

2011-06-24- NoticeBDMtg

Directors and Liaisons,

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

24 June 2011 – Regular Meeting of the ICANN Board of Directors -- at 2:30 UTC – This Board meeting is estimated to last 3.5 hours. This will be followed by an Organizational Meeting of the ICANN Board of Directors – estimated to last .5 hours.

Some other time zones:

24 June 2011 – 7:30 PM PST Los Angeles (June 19)

24 June 2011 – 4:30 AM CEST Brussels

24 June 2011 – 10:30 PM EST Washington, D.C. (June 19)

24 June 2011 - 02:30 PM Wellington

<http://www.timeanddate.com/worldclock/fixetime.html?iso=20110624T0230&ah=3&am=30>

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) are the following: 1) an expanded agenda and 2) 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

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.

The materials are all available in two board books from BoardVantage, if you are unable to access, it can be mailed to you directly.

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

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.

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2011-06-09-Draft-Board-Resolutions-v01



Proposed Board Resolutions
24 June 2011
Singapore

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1. Consent Agenda

RESOLVED, the following resolutions in this Consent Agenda are hereby approved:

1.1. *Approval of Minutes of 21 April 2011 ICANN Special Board Meeting*

Resolved (2011.06.24.__), the Board hereby approves the minutes of the 21 April 2011 ICANN Special Board Meeting.

1.2. *Approval of ALAC-Related Bylaw Amendments*

Whereas, on 9 June 2009, the Final Report of the ALAC Review Working Group on ALAC Improvements (Final Report; 9 June 2009) was published, including a recommendation to amend the ICANN Bylaws to reflect the continuing purpose of the At-Large Advisory Committee (ALAC) within ICANN.

Whereas, on 26 June 2009, the Board resolved (2009.06.26.30) that all recommendations (except for the allocation of two voting Directors to At-Large) presented in the Final Report could be implemented, as recommended by the Structural Improvements Committee (SIC).

Whereas, the ICANN Office of the General Counsel, in consultation with the ALAC and At-Large staff, drafted the proposed revisions to the ICANN Bylaws regarding the ALAC necessary to reflect the continuing purpose of the ALAC as described in the Final Report.

Whereas, on 18 March 2011, the Board directed (2011.03.18.37) the ICANN CEO to post the proposed Bylaw revisions for public comment.

Whereas, the proposed revisions were posted for public comment for a period of 30 days, from 8 April through 9 May 2011, and no relevant comments were received.

Resolved (2011.06.24.__), the Board approves the revisions to the ICANN Bylaws, Article XI, Section 4.

Rationale for Resolution 2011.06.24__

The revision of the ICANN Bylaws regarding the At-Large Advisory Committee (ALAC) is in fulfillment of the recommendations arising out of the organizational review of the ALAC and is the culmination of community work and consultation on this issue. There is no anticipated fiscal impact from this decision. There will be no impact on the security, stability, and resilience of the Domain Name System (DNS) as a result of this action.

1.3. Approval of ccNSO Review Implementation Plan

Whereas, on 21 April 2011, the Board resolved to direct ICANN Staff, in coordination with the Structural Improvements Committee, to develop a proposed implementation plan and timeline for the recommendations in the Final Report of the ccNSO Review Board Working Group and to submit these to the Structural Improvements Committee for review and Board approval. (Resolution 2011.04.21.06).

Whereas, at its 18 June 2011 meeting, the SIC acknowledged receipt from staff of an implementation plan, "ccNSO Improvements Implementation Project Plan", dated 9 June 2011, and resolved to recommend it to the ICANN Board for approval.

It is hereby Resolved (2011.06.24.__) that the Board requests ICANN's CEO to direct Staff to proceed with implementation in accordance with the implementation plan document "ccNSO Improvements Implementation Project Plan" dated 9 June 2011.

Rationale for Resolution 2011.06.24__:

The proposed action is in direct response to a request from the Board and serves to enable the implementation of the ccNSO review outcomes in a timely manner, thereby realizing the foreseen and agreed process improvements. There is no reason to delay this action

as it, per se, does not involve any complex structural changes and would have no budgetary consequences. There will be no impact on the security, stability and resiliency of the domain name system as a result of this action.

1.4. Approval of New GNSO Constituency Recognition Process

Whereas, the SIC identified a number of structural and process impediments in the existing procedures for evaluating proposals for new GNSO Constituencies;

Whereas, the SIC has developed a replacement “Process for Recognition of New GNSO Constituencies” and Staff has completed an extended Public Comment Forum (closed 3 April 2011) regarding the proposed new process;

Whereas, the SIC has thoroughly and carefully considered community feedback in the Public Comment Forum and incorporated a number of procedural changes and associated recommendations into the final process package;

Whereas, the new process will:

1. Optimize the considerable time and effort required to form, organize, and propose a new GNSO Constituency;
2. Delegate more authority to each GNSO Stakeholder Group in evaluating new Constituency proposals while maintaining the Board’s oversight role;
3. Manage the entire process to a flexible, but specific and limited timeframe; and
4. Provide a partial set of criteria for use during future periodic reviews of the GNSO.
5. Whereas, the SIC recommends that the new process be approved and take effective immediately upon Board approval;

New therefore, be it:

Resolved (2011.06.24.___) that the ICANN Board approves the new “Process for Recognition of New GNSO Constituencies” developed by the SIC and directs Staff to begin implementation effective immediately.

Rationale for Resolution 2011.06.24__ :

The promotion of new GNSO Constituencies was one of the fundamental recommendations of the GNSO Review effort and an important strategy to expand participation in GNSO policy development efforts. The SIC found that the original process for evaluating new GNSO Constituency proposals was not effective because lack of objective and measurable criteria by which prospective new GNSO Constituencies were formally evaluated and recognized; and that general process weaknesses presented potential new Constituency prospects with considerable preparation work, indefinite time frames for Board review and general lack of guidance on their prospects for Board approval.

This new process will accomplish four goals:

- 1. Optimize the considerable time and effort required to form, organize, and propose a new GNSO Constituency by prescribing a streamlined sequence of steps and associated evaluation criteria that are objective, fair, and transparent - with ample opportunity for community input;*
- 2. Delegate more authority to each GNSO Stakeholder Group in evaluating new Constituency proposals while maintaining the Board’s oversight role;*
- 3. Manage the entire process to a flexible, but specific and limited timeframe; and*
- 4. Provide a partial set of criteria for use during the periodic review of the GNSO.*

The approval of new GNSO Constituencies will impact the ICANN budget by increasing the overall resources and administrative support necessary to conduct the additional Constituency activities during ICANN Public meetings and throughout the year. No substantial additional budget resources, however, will be triggered by the approval of this new recognition process. If anything, this new process will make the evaluation of new GNSO Constituency proposals more efficient from a budget perspective. The new criteria articulated in the process may also make future independent review efforts of the GNSO more efficient. The new process does not have any impact on the security, stability or resiliency of the DNS.

1.5. Approval of Permanent Charter for GNSO's Commercial Stakeholders Group

Whereas, on July 30, 2009 the Board approved a transitional Charter for the GNSO's Commercial Stakeholder Group;

Whereas, the Board directed the CSG to subsequently develop a permanent Charter document.

Whereas, the CSG leadership has collaborated closely with ICANN Staff and has now produced a permanent Charter document developed and approved by the CSG community and that document has been presented to the ICANN community for review and comment.

Whereas, the Board Structural Improvements Committee recommends approval of the permanent CSG Charter.

Now therefore be it:

Resolved (2011.06.24.__), the Board approves the permanent Charter of the GNSO's Commercial Stakeholders Group. The CSG is directed to publicly post its charter and to maintain a process for publicly posting subsequent amended versions of the document. To assure continued adherence to the ICANN Bylaws principles, the Board will re-examine the

CSG charter, structure and operations consistent with the timetable for the next independent review of the GNSO.

Rationale for Resolution 2011.06.24__:

The approval of this permanent charter documents satisfies the original Board direction in Resolution 2009.30.07.09 by establishing a permanent Charter for the GNSO's Commercial Stakeholder Group. This action provides a degree of certainty and finality regarding the community debate over the relationship between Constituencies and Stakeholder Groups in the GNSO in that it affirms the ability of individual communities to establish and manage processes and procedures – consistent with existing ICANN Bylaws principles - that allows them to govern and expand their participation in GNSO policy development efforts in a manner best suited to their individual communities. There are no particular additional budget implications for approving the CSG Charter. This action does not have any technical impact on the security, stability or resiliency of the DNS.

1.6. Approval of Permanent Charter for GNSO's Non Commercial Stakeholders Group

Resolution Text Superseded

Resolution Text Superseded

Rationale for Resolution 2011.06.24__

The approval of this permanent charter documents satisfies the original Board direction in Resolution 2009.30.07.09 by establishing a permanent Charter for the GNSO's Non Commercial Stakeholder Group. This action provides a degree of certainty and finality regarding the community debate over the relationship between Constituencies and Stakeholder Groups in the GNSO in that it affirms the ability of individual communities to establish and manage processes and procedures – consistent with existing ICANN Bylaws principles - that allows them to govern and expand their participation in GNSO policy development efforts in a manner best suited to their individual communities. There are no particular additional budget implications for approving the NCSG Charter. This action does not have any technical impact on the security, stability or resiliency of the DNS.

1.7. Proposal for a Not-for-Profit Operational Concerns Constituency in the GNSO

Whereas, the Board has specifically directed that efforts be made to provide leadership and guidance within the GNSO's Non-Commercial Stakeholder Group to encourage the creation of broad, diverse and representative new GNSO Constituencies advancing global non-commercial interests;

Whereas, The Board has received a formal petition for the creation of a Not-for-Profit Operational Concerns Constituency (NPOC) within the GNSO;

Whereas, The NPOC proposal has been subjected to a two-phase, public process that was instituted as part of the GNSO Improvements Review;

Whereas, Staff conducted a Public Comment Forum giving community members the opportunity to review and comment upon the proposed NPOC Charter and the comments submitted in that proceeding were consistently favorable regarding the NPOC proposal;

Whereas, this new GNSO Constituency will expand participation in GNSO policy development efforts by formally recognizing a vibrant new community that will represent the non-commercial perspective of not-for-profit and non governmental organizations who are registrants and users of domain names;

Now therefore be it:

Resolved, (2011.06.24.__) that the Board approves the proposed charter of the new Not-for-Profit Operational Concerns Constituency and formally recognizes the organization as an official Constituency within the GNSO's Non-Commercial Stakeholder Group (NCSG) eligible for formal GNSO administrative support and subject to the permanent NCSG Charter approved by the Board.

Resolved, (2011.06.24.__) that the Board thanks Board-appointee Debra Y. Hughes for her leadership in helping to establish this new Constituency.

Rationale for Resolution 2011.06.24__

The promotion of new GNSO Constituencies was one of the fundamental recommendations of the GNSO Review effort and an important intentional strategy to expand participation in GNSO policy development efforts. The approval of a new GNSO Constituency will impact the ICANN budget by increasing administrative support of community activities during ICANN Public meetings and throughout the year. This is within the parameters of the proposed FY12 budget and no substantial additional budget resources will be impacted by

the approval of this new Constituency. This new additional organizational structure will not have any technical impact on the security, stability or resiliency of the DNS.

1.8. Changes to SSAC Membership – Appointment of Jason Livingood

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 Jason Livingood to the SSAC.

It is Resolved (2011.06.24__) that the Board appoints Jason Livingood to the SSAC.

Rationale for Resolution 2011.06.24__

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.

1.9. Changes to SSAC Membership – Thanks to Duncan Hart

Whereas, Duncan Hart was appointed to the ICANN Security and Stability Advisory Committee on 26 June 2009.

Whereas, ICANN wishes to acknowledge and thank Duncan Hart for his service to the community by his membership on the Security and Stability Advisory Committee.

Resolved (2011.06.24__) that Duncan Hart has earned the deep appreciation of the Board for his service to ICANN by his membership on the Security and Stability Advisory Committee, and that the Board wishes Duncan Hart

well in all future endeavours.

Rationale for Resolution 2011.06.24__

It is the practice of the SSAC to seek Board recognition of the service of Committee members upon their departure.

1.10. Academia Representation on NomCom

TBD Pending BGC Meeting in Singapore

Item Removed from Agenda

Item Removed from Agenda

1.13. *March 2012 ICANN Meeting in Latin America*

Whereas, ICANN intends to hold its first Meeting for 2012 in the Latin America region as per its policy;

Whereas the Academia Nacional de Ciencias, Costa Rica submitted a viable proposal to serve as host for the ICANN 2012 Latin America Meeting;

Whereas, staff has completed a thorough review of the Academia Nacional de Ciencias, Costa Rica proposal and finds it acceptable;

Whereas, the Board Finance Committee will review and is expected to approve the budget for the ICANN 2012 Latin America Meeting as proposed in this paper on 14 June 2011;

It is hereby resolved (2011.06.24.xx) that the Board accepts the proposal of the Academia Nacional de Ciencias, Costa Rica and approves that the ICANN 2012 Latin America Meeting shall be held in San Jose, Costa Rica from 11-16 March 2012, with a budget not to exceed US\$2.29M.

Rationale for Resolution 2011.06.24__

Rationale Text Superseded

Rationale Text Superseded

1.14. *June 2012 ICANN Meeting in Europe*

Whereas, ICANN intends to hold its second Meeting for 2012 in the Europe region as per its policy;

Whereas CZ.NIC, Czech Republic submitted a viable proposal to serve as host for the ICANN 2012 Europe Meeting;

Whereas, staff has completed a thorough review of the CZ.NIC, Czech Republic proposal and finds it acceptable;

Whereas, the Board Finance Committee will review and is expected to approve the budget for the ICANN 2012 Europe Meeting as proposed in this paper on 14 June 2011;

It is hereby resolved (2011.06.24.__) that the Board accepts the proposal of CZ.NIC, Czech Republic and approves that the ICANN 2012 Europe Meeting shall be held in Prague, Czech Republic from 24-29 June 2012,

with a budget not to exceed US\$2.49M.

Rationale for Resolution 2011.06.24__

Rationale Text Superseded

Item Removed from Agenda

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Item Removed from Agenda

1.16. *Thanks to Departing Members of the ICANN Board*

[To be inserted]

1.17. *Thanks to Departing At-Large Volunteers*

[To be inserted]

1.18. *Thanks to Sponsors*

[To be inserted]

1.19. *Thanks to Scribes, Interpreters, Staff, Event and Hotel Teams*

[To be inserted]

1.20. *Thanks to Speakers*

[To be inserted]

1.21. *Thanks to Meeting Participants*

[To be inserted]

2. ATRT Recommendations & Budget

Resolution Text Superseded

Resolution Text Superseded

Resolution Text Superseded

Rationale for Resolution 2011.06.24__

As required by the Affirmation of Commitments, the recommendations resulting from the ATRT were provided to the Board on 31 December 2010 and posted for public comment. The ATRT provided a constructive report that validates and builds upon ICANN's commitments and improvements. The Board encouraged and considered input from the community, including the Supporting Organizations, Advisory Committees, and the Nominating Committee, and is awaiting input from the Joint Working Group and the Governmental Advisory Committee. The public comments were supportive of the ATRT report and Staff's due diligence resulted in advice that ICANN move forward with implementation of all 27 of the ATRT's recommendations with the exception of Recommendation 5 relating to Board Compensation. For Recommendation 5 staff recommends that the Board approve the completion of an

appropriate review of Board compensation, following relevant laws and restrictions on non-profit organizations. Staff provided proposed plans that demonstrated ICANN's ability to implement the recommendations and estimated resource costs. The Board has concluded that ICANN should move forward on implementation plans for the 27 recommendations, noting that each plan has an estimated budget and implementation timeline and will be carried out under Board, GAC, NomCom, and community leadership. The Board also has concluded that appropriate review of Board compensation is needed as discussed for recommendation #5, following relevant laws and restrictions on non-profit organizations.

The Board finds that these recommendations: have the potential to advance ICANN's transparency and accountability objectives, which are articulated in the Affirmation and ICANN's bylaws; can be implemented by ICANN (with resource allocation); and do not appear to negatively impact the systemic security, stability and resiliency of the DNS. The Board has asked Staff to work with affected organizations to execute the implementation plans, and notes that ICANN has already made progress on implementation of several operational changes called for by the ATRT.

