

# **TABLE OF CONTENTS – RESOLUTIONS & MINUTES.docx**

**TABLE OF CONTENTS – BOARD PAPERS**

Draft Resolutions.....p.4-10

Minutes of 2 February 2013 Regular Board Meeting.....p.12-20

# 2013-02-28-DraftResolutions.docx



---

<b>1. Consent Agenda:</b> .....	<b>2</b>
<b>a. Approval of Board Meeting Minutes</b> .....	<b>2</b>
<b>b. Arab Center for Dispute Resolution’s Proposal to Serve as UDRP Provider..</b>	<b>2</b>
<i>Rationale for Resolution 2013.02.28.xx</i> .....	<b>2</b>
Item Removed From Agenda	
<b>d. Action from Board Compensation Committee</b> .....	<b>5</b>
<i>Rationale for Resolution 2013.02.28.xx</i> .....	<b>5</b>
<b>2. Main Agenda:</b> .....	<b>6</b>
<b>a. New Approach to Process for ccTLD Delegation &amp; Redelegations</b> .....	<b>6</b>
<b>b. Redelegation of the .ML domain representing Mali</b> .....	<b>6</b>
<i>Rationale for Resolution 2013.02.28.xx</i> .....	<b>6</b>
<b>c. Delegation of the .ukr domain representing Ukraine</b> .....	<b>6</b>
<i>Rationale for Resolution 2013.02.28.xx</i> .....	<b>7</b>

**1. Consent Agenda:**

**a. Approval of Board Meeting Minutes**

Resolved (2013.02.28.xx), the Board approves the minutes of the 2 February 2013 Special Meeting of the ICANN Board.

**b. Arab Center for Dispute Resolution's Proposal to Serve as UDRP Provider**

Resolution Not Considered

***Rationale for Resolution 2013.02.28.xx***

Rationale Not Considered

Rationale Not Considered, Item Removed From Agenda

Item Removed From Agenda

Item Removed From Agenda

#### **d. Action from Board Compensation Committee**

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

Whereas, the Board recently appointed David Olive as an ICANN Officer (see <http://www.icann.org/en/groups/board/documents/resolutions-02feb13-en.htm#1.e>).

Whereas, independent market data provided by independent compensation experts indicates that the current compensation for David Olive, ICANN's Vice President, Policy Development Support, falls within ICANN's target of the 50th to 75th percentile based on market data supplied by ICANN's independent compensation experts.

Whereas, the Compensation Committee and the full Board have confirmed that they are not conflicted with respect to the Vice President, Policy Development Support's compensation package.

Resolved (2013.02.28.xx), the Board adopts the current compensation of Officer David Olive, Vice President, Policy Development Support, as reasonable based on the market data and recommendations from the independent compensation experts.

#### ***Rationale for Resolution 2013.02.28.xx***

Attracting and retaining high calibre staff by providing a competitive compensation package is crucial to the organization. In adopting as reasonable the compensation for ICANN's Officer, David Olive, the Compensation Committee and the Board reviewed and accepted the market analysis and recommendations from the independent compensation experts, and by taking this action are confirming that they are not conflicted as to David Olive's compensation package.



This decision will have no fiscal impact on the organization or the community, and it will not have an impact on the security, stability and resiliency of the domain name system. This is an Organizational Administrative Function not requiring public comment.

## **2. Main Agenda:**

### **a. New Approach to Process for ccTLD Delegation & Redelegations**

### **b. Redelegation of the .ML domain representing Mali**

Resolved (2013.02.28.xx), ICANN has reviewed and evaluated the request, and the documentation demonstrates the process was followed and the redelegation is in the interests of the local and global Internet communities.

#### ***Rationale for Resolution 2013.02.28.xx***

As part of the IANA Functions, ICANN receives request to delegate and redelegate country-code top-level domains. ICANN Staff has reviewed and evaluated a redelegation request for this domain and has provided a report to the ICANN Board that proper procedures were followed in that evaluation. The Board's oversight of the process helps ensure ICANN is properly executing its responsibilities relating to the stable and secure operation of critical unique identifier systems on the Internet and pursuant to the IANA Functions Contract. Ensuring that the process is followed adds to the accountability of ICANN. This action will have no fiscal impact on ICAN or the community, and will have a positive impact on the security, stability and resiliency of the domain name system.

