

# 2012-10-13-NoticeBDMtg

**Directors and Liaisons,**

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

**13 October 2012 – Regular Meeting of the ICANN Board of Directors -- at approximately 21:00 UTC – This Board meeting is estimated to last 1.0 hour.**

**Some other time zones:**

**13 October 2012 – 2:00 PM PDT Los Angeles**

**13 October 2012 – 11:00 PM CEST Brussels**

**13 October 2012 – 5:00 PM Washington, D.C.**

**14 October 2012 - 8:00 AM Sydney**

**<http://www.timeanddate.com/worldclock/fixetime.html?iso=20121013T21&p1=1440&ah=1>**

**MATERIALS -- All Materials are available on [REDACTED], if you have trouble with access, please let us know and we will work with you to assure that you can use the BoardVantage Portal for this**

meeting.

If call information is required, it will be distributed separately

If you have any questions, or we can be of assistance to you, please let us know.

**John Jeffrey**

**General Counsel & Secretary, ICANN**

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Contact Information Redacted

## 2012-10-13-AgendaTable

## AGENDA – 13 October 2012 – .45 hours

Time, etc.	Agenda Item	Presenter	Expected Action	Potential Conflict of Interest
<ul style="list-style-type: none"> <li>• 5 mins</li> <li>• Assembly, Roll Call &amp; Consent Agenda</li> </ul>	<b>1. Consent Agenda</b>			
	1.a. Minutes of 3 October 2012 Special Board Meeting	John Jeffrey	Approval	
	1.b. Approval of Proposed .name Renewal Registry Agreement	Kurt Pritz	Approval	
<ul style="list-style-type: none"> <li>• 10 mins</li> <li>• Approval, Discussion &amp; Decision</li> </ul>	<b>2. Main Agenda</b>			
	2.a. Any Other Business	Steve Crocker		
<ul style="list-style-type: none"> <li>• 30 mins.</li> <li>• Approval, Discussion &amp; Decision</li> </ul>	3. Executive Session –	Ramaraj	Agreement	

# 2012-10-13-ProposedResolutions



## 1. Consent Agenda:

### a. Approval of Board Meeting Minutes

Resolved (2012.10.13.xx), the Board approves the minutes of the 3 October 2012 ICANN Board Meeting.

### a. Approval of Proposed .Name Renewal Registry Agreement

Whereas, on 3 July 2012 ICANN commenced a public comment period <<http://www.icann.org/en/news/public-comment/name-renewal-2012-03jul12-en.htm>> on a proposed agreement for renewal of the 2007 .name Registry Agreement <<http://www.icann.org/en/about/agreements/registries/name/agreement-15aug07-en.htm>>.

Whereas, the proposed .name renewal Registry Agreement includes modified provisions to bring the .name Registry Agreement into line with other comparable agreements.

Whereas, the public comment forum on the proposed agreement closed on 23 August 2012, with ICANN receiving three comments, one substantial addressing competitive contract bidding and a summary and analysis of this comment was provided to the Board.

The Board has determined that no revisions to the proposed .name renewal Registry Agreement are necessitated after taking the comments into account.

Whereas, the proposed .name renewal Registry Agreement includes significant improvements as compared to the current .name Registry Agreement.

**Resolved** (2012.10.13.xx), the proposed renewal .name Registry Agreement is approved, and the CEO and President and the General Counsel are authorized to take such actions as appropriate to implement the agreement no later than December 31st 2012.

***Rationale for Resolution 2012.10.13.xx***

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

The prior .name Registry Agreement expired on 15 August 2012. (Verisign is continuing to operate under the terms of the prior agreement during ICANN's consideration of the proposed new form of agreement.) The proposed renewal agreement was posted for public comment on 3 July 2012. The comment period closed on 23 August 2012.