The Board agrees with Staff's assessment that the ATRT recommendation for a compensation scheme for voting Board Directors should be supported to allow for appropriate consideration following relevant laws and restrictions on non-profit organizations. Due to the complexity of this issue and the multiple planning and consideration stages it involves, additional effort is required to confirm whether full implementation is feasible and appropriate.

Finally, in order to evaluate ICANN's execution of commitments to "maintain and improve robust mechanisms for public input, accountability, and transparency," and effectively measure ICANN's ability to improve elements that support these objectives, specific assessment mechanisms are needed. The Board has asked Staff to develop metrics and benchmarks for consideration. Without

agreement on clear, measurable actions, future transparency and accountability improvement efforts and assessments could be hampered.

[FINANCIAL IMPACT STATEMENT TO BE ADDED]

3. Renewal of .NET Agreement

Resolution Text Superseded

Resolution Text Superseded

Rationale for Resolution 2011.06.24__

Why the Board is addressing the issue now?

The .NET Registry Agreement is due to expire on 30 June 2011.

What is the proposal being considered?

In accordance with the renewal provisions of the current .NET Registry Agreement, the Proposed .NET Renewal Registry Agreement includes modified provisions to bring .NET into line with other comparable agreements (e.g. BIZ, COM, INFO, and ORG), including modifications to terms such as traffic data, limitation of liability, indemnification, assignment, and notice provisions. In addition to the changes to bring .NET into conformance with other agreements, Verisign has requested a change to give more flexibility for the registry to take action to prevent the registration of particular domain names when necessary in order to protect the security and stability of the DNS and the Internet – such as the actions that were taken by Verisign and other registries in coordination with ICANN in order to mitigate the threat from the Conficker virus. One other change to the agreement would give the registry operator more flexibility to offer training, technical support, marketing or incentive programs for the purpose of supporting the development of the Internet in underserved geographic regions.

Which stakeholders or others were consulted?

ICANN conducted a public comment period on the Proposed .NET Renewal Registry Agreement from 11 April 2011 through 10 May

2011, following which time the comments were summarized and analysed for Board review.

What concerns or issues were raised by the community?

Various members of the community raised the concerns summarized the accompanying analysis, including concerns with respect to the renewal of the agreement in general, the process for competition review of new registry services, rights protection mechanisms, use of traffic data, the new provisions with respect to special programs for registrars in underserved geographic regions, registry fees and registration pricing.

What significant materials did the Board review?

The Board reviewed the Proposed .NET Renewal Registry Agreement and its Appendices, as well as the summary of public comments and Staff's response to those comments in Annex A.

What factors the Board found to be significant?

The Board carefully considered the public comments and the Staff recommendation with respect to those comments. While the Board considers the concerns with respect to the renewal provisions of the agreement and the registry fee and pricing mechanisms to be important, the Board determined that, on balance, those provisions are acceptable. The Board considered ICANN's contractual obligations with respect to the current .NET 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. The Board considered the public comments with respect to the new provision in the Proposed .NET Renewal Registry Agreement regarding the registry operator's ability to offer training, technical support, marketing or incentive programs for the purpose of supporting the development of the Internet in underserved geographic regions. The Board determined that the stated intention of the provision was laudable but that the initially proposed content of the provision should be

revised to more accurately reflect the intent of the provision and to provide greater safeguards against discriminatory treatment of registrars. The Board determined that the revised text agreed to by Verisign to address this change was a minor change and a beneficial change to the agreement, and that the agreement as revised should be approved. The revised text can be found in Annex B to this paper, and a redline of the final Proposed .NET Renewal Registry Agreement can be found in Annex C to this paper.

Are there positive or negative community impacts?

Verisign has operated .NET very well, with no downtime, etc., and the community can expect that to continue.

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

There are no fiscal impacts or ramifications on ICANN, the community, or the public if ICANN approves the Proposed .NET Renewal Registry Agreement. The provisions regarding registry-level fees and pricing constraints are consistent with the current .NET Registry Agreement.

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

There are no security, stability, or resiliency issues related to the DNS if ICANN approves the Proposed .NET Renew Registry Agreement.

4. FY12 Operating Plan & Budget

Resolution Text Superseded

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Resolution Text Superseded

Rationale for Resolutions 2011.06.24__

Item Removed from Agenda

5. Report from Board-GAC Joint Working Group

[To be inserted after receipt of report]

6. Internet Number Certification (RPKI) Program

Resolution - TBD

Rationale for Resolutions 2011.06.24__

ICANN is responding to the expressed needs of the technical and Internet number resource communities for the establishment of a single authoritative trust anchor for RPKI, and that the trust anchor should be aligned with the existing number resource hierarchy. Approval of this proposal allows ICANN to fulfil specific requests from the IETF for issuing RPKI certification for unallocated and reserved Internet number resources (IPv4, IPv6, and Autonomous System numbers).

Item Removed from Agenda

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8. Issues Arising from the Singapore Meeting

9. Any Other Business

2011-04-21-Board-Minutes-bd1

Minutes

Special Meeting of the Board of Directors

21 April 2011

A Special Meeting of the ICANN Board of Directors was held on 21 April 2011 03:00 UTC.

Chairman Peter Dengate Thrush promptly called the meeting to order. In addition to Chairman Peter Dengate Thrush the following Directors participated in all or part of the meeting: Rod Beckstrom (President and CEO), Steve Crocker (Vice Chairman), Cherine Chalaby, Rita Rodin Johnston, Gonzalo Navarro, Raymond A. Plzak, Rajasekhar Ramaraj, George Sadowsky, Mike Silber, Bruce Tonkin, Katim Touray, and Kuo-Wei Wu.

The following Board Liaisons participated in all or part of the meeting: Heather Dryden, GAC Liaison; Thomas Narten, IETF Liaison; Reinhard Scholl, TLG Liaison; and Suzanne Woolf, RSSAC Liaison.

Sébastien Bachollet, Bertrand de la Chapelle, Erika Mann and Ram Mohan, SSAC Liaison, sent apologies.

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1. Confidential Personnel Matter – Executive Session

The Board conducted an executive session, in confidence.

In Executive Session, the Board passed two related resolutions (2011.04.21.C01, 2011.04.21.C02) that shall remain confidential as an “action relating to personnel or employment matters”, pursuant to Article III, section 5.2 of the ICANN Bylaws.

All Board members present unanimously approved of Resolutions 2011.04.21.C01 and 2011.04.21.C02.

2. Consent Agenda

The Chair of the Board noted the Board’s congratulations to Ram Mohan and his wife on the birth of their daughter.

The Chair of the Board inquired as to whether any member of the Board would like an item removed from the Consent Agenda. Two items were moved to the Main Agenda for consideration prior to the CEO's report.

The Chair then moved and George Sadowsky seconded the following resolution:

RESOLVED, *the following resolutions in this Consent Agenda are hereby approved:*

2.1 Approval of Minutes of 18 March 2011 ICANN Board Meeting

RESOLVED (2011.04.21.03), *the Board hereby approves the minutes of the 18 March 2011 ICANN Board Meeting.*

2.2 From the BGC – Organizational Meeting to Fill Leadership Vacancies

Whereas, upon the conclusion of the June 2011 Mid-year Meeting in Singapore, there will be a vacancy in the position of the Chair of the Board due to the transition in Seat 11 on the ICANN Board of Directors.

Whereas, the Board Governance Committee has identified that it is preferable for the Board to immediately fill a vacancy in the ICANN Board Chair position, as well as immediately address any necessary changes in composition of Board Committees and leadership due to the transition of Board members, and is prepared make recommendations to the Board on these items.

Whereas, an Organizational Meeting of the Board is required as soon as possible after the conclusion of the June 2011 Mid-year Meeting for the Board to take action to elect a Chair (and Vice-Chair, if necessary), as well as appointing Board committee members as needed.

RESOLVED (2011.04.21.04), *the Secretary is directed to notice an Organizational Meeting of the Board of Directors to occur immediately after the conclusion of the June 2011 Mid-year Meeting.*

RATIONALE FOR RESOLUTION 2011.04.21.04:

This administrative resolution assures that the Board will continue with a full composition of leadership upon transition of Board membership. There is no anticipated fiscal impact from this decision, as the Organizational Meeting will occur in the same location as the 2011 Mid-year Meeting. There will be no impact on the security, stability and resiliency of the domain name system as a result of this action.

2.3 From the BGC – Revised Code of Conduct

Whereas, the Board Governance Committee (BGC) is charged with oversight of the Board’s compliance with the organization’s Code of Conduct, approved in 2008.

Whereas, the BGC has identified that Code of Conduct Guidelines would provide guidance and assistance in maintaining compliance with the Code of Conduct.

Whereas, non-substantive revisions to the Code of Conduct are necessary to incorporate references to the Code of Conduct Guidelines, and the BGC has approved those proposed revisions.

RESOLVED (2011.04.21.05), *the Board approves the Revised Code of Conduct and directs staff to post the Revised Code of Conduct on the ICANN website.*

RATIONALE FOR RESOLUTION 2011.04.21.05:

The Board’s adherence to a Code of Conduct is an essential part of maintaining accountability and transparency in ICANN’s decision-making process. The Code of Conduct approved in 2008 was a result of community input, and the changes approved today do not substantively alter the community-vetted provisions. The Revised Code of Conduct will assist the Board in maintaining adherence with the Code of Conduct, through the incorporation of Guidelines that more clearly identify processes for handling potential breaches of the Code. There is no anticipated fiscal impact from this decision, and there will be no impact on the security, stability and resiliency of the domain name system as a result of this action.

2.4 From the BGC – Input on Academia Representation on NomCom

Whereas, Article VII, Section 2.8.c of the ICANN Bylaws requires the NomCom to include a voting member selected by “an entity designated by the Board to represent academic and similar organizations” (Selecting Entity).

Whereas, despite attempts to identify a Selecting Entity, the Board has not succeeded, and instead has made direct recommendations of delegates to represent academia on the NomCom. In addition to the Board-selected delegate, there have consistently been multiple delegates on each NomCom from academia.

Whereas, in 2010, the Board directed the BGC to create a process for identifying a Selecting Entity, and the BGC has raised concerns relating to the identification and evaluation of the Selecting Entity.

Whereas, the BGC has determined that the community may provide guidance on an appropriate Selecting Entity or metrics to help in identification or evaluation of the Selecting Entity.

Whereas, in the event that that the community comment does not inform the identification or approval of an appropriate Selecting Entity, the BGC is prepared to recommend that Article VII, Section 2.8.c be removed from the Bylaws. If, in the future the academic sector becomes under-represented on the NomCom, the creation of a mechanism should be considered to assure that academia has a voice in the selection of ICANN leadership.

RESOLVED (2011.04.21.06), *the Board approves the initiation of a 30-day period of public comment to obtain community input to inform the BGC's future work on the identification of an entity to make appointments to the NomCom as called for in Article VII, Section 2.8.c of the Bylaws. The public comment will also address the potential proposed Bylaws amendments regarding the removal of this Bylaws provision in the event that the community comment process does not result in the identification of an appropriate entity.*

RATIONALE FOR RESOLUTION 2011.04.21.06:

Since the 2002 introduction of the current form of the ICANN Bylaws, there has been a provision for the NomCom to include a voting delegate appointed by “an entity designated by the Board to represent academic and similar organizations” (Selecting Entity). The Board has not been successful in identifying such a Selecting Entity; despite a 2003 identification of a Selecting Entity, by 2005, no designees had been identified and the Board Governance Committee (BGC) has been making a direct recommendation of a voting NomCom delegate after soliciting nominees. In 2007, the Chair noted that the BGC had not been successful in identifying a Selecting Entity, and in 2010, the Board directed that a process for choosing the Selecting Entity be created through the BGC and proposed to the Board.

Despite the limitations faced by the Board in identifying the Selecting Entity, there has been consistent representation of the academic sector on each NomCom, in addition to those persons directly recommended by the BGC. Historically, in addition to the designated academia delegate, each recent NomCom has had at least two members affiliated with academic institutions.

The NomCom – and the method of selection of delegates serving on the NomCom – are important components to ICANN's leadership and governance, and providing any entity with the responsibility of selecting a voting NomCom delegate will have

lasting effects on the organization. When the BGC undertook work to create a process to identify a Selecting Entity, the BGC discussed the difficulty of identifying criteria to choose an entity, particularly how to evaluate and select the successful entity if more than one is suggested or nominated. The BGC also identified a more fundamental question: because of the history of academic voices being present on the NomCom, does it remain necessary to identify that a specific delegate remain a part of the NomCom composition?

The BGC therefore recommends that the community have a voice in reviewing this decision point. The BGC seeks community guidance on: What entities could or should serve as the entity to designate a member of an academic or similar organization to the NomCom? What metrics could be used to evaluate competing entities? What would an appropriate selection and evaluation process be? Would the community be better served by removing the Bylaws provision calling for such an entity to select a delegate?

It should be noted that the Board directed that the BGC *not* to identify a delegate for the current (2010-2011) NomCom to fill this role. To date, ICANN is not aware of any complaints that the absence of the specific academia representative delegate has impeded the work of the NomCom.

In the event that the community consultation cannot identify an appropriate selection or evaluation process, or an appropriate entity, the BGC will recommend the removal of this provision from the Bylaws. If the provision is removed, the future composition of the NomCom will have to be reviewed to confirm that the academic sector remains represented. If the academic sector is under-represented in the future, a review of how best to assure academic representation on the NomCom will be initiated.

Seeking community input on this item will assist the Board in evaluating the impact of any changes to the NomCom composition. There will be no impact on the security, stability and resiliency of the domain name system as a result of this action.

2.5 From the BGC – Approval of Members of Board Technical Relations Working Group

Whereas, on 18 March 2011 the Board established the Board Technical Relations Working Group “to consider measures to enhance the coordination and cooperation between ICANN and other members of the Internet technical community with the intent of, among other things, dissolving the TLG by the 2011 Annual Meeting; and asks the Working Group to engage the ICANN community

in a fully consultative process on the coordination and cooperation between ICANN and other members of the Internet technical community.”

Whereas, the Board directed the Board Governance Committee to recommend five members for the Board Technical Relations Working Group, for consideration by the Board at this meeting.

Whereas, at its 12 April 2011 meeting, the BGC reviewed the potential composition of the Board Technical Relations Working Group and formed a recommendation to the Board, identifying the following proposed members of the group:

- (i) Gonzalo Navarro, Chair;
- (ii) Thomas Narten;
- (iii) Thomas Roessler;
- (iv) Reinhard Scholl; and
- (v) Jonne Soininen.

RESOLVED (2011.04.21.07), *the Board approves the recommended membership of the Board Technical Relations Working Group and requests the members to complete the tasks as set forth in the Board’s 18 March 2011 resolution, as reflected in the Working Group’s charter.*

RATIONALE FOR RESOLUTIONS 2011.04.21.07:

The Board Governance Committee’s recommendation is in fulfillment of the Board’s 18 March 2011 resolution. The TLG review work to date has been the subject of community comment, and the Working Group is expected to perform its work in a consultative process with the ICANN community. A small fiscal impact is anticipated due to the composition of the Working Group, including staffing resources and potential costs incurred to facilitate the work of the Working Group. There will be no impact on the security, stability and resiliency of the domain name system as a result of this action.

2.6 From the SIC – Approval of ccNSO Review Implementation Actions

Whereas, on 18 March 2011, the Board resolved to receive the Final Report of the ccNSO review Working Group, and directed the Structural Improvements Committee (SIC) to “present a set of suggested actions for approval at the 24 June 2011 Board meeting, so as to address the conclusions and

recommendations formulated in the final report of this Working Group”, at <http://icann.org/en/minutes/resolutions-05aug10-en.htm#2.f> .

Whereas, ICANN staff members supporting the organizational reviews and the ccNSO identified a set of measures in a document "ccNSO review WG final report: implementation steps", dated April 2011, to address the recommendations and conclusions from the Working Group and provided those to the SIC.

Whereas, the SIC finds the measures included in this document adequate and proposes to have staff in coordination with SIC finalize an implementation plan, including estimated costs, based upon this document, and to provide this final plan to the Board for receipt and consideration.

