

# **2012-10-03-Notice of Board Meeting.docx**

## Notice & Call Information - ICANN Regular Board Meeting

Directors and Liaisons,

Attached below please find the Notice of date and time for two Regular Meetings of the ICANN Board of Directors:

3 October 2012 – Regular Meeting of the ICANN Board of Directors --  
at 5:00 UTC – This Board meeting is estimated to last 1 hours.

Some other time zones:

3 October 2012 – 10:00 PM PDT Los Angeles

4 October 2012 – 7:00 AM CEST Brussels

4 October 2012 – 1:00 AM Washington, D.C.

4 October 2012 - 3:00 PM Sydney

<http://www.timeanddate.com/worldclock/fixetime.html?iso=20121003T05&p1=1440&ah=1>

Contact Information Redacted

**MATERIALS - SPECIAL NOTE – Following on the changes that were recently made to the Materials, they have been broken into two separate books – included in the Board Book (along with the notice) and call information) is a more concisely formatted set of board papers. The last part – titled “Additional Materials” is a separate board book, available on Board Vantage which includes additional materials and exhibits that are related to some of the papers where board members would like to explore additional information on many of the topics.**

MATERIALS -- All Materials are available on [www.boardvantage.com](http://www.boardvantage.com) <<http://www.boardvantage.com/>> , if

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## AGENDA – 3 October 2012 BOARD Meeting – 1.0 hours

Time, etc.	Agenda Item	Presenter	Expected Action	Potential Conflict of Interest
<ul style="list-style-type: none"> <li>• 10 mins</li> <li>• Assembly, Roll Call &amp; Consent Agenda</li> </ul>	<b>1. Consent Agenda</b>			
	1.a. <a href="#">Minutes of 13 September 2012 Regular Board Meeting</a>	John Jeffrey	Approval	
	Item Removed from Agenda			
	1.c. <a href="#">Registry Stakeholder Group Charter Amendments For Posting</a>	Ray Plzak, David Olive	Approval for Posting	
	1.d. <a href="#">Appointment of Narayan Gangalaramsamy to the Security &amp; Stability Advisory Committee</a>	Ram Mohan	Approval	

## AGENDA – 3 October 2012 BOARD Meeting – 1.0 hours

Time, etc.	Agenda Item	Presenter	Expected Action	Potential Conflict of Interest
	1.e. <a href="#">Contracting ANS Disbursement Authority for Audit Program Service Provider</a>	Maguy Serad, Xavier Calvez	Approval	
<ul style="list-style-type: none"> <li>• 45 mins</li> <li>• Approval, Discussion &amp; Decision</li> </ul>	<b>2. Main Agenda</b>			
	2.a. <a href="#">BGC Recommendation on Nominating Committee Chair/Chair-Elect</a>	Bruce Tonkin	Approval	
	2.b. <a href="#">Any Other Business – Second Accountability &amp; Transparency Review</a>	Denise Michel	Information	
	2.c. Executive Session – Confidential and Business Proprietary			



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**1. Consent Agenda:**

**a. Approval of Board Meeting Minutes**

Resolved (2012.10.03.xx), the Board approves the minutes of the 13 September 2012 ICANN Regular Board Meeting.

Item Removed from Agenda

Item Removed from Agenda

Item Removed from Agenda

### **c. Registry Stakeholder Group Charter Amendments for Posting**

Whereas, The ICANN Bylaws (Article X, Section 5.3) state, "Each [GNSO] Stakeholder Group shall maintain recognition with the ICANN Board."

Whereas, the GNSO Registry Stakeholder Group (RySG) has alerted ICANN Staff and the Board to a set of changes to its Charter including expanding the activities of its internal Observers Group and simplifying the process for assessment of annual dues.

Whereas, the Board believes community review and comment of the RySG charter changes can provide a useful input to the Board;

**RESOLVED** (2012.10.03.xx) that the CEO is directed to open a Public Comment Forum asking for community review and comment on the changes that the Registry Stakeholder Group has made to its charter.

#### ***Rationale for Resolution 2012.10.03.xx***

In July 2009, as part of the comprehensive GNSO Improvements program, the ICANN Board approved the formal Charters of four new GNSO Stakeholder Groups (see ICANN Board Resolution 2009.30.07.09).

The ICANN Bylaws (Article X, Section 5.3) state, "Each Stakeholder Group shall maintain recognition with the ICANN Board." The Board believes that review of SG charter changes is an important part of its obligation to maintain recognition of the GNSO Stakeholder Groups. The Board believes that community review and comments of SG charter changes can assist the Board in its evaluation process regarding changes to the RySG Charter.

#### **d. Appointment of Narayan Gangalaramsamy to the Security & Stability Advisory Committee**

Whereas, the Security and Stability Advisory Committee (SSAC) does review its membership and make adjustments from time-to- time.

Whereas, the SSAC Membership Committee, on behalf of the SSAC, requests that the Board should appoint Narayan Gangalaramsamy to the SSAC.

It is **resolved** (2012.10.03.xx) that the Board appoints Narayan Gangalaramsamy to the SSAC.

#### ***Rationale for Resolution 2012.10.03.xx***

The SSAC is a diverse group of individuals whose expertise in specific subject matters enables the SSAC to fulfil its charter and execute its mission. Since its inception, the SSAC has invited individuals with deep knowledge and experience in technical and security areas that are critical to the security and stability of the Internet's domain name system.

The SSAC's continued operation as a competent body is dependent on the accrual of talented subject matter experts who have consented to volunteer their time and energies to the execution of the SSAC mission. Narayan Gangalaramsamy is Officer In-Charge of the Mauritius Police Force Information Technology Unit. The Unit looks after all IT Affairs and Digital Investigation / Digital Forensics of the Police Department. He holds the rank of Chief Inspector of Police. Narayan brings to the SSAC broad experience in the security and stability of the Internet relating to law enforcement activities.

Main Agenda:

**e. Contracting ANS Disbursement Authority For Audit  
Program Service Provider**

Whereas, ICANN is committed to attaining a high ethical standard to help ensure the legitimacy and sustainability of the multi-stakeholder model.

Whereas, it is crucial to have strengthened programs and practices in place to help promote ICANN's goals, including that of enhanced contractual compliance.

Pending Negotiation

Resolved (2012.10.03.xx), the Board approves the redaction of the details of the Resolution 2012.10.03.xx pending completion of negotiations.



***Rationale for Resolution 2012.10.03.xx***

ICANN is committed to performing a comprehensive and top of the line contractual compliance function. Auditing registrars' and registries' compliance with their contracts is a key aspect of that function. Audits are a valuable component of any organization's contractual compliance function because they offer the opportunity to generally: (1) gain insight into performance weaknesses; (2) develop predictability expectations for contracting parties; (3) assist ICANN in developing effective and efficient mechanisms to ensure compliance, including through consistent and equitable remediation efforts; and (4) allow ICANN to enhance community transparency through fact based and measurable reporting.

