implement the Board-approved ATRT3 recommendation.

Whereas, the Board requested that the OEC consider all community inputs to the Pilot Holistic Review ToR and propose modifications to provide clarity on the Holistic Review objective to assess different structures' purpose, expectations for review team engagement with the community, the process towards amendments to the Bylaws to enshrine the Holistic Review, and the timeline for completion of the pilot's work. The

OEC provided the updated ToR as requested by the Board and recommends that the Board proceeds to the next steps.

Resolved (2024.04.29.xx), that preparations shall begin immediately to initiate the Pilot Holistic Review as soon as feasible, but no later than September 2024. The Pilot Holistic Review shall be carried out based on the Pilot Holistic Review ToR and follow the Operating Standards for Specific Reviews, modified to be applicable to the Pilot Holistic Review. The Board directs ICANN's Interim President and CEO, or her designee(s), to develop project plans and facilitate the completion of the Pilot Holistic Review within 14 months of its commencement.

Resolved (2024.04.29.xx), the Board requests that the Supporting Organizations and Advisory Committees shall assemble a Pilot Holistic Review Team following the process stipulated at Article 4.6, Section (a) of the ICANN Bylaws and follow the Operating Standards for Specific Reviews, as modified to be applicable to the Pilot Holistic Review. The Board intends to designate a Board member to serve as a liaison on the Pilot Holistic Review before Pilot Holistic Review Team commences its work.

Resolved (2024.04.29.xx), that the Board acknowledges that Pilot Holistic Review ToR has been updated to incorporate clarifications and Board expectations developed by the Board's OEC to provide guidelines to the Pilot Holistic Review Team. These guidelines are intended to ensure that the Final Report addresses all information gaps and other considerations that the Board deems necessary to consider whether the Bylaws should be modified to include the Holistic Review, with support of the ICANN community, within a reasonable period of time. The Board directs the Pilot Holistic Review Team to follow the updated ToR and the Operating Standards for Specific Reviews, as modified to be applicable to the Pilot Holistic Review.

PROPOSED RATIONALE:

Why is the Board addressing the issue?

The Board is addressing this issue as part of its commitment to implement Board-approved community-issued Specific Review recommendations. The Board is now

ready to initiate the Pilot Holistic Review pursuant to a community-agreed Terms of Reference.

Background

The Board [approved the ATRT3 Recommendation 3.5](#) calling for a Holistic Review on 30 November 2020. In its resolution, the Board stated that "more information was needed to better understand how to operationalize the Holistic Review" and directed ICANN org to initiate the Holistic Review as a pilot "subject to prioritization and available resources" and "pursuant to a community agreed Terms of Reference." The ICANN community started to design a planning prioritization framework (ATRT3 Recommendation 5) in April 2021 and launched the Prioritization of Specific Review Recommendations in April 2022. The community prioritized the Holistic Review (ATRT3 Recommendation 3.5) as top priority in May 2022. A ToR Development Team, composed of ICANN Board members and former ATRT3 members, was [convened in April 2022](#) to develop the pilot's Draft ToR.

An [initial Public Comment proceeding](#) (30 August 2022 - 10 November 2022) on the Pilot Holistic Review Draft ToR revealed a divergence of community views on the pilot and Holistic Review. In response to the community's input, the Board reconvened the ToR Development Team to address community concerns. A [second Public Comment proceeding](#) (28 September 2023 - 27 November 2023) on the Pilot Holistic Review Revised Draft ToR showed that although many issues were addressed, a few significant concerns remained. Community engagement has played an essential role in transparently addressing concerns, and achieving community alignment. During the Board's discussion at its Montevideo Workshop in January 2024, it agreed in concept to proceed with the initiation of the Pilot Holistic Review provided that the OEC of the Board address the outstanding concerns through additional guidance to the Pilot Holistic Review Team through revisions to the ToR.

What is the proposal being considered?

The proposal is to proceed with initiation of the Pilot Holistic Review using the OEC updated ToR and the Operating Standards for Specific Reviews, modified to be applicable to the Pilot Holistic Review. The updated ToR provides clarity on the Holistic Review objective to assess different structures' purpose, expectations for review team engagement, the process towards amendments to the Bylaws, and a timeline for completion of the pilot's work.

Upon approval of this proposal, ICANN org will begin planning and preparations for the Pilot Holistic Review and working with the SO and AC Chairs to open the call for review team volunteers. As noted in the Bylaws Section 4.6.(a)(i), "The Chairs of the Supporting Organizations and Advisory Committees participating in the applicable review shall select a group of up to 21 review team members from among the prospective members nominated by the Supporting Organizations and Advisory Committees, balanced for diversity and skill."

Which stakeholders or others were consulted?
The community was consulted via two Public Comment proceedings, various community consultations and engagements including two dedicated webinars, to enhance community understanding of the intent of this ATRT3 recommendation and to express its questions, concerns and support.

What concerns or issues were raised by the community?