RESOLVED (2011.04.21.08), *the Board approves the document put forward by the SIC and instructs the SIC, in coordination with staff, to provide the Board with a final implementation plan, including estimated costs, to conform with the measures recommended by the SIC to address the conclusions and recommendations in the final report of the ccNSO review Working Group.*

RATIONALE FOR RESOLUTION 2011.04.21.08:

The proposed action is in direct response to a request from the Board and serves to advance the implementation of the ccNSO review outcomes. The task to develop a detailed implementation plan is essential to prepare the implementation in a timely manner. There is no reason to delay this action as it, per se, would have no budgetary consequences. The detailed implementation planning should cover scoping and resource estimates, to be considered and decided by the Board once the detailed planning task has been accomplished and a detailed plan put forward.

2.7 From the BFC - Formalization of Planning Committee for existing employee retirement savings accounts (401K)

Whereas, the ICANN Retirement Savings Plan (Plan) was introduced in 2000 for United States based staff.

Whereas, in light of the increasing number of participants and resulting assets of the Plan, best practices suggest that a plan committee be formed to manage plan administration, choosing plan vendors, identifying investment options from which employees can select, and other fiduciary responsibilities.

Whereas, the BFC has recommended that the Board approve the formalization of the 401(k) Plan Committee and authorize the CEO to staff and oversee the Plan Committee activities.

RESOLVED (2011.04.21.09), the Board approves the formalization of the 401(k) Plan Committee and authorizes the CEO to staff and oversee the Plan Committee activities.

RATIONALE FOR RESOLUTION 2011.04.21.09:

Employees in the United States participate in the ICANN Retirement Savings Plan (also known as the 401(k) Plan) (the “Plan”) in which the Company makes contributions to the Plan on behalf of employees, and employees may make contributions, on a tax deferred basis, to the Plan on their own behalf. Until recently, the Plan has been relatively small and did not call for a formal Plan Committee. Recently, however, the Plan has grown to over 100 active participants and to an asset level for which best practices indicate that a plan committee be formed to oversee various aspects of the Plan.

2.8 Approval of Redelegation of .KP (Korea, Democratic People's Republic)

Whereas, KP is the ISO 3166-1 two-letter country-code designated for the Democratic People's Republic of Korea.

Whereas, ICANN has received a request for redelegation of .KP to Star Joint Venture Company;

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 (2011.04.21.10), *the proposed redelegation of the .KP domain to Star Joint Venture Company is approved.*

RATIONALE FOR RESOLUTION 2011.04.21.10:

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 are 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 organisation (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 has 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.

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.

2.9 Approval of Tracking of Global Policy for Post Exhaustion IPv4 Allocation Mechanisms by IANA

Whereas, the Board's Review Procedures for Global Internet Number Resource Policies Forwarded for Ratification by the ASO Address Council in Accordance with the ASO MoU, states that "When, in accordance with step 1 in the Global Policy Development Process of the ASO MoU (Attachment A, article 1), ICANN staff liaising with the addressing community becomes aware of a global policy development within the scope of the ASO MoU, ICANN staff informs the ICANN Board of this development. The Board decides, as and when appropriate, that this development should be followed by ICANN staff and instructs the ICANN CEO to assign staff for this purpose. ICANN staff so assigned shall inform all ICANN Supporting Organizations and Advisory Committees, shall establish an ICANN web page to be kept up to date and shall compile a background report to be kept up to date on this global policy development. This background report shall be provided to the Board as requested."

Whereas, ICANN staff has informed the Board that a policy proposal entitled "Global Policy for Post Exhaustion IPv4 Allocation Mechanisms by IANA" is in development and that this Proposal has entered the first adoption steps within the individual RIRs as well as being recognized by the ASO Address Council as a valid Global Policy Proposal.

Whereas, the Proposal is identified as a global policy development within the scope of the Memorandum of Understanding between ICANN and the ASO.

RESOLVED (2011.04.21.11), *the Board requests that the development of the policy proposal entitled "Global Policy for Post Exhaustion IPv4 Allocation Mechanisms by IANA" be followed by ICANN staff in line with the Board's Review*

Procedures for such policy proposals and instructs the ICANN CEO to assign staff for this purpose.

RATIONALE FOR RESOLUTION 2011.04.21.01.11:

The Global Policy Proposal has reached the discussion stage in all Regional Internet Registries and the time is ripe to start producing and posting Background Reports on the Proposal's status. Directing staff to conduct the required tracking work is in furtherance of ICANN's obligations under the MoU with the ASO and the Board's Review Procedures for Global Internet Number Resource Policies.

There will be a nominal budgetary impact when directing staff to track the Proposal, as ICANN staff is already allocated to the ASO, and the tracking of proposals at this stage require limited staff effort. If approved, future implementation may pose additional impacts on the budget, public and security/stability related issues, but those are not ripe for assessment at this time. Requiring staff tracking at this stage will also allow for advance preparation of a future request from the ASO for ratification of the Proposal.

Resolutions 2011.04.21.01, 2011.04.21.02, 2011.04.21.03, 2011.04.21.04, 2011.04.21.05, 2011.04.21.06, 2011.04.21.07, 2011.04.21.08, 2011.04.21.09, 2011.04.21.10, and 2011.04.21.11 were approved in a single vote approving the consent agenda items. All Board members present unanimously approved these resolutions. Sébastien Bachollet, Bertrand de la Chapelle, and Erika Mann were unavailable to vote on these resolutions.

George Sadowsky inquired of the need to direct staff to follow the development of the Global Policy Proposal raised in item 2.9.

Ray Plzak described the process that the Board agreed to with the Address Supporting Organization about seven years ago, that requires the Board to pass a resolution directing staff to follow a global policy proposal that's been introduced inside the five RIRs. Ray noted his agreed with George that if staff is already performing this work, there is no need for the Board to direct the staff action and this could be cleaned up in the process.

The Chair noted that the process was carefully created with the address community, though if there was a Board sense that it's time to look at this process, the Board could undertake this issue.

Ray noted that he would follow through on this matter to see if this step could be removed from the process.

Main Agenda

3. **From the BFC - Approval of Increase Of The Registrar Accreditation Application Fee**

Potential Conflicts of Interest (as identified by the General Counsel):

Bruce Tonkin – for details, see posted Summary of Statements of Interest - <http://www.icann.org/en/board/summary-soi-16mar11-en.htm>.

After identification of Bruce Tonkin's conflict of interest, the Chair called for additional discussion on the resolution. Hearing none, Ray Plzak moved and George Sadowsky seconded the following Resolution:

Whereas, in resolution 01.65 the Board approved the charging of an accreditation application fee of USD 2500, without regard to the number of top-level domains for which accreditation is sought, for applications submitted on or after 1 July 2001;

Whereas, since July 2001 no change has been made in that application fee amount;

Whereas, on 22 November 2010 ICANN posted on its website a proposal to complete additional due diligence checks and to increase the accreditation application fee, with a description of the proposed due diligence checks and the reason for increasing the application fee;

Whereas, an online public comment period for the community to submit comments on the proposal, was held;

Whereas, the public comment received was supportive of the proposed enhancements;

RESOLVED (2011.04.21.12), *the application fee to be accredited by ICANN as a registrar shall be USD 3,500 for applications submitted on or after 1 July 2011.*

RESOLVED (2011.04.21.13) *that the Board directs staff to conduct a review of the costs associated with the registrar accreditation application process to determine whether current fees cover those costs.*

Twelve Board members voted in favor of Resolutions 2011.04.21.12 and 2011.04.21.13. Bruce Tonkin abstained from voting on the Resolutions. Sébastien Bachollet, Bertrand de la Chapelle, and Erika Mann were unavailable to vote. The Resolutions carried.

Rationale for Resolutions 2011.04.21.12-13

Why the Board is addressing the issue now?

This has been a topic of discussion in the community as a means to improve security without the need for full policy development or contract amendments. It has been reviewed by the Finance Committee, and is ripe for decision prior to commencing the next fiscal year.

What are the proposals being considered?

The Board is considering whether or not to approve increase in Registrar Accreditation Application Fee from USD 2,500 to USD 3,500; the first fee increase in 10 years. The Board is also directing staff to do a full review of the costs associated with processing accreditation applications to assure fees and costs are aligned.

What Stakeholders or others were consulted?

The proposed enhancements to the registrar application process and increase in fees were subject to public comment from 22 November 2010 through 21 January 2011; four comments were received, one of them did not fully understand the proposal and the other three expressed full support. The proposed changes to the accreditation process and application fees were presented to the Registrar Stakeholder Group during the ICANN meeting in Cartagena without negative feedback.

What concerns or issues were raised by the community?

The only negative concern raised about the fee increase came from a registrar that incorrectly understood it to mean that this would be an increase in the annual fees paid by registrars. No other concerns about the application fee were raised.

What significant materials did Board review?

A Board paper detailing the proposal and an Annex that spelled out the rationale for the amount of the fee increase relative to the costs of pursuing background checks through a third party provider.

What factors the Board found to be significant?

The community recommendations that enhanced due diligence be undertaken in the registrar application review process. The Board Finance Committee reviewed and approved of the financial rationale for the increase and that it was revenue neutral. The BFC further recommended the additional resolution that a study be conducted about the overall application processing costs so that we can determine how

costs align with fees. Finally, there was no stated opposition during the public comment forum.

Are there Positive or Negative Community Impacts?

The enhanced due diligent reviews made possible by this fee increase will enhance the review process, especially at a time where it is expected that there will be an increase in interest in registrar accreditations with the introduction of new gTLDs.

Are there fiscal impacts/ramifications on ICANN (Strategic Plan, Operating Plan, Budget); the community; and/or the public?

The fee increase is designed to be revenue neutral while additional background checks will be added to the application review process.

Are there any Security, Stability or Resiliency issues relating to the DNS?

The proposed due diligence checks have been introduced as a response to security concerns raised by the ICANN community and a desire that the process followed to accredit new registrars be enhanced with such due diligence checks in a revenue neutral fashion.

4. From the SIC – Approval of Charter for Board Technical Relations Working Group

The Chair introduced this agenda item for discussion.

Steve Crocker raised the broader issue of what is the correct process and timing for consideration of reports generated through working groups or outside contractors, and the need for the Board (through a committee or as otherwise appropriate) to review the work to confirm that there aren't incorrect assumptions or faulty conclusions within that report before it's released for public consumption or comment. The concern is that there is a perception of approval of the report, which may not have been subjected to any internal review cycle or critique to determine if the work of the group is completed.

Ray Plzak confirmed that for this report, the Structural Improvements Committee would be performing such a review over the working group's report. In order to achieve that review cycle, the timeline within the proposed charter would have to be slightly modified to allow for that review to occur.

Steve noted his agreement with this approach.

Reinhard Scholl proposed some additional language for the timeline.

The Chair suggested that, instead of modifying the Charter at the meeting, the language of the resolution be modified to allow for final adjustment of the timetable to account for this further reporting review cycle.

Ray noted his agreement with the Chair's suggestion.

The Chair then moved the Resolution as amended, to allow for a final adjustment of the timetable. Ray Plizak seconded the amended resolution.

The Board then took the following action:

Whereas, on 18 March 2011, the Board resolved to receive the Final Report of the TLG Review and to establish a Board Technical Relations WG, while directing the Structural Improvements Committee (SIC) to develop a Charter for this WG "based upon the report of the TLG review, comments to that review and any other available information, for consideration at the Board meeting of 21 April 2011", at <http://icann.org/en/minutes/resolutions-18mar11-en.htm#7>.

Whereas, the SIC has developed a proposed Charter for the BTR WG.

Whereas, the SIC, at its 11 April 2011 meeting, unanimously agreed to recommending the proposed BTR WG Charter for adoption by the Board.

RESOLVED (2011.04.21.14), *the Board approves the BTR WG Charter proposed by the SIC subject to final adjustment of the Charter to include a step for further review and instructs the SIC, in coordination with staff, to support and follow the work of the WG.*

All Board members present unanimously approved of Resolution 2011.04.21.14. Sébastien Bachollet, Bertrand de la Chapelle, and Erika Mann were unavailable to vote on the Resolution. The Resolution carried.

Rationale for Resolution 2011.04.21.14:

The proposed action is in direct response to a request from the Board and serves to advance the handling of the TLG review outcome in line with the direction set forth by the Board. While community input was not sought nor necessary for the drafting of this Charter, the WG is expected to consult with the community as it reaches its recommendations. The functioning of the BTR WG will require some support from existing staff and certain limited expenditures. There is no reason to delay this action as it would have very marginal budgetary consequences. This action will not have any input on the security or stability of the DNS.

5. CEO's Report

The Chair noted that the CEO's report is treated as read, and invited the CEO to provide any additional updates.

The CEO noted that he is pleased with the ongoing collaboration among Internet organization leaders following the February meeting in Miami, including regular calls.

6. New gTLDs

The Chair identified Directors and Liaisons present at the meeting who have declared conflicts of interests, including Thomas Narten, Bruce Tonkin and Suzanne Woolf, and the Board agreed the identified persons could remain present for the discussion.

The Chair thanked Kurt Pritz, Karen Lentz and the other members of Kurt's team who had the Applicant Guidebook materials out by the stated deadline.

The CEO noted his thanks to the extraordinary efforts of the team that drafted the 26 documents posted on 15 April 2011, as well as his thanks to the Board members that served as topic leaders.

Kurt provided an update to the Board regarding the progress against the timeline passed at the Silicon Valley/San Francisco, and noted that the 15 April 2011 Applicant Guidebook is currently out for public comment. In addition, there is a call planned with the GAC during the Board of Director's retreat in May, in preparation for a 30 May 2011 publication of the Applicant Guidebook.

Kurt provided a brief discussion of additional inputs received, including community discussion on the scope of the IP protections included in the 15 April 2011 Applicant Guidebook, as well as indication of potential issues regarding the scope of the GAC objection procedure. Kurt discussed the possibility of providing a letter to the GAC providing clarification regarding the continued discussions between the Board and the GAC on a few remaining topics, including trademark protection, objection procedures, and post-delegation disputes. Kurt also advised the Board that he was invited to testify at a hearing before the US House of Representatives Subcommittee on Intellectual Property regarding ICANN's new gTLD program.

The Chair invited Heather Dryden to comment on the usefulness of the letter suggested by Kurt.

Heather noted that a letter detailing the next steps for the Board and the GAC would be helpful. Heather noted that the GAC is currently reviewing the 15 April 2011 Applicant Guidebook posting, and after that review, the GAC will be in a better position to engage in phone calls and to clarify matters.

Bruce Tonkin inquired about the timeframe needed by the GAC to continue the review of the recent posting.

Heather noted that at least a week, possibly longer, was required. The Chair explained that potential calls to discuss issues prior to the GAC/Board consultation in May were being offered in the event they would be helpful to the GAC, while there is likely to be a two-way benefit from the call.

Heather confirmed that if either the GAC or the Board signal that there would be a benefit to the calls, further consideration would be given at that time.

Bruce offered that an earlier briefing call may have a benefit of providing some explanation of the materials, while later calls could address specific question. Bruce suggested that providing an opportunity to take people through the key issues and identify key points for discussion could be useful.

The Chair thanked staff for the update and noted that work would continue.

6.1 Review of Vertical Integration for Existing gTLD Registry Operators

Kurt Pritz provided an update regarding existing gTLD Registry Operator requests to obtain approval to vertically integrate its registry operations with a registrar business, to meet the integrated business model approved in the new gTLD program. Kurt noted that staff provided a letter to an existing Registry Operator indicating that this issue will be resolved and they can hold themselves out in this fashion. NeuStar has now requested that formalization of the ability to vertically integrate be expedited, and staff is therefore recommending that a process be developed to allow this to happen.

The Chair noted this understanding that this issue is not expressly linked to new gTLDs. Based upon the work performed on this issue, the changes to the registry/registrar market should still move forward. There has been an extensive debate around this issue. While it will certainly happen in the new gTLD program, there also has to be an allowance to migrate to the process for the legacy gTLDs once the migration issues have been worked out.