It is imperative to have a comprehensive and predictable audit program in place that helps ICANN understand whether the contracted parties are in compliance with their agreements and applicable consensus policies. Further, an audit program is a necessary complement to an equally comprehensive complaint intake and processing component of ICANN's contractual compliance function.

Such an effort is an operational program and to be managed by the contractual compliance department, with the supervision by the President and CEO. The Board is fully supportive of this Program as one more step to a truly comprehensive contractual compliance function.

The Board's decision in this regard is limited to providing contracting and disbursement authority for this planned three-year program, the costs of which are projected to be outside that of the authority provided to ICANN Officers via the ICANN Contracting and Disbursement Policy (see <http://www.icann.org/en/about/financials/signing-authority>). This decision is a direct enhancement for the ICANN community as it will be a tool to help ensure that all registrars and registries comply

with their agreements. There will be a significant financial impact on ICANN, which is at the heart of this decision. The Board Finance Committee will ensure the proper budgets are included in the upcoming budgets and that this fiscal year's commitment to the Audit Program falls within the existing budget. If anything, this may have a positive impact on the security, stability and resiliency of the domain name system, the extent that it will help ensure that all registries and registrars are complying with their contracts. Otherwise, there will be no impact on the security, stability and resiliency of the domain name system.

## **2. Main Agenda:**

### **a. BGC Recommendation on Nominating Committee Chair/Chair-Elect**

Whereas, the BGC has reviewed the Expressions of Interest from candidates for the Nominating Committee ("NomCom") Chair and Chair-Elect.

Whereas, the BGC has interviewed certain candidates and recommended that that [INSERT NAME] be appointed as the 2013 NomCom Chair and [INSERT NAME] be appointed as the 2013 NomCom Chair-Elect.

Resolved (2012.10.03.xx), the Board adopts the recommendation of the BGC and hereby appoints [INSERT NAME] as the 2013 NomCom Chair and [INSERT NAME] as the 2013 NomCom Chair-Elect.

#### ***Rationale for Resolution 2012.10.03.xx***

ICANN's Bylaws require the Board to appoint the Nominating Committee (NomCom) Chair and NomCom Chair-Elect. See Article VII, sections 2.1 and 2.2 at

<http://www.icann.org/en/general/bylaws.htm#VII>. The Board has delegated the responsibility for recommending the NomCom Chair

and Chair-Elect for Board approval to the Board Governance Committee. See BGC Charter at <http://www.icann.org/en/committees/board-governance/charter.htm>. The BGC posted a call for expressions of interest (EOI), received and reviewed several EOIs, and conducted interviews with some candidates before making recommendations.

The Board has considered and agrees with the BGC's recommendations.

Appointing a NomCom Chair and Chair-Elect identified through a public EOI process positively affects the transparency and accountability of ICANN. Adopting the BGC's recommendation has no financial impact on ICANN and will not negatively impact the systemic security, stability and resiliency of the domain name system.

# 2012-10-03-01a-09-13-Board-Minutes.docx



A Special Meeting of the ICANN Board of Directors was held on 13 September 2012 at 4:00 pm local time in Los Angeles, California.

Chairman Steve Crocker promptly called the meeting to order.

In addition to the Chair the following Directors participated in all or part of the meeting: Akram Atallah (Interim President and CEO), Sébastien Bachollet, Cherine Chalaby, Bertrand de La Chapelle, Chris Disspain, Bill Graham, Gonzalo Navarro, Ray Plzak, R. Ramaraj, George Sadowsky, Mike Silber, Bruce Tonkin (Vice Chair), Judith Vazquez, and Kuo-Wei Wu.

The following Board Liaisons participated in all or part of the meeting: Thomas Narten (IETF Liaison); Thomas Roessler (TLG Liaison); and Suzanne Woolf (RSSAC Liaison).

Invited Observers: Fadi Chehadé (President and CEO Designate) and Olga Madruga-Forti (Board Member Designate).

The following staff members were in attendance in all or part of the meeting: John Jeffrey, General Counsel and Secretary; Xavier Calvez, Chief Operating Officer; Michelle Bright, Samantha Eisner, Denise Michel, Diane Schroeder, Amy Stathos and Alina Syunkova.

Erika Mann and Heather Dryden (GAC Liaison) sent apologies.

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## 1. Consent Agenda:

Prior to voting on the consent agenda, Sébastien Bachollet and Ram Mohan each noted changes made to proposed resolutions to provide clarification to the resolutions.

The Chair then called for a vote, and the Board then took the following action:

Resolved, the following resolutions in this Consent Agenda are approved:

**a. Approval of Board Meeting Minutes**

Resolved (2012.09.13.01), the Board approves the minutes of the 28 August 2012 ICANN Board Meeting.

**b. Security, Stability & Resiliency of the DNS Review  
Team Final Report**

Whereas, the Security, Stability & Resiliency of the DNS Review Team members volunteered their time over the last 19 months to develop their Final Report, as required by the Affirmation of Commitments;

Whereas the SSR Review Team submitted their Final Report to the Board and it was posted for public comment for two months;

Resolved (2012.09.13.02), the Board received the Final Report and thanks the members of the SSR Review Team for their time and commitment to improving the security, stability and resiliency of the DNS and ICANN's supporting activities, and for providing substantive Recommendations for the Board's consideration;

Resolved (2012.09.13.03), the Board thanks the entities that provided public input on the Final Report, including the ALAC, GAC and Registry Stakeholder Group, and requests that the ASO, GNSO, ccNSO, RSSAC, and SSAC provide any input they have on the Report to the Board by 30 September 2012;

Resolved (2012.09.13.04), the Board requests that the President and CEO instruct Staff to consider the public comments and community input, assess the Recommendations, evaluate the potential implementation paths for each Recommendation, and provide the Board with guidance and advice on the Report, including, where appropriate, potential implementation plans and budgets, by the ICANN Toronto meeting.

***Rationale for Resolutions 2012.09.13.02 – 2012.09.13.04***

The Affirmation of Commitments (AoC) between ICANN and the U.S. Department of Commerce commits ICANN to preserve the security, stability and resiliency of the DNS, and to organize a community review of its execution of this commitment no less frequently than every three years. The AoC further commits ICANN's Board to publish for public comment the report submitted by the review team, and to take action on the report within six months of its submission.

The Team's volunteer members were appointed by ICANN's CEO and the GAC Chair, per the AoC requirements, and reflected the broad Internet community's interests in Internet security, stability and resiliency matters. Over the past 19 months, the SSR Review Team conducted fact-finding, including meetings with ICANN's relevant Supporting Organizations and Advisory Committees, members of the broader Internet security community, and other interested parties, and issued a draft report for public comment before submitting its Final Report to the Board on 20 June 2012. The Report was posted for two months of public comment and the forum closed on 29 August 2012.