This is an Organizational Administrative Function not requiring public comment.

### **c. Delegation of the .ukr domain representing Ukraine**

Resolved (2013.02.28.xx), ICANN has reviewed and evaluated the request, and the documentation demonstrates the process was followed

and the redelegation is in the interests of the local and global Internet communities.

***Rationale for Resolution 2013.02.28.xx***

As part of the IANA Functions, ICANN receives request to delegate and redelegate country-code top-level domains. ICANN Staff has reviewed and evaluated a delegation request for this domain and has provided a report to the ICANN Board that proper procedures were followed in that evaluation. The Board's oversight of the process helps ensure ICANN is properly executing its responsibilities relating to the stable and secure operation of critical unique identifier systems on the Internet and pursuant to the IANA Functions Contract. Ensuring that the process is followed adds to the accountability of ICANN. This action will have no fiscal impact on ICANN or the community, and will have a positive impact on the security, stability and resiliency of the domain name system.

This is an Organizational Administrative Function not requiring public comment.

## **2013-02-02-Board-Minutes.docx**



A Special Meeting of the ICANN Board of Directors was held on 2 February 2013 at 5:30 pm local time in Los Angeles, California.

Bruce Tonkin, Vice Chair promptly called the meeting to order.

In addition to the Vice Chair the following Directors participated in all or part of the meeting: Sébastien Bachollet, Fadi Chehadé (President and CEO), Bertrand de La Chapelle, Chris Disspain, Bill Graham, Olga Madruga-Forti, Erika Mann, Gonzalo Navarro, Ray Plzak, George Sadowsky, Mike Silber, Judith Vazquez and Kuo-Wei Wu. Steve Crocker (Chair) sent apologies.

The following Board Liaisons participated in all or part of the meeting: Francisco da Silva (TLG Liaison), Heather Dryden (GAC Liaison), Ram Mohan (SSAC Liaison); Thomas Narten (IETF Liaison); and Suzanne Woolf (RSSAC Liaison).

The following ICANN staff participated in all or part of the meeting: Akram Atallah, Chief Operating Officer; John Jeffrey, General Counsel and Secretary; Michelle Bright, Sally Costerton, Samantha Eisner, David Olive, Diane Schroeder, and Amy Stathos.

<b>1. Consent Agenda:</b> .....	<b>23</b>
<b>a. Approval of Board Meeting Minutes</b> .....	<b>23</b>
<b>b. Registry Stakeholder Group Charter Amendments</b> .....	<b>23</b>
<i>Rationale for Resolution 2013.02.02.02</i> .....	<b>34</b>
<b>c. Southern California Office Space Lease</b> .....	<b>34</b>
<i>Rationale for Resolution 2013.02.02.03</i> .....	<b>45</b>
<b>d. Engagement of Independent Auditor</b> .....	<b>56</b>
<b>e. Officer Appointment and related document revision</b> .....	<b>6</b>
<b>2. Main Agenda:</b> .....	<b>67</b>
<b>a. Multi-Stakeholder Meeting Strategy Working Group</b> .....	<b>67</b>
<i>Rationale for Resolutions 2013.02.02.08- 2013.02.02.11</i> .....	<b>8</b>

## **1. Consent Agenda:**

The Vice Chair introduced the items on the consent agenda and called for a vote.

George Sadowsky then moved and Chris Disspain seconded the following resolutions on the Consent Agenda:

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

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

Resolved (2013.02.02.01), the Board approves the minutes of the 20 December 2012 Special Meeting of the ICANN Board.

### **b. Registry Stakeholder Group Charter Amendments**

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

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

Whereas, the community had the opportunity to review and comment on the RySG Charter amendments and there were no objections to the changes.

Whereas, the Structural Improvements Committee recommends the Board approve the RySG Charter changes as presented.

Resolved (2013.02.02.02) the proposed amendments to the Registry Stakeholder Group Charter are approved by the Board.