Multiple concerns were raised by the community during the initial Public Comment proceeding on the Pilot Holistic Review ToR. These concerns focused on a clarity of the Holistic Review's scope, a lack of identified dependencies, a lack of independent examination within the Holistic Review, and the community's ability to support the Pilot Holistic Review work. Although many of these concerns were addressed by the ToR Development Team in its revised Draft ToR, the Public Comment proceeding on the revised Draft ToR showed that some concerns remained over a lack of independent examination within the Holistic Review and a lack of clarity on the timeline for the Pilot Holistic Review and Holistic Review, and next steps. These outstanding concerns were addressed in the OEC's latest revisions to the ToR presented to the Board. There

is broad community support for proceeding with the implementation of this recommendation and its next steps to initiate the Pilot Holistic Review.

What significant materials did the Board review?

The Board was presented with the ATRT3's Final Report containing Recommendation 3.5, the Board's adopted resolution on Recommendation 3.5, and the Public Comment summary reports for the initial Pilot Holistic Review ToR Draft and the revised Pilot Holistic Review ToR Draft. The Board was also periodically briefed by the OEC and ICANN org on the progress of Recommendation 3.5's implementation since the Board's action to approve the recommendation in November 2020.

What factors did the Board find to be significant?

The Board recognizes the importance of implementing community-issued review recommendations in a timely manner. The Board also recognizes the importance of shared community understanding of the intent of recommendations and support for them, to enhance the effectiveness of Specific Review recommendations and their implementation. The Board found the initial lack of clarity around ATRT3 Recommendation and the divergent views within the community to be significant, which required time and work to address before the Pilot Holistic Review could be initiated. Following the ToR Development Team's best efforts to address clarity and diverging views, the Board found the outstanding concerns related to a perceived lack of independent examination within the Holistic Review and the lack of clarity on the timeline for the Pilot Holistic Review and Holistic Review and next steps persisted. To address these concerns, it directed the Organizational Effectiveness Committee to provide final updates to the Pilot Holistic Review ToR.

Are there positive or negative community impacts?

Proceeding with the Pilot Holistic Review and its community supported ToR will have positive impacts on the community. It will ensure that guidelines for the Holistic Review are clearly outlined and have the entire community's input. This will help inform the Board's future decision on the Holistic Review, following the conclusion of the Pilot Holistic Review. Proceeding with the implementation of ATRT3

Recommendation 3.5 will also demonstrate the Board's commitment to the implementation of community-issued specific review recommendations.

Are there fiscal impacts or ramifications on ICANN (strategic plan, operating plan, budget); the community; and/or the public?

The Pilot Holistic Review is part of ATRT3 implementation and will be funded through previously earmarked funds in the Supplemental Fund for Implementation of Community Recommendations (SFICR) for prioritized community-issued specific review recommendations. The review will require significant community participation - up to 21 community volunteers will serve on a review team for up to 14 months. Additionally, Supporting Organizations and Advisory Committees, along with their constituencies will engage with the review team throughout the review process to understand the review team's recommendations and to provide timely input on this work. The Board acknowledges the importance of this work and understands that ICANN community leaders have been anticipating and planning for the Pilot Holistic Review.

Are there any security, stability or resiliency issues relating to the DNS?

There are no direct security, stability or resiliency issues relating to the DNS.

Is this decision in the public interest and within ICANN's mission?

The Holistic Review would be focused on improving how the ICANN community contributes to the overall effectiveness of ICANN. Proceeding with the Board mandated Pilot Holistic Review to develop community supported guidelines for how the Holistic Review would be run is both in the public interest and within ICANN's mission.

Signature Block:

Submitted by: Theresa Swinehart

Position: Senior Vice President

Date Noted:

Email:
theresa.swinehart@icann.org

Pilot Holistic Review
Revised Draft Terms of Reference

Section I: Review Identification

Board Initiation:	
ToR due date:	
Announcement of Review Team:	
Name(s) of RT Leadership:	
Name(s) of Board Appointed Member(s):	
Review ICANN or URL:	
Review Workspace URL:	
Review Mailing List:	
Important Background Links:	ATRT3 Final Report: https://www.icann.org/en/system/files/files/atrt3-report-29may20-en.pdf ICANN Board Scorecard: https://www.icann.org/en/system/files/files/resolutions-a trt3-final-recs-board-action- scorecard-30nov20-en.pdf ICANN Board Resolution: https://www.icann.org/resources/board-material/resoluti ons-2020-11-30-en Letter from the OEC Chair Avri Doria to ATRT3 Shepherds regarding the development of Terms of Reference (ToR) for the Pilot Holistic Review: https://www.icann.org/en/system/files/correspondence/ doria-to-shepherds-02feb22 -en.pdf

	Operating Standards for Reviews: https://www.icann.org/en/system/files/files/operating-standards-specific-reviews-23jun19-en.pdf
	Resourcing and Prioritization of Community Recommendations: Draft Proposal for Community Discussions - 29 October 2019 Draft
	ICANN Bylaws - See Section 4.6 for Specific Reviews: https://www.icann.org/resouces/pages/governance/bylaw s-en/#article4

Section II: Purpose, Objectives, Deliverables and Timeframes

Purpose

The purpose of this review is to:
  a) define the relationship between future Holistic Reviews and Organizational Reviews and Continuous Improvement Programs (CIP),
  b) address, based upon community input, methods for future Holistic Reviews including the make-up of the review teams and their role,
  c) define the roles of the community structures, the Board and ICANN org, and whether, and if so how, external parties should be involved,
  d) consider what Bylaws amendments may be necessary to ensure that future Holistic Reviews can be conducted in accordance with the Third Transparency and Accountability Review Team (ATRT3) recommendations and the findings of this review.