The General Counsel advised that the prior Board resolutions regarding cross-ownership indicated that existing registry operators would have the opportunity to migrate to the new form of registry agreement, noting that additional conditions may be necessary and appropriate to address the particular circumstances of existing registries. Because of this directive, there was not an ability to move forward net there was clarity on the terms of the registry agreement for use in the new gTLD program, as well as the corresponding code of conduct and identification of specifications that could apply to both existing and future registry

operators. Therefore, a new version of the registry agreement has to be approved; the aspects of that agreement that should be adopted by existing registry operators should be identified; and issues related to market power have to be addressed. Staff's recommendation is that the Board authorize staff to draft a process that can be published to the community, as the existing registry agreements would be changed in a manner that would impact others. It is therefore appropriate to take the public comment on the change to the registry agreements.

The CEO confirmed his support of the approach laid out by the General Counsel, and noted that it is important to have community input on this issue.

The Chair noted his concern that there is difficulty presented here because this is not simply about creating the new rules for new TLDs and moving the existing operators towards this rule. Instead, this situation is addressing an existing registry operator looking to adopt the new rules more quickly, while some serious concerns are not yet completed.

Bruce Tonkin advised that it is important to be careful here, and not simply move the existing registry operators to new rules by allowing the addition of a clause permitting cross ownership to the registry agreement while leaving the other terms unchanged. Bruce noted his preference that if the registry operators want the benefit of cross-ownership, there should be an obligation to take on additional elements of the new registry agreement, such as a code of conduct. There has to be a balance.

The Chair agreed with Bruce, and questioned whether the entire process needed to be predicated on the Board approval of the form of registry agreement.

Bruce responded that the new form of registry agreement approved as part of the new gTLD program did not have to necessarily tie to new gTLDs only, but could apply to existing registries as well.

Rita Rodin Johnston noted the concerns of existing registries, that they would like to be able to become registrars now because of the planning and deals being made in preparation for the new gTLD program. There should quickly be a process for existing registries to become registrar. Rita stated that she does not see the link with the new registry agreements, and she does not think it would be proper to require amendment to the current agreement if a registry operator wants to become a registrar, as Bruce was suggesting. The registry operator should be able to be a registrar pursuant to the Board's earlier decision, and when their current agreements expire, they can sign onto the new form of the registry agreement.

The Chair noted his agreement with Rita, and reiterated that as only one term of the existing registry agreements would need to change, that doesn't seem to require a shifting to the new agreement.

The General Counsel noted that allowing a change of the single clause could be "cherry-picking", and there's a concern that registry operators would not take on the same responsibilities that would exist in the new form of registry agreement. In addition, the 5 November 2010 resolution only permits the existing registry operators to transition to the new form of registry agreement, which is not yet approved.

The Chair noted that Board resolutions aren't perfect, and the Board was likely thinking that while the existing registries would be allowed to transition to the new form of agreement, he is not sure that there was the intention that the cross ownership issue be linked to the registry agreement.

The General Counsel summarized that there is a need for a process in order to allow the existing registries to be allowed to serve as registrars, but that process needs to be clear, transparent, published and have public comment on it before ICANN acts on that process.

Rita noted her agreement with that statement. However, part of the reason she understood for the Board's vertical integration decision was that there not be an unintended tying of current registries' hands, and that they should have the ability to compete on equal terms to start planning for new gTLDs. While there has to be a proposal to finalize the registry agreement, Rita noted that she does not see how that impacts the decision to say that existing registries can be registrars with the need applicants.

The General Counsel agreed with Rita's position, and noted that the letter previously provided set that idea out as the intent. In addition, there have been reports that other registries are moving forward in planning and making deals on the basis of serving as a registrar. Therefore, it's unclear why a current registry operation would believe this restriction is currently harming them.

The Chair reiterated that he believes there's a mistake in the resolution to which the General Counsel is referring. The point was not to transition to the registry agreement, but rather to allow the existing registry operators the benefits of the vertical integration decision. That intent is not properly expressed when its limited to adhering to the new registry agreement. The Chair noted that he does not think that the Board agreed or intended that the legacy TLDs would have to sign up to all the new conditions with their legacy TLDs. At the current time, there is a prohibition on owning more than 15% of a registrar, and the Board has agreed to do away with that. In relation to the legacy agreements, how do we transition the legacy registry operators to that intent? The Chair noted his belief that that transition was not intended to bring all existing registry operators over

the to the new registry contract for the operation of the legacy TLD, but to have the new contract if they have a new TLD. The Chair does not think staff should regard itself as straight jacketed by that resolution. There needs to be a transition process to allow the current registries and registrars, as appropriate, to move from the vertical separation rule.

The General Counsel noted that the Board's discussion in advance of the 5 November 2010 vote on vertical integration was specifically about the code of conduct and other issues introduced in the proposed registry agreement that were relevant to the cross-ownership issue. The Board discussion included dialogue about how in the new agreement, certain things would be acceptable, though they wouldn't be allowed under the existing agreements. There was specific discussion about the need to transition to a new agreement. No one knew at that time that it would take several months to reach a decision on the form of the new registry agreement. However, in light of those Board discussions, it is appropriate to go back and develop a formalized process that could be vetted by the public about how to address this. It would be premature to just offer a change solely to the cross-ownership provision of the agreement.

Rita commented that she still does not think that the vertical integration decision had anything with saying that an existing registrar would have to cancel their current agreement and sign onto a new one for existing TLDs. Rita requested that the conversation continue offline.

The CEO noted that from an operational standpoint, it's beneficial to ICANN to have as consistent of contracts as possible, and the extent that this provides an appropriate and fair opportunity to migrate to more consistent contracts across all registries, that will have long-term benefits for ICANN and the community in terms of clarity, enforceability and knowledge.

The Chair noted his agreement with the CEO's statement, however questioned making this process contingent on the approval of the new gTLD program. The Chair inquired whether there's any way to get this done faster for those who say they are being prejudiced in the market? The Chair stated that he is in agreement with all other parts; there has to be a process for transitioning, and public comment is necessary. Does that have to wait until the Board approves the program?

The General Counsel noted that placing a process for public comment would bring a decision close to the date of the next official Board meeting. He also offered that staff could return to the existing registry operator to see if there's anything additional that will help set out that they will be able to have cross ownership in new TLDs. There are really two issues here. One is can their business compete. The second is how do we address our contracts fairly. That second issue is too important to rush and risk getting wrong. However, staff can

certainly go back and offer additional accommodations, through statements or otherwise, that will help them clearly offer the ability to compete.

The Chair noted that on the condition that that staff will continue working with the community and other existing registry operators on this, the General Counsel's proposal sounds fair.

Rajasekhar Ramaraj then moved and the Ray Plzak seconded the following Resolution:

Whereas, the Board Resolved on 5 November 2010 that ICANN will not restrict cross-ownership between registries and registrars for new gTLDs, and that "ICANN will permit existing registry operators to transition to the new form of registry agreement, except that additional conditions may be necessary and appropriate to address particular circumstances of established registries."

Whereas, current gTLD Registry Agreements include cross-ownership restrictions.

Whereas, ICANN has received inquiries from several Operators about the process to remove the cross-ownership restrictions from their Registry Agreement and/or their ability to apply to become and ICANN-accredited Registrar.

Whereas, the removal of the cross-ownership restrictions for Operators is predicated on first, the Board's approval of the new gTLD Program, and second, the Board's approval of a process for Operators to transition to the new form of Registry Agreement or to request an amendment to their existing registry agreements.

Whereas, the Board anticipates that it will consider the new gTLD Program and the launch of new gTLDs at its meeting in Singapore in June 2011;

RESOLVED (2011.04.21.15), *the Board directs the CEO to develop a process for existing gTLD registry operators to transition to the new form of Registry Agreement or to request amendments to their registry agreements to remove the cross-ownership restrictions. This process would be available to existing operators upon Board approval of the new gTLD Program.*

Eleven members of the Board approved of Resolution 2011.04.21.15. Rita Rodin Johnston voted in opposition to the Resolution. Peter Dengate Thrush abstained from voting. Sébastien Bachollet, Bertrand de la Chapelle, and Erika Mann were unavailable to vote on the Resolution. The Resolution carried.

RATIONALE FOR RESOLUTION 2011.04.21.15

Why the Board is addressing the issue now?

The Board is addressing this now since they are scheduled to consider the new gTLD Applicant Guidebook on 20 June 2011. On 4 November 2010, ICANN Board Resolved that there should be a means for existing gTLD Registry Operators ("Operators") to transition to the new form of registry agreement, including the removal of restrictions on ownership of registries by registrars and vice-versa. The Operators argue that they need their current restrictions on cross-ownership to be removed on a timely basis in order to be able to compete on a level playing field with registrars that are planning to apply to operate new gTLDs. Approving a process for the existing Operators to pursue removal of their cross-ownership restrictions on a timely basis in conjunction with the Board's approval of the new gTLD Program would cause ICANN to appear to be responsive to the Operators' requests.

What concerns or issues were raised by the community?

The Operators argue that they need their current restrictions on cross-ownership to be removed on a timely basis in order to be able to compete with registrars that are planning to apply to operate new gTLDs. There are no current restrictions that prevent registrars from applying to operate new gTLD Registry Operators.

Are there Positive or Negative Community Impacts?

There are positive community impacts as existing gTLD Registry Operators would be in a position to have their cross-ownership restrictions removed and that would put them on a level playing field with new gTLD Registry Operators.

Are there fiscal impacts/ramifications on ICANN (Strategic Plan, Operating Plan, Budget); the community; and/or the public?

There are no foreseen fiscal impacts/ramifications associated with approval of this Resolution on the Strategic Plan, the Operating Plan and/or the Budget. There is no information available at this time of the fiscal impacts/ramifications on the community or the public.

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

There are no known issues relating to the security, stability or resiliency of the DNS at this time.

7. ATRT

7.1 Board Management of ATRT Recommendations

Denise Michel provided an update for the Board on the implementation of the Accountability and Transparency Review Team recommendations. Denise discussed a proposed recommendation for the delegation of oversight of the implementation work among existing Board committees, as well as the potential to consider appointing a temporary ATRT implementation group of Board and GAC members to oversee the implementation work for the GAC-related recommendations.

The Chair inquired as to whether there had been any discussions with the GAC about their inclusion in this process, and the creation of a temporary working group to look at the implementation of the ATRT recommendations.

Denise confirmed that there had not been extensive discussions with this GAC on this item.

Jamie Hedlund offered that he and the chair of the GAC had some informal discussions about this, and while Heather Dryden was not speaking on behalf of the GAC, there seemed to be some openness to the idea of setting up a group separate from the ongoing Joint Board/GAC Working group and open to the entire GAC for participation.

Heather confirmed that there has been limited discussion. Heather mentioned that as there's currently a Board/GAC Joint Working Group on the review of the role of the GAC, she was not prepared to see a resolution on this topic. Heather noted that she has questions about how the temporary group would relate to the existing group, including its mandates and timing. Would the temporary group be convened only after the current efforts are concluded? Would they be consecutive? Heather asked for clarification on the staff recommendation.

The Chair noted that the current Joint Working Group has its own charter, timetable and set of responsibilities. The anticipated for the temporary group is narrower and more specific. This would be a dedicated focus group to deal with a particular set of issues, with a new timetable and its own set of responsibilities. The ATRT and the community are looking for progress and, that could be a basis for having this separate set of responsibilities.

Denise confirmed that the Chair's explanation is part of the rationale for this recommendation. Given that the Joint Working Group was chartered in June 2009, and its charter is broader than what is needed to address the ATRT

recommendations, it was thought that in order to come close to the deadlines recommended by the ATRT, a smaller and more focused group could move more quickly in providing guidance and ideas on implementation. Their work, of course, would be coordinated with the outcomes of the Joint Working Group. Denise clarified that this is simply a staff idea of one way to deal with these recommendations.

Ray Plzak noted that there is likely to be a lot of interest from the GAC to participate in such a group, and challenged the suggestion that the temporary group would be a streamlined body. Ray asked Heather if she anticipated that the GAC would operate differently for this group as it has in its participation in the Joint Working Group.

Heather confirmed that it would be a very similar level of participation. There would likely be the same smaller group within the GAC with more activity on certain topics. Heather noted that the work of the Joint Working Group is very linked to the ATRT recommendations, though that work may be more detailed and include recommendations beyond those captured in the ATRT report. Heather commented that if the current Joint Working Group finishes its work in June as planned, then it makes sense to consider having a group continue where the Joint Working Group left off. Otherwise, it appears that the same types of issues will be under consideration in both groups, with some of the same people participating.

The Chair asked if Heather was suggesting that the Board wait for the Joint Working Group to issue its report prior to starting the ATRT work.

Heather confirmed that that is more or less her suggestion. If the Board wanted to anticipate the second working group and identify who would participate on it, there may be some work that could be completed before June, but it is not likely that the substantive work would be started until the report of the first Joint Working Group is completed.

The Chair asked Denise how that affects ICANN's obligation under the Affirmation of Commitments, to receive and act on the report in June.

Denise confirmed that the obligation is for the Board to act in June, though the Affirmation of Commitments does not specify what the action needs to be. Staff has prepared a recommended timeline for each of the recommendations, and there's essentially six recommendations that deal with the GAC. Three were presented by the ATRT with proposed timelines of March 2011, and the other three do not specify a timeline.

The Chair asked Denise if there are things that the Board or staff can do to advance the implementation of the GAC-related recommendations prior to GAC involvement.

Denise noted that staff has and can continue to provide suggestions and recommendations for action and changes in processes, and await Board and GAC feedback.

The Chair inquired whether the Board could appoint the Board-side of the temporary working group to do some work while waiting for the Joint Working Group report, or if it is best to put all of this on hold until the report is issued. There is a bit of collision of process here, as there is an ongoing group that is already working on improvements to various aspects of the GAC, and the ATRT report looks at many of those same issues.

Denise noted that it could be valuable if interested Board members had specific ideas of what they wanted to work on in the interim, and then that would be followed up on after the Joint Working Group report.

The Chair asked for Ray's suggestion on how to proceed, as Ray is the Chair of the Joint Working Group.

Ray noted that he agrees with Heather in terms of timing, and that there are some details that will come out of the Joint Working Group report that will address the ATRT recommendations. Ray stated that he's hesitant to do anything other than start a new working group once the current group is finished, partially because the GAC has a lot on its plate and its meeting time is limited. Any planning for work involving the GAC has to incorporate how the GAC operates. While the Board could certainly form a Board group that could start working on things, however the terms of reference for that group would have to be worked out with the GAC.

Heather commented that the work in the Joint Working Group has been very positive and much of the report is already in place. There's good substance and detail and explanations captured, and the goal is to finalize in June. This is a priority for the GAC, and clearly a priority for the Board as well. There are useful recommendations that will come out of this work.

The Chair asked if the Joint Working Group already looked at or considered the ATRT recommendations and if any of those recommendations had already been incorporated into the existing work.

Heather and Ray confirmed that the Joint Working Group helped inform the ATRT Recommendations, rather than the ATRT informing the work of the Joint Working Group.

Ray explained that the Joint Working Group met separately with the ATRT, and the takeaways from that meeting appear to help shape the ATRT report.

Bruce Tonkin noted that the Board has to be careful to not keep creating working groups, as it then requires additional staff support as well as further taxing the Board members. Bruce suggested that as there is already a Joint Working Group, could we ask that the Joint Working Group take this new information – the ATRT recommendations – and consider that information and provide a brief report? The outcomes of that report could be varied – for example it could be agreement, it could be that more time is needed to complete the work, it could be a recommendation new group should be formed.

Denise confirmed that having the Board request that the Joint Working Group address the ATRT recommendations could be helpful.

The Chair noted that the Board could request the Joint Working Group to review the recommendations and needed and provide comments regarding what should be done to address the recommendations within the forthcoming report.

Denise noted that staff could support that effort.

Heather confirmed that this is similar to what the Joint Working Group would be doing anyway.

The Chair then turned to the consideration of the allocation of the remainder of the ATRT recommendations to the committees of the Board, and noted that the allocation seems to be appropriate.