Most of the Team's Recommendations address matters relevant to, and/or of interest to ICANN's Supporting Organizations and Advisory Committees. The Board is requesting input from these groups to help inform the Board's action on the Report.

**c. Response to SSAC Letter of 2 July 2012**

Whereas, on July 2, 2012, the ICANN Board received a letter from Patrik Fältström, Chairman of the ICANN Security and Stability Advisory Committee,  
<http://www.icann.org/en/news/correspondence/faltstrom-to-icann-board-02jul12-en>, providing an update of the SSAC's views on the status of the new gTLD process.



Whereas, the Board seeks to respond to the recommendations set forth in the letter.

Resolved (2012.09.13.05), the Board thanks SSAC for its advice of 2 July 2012.

Resolved (2012.09.13.06), with respect to the individual recommendations:

- Recommendation (1), the Board requests the CEO direct staff to work with the root server operators via RSSAC to complete the documentation of the interactions between ICANN and the root server operators with respect to root zone scaling.
- Recommendation (2), the Board recommends the CEO to direct staff to work with NTIA and Verisign to explore publication of one or more statements regarding preparation for the proposed changes.
- Recommendation (3), the Board recommends the CEO to direct staff to publish current estimates of the expected growth rates of TLDs. The Board recognizes there is currently re-examination of the process for evaluating gTLD applications, particularly including whether to use multiple or a single batch, and with the completion of the application submission process there is now much more specific information on the number and other characteristics of applications to process. Accordingly, the Board suggests the publication of the expected growth rates of TLDs be coordinated with the re-examination.
- Recommendation (4), the Board hereby formally asks RSSAC for its advice on this topic and an update on plans to satisfy this recommendation. The Board also asks the CEO whether there are other parties who should be consulted, and to ask such parties to participate.

- Recommendation (5), the Board hereby formally requests SSAC for its advice on how interdisciplinary studies of security and stability implications from expanding the root zone more than an order of magnitude should be carried out and whom else should be consulted, and tasks staff with formulating and executing one or more studies, as needed.

***Rationale for Resolutions 2012.09.13.05 – 2012.09.13.06***

As part of ICANN's commitment to Accountability & Transparency, ICANN is committed to reviewing advice provided by its Advisory Committees. The SSAC concerns set out in the above-referenced letter identify areas where ICANN could perform additional work for the benefit of the ICANN community. Undertaking the work called for in the resolution will have an impact on ICANN and community resources. The outcomes of this work may ultimately resolution a positive impact on the security, stability & resiliency of the DNS.

**d. Alignment of Board Terms**

Whereas, there are currently two induction periods to the ICANN Board each year, one at or around the Mid-Year Meeting for members appointed by the Supporting Organizations and the At-Large Community, and the other at the conclusion of the Annual General Meeting for members selected by the Nominating Committee.

Whereas, the ICANN Board has long considered the coordination of Board member term transition as an issue of Board efficiency and effectiveness.

Whereas, the Board Governance Committee (BGC) considered how Board terms could be aligned to allow all Board members selected in any year to begin their terms at the same time, while still preserving

the ability for the Nominating Committee to consider the geographic diversity of the Board.

Whereas, proposed revisions to the ICANN Bylaws have been drafted to achieve alignment of Board term transitions while preserving the ability for the Nominating Committee to consider the geographic diversity of the Board.

Whereas, the Board encourages the Supporting Organizations and At-Large Community to consider how the timing of their selection processes may need to be modified to meet the proposed Bylaws revisions to align Board terms.

Resolved (2012.09.13.07), the Board directs the President and CEO to have the proposed Bylaws revisions posted for public comment for an initial comment period of no less than 30 days and any reply period, if applicable, for no less than 21 days.

***Rationale for Resolution 2012.09.13.07***

The Board's action in approving the posting of these proposed Bylaws revisions for public comment is part of an effort to improve the efficiency and effectiveness of the Board, addressing a concept raised by the Board Review Working Group in its January 2010 Final Report. The posting for public comment is not expected to have any impact on the resources of the community or ICANN. Ultimately, if the proposed Bylaws revisions are adopted, this is expected to have a positive effect on ICANN resources in streamlining induction efforts and Board planning. This decision is not expected to have any impact on the security, stability or resiliency of the DNS.

**Fifteen members of the Board voted in favor of Resolutions 2012.09.13.01, 2012.09.13.02, 2012.09.13.03, 2012.09.13.04, 2012.09.13.05, 2012.09.13.06, and 2012.09.13.07. Erika Mann was unavailable to vote on the resolutions. The resolutions carried.**

## **2. Main Agenda:**

### **a. Criteria for Determining Chair Compensation for Non- Standing Board Committees**

R. Ramaraj introduced this item to the Board, discussing the Compensation Committee work towards a recommendation on when it may be appropriate to award additional annual compensation to a Board member for service as a chair of a non-standing Board committee. Ramaraj clarified that the Board is being asked to approve guidelines for when this should happen. The issue arose upon consideration of the amount of work George Sadowsky had put in as the Chair of the CEO Search Committee over the past year.

The Board as a whole reviewed the resolution and requested clarifications to the language.

The Board then took the following action:

Whereas, ICANN is a nonprofit California public benefit corporation that is exempt from Federal income tax under §501(a) of the Internal Revenue Code of 1986, as amended (the "Code") as an organization described in §501(c)(3) of the Code.

Whereas, ICANN may not pay directors more than Reasonable Compensation as determined under the standards set forth in §53.4958-4(b) of the regulations issued under §4958 of the Code (the "Regulations").

Whereas, ICANN has taken all steps necessary, and to the extent possible, to establish a presumption of reasonableness in the level of voting Board member compensation as approved on 8 December 2011, including additional retainers for voting directors that serve as chairs of Board committees.

Whereas, the Board previously approved the recommendation from the Independent Valuation Expert (as that term is defined in §53.4958-1(d)(4)(iii)(C) of the IRS Regulations), made in its Report or Reasoned Written Opinion, (as that term is defined in §53.4958-1(d)(4)(iii)(C) of the Regulations), that it is reasonable to "[i]ntroduce annual cash retainer of \$35,000 for outside directors and maintain the \$75,000 for Chairman of the Board" and "[a]n additional \$5,000 annual retainer would be provided for committee chair (except the Chairman of the Board)." (Resolution 2011.12.08.11.)

Whereas, the Board agrees that there are certain non-standing committees of the Board for which it is reasonable to offer a voting director of the Board the additional \$5,000.00 annual remuneration for service as chair, as contemplated within the recommendation of the Independent Valuation Expert.