It is not the role of the PHR to make recommendations with respect to the purpose or structure of the ICANN SOs, ACs, the NomCom, ICANN org or the Board. If in the process of developing guidelines and testing those guidelines, observations are made that are relevant to purposes or structure, these may be included in the Final Report of the PHR to be considered by the future Holistic Review.

A Bylaws amendment process to add Holistic Reviews should be completed after the PHR has been concluded and the effectiveness of this review is assessed by the community.

Objectives

The main objectives of the PHR are:

1) meet the requirements defined in the ATRT3 Final Report and develop methodologies and guidelines for future Holistic Reviews to ensure they yield the outcomes intended by the ATRT3,
2) address the gaps identified by the Board[1].

Deliverables

To achieve the objectives, the Final Report of the PHR will consist of the following deliverables:

- **Deliverable 1** Guidelines for the review of the effectiveness of the various inter-SO/AC/NomCom collaboration mechanisms.
- **Deliverable 2** Guidelines for the review of the accountability of SO/ACs or constituent parts to their members and constituencies.
- **Deliverable 3** Guidelines for the review of SO/AC/NomCom as a whole. **Note:** this objective must be assessed at a high-level and cannot be prescriptive.
- **Deliverable 4** Guidelines for the review of the continuous improvement efforts of SO/AC/NomCom based on good practices. Noting that coherence among the continuous improvement programs of the SO/AC/NomCom will facilitate measurement and assessment with some degree of comparability.
- **Deliverable 5** The proposed Bylaws scope of future Holistic Reviews.
- **Deliverable 6** Guidelines on how future Holistic Review Teams should determine and prioritize work areas.
- **Deliverable 7** Methodology and timeline for gathering and analyzing data to inform fact-based findings and recommendations.
- **Deliverable 8** Principles of how various ICANN structures and support staff would be held accountable for implementing the recommendations coming from Bylaws based Holistic Reviews.
- **Deliverable 9** Skill sets for future Holistic Review Team members.
- **Deliverable 10** Assessment of resources required to complete future reviews.
- **Deliverable 11** Methodology for how future review teams would measure the success of implementation and the success of future continuous improvement programs.
- **Deliverable 12** Report on the testing of the guidelines as applied to specific issues. The PHR should explore a subset of issues as possible stress test cases and choose a few stress test cases to delve into from among the subset based on timing, bandwidth, and priority.

---

[1] Proposed areas of work are associated with key principle b) Consistency with the ICANN Board action on ATRT3 recommendation 3.5 (as stated in the Scorecard - see page 7)

3

The PHR Team is expected to identify and prioritize work areas as well as use results from some of the deliverables in their work on other deliverables.

The PHR Team may bring its work to closure, once team members agree that the work outlined in the Terms of Reference (ToR) has been completed and is fit for the purpose of providing the necessary guidance for a Bylaws mandated Holistic Review.

PHR Timeline

The ATRT3 Final Report sets a timeframe for the Holistic Review ("should be time-limited to a maximum of 18 months").

The ICANN Board expects to receive the Pilot Holistic Review Team's Final Report within 14 months of the team's inaugural meeting. This timeline takes into account the review team's work as outlined in this document as well as the required Public Comment proceeding and potential need for a Supplementary Public Comment proceeding.

Although in the Board scorecard, there is no reference to a set timeframe for the PHR, the PHR Team will be requested to complete their work within the same timeframe that the ATRT3 suggested for the Holistic Review.

Closure of the PHR and Review Team Self-Assessment

Review team self-assessment will play an important role, in fulfilling the following purposes:
- From a substance perspective, there should be a debrief/assessment to determine to what extent the PHR Team methodology and processes helped to accomplish the goals set by this ToR in response to the Board action and related directives.
- From a process perspective, assess what worked and what needs to be improved in how this PHR Team conducted its work and was supported by ICANN org.
- From an organizational perspective, the effectiveness of collaboration between the PHR and the existing ICANN structures (SO/AC/NomCom).

Next Steps
Upon receipt of the review team's Final Report, the Board will open a Public Comment on the Final Report to inform its consideration. Taking into account the input received during the Public Comment, if the Board determines that the Final Report is in line with community expectations for the Holistic Review, has community support, and all information gaps have been addressed, it will direct ICANN org to initiate the process to enshrine the Holistic Review into the Bylaws through amendment[2]. This will also trigger corresponding updates to the Operating Standards for Specific Reviews[3].

---

[2] Amendments to the Standard Bylaws -See Section 25.1. AMENDMENTS TO THE STANDARD BYLAWS, ICANN Bylaws. https://www.icann.org/resources/pages/governance/bylaws-en/#article25
[3] Amending the Operating Standards - Section 6 - page 31 of the Operating Standards for Specific Reviews.