**What is the proposal being considered?**

The changes to the .name Agreement and the Appendices fall within several broad categories: changes to promote consistency across registries; changes to update the agreement to reflect changes that have occurred since the current .name Registry Agreement was signed (including updating references, technical changes and other updates); and changes to allow Verisign to better serve the internet community (including to allow Verisign to more quickly address certain imminent threats to the security and stability of the TLD or the Internet).

**Which stakeholders or others were consulted?**

ICANN conducted a public comment period on the proposed .name renewal Registry Agreement from 3 July 2012 through 23 August 2012, following which time the comments were summarized and analyzed.

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



Three members of the community participated in the public comment, however, only one substantial comment was made. That comment addressed competitive contract bidding.

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

The Board reviewed the proposed .name Renewal Registry Agreement and its Appendices.

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

The Board carefully considered the public comments and the Staff recommendation with respect to those comments. The Board considered ICANN's contractual obligations with respect to the current .name Registry Agreement in reaching this decision, specifically that the agreement must be renewed absent certain uncured breaches by the registry operator and that certain terms of the renewal are required to conform to existing comparable gTLD registry agreements.

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

As part of the renewal process, ICANN conducted a review of Verisign's recent performance under the current .name Registry Agreement. The compliance review covered areas including: SRS Outage Restrictions; equal Registrar access to the SRS; bulk zone file access; payment of required fees; and submission of monthly reports. Verisign was found to have met its contractual requirements (see

<http://www.icann.org/en/resources/compliance/reports/operator-verisign-name-06apr12-en.pdf>). Evidence indicates that the community can expect that good performance to continue.

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

There is no significant fiscal impact expected if ICANN approves the proposed .name renewal Registry Agreement. The provisions regarding registry-level fees and pricing constraints are for the most

part consistent with the new gTLD base agreement and the current major gTLDs.

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

There are no expected security, stability, or resiliency issues related to the DNS if ICANN approves the proposed .name renewal Registry Agreement. The proposed agreement in fact includes terms intended to allow for swifter action in the event of certain threats to the security or stability of the DNS.

This is an ICANN Organizational Administrative Function requiring public comment.

## 2012-10-03-Board Minutes-bdfinal



A Special Meeting of the ICANN Board of Directors was held telephonically on 3 October 2012 at 04:00 UTC.

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: Sébastien Bachollet, Cherine Chalaby, Fadi Chehadé (President and CEO), Bertrand de La Chapelle, Chris Disspain, Bill Graham, Erika Mann, Ray Plzak, R. Ramaraj, George Sadowsky, Bruce Tonkin (Vice Chair), and Judith Vazquez.

The following Board Liaisons participated in all or part of the meeting: Thomas Roessler (TLG Liaison).

Invited Observers: Olga Madruga-Forti

The following executive and staff members were in attendance: John Jeffrey, General Counsel and Secretary; Akram Atallah, Chief Operating Officer; Xavier Calvez, Chief Operating Officer; Kurt Pritz, Chief Strategy Officer; Michelle Bright, Denise Michel, Olof Nordling, Maguy Serad, Diane Schroeder, and Amy Stathos.

Heather Dryden (GAC Liaison), Ram Mohan (SSAC Liaison), Thomas Narten (IETF Liaison), Gonzalo Navarro, Mike Silber, Suzanne Woolf (RSSAC Liaison), and Kuo-Wei Wu sent apologies.

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## **1. Consent Agenda:**

Prior to voting on the consent agenda, the Chair introduced the items. The Board then took the following action:

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

### **a. Approval of Board Meeting Minutes**

Resolved (2012.10.03.01), the Board approves the minutes of the 13 September 2012 ICANN Regular Board Meeting.

### **b. 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 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 (2012.10.03.02) 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 proposed to its charter.

#### ***Rationale for Resolution 2012.10.03.02***

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.

This decision is a Board-level Organizational Administrative Function – public comment sought.

**c. 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.

Resolved (2012.10.03.03), the Board appoints Narayan Gangalaramsamy to the SSAC.

***Rationale for Resolution 2012.10.03.03***

The SSAC is a diverse group of individuals whose expertise in specific subject matters enables the SSAC to fulfill 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.