***Rationale for Resolution 2013.02.02.02***

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

The ICANN Bylaws (Article X, Section 5.3) state, "Each Stakeholder Group shall maintain recognition with the ICANN Board." The review of SG charter changes is an important part of ICANN's obligation to maintain recognition of the GNSO Stakeholder Groups and Constituencies and to preserve the operating principles articulated in the ICANN Bylaws. Community review and comments on SG charter changes can assist the Board in its evaluation process. This process is key to ICANN's accountability and transparency efforts. During the comment on this process, there were no comments received in objection to the proposed changes. Comments were received noting how the proposed amendments could be incorporated into other Stakeholder Group charters, and that will be considered as a more formalized evaluation process is developed.

This action will have a limited impact on ICANN's resources. Increased activities by RySG Observer Groups require meetings and secretariat support, but so far that support is within the parameters of existing ICANN Budgets and staff resources. This action is not expected to have any impact on the security, stability or resiliency of the DNS.

This action is an Organizational Administrative Function for which public comment was received.

**c. Southern California Office Space Lease**

Whereas, ICANN's current lease in Los Angeles expires 30 June 2022.

Whereas, ICANN's primary operations and staff are located in the greater Los Angeles area.

Whereas, current and future office space needs for primary operations will be at least 35,000 square feet.

Whereas, the Board Finance Committee has recommended that the Board approve this resolution.

*RESOLUTION 2013.02.02.04 REDACTED PURSUANT TO RESOLUTION 2013.02.02.03*

Resolved (2013.02.02.04), the Board approves the redaction of the details of Resolution (2013.02.02.03), and corresponding rationale pending completion of negotiations.

***Rationale for Resolution 2013.02.02.03***

Although ICANN is pursuing an aggressive internationalization plan, ICANN has no plans to relocate its headquarters in Los Angeles. The Los Angeles office has been designed to be multi-functional. It is both a central office for support operations and serves as a host location for small to mid-size meetings (e.g., Board workshops). Staffing requirements to support the New the gTLD Program has caused the existing space to reach capacity.

While most future staffing will be in hub offices and other locations outside the U.S., the long term staffing plans would require seating for approximately 35 additional staff in Los Angeles. There is one parcel of space remaining in the building in Los Angeles. The space is approximately 5,800 square feet and sits directly above ICANN's existing space. Given the convenience of the location and the existing good working relationship with the current landlord, the Board has determined that entering into a lease amendment is appropriate.

While there will be a fiscal impact, it will not take effect during this fiscal year and it will be addressed in the FY14 budgeting process. This decision will have no impact on the security, stability or resiliency of the domain name system.

This is an Organizational Administrative Function not requiring public comment.

#### **d. Engagement of Independent Auditor**

Whereas, Article XVI of the ICANN Bylaws (<http://www.icann.org/general/bylaws.htm>) requires that after the end of the fiscal year, the books of ICANN must be audited by certified public accountants, which shall be appointed by the Board.

Whereas, the Board Audit Committee has discussed the engagement of the independent auditor for the fiscal year ending 30 June 2013, and has recommended that the Board engage Moss Adams LLP.

Whereas, the Board Audit Committee has recommended that the Board direct the President and CEO or his designees to negotiate and execute a professional services agreement with Moss Adams.

Resolved (2013.02.02.05), the Board authorizes the President and CEO to engage Moss Adams LLP as the auditors for the financial statements for the fiscal year ending 30 June 2013.

#### ***Rationale for Resolution 2013.02.02.05***

The engagement of an independent auditor is in fulfillment of ICANN's obligations to undertake an audit of ICANN's financial books. This furthers ICANN's accountability to its Bylaws and processes, and the results of the independent auditors work will be publicly available. There is a fiscal impact to the engagement that has already been budgeted. There is no impact on the security or the stability of the DNS as a result of this appointment.



This is an Organizational Administrative Function not requiring public comment.

**e. Officer Appointment and related document revision**

Resolved (2013.02.02.06), David Olive is elected as an Officer of ICANN with the title of Vice President, Policy Development Support.

Resolved (2013.02.02.07), Paragraph 4 of ICANN's Contracting and Disbursement Policy shall be revised to read as follows: ICANN Officers include: (i) President and Chief Executive Officer (CEO); (ii) Chief Operating Officer (COO); (iii) Chief Financial Officer (CFO); (iv) General Counsel and Secretary; and (v) Vice President, Policy Development Support.