Resolved (2012.09.13.08), the Board approves that at least the following criteria be applied in the consideration of whether it is reasonable to offer a voting director an additional US \$5,000.00 annual remuneration for service as chair of a non-standing committee of the Board:

- At the time of establishment of the non-standing committee, the work of the committee is expected to last longer than six months; based upon the expected duration of the committee, consideration should be given to the propriety of offering a pro-rata or full annual remuneration to reflect the expected length of service.
- At the time of establishment of the non-standing committee, the Chair is anticipated to devote a significant amount of time over the duration of the committee.
- The committee is expected to experience periods of extremely heavy workload at times throughout the duration of the committee.

- These criteria shall be evaluated, and a recommendation made on the offering of a \$5,000.00 additional annual remuneration to the Chair, at the time of the establishment of the non-standing committee.
- The limitations on this additional retainer, as set forth in Resolutions 2011.12.08.16 and 2011.12.08.17, remain in force.

Resolved (2012.09.13.09), the Board approves the offering of a US\$5,000.00 additional remuneration for 2012 to George Sadowsky for his service as Chair of the CEO Search Process Management Work Committee.

**Fourteen members of the Board voted in favor of Resolutions 2012.09.13.08 and 2012.09.13.09. George Sadowsky abstained from voting. Erika Mann was unavailable to vote on the resolutions. The resolutions carried.**

***Rationale for Resolutions 2012.09.13.08 – 2012.09.13.09***

The history of the Board's consideration of voting Board member compensation is set forth in detail in the Rationale for Resolutions 2011.12.08.14 – 2011.12.08.16 and the Board incorporates that rationale in full by reference. In undertaking the 8 December 2011 resolution regarding the reasonableness of compensation to voting Board members, the Board followed a process calculated to pay an amount that is in its entirety Reasonable Compensation for such service under the standards set forth in §53.4958-4(b) of the Treasury Regulations.

The Board sought a recommendation from an Independent Valuation Expert ("Expert") as to the reasonableness of, and if so, the amount of compensation. The Board approved Towers Watson (TW) to be engaged to serve as the Expert. TW is a leading global professional services company with expertise in compensation for non-profit organizations. TW was recommended by the National Association of Corporate Directors to serve as the Expert. The Expert Report, which

was posted for public feedback, can be found with the Announcement at <http://www.icann.org/en/announcements/announcement-3-04nov11-en.htm>.

The Board has taken all steps necessary to ensure that consideration of voting Board member compensation for services provided was done in accordance with all appropriate laws, rules and regulations, including that any compensation be Reasonable Compensation under the standards set forth in §53.4958-4(b) of the Treasury Regulations.

The creation of criteria for consideration of offering additional compensation to Board members who devote substantial amounts of time in chairing non-standing committees assures that a predictable process will be used to consider compensation, and also assists Board members who may otherwise not be able to undertake the substantial time commitments required by these special projects.

The considerable amount of time expended by the CEO Search Process Management Work Committee has been previously acknowledged. George Sadowsky's service as chair of that committee exemplifies the application of the criteria defined by the Compensation Committee, as his service was for over six months, averaging in excess of 15 hours per week, and often requiring substantial attention as the Board was searching for a new CEO.

Compensating voting directors who serve as chairs of non-standing committees of the Board will have a nominal fiscal impact on ICANN, though the exact numbers of chairs eligible for the annual retainer cannot be predicted based upon the special nature of the non-standing committees. The specific amount required for compensating George Sadowsky, if he chooses to elect to receive the additional retainer, is within the budget currently allocated for Board member compensation.

This decision will have no impact on the security, stability or resiliency of the domain name system.

**b. Redelegation of the .MO domain representing Macao to the Bureau of Telecommunications Regulation (DSRT)**

Kuo-Wei Wu introduced the resolution to the Board.

Chris Disspain noted that while these issues may likely be outside of the consideration of this redelegation request, there is a need for a standard, internal process to address situations where the sponsoring organization effectively moves operations to a new organization prior to seeking redelegation. Chris also commented that striving for complete accuracy in the database (for non-nameserver entries) should not serve as a basis unto itself for justifying redelegation requests.

Bertrand de La Chapelle inquired about changing the wording used within the resolutions on delegation and redelegations to indicate the request met the criteria of the process, instead of the more subjective language included.

Kuo-Wei provided the Board with more background on the request and confirmed that the past sponsoring organization is working very closely with the new sponsoring organization.

Elise Gerich explained the process for reviewing documentation that was followed in the IANA Functions Department in reviewing this request.

Chris encourage staff to consider coming up with notification letters to submit to requester when further clarifications are needed within the request process.

Bruce Tonkin supported Chris' request and suggested that further process would need to be defined around those sorts of notifications, such as who would be responsible for signing and sending.



Elise confirmed that the requirements under the new IANA Functions Contract will likely increase transparency onto the delegation/redelegation process, which will address some of the Board member concerns.

The Chair then called for a vote, and the Board took the following action:

Whereas, MO is the ISO 3166-1 two-letter country-code designated for Macao;

Whereas, ICANN has received a request for the redelegation of .MO to the Bureau of Telecommunications Regulation (DSRT);

Whereas, ICANN has reviewed the request, and has determined that the proposed redelegation would be in the interests of the local and global Internet communities.

Resolved (2012.09.13.10), the proposed redelegation of the .MO domain to the Bureau of Telecommunications Regulation (DSRT) is approved.

**Fourteen members of the Board voted in favor of Resolution 2012.09.13.10. Bertrand de La Chapelle abstained from voting. Erika Mann was unavailable to vote on the resolution. The resolutions carried.**

***Rationale for Resolution 2012.09.13.10***

**Why the Board is addressing the issue now?**

Staff present delegation and redelegation requests for country-code domains to the Board for decision, once staff is satisfied the applicant has provided a sufficiently complete application that has a reasonable prospect of a positive Board decision. In line with ICANN's commitments to perform timely processing of requests relating to the IANA function, and the DNS root zone in particular, the ICANN Board seeks to evaluate such requests at its next scheduled Special Meeting.

**What is the proposal being considered?**

The proposal is to approve a request to IANA to change or designate the sponsoring organization (also known as the manager or trustee) of a country-code top-level domain. In line with established practice, the ICANN Board is involved in making the decision to proceed with such requests as one step of this multi-step process.

**Which stakeholders or others were consulted?**

In the course of evaluating a delegation application, ICANN staff consults with the applicant, the current operator (if applicable), and other directly connected parties. In line with ICANN's practice of keeping incomplete root zone change requests in confidence, ICANN has not performed open consultation on this matter.

**What concerns or issues were raised by the community?**

Any concerns or issues are raised within the public report that will be published in conjunction with this action. This report will be published on the IANA website at <http://www.iana.org/> should the root zone change request have successfully completed final processing, usually 1-2 months after the Board's decision.