This decision is a Board-level Organizational Administrative Function – no public comment required.

**d. Contracting and 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.

Whereas, planning a thorough and comprehensive audit of ICANN registries and registrars over a three year timeframe is consistent with and is intended to help progress ICANN's goals of understanding, enhancing and improving contractual compliance.

Whereas, the value of the auditor agreement may exceed the ICANN Officers' existing contracting and disbursement authority.



Resolved (2012.10.03.04), the Board hereby authorizes the President and CEO, or his designees, to negotiate for and enter into a contract with an appropriate Audit Program service provider, and make all required disbursements called for under that contract.

Resolved (2012.10.03.05), the Board approves the redaction of the details of the Resolution 2012.10.03.04 pending completion of negotiations.

***Rationale for Resolutions 2012.10.03.04 – 2012.10.03.05***

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 provide oversight to ensure that the proper Audit Program budgets are included in the upcoming ICANN budgets and that this fiscal year's commitment to the Audit Program falls within the existing overall ICANN budget. If anything, this may have a positive impact on the security, stability and resiliency of the domain name system, to 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.

This decision is a Board-level Organizational Administrative Function – no public comment required.

**Fifteen members of the Board voted in favor of Resolutions 2012.10.03.01, 2012.10.03.02, 2012.10.03.03, 2012.10.03.04, and 2012.10.03.05. Cherine Chalaby, Erika Mann, Gonzalo Navarro, Mike Silber, and Kuo-Wei Wu was unavailable to vote on the resolutions. The resolutions carried.**

## **2. Main Agenda:**

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

Prior to consideration of this item, Bertrand de La Chapelle noted that he is abstaining from the discussion because he intends to be candidate before the upcoming Nominating Committee.

The Board engaged in a discussion of the recommended candidates for the Nominating Committee Chair and Chair-Elect positions, noting that the Chair-Elect for the 2011-2011 Nominating Committee had decided not to stand for the role of Chair. The BGC received 15 responses to its call for expressions of interest.

In evaluating the candidates, the Board discussed the role of the Nominating Committee Chair, noting that he or she sets the culture and the framework for the group, as well as serving in a neutral role.

The Board also engaged in a short discussion regarding potential enhancements to the way that candidates are recruited by the Nominating Committee, noting that research and work on this topic needs to continue.

Ray Plzak moved and Bill Graham seconded the following 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 Yrjö Juhani Länsipuro be appointed as the 2013 NomCom Chair and Cheryl Langdon-Orr be appointed as the 2013 NomCom Chair-Elect.

Resolved (2012.10.03.06), the Board adopts the recommendation of the BGC and hereby appoints Yrjö Juhani Länsipuro as the 2013

NomCom Chair and Cheryl Langdon-Orr as the 2013 NomCom Chair-Elect.

**Thirteen Directors voted in favor of Resolution 2012.10.03.06. Bertrand de La Chapelle abstained from voting on the resolution. Gonzalo Navarro, Mike Silber and Kuo-Wei Wu were unavailable to vote on the resolution. The resolution carried.**

***Rationale for Resolution 2012.10.03.06***

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. This decision is a Board-level Organizational Administrative Function – no public comment required.

**b. Any Other Business**

Denise Michel provided an update to the Board on preparations for a call for nominees for the second accountability and transparency review in accordance with the Affirmation of Commitments. The call is expected to be opened prior to the Toronto meeting, with preparations for the first meeting of the review team in January 2012.

The Chair then provided a short discussion regarding all of the reviews required under the Affirmation of Commitments, noting that he is interested in tracking all of the reviews.

The President and CEO thanked staff for their continued efforts to bring the recommendations arising out of the ATRT Review to full implementation, and provided an update to the Board on the changes of staff responsibilities for the AoC reviews.

Sébastien Bachollet inquired about whether there was a staff or Board opinion regarding returning members from the first ATRT to the second review team.