4

Section III: Guiding Principles, Operating Procedures,, Decision-making and Methodology, Support from ICANN org, Outreach

Guiding Principles

The following are suggested to guide the ToR, and specifically the scope and approach to work:

a) ATRT3 Recommendation 3.5 (as stated in the ATRT3 Final Report).
b) ICANN Board action on ATRT3 Recommendation 3.5 (as stated in the Scorecard - see page 7).
c) Board-approved Operating Standards for the Pilot Holistic Review.

Consideration of any known problems with the way Specific Reviews have been conducted, with an eye toward potential improvements to be tested out as part of the PHR.

Operating Procedures

The following procedures should inform the *modus operandi* of the PHR Team:

1. Produce a work plan that effectively achieves all of the pilot's objectives within a 14-month timeframe.
2. Adopt an Engagement Plan that outlines how the Community will be engaged throughout the pilot and how each member of the review team will regularly engage with their respective groups to keep them updated and to build support for the PHR Team's recommendations.
3. Consult ICANN org and Board for initial input on the level of effort required, and the expected impact of the recommendations being considered[4].
4. An open and transparent exchange among the review team, subject matter experts, ICANN org and Board must occur so that the identified problems, the recommended solutions, and the expected impact of implementation are clearly defined and well understood by all.
5. Ongoing continuous improvement should be handled via existing techniques and/or methodology that would fit the requirements and meet the expectations of the SOs, ACs, and NomCom.
6. Once the Draft Report is complete, a Public Comment proceeding will be opened. The PHR Team will need to decide how to respond to public comments and provide reasoning where comments will not be addressed (ICANN org templates available). If there is lack of understanding or agreement within the community, Board and org, around significant components of review team's deliverables, or significant changes are required to address community input, then a supplemental Public Comment proceeding will be necessary to offer the community another opportunity to provide input.

---

[4] "In addition, the Board may designate one Director or Liaison to serve as a member of the review team." Bylaws, Article 4, Section 4.6(a)(i).

5

7. The revised Draft Report will be shared with SO and AC Chairs and Board. The Chairs will be asked, via correspondence, to provide input on how transparently the review team conducted its work, engaged with the community, and responded to input received. This input will be included in the Final Report within appendix c.
   - The PHR Team will work to address any significant concerns from SO and AC Chairs and the ICANN Board in a timely manner.
8. The Final Report containing the review team's recommendations is produced by the review team and delivered to the ICANN Board.

Decision-making Methodology

The PHR Team should follow the Pilot Holistic Review Operating Standards.

Support from ICANN Org

ICANN org will support the PHR Team's work by providing project management, meeting support, document drafting if requested, document editing and distribution, data and information gathering if requested, and other substantive contributions when deemed appropriate. For the PHR, which is the first review of its kind, a provision will be made for an ICANN-experienced contract technical writer to be available from the start of work.

Outreach

The review team's Engagement Plan should support the deliverables listed above. Timing and nature of outreach and engagement will be particularly critical considering that the recommendations from the PHR Team will have implications for all ICANN structures.

The PHR Team should follow the Pilot Holistic Review Operating Standards.

Section IV: Definitions and Acronyms

AC: Advisory Committee (i.e. the At-Large Advisory Committee (ALAC), Root Server System Advisory Committee (RSSAC), the Security and Stability Advisory Committee (SSAC), and the Governmental Advisory Committee (GAC)).

ALAC: At-Large Advisory Committee

ATRT: Accountability and Transparency Review Team

Community: As commonly used within the ICANN ecosystem.

6

Consensus: Consensus is a form of decision-making employed by various supporting organizations within ICANN. *(See page 22 of the [Operating Standards for Reviews](#) for applicable procedures. The [Consensus Playbook](#) could be an additional resource for achieving consensus during the decision-making process.)*

Continuous Improvement: Continuous improvement, sometimes referred to as continual improvement, is an evolutionary model where an ongoing effort is made to produce incremental progress toward ultimate goals. A continuous program will generally have milestones and evaluation points but will not have a defined completion state or date. *(This term is used in the ATRT3 Objective for Holistic Review, as follows: "Review continuous improvement efforts of SO/AC/NC based on good practices.")*

Good practices: Practices that have been shown to be effective in the past, in other parts of ICANN or in other organizations and have limited objections. *(This term is used in the ATRT3 Objective for Holistic Review, as follows: "Review continuous improvement efforts of SO/AC/NC based on good practices.")*

Inter-SO/AC/NomCom collaboration mechanisms: Between or among groups. *(For context, this term is used in the ATRT3 Objective for Holistic Review, as follows: "Review the effectiveness of the various inter-SO/AC/NC collaboration mechanisms.")*

OEC: ICANN Board Organizational Effectiveness Committee

Operating Standards for Reviews: Guidelines for conducting Specific Reviews. *("[Section 4.6](#) [of the Bylaws calls](#) for the development of Operating Standards to support the work of these reviews that are conducted by the ICANN community, facilitated by ICANN org, and overseen by the ICANN Board. Specifically, section 4.6 requires that the Operating Standards adhere to guidelines regarding candidate nomination, review team selection, size of the review team, conflict of interest policies, decision-making procedure, solicitation of independent experts, and review team access to confidential documentation subject to the Confidential Disclosure Framework. The Operating Standards address all of these issues and conform with the Bylaws. Adherence to the Operating Standards will result in Specific Reviews being conducted in a transparent, consistent, efficient, and predictable manner while supporting the community's work to derive the expected benefit and value from review processes.")*

Pilot Holistic Review Recommendations: Recommended guidelines, methodologies, principles, and resources required for the Holistic Review as defined by the Pilot Holistic Review Team in response to the deliverables and objectives defined in section 2.