**What significant materials did the Board review?**

The Board is involved in assessing requests against a variety of public interest criteria. This criteria includes establishing the country-code is eligible (e.g. listed in the ISO 3166-1 standard); establishing the proposed manager is supported by the local Internet community; establishing the proposed operator is operationally and technically competent; establishing the proposed manager is based locally and bound under local law; establishing the proposed manager operates fairly and equitably; establishing that in cases there is a transfer of operations that an appropriate plan is in place to preserve ongoing stability of the domain; and establishing that the action is compatible with any applicable local laws and regulations. During the staff compilation process, the applicant is asked to provide a variety of materials in support of these various aspects. Pertinent information

from these supplied materials and other staff research is provided to the Board, and published in a public report at the end of implementing an approved request.

**What factors the Board found to be significant?**

The Board considers factors described in the public report, in relation to the basic principles of country-code domain delegation described earlier. Of particular note in this application, the Board considered that the application proposed redelegation of the top-level domain to a non-operational entity; the lack of significant community engagement in developing this application; and that the redelegation away from the existing sponsoring organization was performed prior to contacting ICANN.

On balance, the Board found that while all of these elements are undesirable, both individually and as a whole, returning the request on this basis would leave known-bad information for the domain the IANA Root Zone Database which is counter to ICANN's stability goals.

**Are there positive or negative community impacts?**

The timely approval of country-code domain name managers that meet the various public interest criteria is positive toward ICANN's overall mission, and the local communities to which country-code top-level domains are designated to serve.

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

The administration of country-code delegations in the DNS root zone is part of the IANA functions, and the delegation action should not cause any significant variance on pre-planned expenditure. It is not the role of ICANN to assess the fiscal impact of the internal operations of country-code top-level domains within a country, other than ensuring the operator is based in country and has the appropriate mechanisms to allow the local Internet community to properly oversee the domain's ongoing operation.

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

For country-code top-level domain delegations, ICANN seeks to approve only such requests where reasonable concerns have been satisfactorily addressed, and the proposed new manager has demonstrated a sufficient level of operational and technical competency where such concerns should be minimal.

**c. Selection of Nominating Committee Chair and Vice-Chair**

Bruce Tonkin, as the Chair of the Board Governance Committee, gave an update to the Board on the status of the work of the BGC in identifying recommendations to the Board on candidates for Nominating Committee Chair and Nominating Committee Vice-Chair. Bruce confirmed that the selection needs to be complete in time for the Nominating Committee to have its first meeting in Toronto, and the Board agreed to hold a telephonic meeting in early October to allow for that selection.

**d. Election of Fadi Chehadé as President and Chief Executive Officer, effective 14 September 2012**

The Chair introduced the proposed resolution, noting that Fadi Chehadé is available to begin his service prior to the date initially noted. The Chair also discussed that conversations within the workshop over the week brought to light that it may be appropriate at this time to lift the deferral of strategic objectives related to the expansion of ICANN's international presence and engagement in the 2012-2015 Strategic Plan.

The Board had a brief discussion about the proposed language for the lifting of the deferral and agreed that the rationale for the lifting should be incorporated into the Board's rationale as part of the Board's demonstration of confidence in Fadi Chehadé.

The Chair then called for a vote and the Board then took the following action:

Whereas, on 31 May 2012, the ICANN Board elected Fadi Chehadé as President and Chief Executive Officer, with a term to begin on 1 October 2012, to serve at the pleasure of the Board and in accordance with the Bylaws of the Corporation, and shall hold his office until his resignation, removal, or other disqualification from service, or until his successor shall be elected and qualified <http://www.icann.org/en/groups/board/documents/resolutions-31may12-en.htm>.

Whereas, Fadi Chehadé's term was to begin on 1 October 2012 at 12:00 am PDT, and contingent upon the execution of an agreement based on terms that had been approved by the Board.

Whereas, the Board appointed Akram Atallah, ICANN's current Chief Operating Officer as interim President and Chief Executive Officer for the period of 1 July 2012 through 30 September 2012 <http://www.icann.org/en/groups/board/documents/resolutions-31may12-en.htm>.

Whereas, an agreement based on the terms that had been approved by the Board has been executed with Fadi Chehadé.

Whereas, Fadi Chehadé's prior commitments have come to conclusion, and he is available to assume his role with ICANN earlier than anticipated. He will assume his duties as President and Chief Executive Officer on 14 September 2012 at 12:00am PDT.

Whereas, pursuant to according to Article VI, Section 2.1.f. of the Bylaws <http://www.icann.org/en/about/governance/bylaws#VI>, the person serving as President and Chief Executive Officer Fadi Chehadé shall also serve ex-officio as a voting member of the Board when he assumes his position as President and Chief Executive Officer.

Whereas, Akram Atallah will step down from his role as interim President and Chief Executive Officer on 13 September 2012 at 11:59 pm PDT, while continuing in his role as ICANN's Chief Operating Officer.

Resolved (2012.09.13.11), Akram Atallah's service as Interim President and Chief Executive Officer will conclude on 13 September 2012 at 11:59 pm PDT. The Board thanks Akram Atallah for his service as interim President and Chief Executive Officer from 1 July 2012 through 13 September 2012, and affirms that Akram Atallah continues as ICANN's Chief Operating Officer.

Resolved (2012.09.13.12), effective 14 September 2012 at 12:00 am PDT, Fadi Chehadé is elected as President and Chief Executive Officer, to serve at the pleasure of the Board and in accordance with the ICANN Bylaws, and shall hold his office until his resignation, removal, or other disqualification from service, or until his successor shall be elected and qualified.

Resolved (2012.09.13.13), effective 14 September 2012 at 12:00 am PDT, Fadi Chehadé is hereby appointed as a member of the New gTLD Program Committee.

Resolved (2012.09.13.14), the deferral of strategic objectives related to the expansion of ICANN's international presence and engagement in the 2012-2015 Strategic Plan is lifted.

**All members of the Board in attendance approved Resolutions 2012.09.13.11, 2012.09.13.12, 2012.09.13.13, and 2012.09.13.14 by acclamation. The resolutions carried.**

The Board applauded the election when the vote was complete, and the Chair noted regrets on behalf of Erika Mann for not being able to participate in this vote due to an early flight.

***Rationale for Resolutions 2012.09.13.11 – 2012.09.13.14***

Approval of this resolution will positively affect ICANN's accountability and transparency by informing the community of the changes within the leadership in a timely fashion. This resolution will have an effect on the resources of ICANN, which have already been considered in the ICANN budget.

Further, the development of a global strategy for ICANN's operations is key to ICANN remaining accountable to all of its stakeholders around the world. Given the anticipation that ICANN's new President and CEO would bring a new focus to this work, in May 2012 the Board resolved that strategic objectives in this area would be deferred. See

<http://www.icann.org/en/groups/board/documents/resolutions-06may12-en.htm#1.6>. With the election of Fadi Chehadé as ICANN's President and CEO, the Board notes that his work while serving as ICANN's President and CEO Designate evidenced strong collaboration in this area. To that end, the lifting of the deferral will have a positive affect on the ICANN community, as it will allow this work to proceed.