Chris Disspain commented that this is likely a community-driven issue, as the community groups putting candidates forward will have determinations to make at the time of candidate selection.

The Chair confirmed that the interest in serving on the second ATRT may be a reflection on ICANN's performance in meeting the recommendations of the first team.

Bruce Tonkin noted that the Chair of the GAC and the Chair of the Board's role in comprising the ATRT may require consideration of Sébastien's question as an element of the team selection.

Fadi Chehadé acknowledged Sébastien's question, and that it should be part of the community discussion on this topic.

### **3. Executive Session**

[R. Ramaraj moved and Bruce Tonkin seconded the following resolution:

Whereas, the Compensation Committee recommended that the Board approve payment to the Ombudsman of 60% of his FY12 at-risk compensation.

Resolved (2012.10.03.C01), the Board hereby approves a payment to Ombudsman of 60% of his FY12 at-risk compensation component.

Resolved (2012.10.03.C02), this action by the Board shall remain confidential as an “action relating to personnel or employment matters”, pursuant to Article III, section 5.2 of the ICANN Bylaws.

**Thirteen Board members voted in favor of Resolutions 2012.10.03.C01 and Resolutions 2012.10.03.C02. Gonzalo Navarro, Mike Silber and Kuo-Wei Wu were unavailable to vote on the resolutions. The resolutions carried.**

#### ***Rationale for Resolutions 2012.10.03.C1 – 2012.10.03.C2***

Annually the Ombudsman has an opportunity to earn a portion of his compensation based on specific performance goals set by the Board, through the Compensation Committee. This not only provides incentive for the Ombudsman to perform above and beyond his regular duties, but also leads to regular touch points between the Ombudsman and the Board during the year to help ensure that the Ombudsman is achieving his goals and serving the needs of the ICANN community.

Scoring of the Ombudsman’s objectives results from both the Ombudsman self-assessment, as well as review by the Compensation Committee, with a recommendation to the Board. The score provides the Ombudsman with an understanding of areas in which he has done well and where he may need to improve or increase certain activities.

Scoring the Ombudsman annual performance objectives is in furtherance of the goals of ICANN and helps increase the Ombudsman's service to the ICANN community. While there is a fiscal impact from the results of the scoring, that impact is already accounted for in the annual budget. This action will have no impact on the security, stability or resiliency of the domain name system.]

The Board conducted a confidential portion of the meeting during which it passed other resolutions (2012.10.03.C1 and 2011.10.03.C2) that shall remain confidential as an "action relating to personnel or employment matters", pursuant to Article III, section 5.2 of the ICANN Bylaws.

# 2012-10-13-01b-Board Submission Name Renewal



## **Board Submission 2012-10-13-01b: Revised 2012 .name Registry Agreement Renewal**

### **Part I. Summary**

Board decision: approval of the .NAME renewal. The proposed resolution is below.

This is an update to the Board information paper dated 15 August 2012.

Since that paper, the public comment period on the proposed renewal closed. There was only one substantive comment: that the agreement should be competitively bid.

The summary of the agreement changes can be found at <http://www.icann.org/en/about/agreements/registries/name/draft-name-renewal-summary-changes-03jul12-en.pdf>. Also, the comment summary < <http://www.icann.org/en/news/public-comment/name-renewal-2012-03jul12-en.htm>> contains links to other documents, such as the redline of the previous agreement.

The prior .name Registry Agreement expired on 15 August 2012. Verisign is continuing to operate under the terms of the prior agreement during negotiation and consideration of the proposed new form of agreement.

The proposed .NAME agreement includes improvements to the existing agreement. Examples include commitment to implement DNSSEC and the protocol that is expected to replace the port-43 Whois and establishment of an abuse point of contact.

Most of the proposed amendments to the agreement seek to bring the .name agreement into line with the other recently executed agreements and with some of the modernized provisions/specifications in the new gTLD registry agreement.

