

# Report of Public Comments

<b>Title:</b>	Board Member Compensation		
<b>Publication Date:</b>	15 July 2014		
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<b>Comment Period:</b>		<b>Important Information Links</b>	
Comment Open Date:	2 May 2014	Announcement	
Comment Close Date:	23 May 2014	Public Comment Box	
Reply Close Date:	12 June 2014	View Comments Submitted	
Time (UTC):	23:59	Report of Public Comments	
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<b>Section I: General Overview and Next Steps</b>			
Now that comments have been received, first the ICANN Compensation Committee will consider the comments and make a recommendation to the ICANN Board for consideration.			
<b>Section II: Contributors</b>			
<p><i>At the time this report was prepared, a total of seven (7) public comments had been posted to the Forum. The contributors, both individuals and organizations/groups, are listed below in chronological order by posting date with initials noted. To the extent that quotations are used in the foregoing narrative (Section III), such citations will reference the contributor's initials.</i></p>			
<b>Organizations and Groups:</b>			
<b>Name</b>	<b>Submitted by</b>	<b>Initials</b>	
Internet Architecture Board	IAB Chair	IAB	
ICANN Business Constituency	Steve DelBianco	BC	
<b>Individuals:</b>			
<b>Name</b>	<b>Affiliation (if provided)</b>	<b>Initials</b>	
Seun Ojedeji		SO	
Albert Soto		AS	
Michele Neylon		MN	
Alan Greenberg		AG	
Klaus Stoll		KS	
<b>Section III: Summary of Comments</b>			
<p><i>General Disclaimer: This section is intended to broadly and comprehensively summarize the comments submitted to this Forum, but not to address every specific position stated by each contributor. Staff recommends that readers interested in specific aspects of any of the summarized comments, or the full context of others, refer directly to the specific contributions at the link referenced above (View Comments Submitted).</i></p>			

One commenter (MN) found the presentation about board compensation “very useful and enlightening.” MN also stated that it only seems reasonable that board members are compensated for their time and effort and a lack of compensation can lead to many able candidates being unable to apply for a role. MN also noted that compensation should be available for Liaisons who bring specific subject matter expertise to the board,. MN, along with one other commenter (SO), also asked why the GAC liaison was excluded.

The BC “endorses this change to ICANN Bylaws, in order to attract qualified directors who could not devote significant time to ICANN board participation unless they were to receive compensation.”

One commenter (SO) thinks the Bylaws revisions are reasonable, but noted that it is important to ascertain that this won't be a double pay to the non-voting member (such as if the group is paying the liaison for their service on the Board). SO also pointed out one reference to five, rather than four, non-voting liaisons in the Bylaws.

The IAB expressed a note of caution and pointed out that the Report on ICANN Board Compensation explicitly excludes Liaisons from its discussion. The IAB recognizes that Liaisons make a similar commitment of time and effort to the Board as Directors, and that they are historically treated the same and considered equals, except that Liaisons do not vote and can not be held responsible for the Board's decisions. The IAB therefore wonders whether the current compensation proposal is a first step in altering the definition of Liaisons more generally, and if in the future the IETF is going to be appointing a form of voting Board member, the IAB would like analyze all the consequences at once, rather than in piecemeal fashion. The IAB is therefore reluctant to support a plan to compensate Liaisons as though they are Directors, due to the different status under the Bylaws of each. The IAB would like to understand what, if any, future plans there might be about the structure of the Board in order to understand the ramifications of this potential change.

AG commented, and was seconded by KS, that subject to a number of related considerations, it is reasonable to compensate Board members, including Liaisons, and noted that the level of compensation suggested is reasonable, although does point out the percentage of proposed increase, indicating it might be relatively high. The considerations include understanding the evidence of the rationale behind what he notes as a reason often cited for needing Board compensation, which is that having no compensation limits the available candidates who will make themselves available for the ICANN Board. AG notes that given that there is often competitive bids for SO/AC seats on the Board, and the Nominating Committee regularly says that it has difficulty selecting Board members due to the surplus of eminently qualified candidates, it would be good to see hard evidence of the rationale.

AG further suggests that the introduction of Board compensation widened the gulf between Board members and volunteers within ICANN, and this proposed change widens that gulf further. AG states that while there is no question many Board members work very hard for ICANN, the same can be said for many ICANN volunteers. AG believes, as he suggests has been claimed, that many in the community put in far more time and effort than some Board members. AG further noted that SO

and AC Chairs have been identified as meeting these levels of commitment, and many or perhaps all do. However, there are others who do not receive the existing benefits given to Board members and AC/SO Chairs who also dedicate unending hours and effort to ICANN.

AG further stated that Board, and now Liaison compensation without consideration of the contributions of others, denigrates the efforts of volunteers. While AG notes that such acknowledgment need not be financial compensation he suggests there are other benefits that Board members get that other volunteers (and Chairs) would appreciate, although he does not specify.

Two commenters (MN and SO) asked why the GAC liaison was excluded and two commenters (SO and AS) suggested that the Bylaws edits should be in the UN languages.

#### **Section IV: Analysis of Comments**

*General Disclaimer: This section is intended to provide an analysis and evaluation of the comments received along with explanations regarding the basis for any recommendations provided within the analysis.*

In terms of the comments relating to the specific compensation issue posted for public comment, and related considerations that some commenters have raised, these will be submitted first to the Compensation Committee for consideration. After the Compensation Committee makes a decision, it will present its recommendation to the Board for consideration.

In terms of the comments related to the six UN languages, once approved, the revised Bylaws will be translated into the six UN languages.

In terms of the questions about the exclusion of the GAC liaison, the current GAC liaison has stated that the GAC liaison is not permitted to accept compensation. Accordingly, the position was excluded from possible compensation. ICANN will continue to monitor if circumstances change that would permit the GAC Liaison for accept compensation if it is offered to non-voting liaisons.

As it relates to the reference to the five rather than four liaisons, that issue has already been addressed in the proposed Bylaws revisions that were posted for public comment.