This action is not expected to have an effect on the security, stability and resiliency of the domain name system.

### **3. Executive Session**

The Board held an executive session, in confidence. The following resolution was approved:

**A. Officer Compensation**

Whereas, the retention of high calibre staff is essential to ICANN's operations and ICANN desires to ensure competitive compensation for staff.

Whereas; Xavier Calvez is considered critical to the successful continuity of the organization, including key projects that are currently underway.

Whereas, independent market data provided by outside compensation consultants indicates that current compensation for Xavier Calvez, ICANN's Chief Financial Officer, is below ICANN's target of the 50th to 75th percentile based on market data supplied by ICANN's compensation consultants.

Whereas, the Compensation Committee and the full Board have confirmed that they are not conflicted with respect to the Chief Financial Officer's compensation package.

RESOLVED (2012.09.13.15), the Board authorizes the CEO to make compensation adjustments for this compensation year (effective 1 September 2012) for Xavier Calvez, Chief Financial Officer in accordance with the independent study on comparable compensation received, subject to a limitation that his annual base salary shall not increase by more than 15% per annum from its current rate for this year.

***Rationale for Resolution 2012.09.13.15***

Attracting and retaining high caliber staff by providing a competitive compensation package is crucial to the organization. An improving job market will make more opportunities available for high caliber performers outside of ICANN. ICANN has consulted with independent compensation experts to obtain comparable market data, which indicates that some current officers are earning less than market rates, i.e. what they could earn at another employer.

ICANN is in a critical phase that calls for continuity of certain skill and expertise, particularly with ongoing key projects including new gTLDs, Affirmation of Commitments reviews, expanding contractual compliance, and globalization, among many others. Each of these projects requires knowledgeable and skilled executives to ensure ICANN's operational goals and objectives are met while ensuring that risk is mitigated to the greatest extent possible. Adhering to ICANN's employment philosophy and



providing competitive compensation will help ensure these goals are achieved.

Continuity and retention of key personnel during key organization phases is beneficial to all aspects of the organization. Thus, the salary adjustment called for in this resolution likely will have a positive impact on the organization and its effort to serve the public interest, as well as on the transparency and accountability of the organization. There will be some fiscal impact to the organization, but that impact will not have an effect on the overall current fiscal year budget. This resolution will not have any direct impact on the security, stability and resiliency of the domain name system.

Item Removed from Agenda

Item Removed from Agenda

Item Removed from Agenda

**Are there positive or negative community impacts?**

The timely approval of country-code domain name managers that meet the various public interest criteria is positive toward ICANN’s overall mission, and the local communities to which country-code top-level domains are designated to serve.

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

The administration of country-code delegations in the DNS root zone is part of the IANA functions, and the delegation action should not cause any significant variance on pre-planned expenditure. It is not the role of ICANN to assess the fiscal impact of the internal operations of country-code top-level domains within a country, other than ensuring the operator is based in country and has the appropriate mechanisms to allow the local Internet community to properly oversee the domain’s ongoing operation.

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

For country-code top-level domain delegations, ICANN seeks to approve only such requests where reasonable concerns have been satisfactorily addressed, and the proposed new manager has demonstrated a sufficient level of operational and technical competency where such concerns should be minimal.

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Submitted by:	Kim Davies
Position:	Manager, Root Zone Services
Date Noted:	17 September 2012
Email and Phone Number	kim.davies@icann.org; +1 310 430 0455

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Item Removed from Agenda

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**2012-10-03-01c-Board-Submission-RySG Charter  
Amendments.doc**



**ICANN BOARD SUBMISSION NO. 2012-10-03-01c**

**TITLE:** Registry Stakeholder Group Charter Amendments

**PROPOSED ACTIONS:** Direction To Staff To Post Revised Registry Stakeholder Group Charter For Community Comment

**EXECUTIVE SUMMARY:**

The ICANN Bylaws (Article X, Section 5.3) state, "Each Stakeholder Group shall maintain recognition with the ICANN Board." The SIC has interpreted this language to require that the ICANN Board formally approve any GNSO SG Charter amendments.

The Registry Stakeholder Group (RySG) alerted Staff to a set of changes to its Charter including expanding the activities of its internal Observers Group and simplifying the process for assessment of annual dues. The SIC recommends that the Board begin the process of evaluating the RySG charter changes.

**RECOMMENDATION:**

This is the first announced change to any of the four existing GNSO SG Charters. No process currently exists for Board review and approval of SG charter changes. In the absence of a formal existing evaluation process, the SIC recommends that the Board authorize the Staff to post the RySG charter changes for community comment.

Anticipating that charters from other SGs may be changed in the future, the SIC will recommend that the Board confirm a process for future charter amendments at the Board's upcoming meeting in Toronto.

**PROPOSED RESOLUTION:**

**Whereas**, The ICANN Bylaws (Article X, Section 5.3) state, "Each [GNSO] Stakeholder Group shall maintain recognition with the ICANN Board."

**Whereas**, the GNSO Registry Stakeholder Group (RySG) has alerted ICANN Staff and the Board to a set of changes to its Charter including expanding the activities of its internal Observers Group and simplifying the process for assessment of annual dues.

**Whereas**, the Board believes community review and comment of the RySG charter changes can provide a useful input to the Board;

**RESOLVED;** ICANN Staff is directed to open a Public Comment Forum asking for community review and comment on the changes that the Registry Stakeholder Group has made to its charter.

**RATIONALE:**

In July 2009, as part of the comprehensive GNSO Improvements program, the ICANN Board approved the formal Charters of four new GNSO Stakeholder Groups (see [ICANN Board Resolution 2009.30.07.09](#)).

The ICANN Bylaws (Article X, Section 5.3) state, "Each Stakeholder Group shall maintain recognition with the ICANN Board." The Board believes that review of SG charter changes is an important part of its obligation to maintain recognition of the GNSO Stakeholder Groups. The Board believes that community review and comments of SG charter changes can assist the Board in its evaluation process regarding changes to the RySG Charter.

**DOCUMENT/BACKGROUND LINKS:**

- Attached RySG Charter (redlined) dated 16 May 2012.

Submitted by:	David Olive, Robert Hoggarth
Position:	VP-Policy Development; Senior Policy Director
Date Noted:	<b>September 27, 2012</b>
Email and Phone Number	<u><a href="mailto:Policy-Staff@icann.org">Policy-Staff@icann.org</a></u>

**2012-10-03-01d-Board-Submission-SSAC Appointments  
Narayan Gangalaramsamy September 2012.doc**

## ICANN BOARD SUBMISSION NO. 2012-10-03-01d

**TITLE:** Appointment of Narayan Gangalaramsamy to the Security & Stability Advisory Committee

**PROPOSED ACTION:** For Consent Agenda

**EXECUTIVE SUMMARY:**

The Chair of the Security and Stability Advisory Committee respectfully requests the appointment of Narayan Gangalaramsamy as a new Committee member.