**Recommendation:** The Board should approve the proposed agreement.

### **Part II. Summary of Proposed Changes to .name Agreement**

The changes to the .name Agreement and the Appendices fall within several broad categories: changes to promote consistency across registries; changes to update the agreement to reflect changes that have occurred since the current .name Registry Agreement was signed (including updating references, technical changes and other updates); and changes to allow the registry operator to better serve the internet community (including to allow the registry operator to more quickly address certain imminent threats to the security and stability of the TLD or the Internet).

## 2012 .name Registry Agreement Renewal

Below is a summary of the key changes in the agreement:

Audit and Compliance Provisions - Provisions were added to strengthen ICANN's compliance function and to facilitate registrar suspensions and terminations under the Registrar Accreditation Agreement.

Registry Fees - The transactional Registry-Level Fee will be a flat USD\$0.25 (instead of the current sliding-scale fee based on registry price). The discount for bulk third-level registrations (to make possible .name promotions possible) will remain in the agreement.

Threats to Security and Stability - additional language was added to allow the registry operator to take quick action to respond to certain malicious activities (for example, the Conficker virus) that pose an imminent threat to the security and stability of the TLD and the Internet. This language conforms to approved language in the .net and .com Registry Agreements.

IPv6 - registry operator will accept IPv6 addresses as glue where applicable, and will offer IPv6 access to the Shared Registration System (e.g., EPP), Whois, and DNS servers.

Whois - language was modified to reflect proposed removal of Detailed Whois access through port-43 due to non-use and given the unsuitability of port-43 Whois to support authenticated access as required for this type of Whois access. Detailed Whois access will only be provided through web-based Whois. Per Verisign, since March 2010 (which is as far back as Verisign's records allow to track usage), there has only been a single "detailed" query via Port 43. Added a provision (in Appendix 5) requiring adoption of a replacement of the WHOIS protocol, if and when it is standardized in the IETF and 135 days after it is requested by ICANN. It is expected that this new protocol will support internationalized domain names and data, standardized query, response, and error handling, etc.

Orphan glue records - consistent with advice from ICANN's Security and Stability Advisory Committee, registry operator will remove orphan glue records so they cannot be used to support malicious conduct.

DNSSEC - registry operator will implement Domain Name System Security Extensions (DNSSEC) to sign its TLD zone files and accept public-key material from child domain names in a secure manner, providing the ability to authenticate the data published in the DNS.

Abuse contact - registry operator will provide its accurate contact details including a valid email and mailing address as well as a primary contact for handling inquiries related to malicious conduct in the TLD.

Periodic good faith negotiations regarding selected technical specifications - registry operator and ICANN agree to engage in good faith negotiations, at least once every eighteen months,

## 2012 .name Registry Agreement Renewal

regarding possible implementation of new RFCs related to Data Escrow, Whois, and other Technical and Functional Specifications. This will allow implementation of new standards in the aforementioned areas before renewal time.

IDNA and IDN guidelines - registry operator will comply with the latest technical standards regarding Internationalized Domain Names, follow the ICANN IDN implementation guidelines, and publish its IDN tables with IANA.

SLA – adopted Service-Level Agreement terms consistent with the new gTLD base agreement.

### **Part III. Public Comment Summary and Analysis**

During the public comment period that ran from 3 July to 23 August 2012, only three comments were received, one substantive comment. While thoughtfully and carefully considered, the comments do not bring substantive issues to the proposed amendments.

One commenter recommended that the contract should go for competitive bidding since the current market place has a number of providers able to manage the .name registry, which was not necessarily the case when the automatic renewal provisions was negotiated. The public comment forum can be accessed here: <http://www.icann.org/en/news/public-comment/name-renewal-2012-03jul12-en.htm>.

Analysis: The current registry agreement precludes a competitive bidding process to provide .name registry services. The renewal provisions in the current .name Registry Agreement are consistent with all the other ICANN gTLD agreements. All ICANN's gTLD registry agreements essentially provide that they will be renewed absent a serious breach of the agreement. These renewal provisions are based on stability and security concerns, e.g., to encourage long-term investment in robust TLD operations. This has benefitted the community in the form of reliable operation of the registry infrastructure. ICANN does not have the right under the current .name Registry Agreement to unilaterally put the contract up for re-bid in the absence of a serious breach.