Public comment: A mechanism that allows the ICANN community and other stakeholders to provide input and feedback. *(See the [Operating Standards for Reviews](#) for applicable procedures. Draft Report - pg. 27, Final Report - pg. 28)*

SO: Supporting Organization (ie the Address Supporting Organization (ASO), the Country Code Names Supporting Organization (ccNSO), the Generic Names Supporting Organization (GNSO))

Survey: A survey is composed of a set of questions given to a defined population to derive a quantitative measure of the subjective viewpoints of that population. The results of a survey are analyzed using various statistical functions. There are established scientific criteria for determining the validity of survey results, some of which need to be considered when developing the question set. *(This term is used in the ATRT3 Objective for Holistic Review, as follows: "Review the accountability of SO/ACs or constituent parts to their members and constituencies (this will include an in-depth analysis of the survey results).")*

7

ToR: Terms of Reference is a document that defines the purpose and structures of a collection of people who have agreed to work together to accomplish a shared goal.

For any other acronyms or jargon found in this Term of Reference and not defined in this section please see https://www.icann.org/resources/en/glossary.

TITLE: **Deferral of the Fourth Accountability and Transparency Review (ATRT4)**

PROPOSED ACTION: **Board action**

EXECUTIVE SUMMARY:

Section 4.6(b)(vi) of ICANN's Bylaws states that the Accountability and Transparency Review "shall be conducted no less frequently than every five years measured from the date the previous Accountability and Transparency Review Team was convened." This cadence sets the initiation date for the fourth Accountability and Transparency Review (ATRT4) in April 2024. Initiating ATRT4 in April 2024 will cause overlap with the community effort to develop a Continuous Improvement Program framework and the anticipated initiation of the Pilot Holistic Review. The Pilot Holistic Review and development of a Continuous Improvement Program framework are each part of the implementation of recommendations from the third Accountability and Transparency Review (ATRT3), and each require significant community, Board and org attention and participation. Running the ATRT4 in parallel with these activities would further strain community, Board and org resources, and could dilute attention to each.

The Board discussed the timing of ATRT4 in September 2023 and again in January 2024, acknowledged the need to consult with the community, and directed ICANN org to initiate community consultation on the timing of ATRT4. The ICANN organization initiated community consultation on 13 February 2024. Three of the five responding Supporting Organizations and Advisory Committees expressed support for the deferral of ATRT4, while two advocated that ATRT4 should start on schedule to adhere to ICANN Bylaws.

ORGANIZATIONAL EFFECTIVENESS COMMITTEE (OEC) RECOMMENDATION:

The OEC recommends that the Board defer ATRT4 for a limited time not to exceed twelve months, to allow for progress in the implementation of ATRT3

1

recommendations, including the Pilot Holistic Review and the Continuous Improvement Program to evolve Organizational Reviews. The OEC recommendation is based on community support for a limited deferral to complete implementation of ATRT3 recommendations before the initiation of ATRT4. The OEC recommends that the ICANN organization produce a status of implementation work on ATRT3 recommendations 3.5 and 3.6 and other ATRT3 recommendations in process of implementation, in sufficient time for the Board to consider, no later than April 2025, the initiation of ATRT4.

PROPOSED RESOLUTION:

Whereas, section 4.6 of the ICANN Bylaws mandates that the ICANN "Board shall cause a periodic review of ICANN's execution of its commitment to maintain and improve robust mechanisms for public input, accountability, and transparency so as to ensure that the outcomes of its decision-making reflect the public interest and are accountable to the Internet community ('Accountability and Transparency Review') . . . The Accountability and Transparency Review shall be conducted no less frequently than every five years measured from the date the previous Accountability and Transparency Review Team was convened." The Third Accountability and Transparency Review Team (ATRT3) was convened in April 2019, and therefore the next review, the Fourth Accountability and Transparency Review (ATRT4), should be initiated in April 2024.

Whereas, the ATRT3 made two recommendations for which implementation is still ongoing. The ATRT3 recommended, at Recommendation 3.5, the creation of a new Specific Review, the Holistic Review, which pursuant to Board direction shall first proceed as a pilot before enshrining it in the Bylaws. After significant community participation in development of a terms of reference for the Pilot Holistic Review, the Board initiated the Pilot Holistic Review in April 2024 with community work anticipated to begin in September 2024. Separately, ATRT3 Recommendation 3.6 called for a Continuous Improvement Program (Recommendation 3.6), currently underway with substantial community participation.

Whereas, initiation of the ATRT4 now would result in an overlap with the Pilot Holistic Review and the Continuous Improvement Program development.

Whereas, the ATRT3 accounted for the potential overlap of several reviews, stating that "The launching of any other review activities should be suspended while a Holistic Review is active."