The Chair then moved and Bruce Tonkin seconded the following resolution:

Whereas, the Accountability and Transparency Review Team (ATRT) Report provided 27 recommendations to improve ICANN, and the Affirmation of Commitments obligates ICANN to take action on the Report by 30 June 2011;

Whereas, implementation of these recommendations will require significant Board work, and extensive coordination with key community groups (including the Governmental Advisory Committee) and staff;

RESOLVED (2011.04.21.16), *the Board tasks the following Board Committees to address the specified ATRT recommendations in the attached document.*

All Board members in attendance unanimously approved of Resolution 2011.04.21.16. Sébastien Bachollet, Bertrand de la Chapelle, and Erika Mann were unavailable to vote on the Resolution. The Resolution carried.

RATIONALE FOR RESOLUTION 2011.04.21.16:

As required by the Affirmation of Commitments, the recommendations resulting from the Accountability and Transparency Review Team (ATRT) were provided to the Board

and posted for public comment. Public comments were supportive of the ATRT report and staff's due diligence resulted in advice that ICANN move forward with implementation of the ATRT's recommendations. Staff provided initial, proposed plans that demonstrated ICANN's ability to implement the recommendations and provided estimated resource costs. The Board asked staff to work with affected organizations and develop final implementation plans for Board approval, and notes that ICANN has already made progress on implementation of several operational changes called for by the ATRT.

Implementation of the 27 ATRT recommendations will require significant Board work, and extensive coordination with key community groups (including the Governmental Advisory Committee) and staff. To help ensure implementation moves forward expeditiously, the Board is delegating recommendation implementation work to relevant Board Committees and the GAC/Board Joint Working Group.

7.2 Estimated Budget Implications of ATRT Recommendations for FY2012 Budget

Rajasekhar Ramaraj raised the question of formally assigning the Finance Committee with the responsibility for oversight of budget recommendations to meet the ATRT recommendations. Given the amount of the proposed budget, and the need to address the source of funding, Ramaraj suggested that the Finance Committee is the proper place for this discussion to occur prior to providing recommendations to the Board.

The Chair and Bruce Tonkin, Rita Rodin Johnston, Ray Plzak and Cherine Chalaby each expressed support for Ramaraj's proposal.

The Chair and Ramaraj then discussed the timing of the Finance Committee's consideration of the ATRT implementation funding, at its 10 May 2011 meeting, and the Finance Committee would then report back to the Board.

Akram Atallah noted that the reason that a resolution recommending approval of the ATRT implementation budget was provided to the Board for consideration at this meeting is that ICANN needs to start on the implementation work, following from the Board's resolution in March noting that all of the recommendations are capable of implementation. The longer it takes for the Board to decide on the approval of the budget, the less that staff can do towards implementation.

The Chair confirmed that items that do not have major budgetary implications can proceed toward implementation. The Chair asked Ramaraj whether a delay of Board approval is effectively putting the implementation of the ATRT recommendations on hold.

Ramaraj noted that one of the concerns is the increase in the estimated budget since the last meeting. Though there is an urgency here, a process of allowing spending and then retroactively approving that spending does not make sense. How is the Board to approve something when it does not know what it is approving? The Board needs to understand the increase.

Akram responded that the last budget that had been presented had US\$965,000 plus four full time employees (FTEs). The four FTEs amount to \$US680,000. There was also an additional US\$1,000,000 added for GAC-related activities. The consideration of the GAC-related funding could be postponed until there's further review, and then staff could proceed with the remainder of the recommendations that do not involve the GAC.

The Chair noted that instead of having the full Board discuss the various allocations and changes, the BFC seems to be the proper place to delve into this topic. An expenditure of this magnitude needs to be reviewed fully, even if it does delay the implementation of some of the recommendations.

Ramaraj then moved and the Chair seconded the following resolution:

Whereas, the Board has found that the Accountability and Transparency Review Team's (ATRT's) recommendations have the potential to advance ICANN's transparency and accountability objectives and may be implemented by ICANN following careful and transparent consideration, and with the necessary support and resources;

Whereas, an estimated US\$2,600,000 will be required to complete ATRT implementation activities in FY2012;

RESOLVED (2011.04.21.17), *the Board asks the BFC to consider the FY2012 ATRT implementation funding as detailed by staff and to report back to the Board at its next meeting.*

All Board members present unanimously approved Resolution 2011.04.21.17. Sébastien Bachollet, Bertrand de la Chapelle, and Erika Mann were unavailable to vote on the Resolution. The Resolution carried.

RATIONALE FOR RESOLUTION 2011.04.21.17

The Board noted previously that all 27 of the ATRT recommendations have the potential to advance ICANN's transparency and accountability objectives and may be implemented by ICANN following careful and transparent consideration, and with the necessary support and resources. The Board recently asked staff to work with affected organizations and develop final implementation plans for Board approval, and noted that ICANN has already made progress on implementation of several operational changes called for by the ATRT. The Board is doing due diligence on the implementation of the recommendations

and wants to ensure that the fiscal year 2012 budget, which is being finalized, includes appropriate funds for these activities.

The Board has approved inclusion of additional funding in the FY2012 budget for implementation of the ATRT recommendations, and reiterates its commitment to advancing ICANN's accountability and transparency.

8. .NET AGREEMENT RENEWAL

Kurt Pritz provided a brief update to the Board on the .NET Agreement Renewal status. On 11 April 2011, the VeriSign-proposed renewal was posted for public comment. Kurt noted that the agreement is essentially the same as the existing agreement, and explained two notable changes. One is that the agreement allows VeriSign to take action to prevent registration of particular domain names to protect the security and the stability of the DNS. For example, in a Conficker-type situation, VeriSign can take action immediately and notify ICANN. The proposed agreement also allows VeriSign to provide special training, technical support, marketing or incentive programs directed to registrars located in underserved geographies. The financial provisions are consistent with the existing agreement. VeriSign will continue to contribute 75 cents per registration to ICANN, and there will be an allowance for price increases. The current agreement is set to expire on 30 June 2011, so the Board will need to consider the renewal agreement prior to that date.

The Chair noted that no action was required at this time.

9. IDN ccTLD DELEGATIONS

Elise Gerich noted that this agenda item was provided with the anticipation that that the Board IANA Committee would have finalized a recommendation prior to the Board meeting. However, the IANA Committee decided to continue this discussion. Therefore, this item, regarding the clarification of terminology in delegation and redelegation processes, is withdrawn from the agenda pending further work and recommendation from the IANA Committee.

Kuo-Wei Wu, the Chair of the IANA Committee, confirmed that discussion was still ongoing at the committee level.

Heather Dryden inquired about the potential relationship of the work anticipated under this item to the work in the ccNSO regarding ccTLD delegation/redelegation and retirement. The GAC participates as part of that working group.

Kuo-Wei noted that the GAC will be an important stakeholder within this conversation.

Thomas Narten noted that there is urgency in having a recommendation out of the committee regarding this terminology issue, so that the Board can use this when considering delegations.

The Chair noted the issue appears to be what should the Board do in considering the applications arising out of the Fast Track process while the ccNSO is undertaking the broader work on the fundamental issue of delegations and redelegations.

Elise explained that the ccNSO working group completed its report, and work is ongoing to start a framework for interpretation of that guidance. Until that is complete, there is a day-to-day responsibility to meet the operational work of processing delegation and redelegation requests. The IANA Committee work will be focused upon providing interim guidance to the Board so that the day-to-day work can proceed while the broader ccNSO work is being finalized. This work will provide some interim guidelines.

Heather noted that she has commented previously on this issue and provided the GAC perspective. Heather suggested that the IANA Committee may wish to explore more formally inviting discussion or consultation with the GAC on that topic. Heather confirmed the GAC would want to respond quickly in light of the challenges faced in processing applications. Heather looks to work with Kuo-Wei on this item.

Kuo-Wei invited Heather to join the next IANA Committee discussion at this topic, to assist in finding a solution on this sensitive topic.

9.1 Delegation of الجزائر ("Al Jazair") representing Algeria in Arabic

Ray Plzak moved and Rita Rodin Johnston seconded the Resolution before the Board.

The Chair then called for discussion on the Resolution.

Mike Silber noted that he had a concern with the local community support component reported to the Board, and suggested that this delegation be postponed. Mike noted that he has been consistent in this request over the past 18 months.

The Chair noted that the Board is in a difficult position. There have been a number of delegations approved through the Fast Track process that raise a similar concern. The decision was made that based on the enthusiasm for the

Fast Track, the potential of waiting one to two years for the ccNSO work to complete required the Board to move forward in approvals. The Chair noted that he is prepared to continue on that same course.

Ray stated that the Chair's observation was interesting, that the Board keeps moving ahead while the ccNSO work is ongoing. This could give incentive to slow down the work in the ccNSO as the Board is approving items anyway and setting precedent. Ray questioned whether the Board is co-opting the ccNSO process.

The Chair explained that the special treatment of the Fast Track has been made clear. There are a limited number of approvals, and they are a small portion of the ccTLD space. The Chair did not agree that the Board is accepting precedent that the ccNSO will feel bound by.

Ray inquired where the Board will draw the line.

Bruce Tonkin noted that there are a couple of protections available. First, there is a redelegation process, if the community later felt that the operator was inappropriate. Second, it is within redelegations that Bruce pays more attention to the local community support issue. If there's a request to move from one operator to the next, the Board should expect to see outreach to understand that the move is one that the community using that ccTLD wants. Therefore, there's relatively low risk in accepting the Fast Track delegations.

The Chair noted his agreement with Bruce. Further, the Chair commented that that in many cases, the Fast Track delegation is to the same entity that is managing the ASCII ccTLD for the country or territory, though not always.

Cherine Chalaby noted agreement with the Chair, that there is no rationale for rejecting the delegations at this time. Instead, ICANN should be encouraging the use of IDNs, instead of seeking to discourage use.

The Board then took the following action:

Whereas, Algeria is currently listed in the ISO 3166-1 standard;

Whereas, **رريئالزججللا** ("al-Jazair"), encoded as "xn--lgbbat1ad8j", is a string that has been deemed to appropriately represent Algeria through the IDN Fast Track process;

Whereas, ICANN has received a request for delegation of **رريئالزججللا** to Centre de Recherche sur l'Information Scientifique et Technique (CERIST);

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

communities.

RESOLVED (2011.04.21.18), that the proposed delegation of the .^{١١} ررئى الزج ج ل ل اا top-level domain to CERIST is approved.

Eleven Board members approved of Resolution 2011.04.21.18. Mike Silber opposed the Resolution. Ray Plzak abstained from voting on the Resolution. Sébastien Bachollet, Bertrand de la Chapelle, and Erika Mann were unavailable to vote on the Resolution. The Resolution carried.

Ray Plzak stated that his abstention is based upon learning that Algeria is not a member of the GAC.

RATIONALE FOR RESOLUTION 2011.04.21.18

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 are 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 organisation (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 has 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.

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.

9.2 Delegation of المغرب ("al-Maghrib") representing Morocco in Arabic

The Chair noted that many of the same concerns raised in consideration of the prior resolution would be applicable here.

Cherine Chalaby moved and George Sadowsky seconded the resolution before the Board.

The Chair called for further discussion, and hearing none, the Board took the following action:

Whereas, المغرب ("al-Maghrib"), encoded as "xn--mgbc0a9azcg" is a string that has been deemed to appropriately represent Morocco through the IDN Fast Track process.

Whereas, ICANN has received a request for delegation of المغرب to the Agence Nationale de Réglementation des Télécommunications.

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

RESOLVED (2011.04.21.19), the proposed delegation of the المغرب domain to the Agence Nationale.

Twelve Board members approved of Resolution 2011.04.21.19. Mike Silber opposed the Resolution. Sébastien Bachollet, Bertrand de la Chapelle, and Erika Mann were unavailable to vote on the Resolution. The Resolution carried.

Mike Silber stated that his opposition is based on the same reasons explained in discussion of the prior resolution.

RATIONALE FOR RESOLUTION 2011.04.21.19

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 are 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 organisation (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.

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.

9.3 Delegation of the .cpб ("srb") domain representing Serbia in Cyrillic

Mike Silber moved and George Sadowsky seconded the resolution before the Board.

The Board then took the following action:

Whereas, Serbia is currently listed in the ISO 3166-1 standard;

Whereas, cpб (“srb”), encoded as “xn--90a3ac”, is a string that has been deemed to appropriately represent Serbia through the IDN Fast Track process;

Whereas, ICANN has received a request for delegation of .cpб to Serbian National Register of Internet Domain Names (RNIDS);

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

RESOLVED (2011.04.21.20), the proposed delegation of the .cpб top-level domain to Serbian National Register of Internet Domain Names is approved.

All Board members present unanimously approved of Resolution 2011.04.21.20. Sébastien Bachollet, Bertrand de la Chapelle, and Erika Mann were unavailable to vote on the Resolution. The Resolution carried.

RATIONALE FOR RESOLUTION 2011.04.21.20

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 are 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 organisation (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 has 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.

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.

10. UPDATE ON NOTICE OF INQUIRY REGARDING THE IANA FUNCTIONS CONTRACT

Jamie Hedlund provided a brief summary to the Board on the scope of community participation in the NOI, noting that more than 85% of the comments were supportive of ICANN, and that many of the comments focused on providing greater transparency surrounding the root zone processing.

11. ANY OTHER BUSINESS

Steve Crocker noted his dissatisfaction with the preparation for the discussion on cross-ownership, and his expectation that the issues should have been better laid out so that the Board was not engaged in fresh problem solving in the middle of a meeting. It consumed a significant amount of Board time.

The Chair noted that issues such as this one do not go through a committee process, where that type of analysis would take place.

Ray Pizak confirmed the Chair's statement, that there will always be discussions that don't fall within the purview of one of the Board committees. For this topic, it happened to be the first time the Board could discuss this issue. If there is a better way to have these discussions, that's fine, but given the issues involved, even if there had been committee work on this issue, the conversation would likely have turned out the same way.

The Chair confirmed that the Board could consider how this can be improved in the future, though there will always be issues requiring significant Board discussion.

The Chair then called the meeting to a close.

2011-06-24-01 Board Submission - Revision to ALAC- Related Bylaw

ICANN BOARD SUBMISSION NO. 2011-06-24-01

TITLE: **Approval of Revision to ALAC-Related Bylaws**
PROPOSED ACTION: **For Consent Agenda**

EXECUTIVE SUMMARY:

The [Final Report of the ALAC Review Working Group on ALAC Improvements](#) (Final Report) recommended that the ICANN Bylaws be changed to reflect the At-Large Advisory Committee's (ALAC's) continuing purpose within ICANN. In June 2009, the [Board approved](#) this recommendation. Proposed revisions were drafted by the ICANN Office of the General Counsel, in close consultation with the ALAC and At-Large staff. On 18 March 2011, the [Board directed](#) the opening of a [public comment period](#) on the proposed revisions. No relevant comments were received, and, therefore, no changes to the proposed text are recommended.

At its 18 June 2011 meeting, the Structural Improvements Committee (SIC) will consider whether to recommend that the Board approve these Bylaw revisions.

Provided in the Annex to this paper are (a) the public comment summary, reflecting the fact that no relevant comments were received regarding the proposed Bylaw revisions, and (b) the proposed revisions themselves (in redline form).

PROPOSED SIC RECOMMENDATION TO THE BOARD:

[Subject to confirmation at the SIC's 18 June 2011 meeting]

The SIC recommends that the Board approve the proposed revisions to the ICANN Bylaws regarding the ALAC. With these revisions, the Bylaws would reflect the ALAC's continuing purpose within ICANN and acknowledge that the ALAC, as the

representative body of At-Large, is ICANN's primary organizational home for individual Internet users.

PROPOSED BOARD RESOLUTION:

Whereas, on 9 June 2009, the [Final Report of the ALAC Review Working Group on ALAC Improvements](#) (Final Report; 9 June 2009) was published, including a recommendation to amend the ICANN Bylaws to reflect the continuing purpose of the At-Large Advisory Committee (ALAC) within ICANN.

Whereas, on 26 June 2009, the [Board resolved](#) (2009.06.26.30) that all recommendations (except for the allocation of two voting Directors to At-Large) presented in the [Final Report](#) could be implemented, as recommended by the Structural Improvements Committee (SIC).

Whereas, the ICANN Office of the General Counsel, in consultation with the ALAC and At-Large staff, drafted the proposed revisions to the ICANN Bylaws regarding the ALAC necessary to reflect the continuing purpose of the ALAC as described in the [Final Report](#).