**COMMITTEE RECOMMENDATION:**

The Committee desires the appointment of Narayan Gangalaramsamy to the Security and Stability Advisory Committee.

**PROPOSED RESOLUTION:**

Whereas, the Security and Stability Advisory Committee (SSAC) does review its membership and make adjustments from time-to- time.

Whereas, the SSAC Membership Committee, on behalf of the SSAC, requests that the Board should appoint Narayan Gangalaramsamy to the SSAC.

It is resolved (20XX.xx.xx.xx) that the Board appoints Narayan Gangalaramsamy to the SSAC.

**PROPOSED RATIONALE:**

The SSAC is a diverse group of individuals whose expertise in specific subject matters enables the SSAC to fulfil its charter and execute its mission. Since its inception, the SSAC has invited individuals with deep knowledge and experience in technical and security areas that are critical to the security and stability of the Internet's domain name system.

The SSAC's continued operation as a competent body is dependent on the accrual of talented subject matter experts who have consented to volunteer their time and energies to the execution of the SSAC mission. Narayan Gangalaramsamy is Officer In-Charge of the Mauritius Police Force Information Technology Unit. The Unit looks after all IT Affairs and Digital Investigation / Digital Forensics of the Police Department. He holds the rank of Chief Inspector of Police. Narayan brings to the SSAC broad experience in the security and stability of the Internet relating to law enforcement activities.

Submitted by: Ram Mohan, SSAC Liaison to the Board

Position: Liaison to the ICANN Board from the Security & Stability Advisory Committee

Date Noted: 20 September 2012

Email: [rmohan@afilias.info](mailto:rmohan@afilias.info)

**2012-10-03-01d-Board Cover Letter SSAC New Member  
Narayan Gangalaramsamy September 2012.doc**



20 September 2012

To: ICANN Board  
From: The SSAC Chair  
Via: The SSAC Liaison to the ICANN Board

The purpose of this letter is to bring you up-to-date on proposed changes to the membership of the Security and Stability Advisory Committee (SSAC) and to provide an explanation for the attached request for Board actions. These changes are the result of ongoing new member evaluations conducted by the SSAC Membership Committee and approved by the SSAC.

The SSAC Membership Committee considers new member candidates and makes its recommendations to the SSAC. The SSAC has agreed with the Membership Committee's recommendation to nominate Narayan Gangalaramsamy as a new member of the SSAC. Narayan is Officer In-Charge of the Mauritius Police Force Information Technology Unit. The Unit looks after all IT Affairs and Digital Investigation / Digital Forensics of the Police Department. He holds the rank of Chief Inspector of Police. Narayan brings to the SSAC broad experience in the security and stability of the Internet relating to law enforcement activities. The SSAC Membership Committee respectfully requests that the Board appoint Narayan Gangalaramsamy to the SSAC. Attached is his resume for your reference.

The SSAC welcomes comments from the Board concerning this request.

Patrik Fältström, SSAC Chair

**2012-10-03-01e-Board-Submission-Contractual-  
Compliance-Audit.docx**



**ICANN BOARD SUBMISSION NO. 2012.10.03.XX**

**TITLE:** **CONTRACTING AND DISBURSEMENT  
AUTHORITY FOR AUDIT PROGRAM  
SERVICE PROVIDER**

**PROPOSED ACTION:** **For Board Review and Approval**

**EXECUTIVE SUMMARY:**

ICANN is committed to performing a comprehensive and top of the line contractual compliance function. Auditing registrars' and registries' compliance with their contracts is a key aspect of that function. Audits are a valuable component of any organization's contractual compliance function because they offer the opportunity to generally: (1) gain insight into performance weaknesses; (2) develop predictability expectations for contracting parties; (3) assist ICANN in developing effective and efficient mechanisms to ensure compliance, including through consistent and equitable remediation efforts; and (4) allow ICANN to enhance community transparency through fact based and measurable reporting.

In summary, it is imperative to have a comprehensive and predictable audit program in place that helps ICANN understand whether the contracted parties are in compliance with their agreements and applicable consensus policies. Further, an audit program is a necessary complement to an equally comprehensive complaint intake and processing component of ICANN's contractual compliance function.

In order to establish and implement ICANN's planned three-year contractual compliance audit program ("Audit Program") with as much transparency and predictability as possible, it is important to have consistency with the provider of the audit services. In addition, the service provider retained will need to invest time in implementing the service platform as well as acquiring knowledge about the specificities of ICANN's contractual compliance requirements. Pending Negotiation

The Annex to this Board Submission provides more background and details as to the estimated costs, the audit scope and the vendor selection process.

**STAFF RECOMMENDATION:**

Staff recommends that the Board, [following the Board Finance Committee's recommendation], authorize the President and CEO, or his designees, to negotiate for and enter into a three year contract with an appropriate Audit Program service provider, and make all required disbursements called for under that contract, not to exceed US\$3.16 million, to support ICANN's three (3) year contractual compliance Audit Program.

**PROPOSED RESOLUTION:**

Whereas, ICANN is committed to attaining a high ethical standard to help ensure the legitimacy and sustainability of the multi-stakeholder model.

Whereas, it is crucial to have strengthened programs and practices in place to help promote ICANN's goals, including that of enhanced contractual compliance.

### **PROPOSED RATIONALE**

ICANN is committed to performing a comprehensive and top of the line contractual compliance function. Auditing registrars' and registries' compliance with their contracts is a key aspect of that function. Audits are a valuable component of any organization's contractual compliance function because they offer the opportunity to generally: (1) gain insight into performance weaknesses; (2) develop predictability expectations for contracting parties; (3) assist ICANN in developing effective and efficient mechanisms to ensure compliance, including through consistent and equitable remediation efforts; and (4) allow ICANN to enhance community transparency through fact based and measurable reporting.

It is imperative to have a comprehensive and predictable audit program in place that helps ICANN understand whether the contracted parties are in compliance with their agreements and applicable consensus policies. Further, an audit program is a necessary complement to an equally comprehensive complaint intake and processing component of ICANN's contractual compliance function.

Such an effort is an operational program and to be managed by the contractual compliance department, with the supervision by the President and CEO. The Board is fully supportive of this Program as one more step to a truly comprehensive contractual compliance function.

The Board's decision in this regard is limited to providing contracting and disbursement authority for this planned three-year program, the costs of which are projected to be outside that of the authority provided to ICANN Officers via the ICANN Contracting and Disbursement Policy (see <http://www.icann.org/en/about/financials/signing-authority>).