Whereas, the Board discussed the timing of ATRT4 in September 2023 and again in January 2024, and asked ICANN org to initiate community consultation on the timing of ATRT4. ICANN org consulted with the Supporting Organizations and the Advisory Committees, through their Chairs, on the timing and potential deferral of ATRT4 for a limited period of time. Three of the five responding SOs and ACs expressed support for the deferral of ATRT4, citing unimplemented ATRT3 recommendations and capacity issues with running multiple reviews-related projects in parallel. Two of the responding ACs indicated their preference for ATRT4 to initiate on schedule, citing adherence to ICANN Bylaws and the role that Accountability and Transparency Reviews play in providing oversight of ICANN's core commitment.

Resolution Text Superseded

Resolved (2024.04.29.xx), the Board is deferring the Fourth Accountability and Transparency Review (ATRT4) for a limited time not to exceed twelve months, to allow for progress in the implementation of ATRT3 recommendations 3.5 and 3.6 (specifically the Pilot Holistic Review and the Continuous Improvement Program to evolve Organizational Reviews). The Board directs ICANN org to produce a status of implementation work on ATRT3 recommendations 3.5 and 3.6 and other ATRT3 recommendations in process of implementation, in sufficient time for the Board to consider, no later than April 2025, the initiation of ATRT4.

PROPOSED RATIONALE:

3

Why is the Board addressing the issue?

The Board is addressing the timing of ATRT4 as part of its obligation to cause periodic Specific Reviews on schedule mandated by the ICANN Bylaws. This schedule indicates that the Board should initiate ATRT4 in April 2024. Community consultation revealed support from three groups to defer ATRT4 until the implementation of ATRT3 recommendations has been completed, while two groups indicated that the ATRT4 should proceed on schedule to follow the letter of the Bylaws. The Board considered input from the ALAC and the SSAC to proceed on schedule, balanced with other community input and determined that the deferral for a limited time is the optimal way to proceed because the community concerns regarding the ability to support a review at this time are also important to consider. This ICANN Board action is an essential step in its oversight responsibility over Specific Reviews, including ATRT4.

Background

The ICANN Bylaws Section 4.6. Specific Reviews, stipulates that the ICANN "Board shall cause a periodic review of ICANN's execution of its commitment to maintain and improve robust mechanisms for public input, accountability, and transparency so as to ensure that the outcomes of its decision-making reflect the public interest and are accountable to the Internet community ('Accountability and Transparency Review')...The Accountability and Transparency Review shall be conducted no less frequently than every five years measured from the date the previous Accountability and Transparency Review Team was convened." The Fourth Accountability and Transparency Review (ATRT4) is due to be initiated in April 2024.

This schedule for the ATRT4 would result in an overlap with the Pilot Holistic Review, which the Board directed ICANN org to initiate in April 2024. Planning for the Pilot Holistic Review is underway, including work with the Supporting Organizations and the Advisory Committees to open a Call for Volunteers to appoint review team members. The Pilot Holistic Review Team is expected to start its work in September 2024, with the work lasting up to 14 months.

The ATRT3 recommended the creation of a new Specific Review, the Holistic Review. The objective of the Holistic Review is to review "the continuous improvement efforts

4

of Supporting Organizations (SO), Advisory Committees (AC) and Nominating Committee (NC) based on good practices; the effectiveness of the various inter-SO/AC/NC collaboration mechanisms; the accountability of SO/ACs or constituent parts to their members and constituencies, as well as to review SO/AC/NC as a whole to determine if they continue to have a purpose in the ICANN structure or if any changes in structures and operations are desirable to improve the overall effectiveness of ICANN as well as ensure optimal representation of community views." In recognition of the scope and the potential impact of such a review, the Board approved ATRT3 Recommendation 3.5 with the caveat that the first Holistic Review needed to proceed as a pilot before this new review would be enshrined in the Bylaws.

Additionally, ATRT4 would overlap with the implementation of the ATRT3 recommendation to evolve Organizational Reviews into a Continuous Improvement Program (Recommendation 3.6), currently underway with substantial community participation. To champion the work to evolve Organizational Reviews, the Continuous Improvement Program Community Coordination Group was launched in January 2024, with 21 out of 22 community groups across ICANN represented. The goal of this work is to provide a new framework by the start of calendar year 2025 for ICANN's Supporting Organizations, Advisory Committees, and the Nominating Committee that could replace Organizational Reviews with a more flexible methodology to measure a structure's impact and effectiveness, while allowing groups to focus on improvements that are relevant to their specific purpose and stakeholders.

The Board discussed the timing of ATRT4 in September 2023 and again in January 2024, acknowledged the need to consult with the community and directed ICANN org to initiate community consultation on the timing of ATRT4. The org consulted with the Supporting Organizations and the Advisory Committees, through their Chairs, on the timing and potential deferral of ATRT4 for a limited period of time. Three of the five responding SOs and ACs expressed support for the deferral of ATRT4, citing unimplemented ATRT3 recommendations and capacity issues with running multiple reviews-related projects in parallel. Two of the responding ACs indicated their

preference for ATRT4 to initiate on schedule, citing adherence to ICANN Bylaws and the role that Accountability and Transparency Reviews play in providing oversight of ICANN's core commitment.