Whereas, on 18 March 2011, the [Board directed](#) (2011.03.18.37) the ICANN CEO to post the proposed Bylaw revisions for public comment.

Whereas, the proposed revisions were posted for [public comment](#) for a period of 30 days, from 8 April through 9 May 2011, and no relevant comments were received.

RESOLVED (2011.06.24.XX), the Board approves the revisions to the ICANN Bylaws, Article XI, Section 4.

PROPOSED RATIONALE:

The revision of the ICANN Bylaws regarding the At-Large Advisory Committee (ALAC) is in fulfillment of the recommendations arising out of the organizational review of the ALAC and is the culmination of community work and consultation on this issue. There is no anticipated fiscal impact from this decision. There will be no impact on the security, stability, and resilience of the Domain Name System (DNS) as a result of this action.

Submitted by: Seth Greene
Position: Interim Manager, At-Large
Date Noted: 03 June 2011
E-mail and Phone Number: seth.greene@icann.org; Contact
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2011-06-24-02 Board Submission - ccNSO Review Implementation Plan

ICANN BOARD SUBMISSION NO. 2011-06-24-02

TITLE: **ccNSO Improvements Implementation Plan**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

The Board received the Final Report of the ccNSO Review Working group on 18 March 2011. On 21 April 2011, the Board directed staff, in coordination with SIC, to develop a detailed implementation plan and a timeline for the recommendations flowing from the Final Report. The SIC has acknowledged receipt of a detailed such implementation plan, "ccNSO Improvements Implementation Project Plan", dated 9 June 2011. The proposed Implementation Project Plan is provided in the Annex.

COMMITTEE RECOMMENDATION:

[Pending discussion at the SIC's 18 June 2011 meeting] The SIC, at its meeting 18 June 2011, found the Implementation Project Plan to be a good basis for the implementation work arising out of the ccNSO review. The SIC recommends that the Board approves the proposed Implementation Project Plan and instructs staff to proceed with implementation as proposed.

PROPOSED RESOLUTION:

Whereas, on 21 April 2011, the Board resolved to direct ICANN Staff, in coordination with the Structural Improvements Committee, to develop a proposed implementation plan and timeline for the recommendations in the Final Report of the ccNSO Review Board Working Group and to submit these to the Structural Improvements Committee for review and Board approval. (Resolution 2011.04.21.06).

Whereas, at its 18 June 2011 meeting, the SIC acknowledged receipt from staff of an implementation plan, "ccNSO Improvements Implementation Project Plan", dated 9 June 2011, and resolved to recommend it to the ICANN Board for approval.

It is hereby RESOLVED (2011.06.24.xx) that the Board requests ICANN's CEO to direct Staff to proceed with implementation in accordance with the implementation plan document "ccNSO Improvements Implementation Project Plan" dated 9 June 2011.

RATIONALE:

The proposed action is in direct response to a request from the Board and serves to enable the implementation of the ccNSO review outcomes in a timely manner, thereby realizing the foreseen and agreed process improvements. There is no reason to delay this action as it, per se, does not involve any complex structural changes and would have no budgetary consequences. There will be no impact on the security, stability and resiliency of the domain name system as a result of this action.

Submitted by:	Olof Nordling
Position:	Director, Services Relations
Date Noted:	10 June 2011
Email and Phone Number	olof.nordling@icann.org Contact

2011-06-24-03 Board Submission - New GNSO Constituency Recognition Process

ICANN BOARD SUBMISSION NO. 2011-06-24-03

TO: ICANN Board of Directors

TITLE: SIC Recommended Replacement Process for Recognition of New GNSO Constituencies

PROPOSED ACTIONS: Board Action to Approve

EXECUTIVE SUMMARY:

As part of the ongoing GNSO Review/Improvements Process, the Board has recognized that incorporating new and viable Constituencies into the GNSO is vital to help broaden the organization's representativeness and to sustain its long-term effectiveness. To date, the Board has not approved any new Constituencies within the GNSO. The Structural Improvements Committee (SIC) believes that several factors have contributed to this outcome including:

- (1) initial uncertainty regarding the relationship between the traditional GNSO Constituency model and the new Stakeholder Group structures in the GNSO;
- (2) lack of objective and measurable criteria by which prospective new GNSO Constituencies are formally evaluated and recognized; and
- (3) general process weaknesses that presented potential new GNSO Constituency prospects with considerable preparation work, indefinite time frames for Board review and general lack of guidance on their prospects for Board approval.

Last year, the SIC initiated an effort to improve the evaluation process. Working with Staff, the SIC has now developed a new "Process for Recognition of New GNSO Constituencies" including objective and measurable criteria that the Board and the applicable GNSO Stakeholder Groups can use to help determine whether a proposed new Constituency should be formally recognized. The proposed new process, its associated evaluation criteria, a flowchart, related forms, and documents pertaining to the public comment period are contained in the 30-page ANNEX accompanying this paper.

SIC RECOMMENDATION:

The SIC has conducted a thorough review of the existing process. It has identified existing difficulties and developed proposed solutions. The SIC initiated an extended Public Comment Forum on the proposed new process and has completed a thorough evaluation of the community comments received. It has incorporated appropriate suggested changes to the proposed process and now recommends that the final document package be approved by the Board in Singapore.

PROPOSED RESOLUTION:

WHEREAS, the SIC identified a number of structural and process impediments in the existing procedures for evaluating proposals for new GNSO Constituencies;

WHEREAS, the SIC has developed a replacement “Process for Recognition of New GNSO Constituencies” and Staff has completed an extended Public Comment Forum (closed 3 April 2011) regarding the proposed new process;

WHEREAS, the SIC has thoroughly and carefully considered community feedback in the Public Comment Forum and incorporated a number of procedural changes and associated recommendations into the final process package;

WHEREAS, the new process will:

- (1) Optimize the considerable time and effort required to form, organize, and propose a new GNSO Constituency;
- (2) Delegate more authority to each GNSO Stakeholder Group in evaluating new Constituency proposals while maintaining the Board’s oversight role;
- (3) Manage the entire process to a flexible, but specific and limited timeframe; and
- (4) Provide a partial set of criteria for use during future periodic reviews of the GNSO.

WHEREAS, the SIC recommends that the new process be approved and take effective immediately upon Board approval;

NOW THEREFORE, BE IT:

RESOLVED (2011.06.24.XX), that the ICANN Board approves the new “Process for Recognition of New GNSO Constituencies” developed by the SIC and directs Staff to begin implementation effective immediately.

RATIONALE FOR RESOLUTION:

The promotion of new GNSO Constituencies was one of the fundamental recommendations of the GNSO Review effort and an important strategy to expand participation in GNSO policy development efforts. The SIC found that the original process for evaluating new GNSO Constituency proposals was not effective because lack of objective and measurable criteria by which prospective new GNSO Constituencies were formally evaluated and recognized; and that general process weaknesses presented potential new Constituency prospects with considerable preparation work, indefinite time frames for Board review and general lack of guidance on their prospects for Board approval.

This new process will accomplish four goals:

- 1) Optimize the considerable time and effort required to form, organize, and propose a new GNSO Constituency by prescribing a streamlined sequence of steps and associated evaluation criteria that are objective, fair, and transparent - with ample opportunity for community input;
- 2) Delegate more authority to each GNSO Stakeholder Group in evaluating new Constituency proposals while maintaining the Board’s oversight role;

- 3) Manage the entire process to a flexible, but specific and limited timeframe; and
- 4) Provide a partial set of criteria for use during the periodic review of the GNSO.

The approval of new GNSO Constituencies will impact the ICANN budget by increasing the overall resources and administrative support necessary to conduct the additional Constituency activities during ICANN Public meetings and throughout the year. No substantial additional budget resources, however, will be triggered by the approval of this new recognition process. If anything, this new process will make the evaluation of new GNSO Constituency proposals more efficient from a budget perspective. The new criteria articulated in the process may also make future independent review efforts of the GNSO more efficient. The new process does not have any impact on the security, stability or resiliency of the DNS.

Submitted by:	David Olive, Robert Hoggarth
Position:	VP, Policy Development; Senior Policy Director
Date Noted:	June 8, 2011
Email and Phone Number	Policy-Staff@icann.org +1-310-823-9358

2011-06-24-04 Board Submission - Permanent Charter of GNSO's Commercial Stakeholders Group

ICANN BOARD SUBMISSION NO. 2011-06-24-04

TO: ICANN Board of Directors

TITLE: Permanent Charter For GNSO Commercial Stakeholder Group

PROPOSED ACTIONS: Board Review and Approval of a Permanent GNSO Commercial Stakeholder Group Charter

EXECUTIVE SUMMARY:

The Structural Improvements Committee (SIC) recommends that the Board approve the permanent Charter for the GNSO's Commercial Stakeholder Group (CSG).

As part of the comprehensive GNSO Improvements effort, in July 2009, the ICANN Board approved the Charters of four new GNSO Stakeholder Groups (SGs) (see ICANN Board Resolution 2009.30.07.09). These SG structures represented a new concept for the GNSO that was envisioned by the Board Governance Committee GNSO Review Working Group On GNSO Improvements (BGC WG - see the BGC WG's February 2008 Report here).

The Charter approved for the CSG was termed a "transitional" charter. Sections 3 and 8.2 of that transitional charter anticipated future CSG efforts to establish a permanent "final" charter document. CSG leaders coordinated their charter drafting efforts with ICANN Staff and devoted substantial community discussion and review time to developing their document. The new CSG Charter maintains the traditional GNSO Constituency structure in that the CSG will be comprised of the three existing CSG Constituencies, and makes allowances for the possibility of future Constituencies.

The Constituencies of the CSG (Commercial and Business, Intellectual Property and Internet Service and Connection Providers) informed ICANN Staff in November 2010 that they had ratified a permanent charter document. A copy of the Charter can be found at: <http://gns0.icann.org/improvements/csg-revised-charter-30nov10-en.pdf>. The Staff subjected the charter to a Public Comment Forum – giving the ICANN community substantial opportunity to review and comment on the document. No community comments were submitted.

PROPOSED RESOLUTION:

WHEREAS, on July 30, 2009 the Board approved a transitional Charter for the GNSO's Commercial Stakeholder Group;

WHEREAS, the Board directed the CSG to subsequently develop a permanent Charter document.

WHEREAS, the CSG leadership has collaborated closely with ICANN Staff and has now produced a permanent Charter document developed and approved by the CSG community and that document has been presented to the ICANN community for review and comment.

WHEREAS, the Board Structural Improvements Committee recommends approval of the permanent CSG Charter.

NOW THEREFORE BE IT:

RESOLVED (2011.06.24.XX), the Board approves the permanent Charter of the GNSO's Commercial Stakeholders Group. The CSG is directed to publicly post its charter and to maintain a process for publicly posting subsequent amended versions of the document. To assure continued adherence to the ICANN Bylaws principles, the Board will re-examine the CSG charter, structure and operations consistent with the timetable for the next independent review of the GNSO.

RATIONAL FOR RESOLUTION:

The approval of this permanent charter documents satisfies the original Board direction in Resolution 2009.30.07.09 by establishing a permanent Charter for the GNSO's Commercial Stakeholder Group. This action provides a degree of certainty and finality regarding the community debate over the relationship between Constituencies and Stakeholder Groups in the GNSO in that it affirms the ability of individual communities to establish and manage processes and procedures – consistent with existing ICANN Bylaws principles - that allows them to govern and expand their participation in GNSO policy development efforts in a manner best suited to their individual communities. There are no particular additional budget implications for approving the CSG Charter. This action does not have any technical impact on the security, stability or resiliency of the DNS.

DOCUMENT/BACKGROUND LINKS:

Report of Board Governance Committee GNSO Review Working Group On GNSO Improvements

ICANN Board Approval of Transitional Stakeholder Group Charters –
<http://www.icann.org/en/minutes/prelim-report-30jul09.htm> - Preliminary Report of Special Board Meeting - 30 July 2009

CSG Transitional Charter (2009)

CSG Permanent Charter (2011)

Submitted by: David Olive, Robert Hoggarth
Position: VP-Policy Development; Senior Policy Director
Date Noted: June 8, 2011
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2011-06-24-05 Board Submission - Permanent Charter of GNSO's Non Commercial Stakeholders Group

ICANN BOARD SUBMISSION NO. 2011-06-24-05

TO: ICANN Board of Directors

TITLE: Permanent Charter For GNSO Non Commercial Stakeholder Group

PROPOSED ACTIONS: Board Review and Approval of Permanent Non Commercial Stakeholder Group Charter

EXECUTIVE SUMMARY:

The Structural Improvements Committee (SIC) recommends that the Board approve the permanent Charter for the GNSO's Non Commercial Stakeholder Group (NCSG).

As part of the comprehensive GNSO Improvements effort, in July 2009, the ICANN Board approved the Charters of four new GNSO Stakeholder Groups (SGs) (see ICANN Board Resolution 2009.30.07.09). These SG structures represented a new concept for the GNSO that was envisioned by the Board Governance Committee GNSO Review Working Group On GNSO Improvements (BGC WG - see the BGC WG's February 2008 Report).

The NCSG Charter approved by the Board was intended to be "transitional" through the ICANN annual meeting in 2011. The Board expected the NCSG community to develop a permanent Charter document that would take effect no later than the expiration of the two-year transition period (see transition Charter Section 5 and Section 8). This time period turned out to be consistent with the two-year terms of the three Board-appointed NCSG GNSO Council representatives who were subsequently approved in September 2009 (see - ICANN Board Resolution 2009.09.30.09).

NCSG leaders and members of the SIC collaborated on developing a charter document that would meet the goals of the BGC WG recommendations and provide a foundation for future governance and growth of the non commercial community in the GNSO. The resulting permanent NCSG Charter (<http://gns0.icann.org/improvements/proposed-ncsg-charter-05may11-en.pdf>) reflects an evolution of the traditional ICANN representational model in the GNSO. Under this new approach, the NCSG membership will be a combination of individual and organizational participants. NCSG members will be members of the SG first and will have the option to join existing Constituencies or to gather together with other SG members to form new Constituencies if they choose. Most SG decisions will be made by the membership as a whole rather than through other organizational structures.

At its Silicon Valley meeting in San Francisco, the Board authorized Staff to initiate a 30-day public comment forum for community review and comment on the NCSG Charter document (see ICANN Board Resolution 2011.03.18.38). That period closed on 5 June 2011. Only two community comments were received. Those comments were summarized

by the Staff and a link to that Summary document is supplied below. A checklist showing the specific disposition of those comments is attached to this Board Paper as Exhibit A.

PROPOSED RESOLUTION:

Resolution Text Superseded

RATIONAL FOR RESOLUTION:

The approval of this permanent charter documents satisfies the original Board direction in Resolution 2009.30.07.09 by establishing a permanent Charter for the GNSO's Non Commercial Stakeholder Group. This action provides a degree of certainty and finality regarding the community debate over the relationship between Constituencies and Stakeholder Groups in the GNSO in that it affirms the ability of individual communities to establish and manage processes and procedures – consistent with existing ICANN Bylaws principles - that allows them to govern and expand their participation in GNSO policy development efforts in a manner best suited to their individual communities. There are no particular additional budget implications for approving the NCSG Charter. This action does not have any technical impact on the security, stability or resiliency of the DNS.