**Fifteen members of the Board voted in favor of Resolutions 2013.02.02.01, 2013.02.02.02, 2013.02.02.03, 2013.02.02.04, 2013.02.02.05, 2013.02.02.06, and 2013.02.02.07. The Chair of the Board was unavailable to vote on the resolutions. The resolutions carried.**

**2. Main Agenda:**

**a. Multi-Stakeholder Meeting Strategy Working Group**

The Vice Chair introduced this agenda item, noting that the basic purpose of this working group is to address the ongoing debate about meeting locations and what the strategy for those meeting locations should be. This resolution will approve a charter to form a Meetings Strategy Working Group (MSWG), with Sébastien Bachollet as chair, and Chris Disspain will be a member. The next step will be to call for community members that wish to be a member of that group. The President and CEO is directed to provide that group with the staff support to complete its work.

Sébastien Bachollet moved and Chris Disspain seconded the resolution.

Ray Plzak requested an overview of the Charter.

Sébastien provided an overview of the objectives of the document, including to discuss the number of ICANN meetings per year; other types of meetings and conferences; global, regional, and topical stakeholders; the objective of the meetings and conferences; the organization of the meetings and conferences; localization, including rotation of the meetings and conferences; the role of the local host; issues of visas and travel support; sponsorship issues; language services; remote participation; and outreach. The goal for the group is to have participation from the community, and a process similar to the creation of the review teams under the reviews under the Affirmation of Commitments. The objective is to have recommendations by the time of the Buenos Aires ICANN meeting.

Ray requested more information on the balance of the representation from different supporting organizations and advisory committees.

Chris Disspain confirmed that the selection process set forth in the charter allows for equity in the composition.

Ray also requested that the Charter include some time frame for the dissolution of the working group after its work is completed.

Chris agreed to Ray's request, and the Charter was amended prior to the Board taking a vote.

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

Whereas, ICANN has committed to identifying ICANN Meeting locations two years in advance.

Whereas, after consideration that adoption of a prior Consolidated Meetings Strategy proposal was not timely, the Public Participation Committee (PPC) initiated work to create a working group to address the meeting location strategy.

Whereas, the PPC has developed a proposed charter for a multistakeholder Meetings Strategy Working Group (MSWG) and

recommends that the Board adopt the charter and approve the creation of the MSWG.

Resolved (2013.02.02.08), the Board approves of the creation of the MSWG and adopts the Charter of the MSWG. The MSWG is expected to provide its report to the Board no later than ICANN's 2013 Annual General Meeting.

Resolved (2013.02.02.09), the original members of the MSWG from the ICANN Board are: Sébastien Bachollet, Chair and Chris Disspain.

Resolved (2013.02.02.10), the MSWG, working with the PPC, is directed to proceed with the identification of community members pursuant to the Charter. Community member appointments do not require the approval of the full Board.

Resolved (2013.02.02.11), the President and CEO is directed to provide the MSWG with the staff support necessary to enable the MSWG to undertake and complete its work.

**Fourteen members of the Board approved of Resolutions 2013.02.02.08, 2013.02.02.09, 2013.02.02.10, and 2013.02.02.11. Kuo-Wei Wu voted against the resolutions. The Chair of the Board was unavailable to vote on the resolutions. The resolutions carried.**

Kuo-Wei Wu noted that he does not believe that the results of the working group will be an improvement on what is currently in place.

***Rationale for Resolutions 2013.02.02.08- 2013.02.02.11***

The successful operation of ICANN's public meetings in all of the geographic regions is an important part of ICANN's accountability and transparency efforts. The action today will allow community members to serve alongside Board members in helping to develop a meetings strategy that will align with community needs, while taking into account the fiscal and facility requirements for these meetings.

The creation of this MSWG is expected to have a minimum fiscal impact on ICANN, mostly in the resources to support the new WG. The development of the MSWG is anticipated to have a positive impact on the public interest, as ICANN is working to meet its goals for long-term planning of the meeting while considering community input. This resolution is not expected to have any impact on the security or the stability of the DNS.

This is an Operational Administrative Function of ICANN for which public comment was not required prior to decision. The work of the MSWG is likely to be subject to public comment.

The Vice Chair called for any other business, and hearing none, called the meeting to a close.