Final Terms of Reference for Independent Review of the

At-Large Advisory Committee (ALAC)

20 June 2007

ICANN's Board has approved these Terms of Reference for the independent review ("Review") of ICANN's At-Large Advisory Committee ("ALAC"), based on a draft posted on 30 March 2007 and the public comments received thereafter. These Terms of Reference suggest general and specific questions that the Review should address. These questions are intended to be illustrative, rather than definitive or exhaustive. They are not intended to limit the Review, but to ensure that it addresses relevant aspects of two fundamental questions: (i) whether the ALAC and its At-Large framework has a continuing purpose in the ICANN structure; and (ii) if so, whether any change in structure or operations is desirable to improve its effectiveness. The purpose of the Review is to help determine the best way forward, but such analysis depends in the first instance upon a solid assessment of how the ALAC and At-Large structure has performed to date. Such an assessment must of course recognize that some of the ALAC structures are relatively new and thus do not have a complete record for evaluation.

Background

On 30 March, at the direction of ICANN's Board, draft Terms of Reference ("TOR") were posted for public review and comment. Eight comments related to the substance of the draft TOR were received through 5 May 2007 and may be viewed at http://forum.icann.org/lists/alac-review-tor/. All of these comments have been taken into account in preparation of these final Terms of Reference. As a result, a few questions below have been clarified, some have been reordered, and several questions have been added.

Terms of Reference

ICANN's Bylaws require that Supporting Organisations, Councils and Advisory Committees be independently reviewed. Review of the ALAC and its supporting At-Large framework will be conducted in an objective way by an entity or entities independent of it, in accordance with these Terms of Reference. The results of the Review shall be posted for public review and comment, and shall be considered by the Board not later than its second scheduled meeting after being posted for 30 days. As provided in the Bylaws, consideration by the Board includes the ability to revise the structure or operation of the ALAC by a two-thirds vote of all Members.

Recognizing that the ALAC and the global At-Large infrastructure that includes "Regional At-Large Organizations" ("RALOs") and groups certified as "At-Large

Structures" ("ALSs") are interconnected, the Review will address all of these elements of At-Large involvement in ICANN.

There are several important questions that the Review should address, which are listed below. This list is not intended to be exhaustive, particularly as the initial results of the Review may suggest related questions that should also be answered.

A. Scope of Review

In accordance with Article IV, Section 4, Paragraph 1 of the ICANN Bylaws, the review of the At-Large Advisory Committee (ALAC) is designed to determine:

- Whether the organization has a continuing purpose in the ICANN structure; and
- If so, whether any change in structure or operations is desirable to improve its effectiveness.

Both of these questions should be answered as comprehensively as possible, taking into account the rationale for the ALAC and its functioning so far. Key questions that the Review should consider are indicated below. As noted above, this list is not intended to be exhaustive, particularly as the initial results of the Review may suggest related questions that should also be answered. It will be important to consider the questions from different perspectives relevant to the ALAC, including the views of individual Internet users, the ALSs, the RALOs, past and current Members of the ALAC, and many others within (and perhaps outside of) the ICANN community. One challenge will be that the ALSs and the RALOs are in the early stages of formation. It will be important to evaluate interim progress thus far, but also recognize that there is less data than would otherwise be available.

B. Rationale for the ALAC

The rationale for the ALAC, as described in Article XI, Section 2, Paragraph 4(a) of the Bylaws, is "to consider and provide advice on the activities of ICANN, insofar as they relate to the interests of individual Internet users." Part of the impetus for creating the ALAC was to find an effective way to represent the interests of individual Internet users that did pose the issues raised by direct elections for ICANN leadership positions.

C. Questions to Address

PART I. Does the ALAC have a continuing purpose in the ICANN structure?

1. What purpose does the ALAC serve?
2. Does the rationale for the ALAC in the Bylaws need to be revised?

3. Why should an ALS seek certification and work to create a RALO?
4. Why should an individual Internet user seek to participate in the ICANN process through the ALAC?
5. How easy is it for an individual Internet user to understand the ALAC and its structures?
6. To what extent has the ALAC provided advice on the activities of ICANN insofar as they relate to the interests of individual Internet users, and to what extent has ICANN listened to this advice?
7. Are these interests different than the interests represented by other parts of the ICANN structure?
8. To what extent have individual Internet users achieved a voice in ICANN through the ALAC and its activities?
9. Are individual Internet users appropriately represented by an advisory committee to the Board, and the ALAC specifically?
10. What should be the purpose of the ALAC going forward?
11. What other ways might exist for individual Internet users to provide collective advice to, and advocacy within, ICANN? What are the benefits, drawbacks and costs of other options (ie. At-Large Board seats, an At-Large-focused Supporting Organization, or an At-Large constituency of the GNSO)?
12. What are the current benefits, drawbacks and costs of the ALAC and the At-Large structure?
13. What kind of added value does the regionalized and distributed structure of the ALAC/RALO/ALS system bring to ICANN?"
14. How often should there be a periodic review of the ALAC, consistent with Article IV, Section 4, Paragraph 1, of the Bylaws?

PART II. Is there any change in structure or operations that could improve the ALAC's effectiveness?