DOCUMENT/BACKGROUND LINKS:

Report of Board Governance Committee GNSO Review Working Group On GNSO Improvements

ICANN Board Approval of Transitional Stakeholder Group Charters –
<http://www.icann.org/en/minutes/prelim-report-30jul09.htm> - Preliminary Report of Special Board Meeting - 30 July 2009

NCSG Transitional Charter (2009)

NCSG Permanent Charter (2011)

ICANN Board Appointment of GNSO Council NCSG Representatives –
<http://www.icann.org/en/minutes/prelim-report-30sep09.htm> - Preliminary Report of
Special Board Meeting - 30 September 2009

Staff Summary and Analysis of Community Comments Regarding Permanent NCSG
Charter

Submitted by:	David Olive, Robert Hoggarth
Position:	VP-Policy Development; Senior Policy Director
Date Noted:	June 8, 2011
Email and Phone Number	Policy-Staff@icann.org +1-310-823-9358

Public Comment Issue Tracking Checklist

Forum: Proposed Permanent Charter of GNSO Non-Commercial Stakeholder Group
 [Opened: 6 May 2011; Closed: 5 June 2011]

1) Procedural Concerns		
Issue/Suggestion/Recommendation	Status	Comments/Disposition
1.1 Referring to Section 2.2.7 (#7), does a member have the right to vote in each of the three Constituencies, e.g., on various executive bodies?	Resolved	This provision permits members to belong to multiple Constituencies within the NCSG; however, voting rights within those Constituencies would be determined by the individual Constituency charters.
1.2 Does the term “membership,” as applied to Section 2.2.7 (#7), refer to organizations, individuals, or both?	Resolved	Section 2.1(1) of the Charter defines that “The NCSG <u>Membership</u> [emphasis added] shall consist of all organizations and individuals that meet the NCSG Membership criteria and complete the processes set out in Section 2.2.”
1.3 Is the provision in Section 2.2.7 (#7) consistent with the ICANN Bylaws?	Resolved	Article X (GNSO) of the ICANN Bylaws is silent with respect to specific provisions governing membership and voting rights within Constituencies except that Section 5(3) provides that, “Stakeholder Group and Constituency Charters may be reviewed periodically as prescribed by the Board.”
1.4 In Sections 4.3 and 4.4, is there a reason why <u>weighed voting</u> is not referenced and, instead, the language refers to a mechanism of having multiple votes combined with the obligation of assigning these multiple votes to a single candidate?	Resolved	This concern will be relayed to the NCSG leadership to determine if any clarification or amendment is warranted to Sections 4.3 and 4.4.
2) Typographical Errors		
Issue/Suggestion/Recommendation	Status	Comments/Disposition
2.1 The last paragraph on page 9 (Section 2.3) contains a small typo “Non-Contracted-SG” instead of “Non-Commercial-SG.”	Resolved	The meaning of the original language is correct. The Bylaws specify (Article X, Section 5, Par. 4) that “Any group of individuals or entities may petition the Board for recognition as a new or separate Constituency in the Non-Contracted Parties House.” For clarity, the Charter’s sentence could be revised to state, “As provided in the ICANN Bylaws, any group may petition to become a Constituency within a Stakeholder Group of the Non-Contracted Parties House by completing the approved ICANN process for recognition of a GNSO Constituency (Link TBD).” This clarifying language will be presented to the NCSG leadership to determine if it should be incorporated into an amended charter document.

2011-06-24-06 Board Submission - New Not-for-Profit Operational Concerns Constituency in the GNSO

ICANN BOARD SUBMISSION NO. 2011-06-24-06

TO: ICANN Board of Directors

TITLE: Petition for New Not-for-Profit Operational Concerns Constituency in the GNSO

PROPOSED ACTIONS: Board Review and Approval of New GNSO Constituency Petition

EXECUTIVE SUMMARY:

The SIC recommends that the Board approve the proposed Charter for a new GNSO Constituency representing Not-for-Profit Operational Concerns (NPOC) and formally recognize the NPOC Constituency as a full status member of the GNSO's Non-Commercial Stakeholders Group (NCSG).

The proposed new NPOC Constituency has the potential to represent a large, internationally diverse and important stakeholder community that can function as a two-way conduit of news, information, and advocacy for not-for-profit operational concerns – particularly as they relate to not-for-profit and non-governmental organizations who are domain registrants and users - worldwide. It is a community group targeted by the Board when it appointed GNSO Councilor Deborah Hughes as an NCSG representative to serve on the GNSO Council back in 2009.

NPOC proponents have contacted many potential NPOC members worldwide and a sizable number of potential NPOC members have expressed support for the Constituency. The constituency proposal has been reviewed by the community and subjected to extensive discussions within the NCSG particularly. The original proposal was modified to specifically address non-commercial community concerns regarding and subsequent public comments submitted regarding the proposal were consistently favorable.

Proponents of this Constituency are well known and respected in the international not-for-profit community. They have followed all of the Board's notification and petitioning requirements, including responding to community inquiries and updating their public Notice of Intent to Form (NOIF) and proposed Charter document in conformance with community input.

Upon approval of the NPOC petition, the Non-Commercial Stakeholder Group (NCSG) will have two formal member Constituencies - including the legacy Non-Commercial Users Constituency (NCUC). This action will significantly enhance the NCSG's breadth and diversity.

PROPOSED RESOLUTION:

WHEREAS, the Board has specifically directed that efforts be made to provide leadership and guidance within the GNSO's Non-Commercial Stakeholder Group to encourage the

creation of broad, diverse and representative new GNSO Constituencies advancing global non-commercial interests;

WHEREAS, The Board has received a formal petition for the creation of a Not-for-Profit Operational Concerns Constituency (NPOC) within the GNSO;

WHEREAS, The NPOC proposal has been subjected to a two-phase, public process that was instituted as part of the GNSO Improvements Review;

WHEREAS, Staff conducted a Public Comment Forum giving community members the opportunity to review and comment upon the proposed NPOC Charter and the comments submitted in that proceeding were consistently favorable regarding the NPOC proposal;

WHEREAS, this new GNSO Constituency will expand participation in GNSO policy development efforts by formally recognizing a vibrant new community that will represent the non-commercial perspective of not-for-profit and non governmental organizations who are registrants and users of domain names;

NOW THEREFORE BE IT:

RESOLVED, That the Board approves the proposed charter of the new Not-for-Profit Operational Concerns Constituency and formally recognizes the organization as an official Constituency within the GNSO's Non-Commercial Stakeholder Group (NCSG) eligible for formal GNSO administrative support and subject to the permanent NCSG Charter approved by the Board.

RESOLVED, That the Board thanks Board-appointee Debra Y. Hughes for her leadership in helping to establish this new Constituency.

RATIONALE FOR RESOLUTION:

The promotion of new GNSO Constituencies was one of the fundamental recommendations of the GNSO Review effort and an important intentional strategy to expand participation in GNSO policy development efforts. The approval of a new GNSO Constituency will impact the ICANN budget by increasing administrative support of community activities during ICANN Public meetings and throughout the year. This is within the parameters of the proposed FY12 budget and no substantial additional budget resources will be impacted by the approval of this new Constituency. This new additional organizational structure will not have any technical impact on the security, stability or resiliency of the DNS.

DOCUMENT/BACKGROUND LINKS:

Existing New GNSO Constituency Evaluation Process Under Which NPOC Proposal was originally submitted – see <http://gns0.icann.org/en/improvements/newco-process-en.htm>

Report of Board Governance Committee GNSO Review Working Group On GNSO Improvements

ICANN Board Appointment of GNSO Council NCSG Representatives – Resolution 2009.09.30.09, <http://www.icann.org/en/minutes/prelim-report-30sep09.htm> - Preliminary Report of Special Board Meeting - 30 September 2009

The Original NPOC Charter Cover Letter – November 2010

The Original NPOC Petition (redacted) and Charter – November 2010

The Revised NPOC Petition Cover Letter – December 2010

The Revised NPOC Charter – December 2010

Staff Summary and Analysis of Community Comments Regarding Proposal For a New Not-for-Profit Operational Concerns Constituency

Submitted by:	David Olive, Robert Hoggarth
Position:	VP-Policy Development; Senior Policy Director
Date Noted:	June 8, 2011
Email and Phone Number	Policy-Staff@icann.org +1-310-823-9358

**2011-06-24-07 Board Submission - Changes to SSAC
Membership - Appointment Jason Livingood**

ICANN BOARD SUBMISSION NO. 2011-06-24-07

TITLE: Appointment of Jason Livingood 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 Jason Livingood as a new Committee member.

COMMITTEE RECOMMENDATION:

The Committee desires the appointment of Jason Livingood 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 Jason Livingood to the SSAC.

It is resolved (20XX.xx.xx.xx) that the Board appoints Jason Livingood 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. Jason Livingood has worked with the SSAC both in the DNSSEC workshops and on other issues. He also brings a great deal of large-scale operational network experience to the SSAC.

Submitted by: Ram Mohan, SSAC Liaison to the Board
Position: Liaison to the ICANN Board from the Security & Stability Advisory Committee
Date Noted: 19 May 2011
Email: rmohan@afilias.info

**2011-06-24-08 Board Submission - Changes to SSAC
Membership - Thanks to Duncan Hart**

ICANN BOARD SUBMISSION NO. 2011-06-24-08

TITLE: Thank You from Security and Stability Advisory Committee to Duncan Hart

PROPOSED ACTION: For Consent Agenda

EXECUTIVE SUMMARY:

On 26 June 2009 the ICANN Board approved the appointment of Duncan Hart to the Security and Stability Advisory Committee. On 16 April 2011, Duncan stepped down as a member of the Committee.

COMMITTEE RECOMMENDATION:

The Committee wishes to formally thank Duncan Hart for his work while a member of the Security and Stability Advisory Committee.

PROPOSED RESOLUTION:

Whereas, Duncan Hart was appointed to the ICANN Security and Stability Advisory Committee on 26 June 2009.

Whereas, ICANN wishes to acknowledge and thank Duncan Hart for his service to the community by his membership on the Security and Stability Advisory Committee.

Resolved (2011.xx.xx.xx), that Duncan Hart has earned the deep appreciation of the Board for his service to ICANN by his membership on the Security and Stability Advisory Committee, and that the Board wishes Duncan Hart well in all future endeavours.

PROPOSED RATIONALE:

It is the practice of the SSAC to seek Board recognition of the service of Committee members upon their departure.

Submitted by:	Ram Mohan
Position:	Liaison to the ICANN Board from the Security and Stability Advisory Committee
Date Noted:	19 May 2011
Email:	rmohan@afilias.info

**2011-06-24-09 Board-Submission - Academia
Representation on NomCom**

ICANN BOARD SUBMISSION NO. 2011-06-24-09

TITLE: **Academia Representation on NomCom**

PROPOSED ACTION: **For Consent Agenda**

EXECUTIVE SUMMARY:

The Bylaws provision requiring the ICANN Board to designate an entity "to represent academic and similar organizations" that would be responsible for annually selecting a member of the Nominating Committee (NomCom) (Selecting Entity), has proved to not be practically feasible to date. In practice, the Board Governance Committee (BGC) has been recommending a member of academia to fill this role on the NomCom, because no Selecting Entity has properly been identified.

In 2010, the Board directed that the BGC oversee development of a process to identify a Selecting Entity for Board consideration. After attempting to do so itself, the BGC determined that the most appropriate manner to develop a process would be to seek community input. Thus the BGC recommended, and the Board approved, that the community be asked for suggestions on a selection process. Further, the Board determined that if no appropriate selection process was identified, then the Bylaws requirement for having an academia delegate on the NomCom would be deleted. *See* <http://www.icann.org/en/minutes/resolutions-21apr11-en.htm#2.4>.

PUBLIC COMMENT

Only three public comments were received (*see* Annex for complete Comment Summary and Analysis). One from the At-Large Advisory Committee (ALAC), which noted its in-principle agreement to removal of the Bylaws provision if no other proposals are made by the community provided that it is undertaken as part of a wider process that keeps academia involved in the NomCom.

Avri Doria suggested that several entities be designated and the NomCom delegate be selected by those entities on a rotation. She identified possible entities, but did not provide any information as to an appropriate selection process. Roberto Gaetano, in sum, suggested that the Board stay its decision to delete the Bylaws provision pending

the possible creation of an academia constituency that might take up the role of selecting the academia NomCom Selecting Entity or delegate.

BOARD GOVERNANCE COMMITTEE RECOMMENDATION

[TBD pending BGC discussion at meeting in Singapore]

PROPOSED RESOLUTION:

[TBD pending BGC discussion at meeting in Singapore]

PROPOSED RATIONALE:

[TBD pending BGC discussion at meeting in Singapore]

Submitted by:	Amy A. Stathos
Positions:	Deputy General Counsel
Date Noted:	10 June 2011
Email and Phone Number	amy.stathos@icann.org; Contact

Item Removed from Agenda

Item Removed from Agenda

Item Removed from Agenda

**2011-06-24-11 Board Submission - March 2012 Latin
America Meeting Location 06062011**

ICANN BOARD SUBMISSION No. 2011-06-24-11

TITLE: **Location of March 2012 ICANN Meeting**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

The location of the ICANN International Public Meeting (“Meeting”) to be held from 11-16 March 2012 needs to be confirmed. In the regular rotation, this Meeting is to be held in Latin America. The Annex to this paper summarizes the steps taken to locate a site for the Latin America 2012 Meeting.

STAFF RECOMMENDATION:

Staff recommends accepting the proposal of the Academia Nacional de Ciencias, the .cr TLD administrator, Costa Rica to host the March 2012 Meeting.

BOARD FINANCE COMMITTEE RECOMMENDATION:

The Board Finance Committee will review and is expected to approve the budget for Latin America 2012 on 14 June 2011.

PROPOSED RESOLUTION:

Whereas, ICANN intends to hold its first Meeting for 2012 in the Latin America region as per its policy;

Whereas the Academia Nacional de Ciencias, Costa Rica submitted a viable proposal to serve as host for the ICANN 2012 Latin America Meeting;

Whereas, staff has completed a thorough review of the Academia Nacional de Ciencias, Costa Rica proposal and finds it acceptable;

Whereas, the Board Finance Committee will review and is expected to approve the budget for the ICANN 2012 Latin America Meeting as proposed in this paper on 14 June 2011;

It is hereby resolved (2011.06.24.xx) that the Board accepts the proposal of the Academia Nacional de Ciencias, Costa Rica and approves that the ICANN 2012 Latin America Meeting shall be held in San Jose, Costa Rica from 11-16 March 2012, with a budget not to exceed US\$2.29M.

PROPOSED RATIONALE

Rationale Text Superceded

Rationale Text Superseded

Submitted by:	Nick Tomasso
Position:	Senior Director, Meetings & Language Services
Date Noted:	06 June 2012
Email and Phone Number	nick.tomasso@icann.org Contact

2011-06-24-12 Board Submission - June 2012 Europe Meeting Location

ICANN BOARD SUBMISSION No. 2011-06-24-12

TITLE: Location of June 2012 ICANN Meeting

PROPOSED ACTION: For Board Approval

EXECUTIVE SUMMARY:

The location of the ICANN International Public Meeting (“Meeting”) to be held from 24-29 June 2012 needs to be confirmed. In the regular rotation, this Meeting is to be held in Europe. The Annex to this paper summarizes the steps taken to locate a site for the Europe 2012 Meeting.

STAFF RECOMMENDATION:

Staff recommends accepting the proposal of CZ.NIC, Czech Republic to host the June 2012 Meeting.

BOARD FINANCE COMMITTEE RECOMMENDATION:

The Board Finance Committee will review and is expected to approve the budget for Europe 2012 on 14 June 2011.

PROPOSED RESOLUTION:

Whereas, ICANN intends to hold its second Meeting for 2012 in the Europe region as per its policy;

Whereas CZ.NIC, Czech Republic submitted a viable proposal to serve as host for the ICANN 2012 Europe Meeting;

Whereas, staff has completed a thorough review of the CZ.NIC, Czech Republic proposal and finds it acceptable;

Whereas, the Board Finance Committee will review and is expected to approve the budget for the ICANN 2012 Europe Meeting as proposed in this paper on 14 June 2011;

It is hereby resolved (2011.06.24.xx) that the Board accepts the proposal of CZ.NIC, Czech Republic and approves that the ICANN 2012 Europe Meeting shall be held in Prague, Czech Republic from 24-29 June 2012, with a budget not to exceed US\$2.49M.