### **Part IV. Proposed Resolution and Rationale**

Whereas, on 3 July 2012 ICANN commenced a public comment period <<http://www.icann.org/en/news/public-comment/name-renewal-2012-03jul12-en.htm>> on a proposed agreement for renewal of the 2007 .name Registry Agreement <<http://www.icann.org/en/about/agreements/registries/name/agreement-15aug07-en.htm>>.

Whereas, the proposed .name renewal Registry Agreement includes modified provisions to bring the .name Registry Agreement into line with other comparable agreements,.

## 2012 .name Registry Agreement Renewal

Whereas, the public comment forum on the proposed agreement closed on 23 August 2012, with ICANN receiving three comments, one substantial addressing competitive contract bidding and a summary and analysis of this comment was provided to the Board. The Board has determined that no revisions to the proposed .name renewal Registry Agreement are necessitated after taking the comments into account.

Whereas, the proposed .name renewal Registry Agreement includes significant improvements as compared to the current .name Registry Agreement.

**Resolved** (2012.10.13.xx), the proposed renewal .name Registry Agreement is approved, and the CEO and President and the General Counsel are authorized to take such actions as appropriate to implement the agreement no later than December 31<sup>st</sup> 2012.

### **Rationale:**

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

The prior .name Registry Agreement expired on 15 August 2012. (Verisign is continuing to operate under the terms of the prior agreement during ICANN's consideration of the proposed new form of agreement.) The proposed renewal agreement was posted for public comment on 3 July 2012. The comment period closed on 23 August 2012.

#### What is the proposal being considered?

The changes to the .name Agreement and the Appendices fall within several broad categories: changes to promote consistency across registries; changes to update the agreement to reflect changes that have occurred since the current .name Registry Agreement was signed (including updating references, technical changes and other updates); and changes to allow Verisign to better serve the internet community (including to allow Verisign to more quickly address certain imminent threats to the security and stability of the TLD or the Internet).

#### Which stakeholders or others were consulted?

ICANN conducted a public comment period on the proposed .name renewal Registry Agreement from 3 July 2012 through 23 August 2012, following which time the comments were summarized and analyzed.

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

Three members of the community participated in the public comment, however, only one substantial comment was made. That comment addressed competitive contract bidding.

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

## 2012 .name Registry Agreement Renewal

The Board reviewed the proposed .name Renewal Registry Agreement and its Appendices.

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

The Board carefully considered the public comments and the Staff recommendation with respect to those comments. The Board considered ICANN's contractual obligations with respect to the current .name Registry Agreement in reaching this decision, specifically that the agreement must be renewed absent certain uncured breaches by the registry operator and that certain terms of the renewal are required to conform to existing comparable gTLD registry agreements.

### Are there positive or negative community impacts?

As part of the renewal process, ICANN conducted a review of Verisign's recent performance under the current .name Registry Agreement. The compliance review covered areas including: SRS Outage Restrictions; equal Registrar access to the SRS; bulk zone file access; payment of required fees; and submission of monthly reports. Verisign was found to have met its contractual requirements (see <http://www.icann.org/en/resources/compliance/reports/operator-verisign-name-06apr12-en.pdf>). Evidence indicates that the community can expect that good performance to continue.

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

There is no significant fiscal impact expected if ICANN approves the proposed .name renewal Registry Agreement. The provisions regarding registry-level fees and pricing constraints are for the most part consistent with the new gTLD base agreement and the current major gTLDs.

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

There are no expected security, stability, or resiliency issues related to the DNS if ICANN approves the proposed .name renewal Registry Agreement. The proposed agreement in fact includes terms intended to allow for swifter action in the event of certain threats to the security or stability of the DNS.

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