What is the proposal being considered?

The proposal being considered is to defer ATRT4 for a limited time not to exceed twelve months, to allow for progress in the implementation of ATRT3 recommendations, including the Pilot Holistic Review and the Continuous Improvement Program to evolve Organizational Reviews. The Board is considering a deferral on the basis of community support for the completion of implementation of ATRT3 recommendations before the initiation of ATRT4. As part of the proposal, the Board directed ICANN org to produce a status of implementation work on ATRT3 recommendations 3.5 and 3.6 and other ATRT3 recommendations in process of implementation, in sufficient time for the Board to consider, no later than April 2025, the initiation of ATRT4.

Which stakeholders or others were consulted?

The ICANN org initiated a consultation on 13 February 2024 via [a letter to SO and AC Chairs](#), to consult each of their groups on the timing of ATRT4. A consultation approach was used to allow SO and AC Chairs to have targeted conversations with their constituencies. While ATRT4 is of general interest to the entire ICANN community, it was important for the Board and ICANN org to understand whether the SO and ACs would be available to come together to populate, perform and deliver the recommendations within the ATRT4 while carrying out their other work.

Four out of the seven groups responded to provide their views, with three of the four supporting deferral/not objecting to it.

The public consultation via correspondence was supported by several other activities - ICANN79 Prep Week Session "[ICANN Reviews update](#)" on 22 February 2024, ICANN79 Session ["Reviews Program Session with the Community on ATRT4 Deferral and Pilot Holistic Review"](#) on 5 March 2024 and direct engagement with ICANN org.

What concerns or issues were raised by the community?

Two Supporting Organizations (GNSO and ccNSO) and three Advisory Committees (GAC, ALAC, and SSAC) submitted a response. Three of the five groups supported the deferral/did not object arguing that it is important complete implementation of prior review recommendations before initiating ATRT4, while two advocated for the ATRT4 to start on schedule to follow the letter of the Bylaws.

Support for the deferral/no objection

Those that supported the deferral (GNSO, ccNSO and GAC), cited unimplemented ATRT3 recommendations and capacity issues. The ccNSO stated that "Launching a review knowing that parts of the ATRT3 Recommendations have not yet been implemented, is premature." The GNSO stated "Given the delay in implementing recommendations from ATRT3, the GNSO Council does not object to a deferral of ATRT4." In connection to capacity, the ccNSO indicated that "Running three (3) cross community efforts in parallel (ATRT4, Pilot Holistic Review and developing and implementing the Continuous Improvement Program) would create capacity issues, not only in terms of finding adequate volunteers, but also in terms of overall workload for the ccNSO and possibly other SOs and ACs as they will have to monitor progress, provide input and respond to suggestions." The GAC indicated that "Committee members are keenly aware of the time and efforts currently being devoted by community volunteers on a number of important policy and operational issues. Consequently, the committee would not oppose a deferral of the ATRT4 initiative (for a limited and defined time period) until after the completion of the Holistic Review."

Some responders provided their views on the duration of the deferral. The GAC indicated that "the committee would not oppose a deferral of the ATRT4 initiative (for a limited and defined time period) until after the completion of the Holistic Review." The GNSO indicated that "Given the delay in implementing recommendations from ATRT3, the GNSO Council does not object to a deferral of ATRT4." The Pilot Holistic Review is part of the implementation of one ATRT3 recommendation. (RySG responded that "we believe a preferable timeline would be to launch the ATRT4 Review after the Pilot Holistic Review has concluded.")

Additionally, two GNSO Constituencies (IPC and BC) and two Stakeholder Groups (RySG and RrSG) responded in line with the GNSO position of not objecting to the deferral of ATRT4.

<u>Support for the ATRT4 to start on schedule</u>
The ALAC cited the role that Accountability and Transparency Reviews play in providing oversight of ICANN's core commitment, as well as the historical capacity of the ICANN community to run two reviews at the same time as reasons in support of its position. On the topic of oversight, "To delay ATRT4 would be to leave ICANN without oversight. The bottom-up multistakeholder oversight performed by the ATRT is the foundation of ICANN's legitimacy as a free-standing organization free of government, IGO, or other external supervision." Regarding capacity for multiple reviews, "Doing two reviews in similar time frames is, in ALAC/At-Larges' opinion, well within ICANN's historical capabilities, though adequate resourcing, staff cooperation and assistance, such as the early contracting of a suitably experienced technical writer to assist the Review Teams, will be necessary."

The SSAC cited that it is important to adhere to the Bylaws, stating that "ICANN should either comply with its Bylaws or amend them transparently. Deferral contradicts good governance principles." The SSAC further expressed concern about the length of time between ATRT3 and ATRT4 if ATRT4 is deferred to start after the Pilot Holistic Review completes.

The SSAC also expressed concerns about the effectiveness of the review process, noting "The significantly drawn out process and the drain of resources from staff, community, and budget likely contribute to the apathy towards participation in reviews from the community. There is also the significant opportunity cost related to these resources to consider."

What significant materials did the Board review?
The Board reviewed the following materials:
- Analysis of responses to community consultation.

● The schedule of ongoing review-related work that requires community participation.