Structure

13. Are the criteria for certifying ALSs and creating RALOs sufficient?
14. How many ALSs have been certified, and how does this level compare to expectations and goals? Are there identifiable trends among entities that have been certified (e.g., ISOC chapters)? Are there identifiable trends among entities that have not been certified?
15. What factors have affected the formation of RALOs? Does this assessment vary by region?
16. At this writing, 4 out of 5 RALOs have been established. What have been the significant factors that affected the RALO formation process? Are there distinct and different factors for each region which affected the RALO formation process, or are they faced with similar challenges? Are those that have been established structured and supported in a way that will enable them to fulfill the responsibilities described in the bylaws?

17. To what extent do the ALAC's three different levels - ALSs, RALOs and the ALAC itself - provide advice on ICANN activities? Does this advice ever conflict?
18. Should any of these three structural levels be eliminated or changed and, if so, how?
19. Is regional representation an effective way to organize the ALAC? Is the current ICANN model, based on 5 regions, an appropriate basis for RALOs?
20. Should there be any role for sub-regional groups within the ALAC structure?
21. Are individual users in developing countries appropriately involved and represented in the ALAC/At-Large framework?
22. The ALAC appoints 5 delegates to the Nominating Committee. What is the impact, if any, of these delegates on the selection of persons for ICANN leadership positions?
23. To what extent have the ALAC's Liaisons to the Board, the GNSO Council and the ccNSO Council provided advice on ICANN policy and activities?
24. To what extent has this advice been followed or had visible influence?
25. Do non-voting liaison seats on the Board and Councils, and non-voting seats on policy Task Forces, provide sufficient input and representation for the At-Large community?
26. How do the At-Large Liaisons ensure that their advice to the Board and Councils reflect ALAC and At-Large community views? To what extent are the Liaisons conduits for information to and from the At-Large community and the Councils on which they serve?
27. What steps might assist individual Internet users in effectively expressing their views and positions to the broader ICANN community?
28. How does ALAC interact with other constituencies of ICANN? Are they effective in achieving the ALAC's goal of providing advices from individual Internet users? Are there regular communications, in addition to the Liaisons, to the Board, GNSO and CCNSO?

Composition

21. What is the optimal size of the ALAC to be effective?
22. How should Members of the ALAC be chosen?
23. To what extent do the Members of the Interim ALAC, and those selected (or elected) already by RALOs, reflect the interests of individual Internet users? Does the answer to this question vary by region?
24. Are Members of the ALAC chosen in a transparent way?
25. Have any issues arisen in the NomCom's selection of 5 out of 15 Members of the ALAC (30%)?
26. Is the current ALAC member selection methodology appropriate, or is there any need to change that, ie public election should be used for all 15 members? Is the number of member, 15, appropriate, or too small or too large?

27. Assuming that the NomCom selection will continue, is the current balance of selecting ALAC members, five by NomCom and ten by RALO the best way to achieve ALAC's goal, or are there any other ways worth to consider and implement?"
28. Have Members of the ALAC had the skills needed to conduct their work effectively?
29. What should be the role of the Chair of the ALAC, and how should that person be selected?
30. Should the ALAC have other officers?

Internal Procedures

27. Are the ALAC's procedures sufficient to guide all aspects of its work?
28. To what extent are the ALAC's decisions and actions consistent with its procedures?
29. How are decisions made regarding certification of ALSs and RALOs?
30. Are certification decisions subject to review and, if so, how?
31. What kind of role has the Ombudsman played in ALAC activities?
32. To what extent have the recommendations of the Ombudsman been followed?
33. How can the ALAC's procedures, decisions and actions be made more transparent?
34. How have any actual or potential conflicts of interest between the ALAC Members and candidates for ALS status been resolved?
35. Are sufficient safeguards in place to identify and address potential or actual conflicts of interest?
36. What kind of support has ICANN provided to the ALAC? Is this level appropriate?   What kind of additional measures are needed in terms of financial, institutional and staff support in addition to the exiting ones if any?
37. Do Members of the ALAC community believe they have the information needed to make informed decisions, in a language they can understand?
38. How does the ALAC determine generally what advice to provide with respect to particular ICANN issues and processes? What procedures govern how decisions regarding ALAC positions, recommendations, resolutions, and other input for the Board, the GNSO and other ICANN entities are made? How does the ALAC ensure the involvement of ALSs and RALOs in making decisions regarding policy advice, and that their advice reflects the views of the At-Large community, consistent with ICANN's deadlines for input?

Outreach & Communications

39. What is the aim of At-Large outreach?
40. How effective has outreach been in recruiting ALSs and establishing RALOs?

41. How effective have online tools, including websites, wikis, blogs, and email forums, been in outreach to the At-Large community?
42. Has outreach at ICANN meetings and Internet-related events had a discernable impact on the informed participation of the At-Large community?
43. How might outreach and communications in languages other than English be improved?
44. How are the linguistically and culturally diverse regional situations reflected in the operation of ALAC and ICANN? Are there any areas that require changes or improvements?

Overall

43. What are the annual costs of the ALAC process?
44. Has the ALAC had the resources necessary to accomplish its tasks?
45. What other general or specific measures could enhance its effectiveness?
46. What, if any, are the cost implications of such measures?