PROPOSED RATIONALE

Rationale Text Superceded

Rationale Text Superseded

Submitted by:	Nick Tomasso
Position:	Senior Director, Meetings & Language Services
Date Noted:	06 June 2012
Email and Phone Number	nick.tomasso@icann.orgContact

Item Removed from Agenda

Item Removed from Agenda

Item Removed from Agenda

Item Removed from Agenda

**2011-06-24-14 Board Submission - ATRT
Recommendations & Budget**

ICANN BOARD SUBMISSION NO. 2011-06-24-14

TITLE: **Accountability & Transparency Review Team (ATRT) Report**

PROPOSED ACTION: **For Board Consideration and Action**

EXECUTIVE SUMMARY:

The ATRT Report (PDF online) submitted to the Board on 31 December 2010 contains 27 recommendations, eight of which are marked “high priority,” and a majority of which have proposed implementation deadlines ranging from “immediately” to October 2011. The recommendations, which are summarized in Exhibit A, are focused on improving ICANN in four areas: the Board (and Nominating Committee – NomCom – processes); the Governmental Advisory Committee (GAC); public input and policy development; and review mechanisms for Board decisions. The Affirmation of Commitments (Affirmation) obligates the Board to take action on the Report by 30 June 2011.

It is Staff’s view that the ATRT provided a constructive report that can help advance ICANN’s transparency and accountability objectives, and can be implemented (with appropriate resources and community engagement). Some recommendations relate to operations that Staff has already changed, or is in the process of changing, and the ATRT has provided useful guidance for this work. Other recommendations will require additional time, resources, and consultations to implement, which the Board has publicly acknowledged. At this writing, Staff’s proposed, final implementation plans are under consideration by various Board committees and the Board-GAC Joint Working Group (JWG).¹ The plans include suggested timelines and resources to complete implementation and are attached as Exhibit B.

In previous meetings, the Board affirmed the utility of the report in advancing ICANN’s accountability and transparency and asked for Staff and community follow-

¹ An update on Committee and JWG action will be provided to the Board prior to the Singapore Board meeting.

up work (a summary of recommendations and recent activity is attached as Exhibit A). The Board also tasked Board Committees and the JWG to address specified ATRT recommendations and asked the Board Finance Committee to consider proposed FY2012 ATRT implementation funding as detailed by Staff.

BGC RECOMMENDATION:

The Board Governance Committee (BGC) has recommended a framework for the Board's further consideration and acceptance of the ATRT recommendations. The BGC recommends that each Committee assigned to oversee the work towards implementation of the ATRT recommendations present the Board with additional information in support of a recommendation regarding acceptance. At its 9 June 2011 meeting, the BGC agreed that for each ATRT recommendation, the BGC proposes that the assigned Committee (1) categorize a recommendation to the Board in one of three statuses; and (2) assign a topic lead to guide the oversight of the implementation work. The three recommendation statuses proposed by the BGC are: (1) Recommend acceptance and note that work is completed; (2) Recommend acceptance and note that the implementation efforts are/will be incorporated into standard operating procedures; or (3) Recommend acceptance and direct further investigation and work towards implementation.

STAFF RECOMMENDATION:

Staff recommends that the Board accepts all ATRT recommendations, with the exception of Recommendation 5 relating to Board Compensation. For Recommendation 5 staff recommends that the Board approve the completion of an appropriate review of Board compensation, following relevant laws and restrictions on non-profit organizations. Staff recommends that the Board further direct staff to move forward with ATRT implementation plans and budgets as detailed by Staff and directed by the assigned Board Committees and JWG.

Staff has assessed these recommendations and determined that they: have the potential to advance ICANN's transparency and accountability objectives; can be implemented by ICANN (with allocated resources); and do not appear to negatively impact the systemic security, stability and resiliency of the DNS.

Staff recommends that the Board modify the timeline proposed by the ATRT for twelve of the recommendations, as detailed in the Staff's proposed implementation plans (Exhibit B). Staff also supports an appropriate review of Board compensation as discussed at recommendation #5, following relevant laws and restrictions on non-profit organizations.

Additional information will be provided separately on actions that are subsequently taken by the other Board Committees and JWG on the ATRT recommendations, implementation plans, and budget.

PROPOSED RESOLUTION:

[RESOLUTION IN DRAFT FORM PENDING FURTHER COMMITTEE INPUT]

Resolution Text Superseded

Resolution Text Superseded

PROPOSED RATIONALE

As required by the Affirmation of Commitments, the recommendations resulting from the ATRT were provided to the Board on 31 December 2010 and posted for public

comment. The ATRT provided a constructive report that validates and builds upon ICANN's commitments and improvements. The Board encouraged and considered input from the community, including the Supporting Organizations, Advisory Committees, and the Nominating Committee, and is awaiting input from the Joint Working Group and the Governmental Advisory Committee. The public comments were supportive of the ATRT report and Staff's due diligence resulted in advice that ICANN move forward with implementation of all 27 of the ATRT's recommendations with the exception of Recommendation 5 relating to Board Compensation. For Recommendation 5 staff recommends that the Board approve the completion of an appropriate review of Board compensation, following relevant laws and restrictions on non-profit organizations. Staff provided proposed plans that demonstrated ICANN's ability to implement the recommendations and estimated resource costs. The Board has concluded that ICANN should move forward on implementation plans for the 27 recommendations, noting that each plan has an estimated budget and implementation timeline and will be carried out under Board, GAC, NomCom, and community leadership. The Board also has concluded that appropriate review of Board compensation is needed as discussed for recommendation #5, following relevant laws and restrictions on non-profit organizations.

The Board finds that these recommendations: have the potential to advance ICANN's transparency and accountability objectives, which are articulated in the Affirmation and ICANN's bylaws; can be implemented by ICANN (with resource allocation); and do not appear to negatively impact the systemic security, stability and resiliency of the DNS. The Board has asked Staff to work with affected organizations to execute the implementation plans, and notes that ICANN has already made progress on implementation of several operational changes called for by the ATRT.

The Board agrees with Staff's assessment that the ATRT recommendation for a compensation scheme for voting Board Directors should be supported to allow for appropriate consideration following relevant laws and restrictions on non-profit organizations. Due to the complexity of this issue and the multiple planning and consideration stages it involves, additional effort is required to confirm whether full implementation is feasible and appropriate.

Finally, in order to evaluate ICANN’s execution of commitments to “maintain and improve robust mechanisms for public input, accountability, and transparency,” and effectively measure ICANN’s ability to improve elements that support these objectives, specific assessment mechanisms are needed. The Board has asked Staff to develop metrics and benchmarks for consideration. Without agreement on clear, measurable actions, future transparency and accountability improvement efforts and assessments could be hampered.

[FINANCIAL IMPACT STATEMENT TO BE ADDED]

Submitted by:	Denise Michel	Date Noted:	6 June 2011
Position:	Advisor to the President & CEO	Email and Phone Number	denise.michel@icann.org Contact

**2011-06-24-15 Board Submission - NET Renewal-
Agreement-2011**

ICANN BOARD SUBMISSION NO. 2011-06-24-15

TITLE: **Proposed .NET Renewal Registry Agreement**

PROPOSED ACTION: **For Board Consideration**

EXECUTIVE SUMMARY:

The .NET Registry Agreement is due to expire on 30 June 2011. ICANN's gTLD registry agreements, including the current .NET Registry Agreement, provide for presumptive renewal so long as certain requirements are met. The agreements also provide that upon renewal, changes may be made in the agreement to render certain terms similar to other comparable gTLD registry agreements. The Proposed .NET Renewal Registry Agreement includes modified provisions to bring the .NET Registry Agreement into line with other comparable agreements (e.g. BIZ, COM, INFO, ORG), including modification to terms such as traffic data, limitation of liability, indemnification, assignment, and notice provisions.

In addition to the changes to bring .NET into conformance with other agreements, Verisign has requested a change to give more flexibility for the registry to take action to prevent the registration of particular domain names when necessary in order to protect the security and stability of the DNS and the Internet – such as the actions that were taken by Verisign and other registries in coordination with ICANN in order to mitigate the threat from the Conficker virus. One other change to the agreement would give the registry operator more flexibility to offer training, technical support, marketing or incentive programs for the purpose of supporting the development of the Internet in underserved geographic regions (a region being one or more countries). Lastly, the appendices to the agreement are also generally consistent with the current agreement. There are limited updates and deletions of obsolete provisions to Appendices 4, 7 and 10 to reflect changes to technical protocols and refinement of reporting requirements.

Public comment – The draft agreement has been amended in response to community comments about Verisign's proposal to permit special programs for registrars in underserved geographic regions. The provision has been negotiated with Verisign to help ensure that it cannot be used for purposes beyond its intended scope.

Another comment led to modification regarding the registry-level transaction fee to make it clearer that while ICANN will not segregate received fees or establish separate accounts for registry fees, ICANN will ensure those fees are expended on (a) developing country Internet communities to enable further participation in the ICANN mission by developing country stakeholders, (b) enhancing and facilitating the security and stability of the DNS, and (c) supporting ICANN's mission to ensure the stable and secure operation of the DNS.

These two modifications are provided in Annex B to this paper, and the final redline of the Proposed .NET Renewal Registry Agreement showing all changes to the current .NET Registry Agreement is provided in Annex C to this paper.

STAFF RECOMMENDATION: With the aforementioned modifications, Staff recommends the Proposed .NET Renewal Registry Agreement be approved because the renewal terms are generally consistent with the renewal clause in the current .NET Registry Agreement and would be beneficial to registrants and the Internet community. Furthermore, a public comment period was open from 11 April through 10 May 2011, during which time the comments summarized in Annex A were received. Other than the two modifications presented in Annex B, Staff recommends no further changes based on the public comments.

PROPOSED RESOLUTION:

Resolution Text Superseded

RATIONALE:

Why the Board is addressing the issue now?

The .NET Registry Agreement is due to expire on 30 June 2011.

What is the proposal being considered?

In accordance with the renewal provisions of the current .NET Registry Agreement, the Proposed .NET Renewal Registry Agreement includes modified provisions to bring .NET into line with other comparable agreements (e.g. BIZ, COM, INFO, and ORG), including modifications to terms such as traffic data, limitation of liability, indemnification, assignment, and notice provisions. In addition to the changes to bring .NET into conformance with other agreements, Verisign has requested a change to give more flexibility for the registry to take action to prevent the registration of particular domain names when necessary in order to protect the security and stability of the DNS and the Internet – such as the actions that were taken by Verisign and other registries in coordination with ICANN in order to mitigate the threat from the Conficker virus. One other change to the agreement would give the registry operator more flexibility to offer training, technical support, marketing or incentive programs for the purpose of

supporting the development of the Internet in underserved geographic regions.

Which stakeholders or others were consulted?

ICANN conducted a public comment period on the Proposed .NET Renewal Registry Agreement from 11 April 2011 through 10 May 2011, following which time the comments were summarized and analysed for Board review.

What concerns or issues were raised by the community?

Various members of the community raised the concerns summarized in the accompanying analysis, including concerns with respect to the renewal of the agreement in general, the process for competition review of new registry services, rights protection mechanisms, use of traffic data, the new provisions with respect to special programs for registrars in underserved geographic regions, registry fees and registration pricing.

What significant materials did the Board review?

The Board reviewed the Proposed .NET Renewal Registry Agreement and its Appendices, as well as the summary of public comments and Staff's response to those comments in Annex A.

What factors the Board found to be significant?

The Board carefully considered the public comments and the Staff recommendation with respect to those comments. While the Board considers the concerns with respect to the renewal provisions of the agreement and the registry fee and pricing mechanisms to be important, the Board determined that, on balance, those provisions are acceptable. The Board considered ICANN's contractual obligations with respect to the current .NET 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. The Board considered the public comments with respect to the new provision in the Proposed .NET Renewal Registry Agreement regarding the registry operator's ability to offer training, technical support, marketing or incentive programs for the purpose of supporting the development of the Internet in underserved geographic regions. The Board determined that the stated intention of the provision was laudable but that the initially proposed content of the provision should be revised to more accurately reflect the intent of the provision and to provide greater safeguards against discriminatory treatment of registrars. The Board determined that the revised text agreed to by Verisign to address this change was a minor change and a beneficial change to the agreement, and that the agreement as revised should be approved. The revised text can be found in Annex B to this paper, and a redline of the final Proposed .NET Renewal Registry Agreement can be found in Annex C to this paper.

Are there positive or negative community impacts?

Verisign has operated .NET very well, with no downtime, etc., and the community can expect that to continue.

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

There are no fiscal impacts or ramifications on ICANN, the community, or the public if ICANN approves the Proposed .NET Renewal Registry Agreement. The provisions

regarding registry-level fees and pricing constraints are consistent with the current .NET Registry Agreement.

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

There are no security, stability, or resiliency issues related to the DNS if ICANN approves the Proposed .NET Renew Registry Agreement.

Submitted by: Kurt Pritz

Position: SVP Stakeholder Relations

Date Noted: 8 June 2011

Email and Phone Number: kurt.pritz@icann.org; Contact

2011-06-24-16 Board Submission - Adoption of FY12- Budget

ICANN BOARD SUBMISSION NO. 2011-06-24-16

TITLE: ADOPTION OF THE FY12 OPERATING PLAN AND BUDGET

PROPOSED ACTION: For Board Approval

EXECUTIVE SUMMARY:

Each year the Board adopts the annual operating plan and budget. The FY12 Operating Plan and Budget is to be submitted to the Board for adoption.

STAFF RECOMMENDATION:

Staff recommends that the FY12 Budget be adopted.

BOARD FINANCE COMMITTEE RECOMMENDATION:

The Board Finance Committee at its meeting on 18 June 2011 is expected to recommend that the Board adopt the FY12 Operating Plan and Budget

PROPOSED RESOLUTION:

Approval of Operating Plan and Budget for Fiscal Year 2011-2012

Resolution Text Superseded

RATIONALE:

In accordance with Article XVI, Section 4 of the ICANN Bylaws, the Board is to adopt an annual budget and publish it on the ICANN website. On 17 May 2011, a proposed annual budget was drafted and posted based on discussions with the Executive team, and extensive consultations with ICANN Supporting Organizations, Advisory Committees, and other stakeholder groups. The draft budget also includes amounts allocated to various FY12 budget requests received from community leadership, allowing for more active participation into the development of the budget. The proposed annual budget being presented to the Board is a balanced budget, in direct response to community concerns of the budget framework which was posted in February 2011 noting a net deficit position. A detailed Operating Plan is included in the proposed budget for Board review indicating the major projects and initiatives that staff and community propose to undertake during the 2011-2012 fiscal year.

Submitted by:	Akram Atallah
Position:	Acting Chief Financial Officer
Date Noted:	9 June 2011
Email and Phone Number	akram.atallah@icann.org
	Contact

2011-06-24-17 Board Submission - RPKI and Budget

ICANN BOARD SUBMISSION NO. 2011-06-24-17

TITLE: Global Trust Anchor (GTA) and IANA Issued Resource Public Key Infrastructure (RPKI) Objects

PROPOSED ACTION: For Board Review and Approval on Main

EXECUTIVE SUMMARY:

This proposal seeks the approval of the ICANN Board to approve the budget and implement the required technical and operational articles to satisfy the stakeholder request for ICANN to operate the Global Trust Anchor (GTA)¹ and fulfil the IETF and NRO requests² for ICANN to issue RPKI objects. This work solidifies the commitments made by ICANN in both the 2011-2014 Strategic Plan³ and the Plan for Enhancing Internet Security, Stability, and Resiliency (FY11)⁴.

The Annex to this submission provides the background discussion and introductory information regarding resource certification.

STAFF RECOMMENDATION:

Recommendation Superseded

PROPOSED RESOLUTION:

Whereas, . TBD

PROPOSED RATIONALE:

ICANN is responding to the expressed needs of the technical and Internet number resource communities for the establishment of a single authoritative trust anchor for

¹ <http://www.icann.org/en/correspondence/echeberria-to-beckstrom-24feb11-en.pdf>

² <http://wiki.tools.ietf.org/html/draft-ietf-sidr-iana-objects-03> has IESG approval

³ <http://www.icann.org/en/strategic-plan/strategic-plan-2011-2014-28mar11-en.pdf>

⁴ <https://www.icann.org/en/topics/ssr/ssr-plan-fy11-redline-23nov10-en.pdf>

RPKI, and that the trust anchor should be aligned with the existing number resource hierarchy. Approval of this proposal allows ICANN to fulfil specific requests from the IETF for issuing RPKI certification for unallocated and reserved Internet number resources (IPv4, IPv6, and Autonomous System numbers).

Submitted by:	Elise Gerich
Position:	VP IANA
Date Noted:	10 June 2011
Email and Phone Number:	elise.gerich@icann.org;
	Contact

Item Removed from Agenda

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