● Final ATRT3 report and specifically, ATRT3 Recommendation 3.5 which called for no review activities to be undertaken while a Holistic Review is active.

● [Status update of implementation of ATRT3 Recommendations](), with nine of the 15 recommendations in process of implementation (60%).

● Discussions with community leaders at the SO/AC Roundtable in January 2024 - their concerns about convergence of review related work, the time and resources required to conduct a review and complete implementation of Board-approved recommendations.

The Board additionally considered the precedents set by the deferrals of reviews during the transition of the IANA stewardship, the deferral of Organizational Reviews, and the deferrals of the SSR3 and the RDS3.

What factors did the Board find to be significant?

The community is aligned on the importance of completing the implementation of prior review recommendations before beginning any new reviews. The Board agrees with this and found community alignment around this to be significant.

The Board acknowledges the significance of the Bylaws-mandated reviews and their timely initiation, along with the improvements that can come from these reviews. Having reviewed the latest status of implementation of ATRT3 recommendations, the Board found it significant that nine of the 15 recommendations are in process of implementation, representing 60% of ATRT3 recommendations, nearly three and half years after Board approval. The Board has been overseeing the work underway to analyze challenges with Specific Reviews and come up with solutions so that reviews can be more efficient and produce impactful results, and understands there is additional work underway to improve reviews.

The SSAC suggested improving the review process via a data-driven analysis to "encourage a discussion on optimizing the review process to ensure its effectiveness, timeliness and sustainability." Furthermore, the SSAC suggested to alleviate the burden on volunteers by "bringing in independent experts in order to proceed with

9

ATRT4". The Board found these suggestions to be significant as they parallel proposed process changes to improve effectiveness of Specific Reviews, under the Lifecycle of Reviews project.

The Board found it significant that by deferring ATRT4 by a limited period of time not to exceed 12 months, the Board's action is more limited than the anticipated deferral that the SSAC was concerned about.

Finally, the Board noted community misunderstanding of ATRT3 recommendations related to which reviews would be terminated. The SSAC referenced "ATRT3's recommendation to terminate all other bylaws-mandated specific and organizational reviews." The ccNSO referenced its understanding that the Pilot Holistic Review "in conjunction with the Continuous Improvement program of the SOs and ACs was suggested by ARTR3 to replace the ATRT and organizational reviews." ATRT3 recommended that Organizational Reviews evolve into a Continuous Improvement Program - effectively replacing Organizational Reviews with a Continuous Improvement Program. However, ATRT3 did not recommend replacing future Accountability and Transparency reviews; in fact, ATRT3 recommended that "ATRT…should continue essentially as they are currently constituted..." ATRT3 made recommendations relative to the future Security, Stability and Resiliency (SSR) Review and the Registration Data Services (RDS) Review - to suspend both of these reviews until ATRT4. ATRT3 recommended "suspending any further RDS Reviews until the next ATRT Review can consider the future of RDS Reviews in light of the final EPDP report recommendations, the results of the Board's consideration of these, as well as any other developments which affect Directory Services." ATRT3 recommended "that SSR Reviews shall be suspended until the next ATRT…which shall decide if these should be terminated, amended, or kept as is." The Board has been and will continue to work with ICANN org to help the ICANN community gain an accurate understanding of ATRT3 recommendations.

The Board considered the convergence of review related work and community leaders' concerns about overlapping work to be significant, particularly at a time when the ICANN community is already involved in various other important work efforts.

Are there positive or negative community impacts?

This Board action is expected to have a positive impact by allowing the community to focus its attention on the Pilot Holistic Review and the development of Continuous Improvement Program framework. Both of these efforts will progress the implementation of ATRT3 recommendations designated by the community as high priority. Once the ATRT4 is convened, it will be able to fully assess the implementation of prior review recommendations. Additionally, the ATRT4 will benefit from the process improvements to enhance the effectiveness of Specific Reviews currently underway.

Are there fiscal impacts or ramifications on ICANN (strategic plan, operating plan, budget); the community; and/or the public?

The deferral of ATRT4 by one year will shift the expenditures into the next fiscal year.

Are there any security, stability or resiliency issues relating to the DNS?

ATRT3 recommended that the next Security Stability and Resiliency of the Domain Name System Review (SSR3) and the next Registration Directory Services Review (RDS3) be deferred until ATRT4 can consider the utility of these reviews. While the deferral of ATRT4 for up to 12 months will cause these two reviews to be further deferred, such deferral is not expected to have adverse impacts on security, stability or resiliency as these issues are being monitored in real-time by ICANN org with Board oversight.

Is this decision in the public interest and within ICANN's mission?

The Board's action is in the public interest in that it supports completion of community-issued Board-approved recommendations before initiating the next review.

Is this either a defined policy process within ICANN's Supporting Organizations or ICANN's Organizational Administrative Function decision requiring public comment or not requiring public comment?

No public comment is required. Please refer to the section above (Which stakeholders or others were consulted?) discussing the reasons for selection community consultation to gather input.

Signature Block:

Submitted by:	Theresa Swinehart
Position:	Senior Vice President
Date Noted:	12 April 2024
Email:	theresa.swinehart@icann.org