This decision is a direct enhancement for the ICANN community as it will be a tool to help ensure that all registrars and registries comply with their agreements. There will be a significant financial impact on ICANN, which is at the heart of this decision. The Board Finance Committee will ensure the proper budgets are included in the upcoming budgets and that this fiscal year's commitment to the Audit Program falls within the existing budget. If anything, this may have a positive impact on the security, stability and resiliency of the domain name system, the extent that it will help ensure that all registries and registrars are complying with their contracts. Otherwise, there will be no impact on the security, stability and resiliency of the domain name system.

Submitted by:	Maguy Serad; Xavier Calvez
Position:	VP, Contractual Compliance; CFO
Date Noted:	26 September 2012
Email	<a href="mailto:maguy.serad@icann.org">maguy.serad@icann.org</a> ; <a href="mailto:xavier.calvez@icann.org">xavier.calvez@icann.org</a>

**2012-10-03-02a-Board-Submission-Nominating-  
Committee-Chair.doc**

## ICANN BOARD SUBMISSION NO. 2012-10-03-XX

**TITLE:** **BGC Recommendation on Nominating Committee Chair/Chair-Elect**

**PROPOSED ACTION:** **For Board Approval**

### **EXECUTIVE SUMMARY:**

On, 23 June 2011, ICANN posted a call for expressions of interest (EOI) for the Nominating Committee (“NomCom”) Chair-Elect. After the current NomCom Chair-Elect withdrew his candidacy for the Chair position, on 20 August ICANN posted a further call for EOIs for the NomCom Chair position. On 11 September 2012, the Board Governance Committee, in accordance with its charter (*see* <http://www.icann.org/en/committees/board-governance/charter.htm>), reviewed and discussed the EOIs, and selected 10 candidates with whom to conduct telephonic interviews. After those interviews, the BGC scheduled a meeting for 27 September 2012, hoping to be in a position at or before the Board meeting set for 3 October 2012 to make a specific recommendation to the Board for selection of a NomCom Chair and NomCom Chair-Elect.

### **BGC RECOMMENDATION:**

The BGC recommends that the Board appoint [INSERT NAME] as the 2013 NomCom Chair and [INSERT NAME] as the 2013 NomCom Chair-Elect.

### **PROPOSED RESOLUTION:**

Whereas, the BGC has reviewed the Expressions of Interest from candidates for the Nominating Committee (“NomCom”) Chair and Chair-Elect.

Whereas, the BGC has interviewed certain candidates and recommended that that [INSERT NAME] be appointed as the 2013 NomCom Chair and [INSERT NAME] be appointed as the 2013 NomCom Chair-Elect.

Resolved (2012.10.03.xx), the Board adopts the recommendation of the BGC and hereby appoints [INSERT NAME] as the 2013 NomCom Chair and [INSERT NAME] as the 2013 NomCom Chair-Elect.

**PROPOSED RATIONALE:**

ICANN's Bylaws require the Board to appoint the Nominating Committee (NomCom) Chair and NomCom Chair-Elect. *See* Article VII, sections 2.1 and 2.2 at <http://www.icann.org/en/general/bylaws.htm#VII>. The Board has delegated the responsibility for recommending the NomCom Chair and Chair-Elect for Board approval to the Board Governance Committee. *See* BGC Charter at <http://www.icann.org/en/committees/board-governance/charter.htm>. The BGC posted a call for expressions of interest (EOI), received and reviewed several EOIs, and conducted interviews with some candidates before making recommendations. The Board has considered and agrees with the BGC's recommendations.

Appointing a NomCom Chair and Chair-Elect identified through a public EOI process positively affects the transparency and accountability of ICANN. Adopting the BGC's recommendation has no financial impact on ICANN and will not negatively impact the systemic security, stability and resiliency of the domain name system.

Submitted by:	Amy A. Stathos
Position:	Deputy General Counsel
Date Noted:	25 September 2012
Email and Phone Number	amy.stathos@icann.org;

# 2012-10-03-02b-Information Paper on ATRT 2 .docx



**ICANN BOARD SUBMISSION NO. 2012-10-03-02b**

**TITLE:** **Second Accountability & Transparency Review**

**PROPOSED ACTION:** **For Board Information**

**EXECUTIVE SUMMARY:**

In keeping with the Affirmation of Commitments (AoC) review schedule, and the AoC review team process approved by the Board, Staff is prepared to launch the call for volunteers for the next Accountability & Transparency Review Team (ATRT) on 3 October 2012. Included below is a proposed schedule that culminates in selection of Team members by the Chairs of the Board and GAC. Notice and background on the launch of this process is provided for Board information and acknowledgement (no Board Resolution required).

**BACKGROUND:**

As prescribed by the AoC, ICANN is to organize a review of its accountability and transparency commitments no less frequently than every three years. The first ATRT was launched in early 2010 and delivered its final report on 31 December 2010. The Board subsequently adopted all 27 recommendations and directed the corresponding implementation work, which is completed or will be by Toronto (except for one Recommendation slated for completion by the end of the calendar year).

The AoC stipulates: “The review will be performed by volunteer community members and the review team will be constituted and published for public comment, and will include the following (or their designated nominees): the Chair of the GAC, the Chair of the Board of ICANN, the Assistant Secretary for Communications and Information of the DOC, representatives of the relevant ICANN Advisory Committees and Supporting Organizations and independent experts. Composition of the review team will be agreed jointly by the Chair of the GAC (in consultation with GAC members) and the Chair of the Board of ICANN.”

**Proposed Schedule** – Staff recommends that the following proposed schedule be followed. It is similar to previous AoC Review Team solicitation and selection schedules.

- 5 October – Call for Applicants for the position of Volunteer Review Team Members and Independent Expert posted
- 5 December – Deadlines to submit applications (from past experience, we believe that compressing the application window further would not be welcome by some Community Members)
- 17 December – SO/ACs reveal the names of endorsed candidates
- 7 January – The Selectors announce the composition of Team and Team Members
- Week of 21 January - Kick-off face-to-face meeting in Los Angeles
- Beijing meeting – 2nd face-to-face meeting

Review Teams are the leading actors of the review process, and responsible for the methodology, quality and timeliness of the reviews. They are independent from the ICANN Board and Staff, and are composed of: community members representing SOs & ACs; independent experts; and ex-officio members. Community members of Review Teams are to be appointed from among a pool of independent volunteers who have been granted endorsement by the SO or AC of their choice.

Staff will provide a separate Board paper in advance of the Toronto meeting to address assessment of ATRT implementation from the first round, and potential clarifications or improvements in the next round (e.g. set Team budget in advance, Board review of scope, methodology and draft reports, etc.).

**PROPOSED RESOLUTION:**

None required.

**RATIONALE:**

None required.

Submitted	Denise Michel	Date Noted:	26 September 2012
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by:			
Position:	Advisor to the President & CEO	Email and Phone Number	<a href="mailto:denise.michel@icann.org">denise.michel@icann.org</a>