

ICANN 55 PUBLIC BOARD MEETING

Board Papers – 10 March 2016



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AGENDA – 10 MARCH 2016 PUBLIC BOARD Meeting – 60 minutes

Last Updated 25 February

Time, etc.	Agenda Item	Shepherd
Assembly, Roll Call & Consent Agenda Vote	1. Consent Agenda	
	1.a. Approval of Minutes from 3 February 2016	Steve Crocker
	1.b. Appointment of F-Root Server Operator Representative to the RSSAC	Suzanne Woolf
	1.c. Appointment of Independent Auditors	Erika Mann
	1.d. Investment Policy Update	Cherine Chalaby
	1.e. Next Steps for the Internationalized Registration Data (WHOIS) Final Report	Chris Disspain
	1.f. Board Member Mentorship Program	Chris Disspain
	1.f. Thank You to Local Host of ICANN 55 Meeting	Steve Crocker

AGENDA – 10 MARCH 2016 PUBLIC BOARD Meeting – 60 minutes

Last Updated 25 February

Time, etc.	Agenda Item	Shepherd
	1.g. Thank you to Sponsors of ICANN 55 Meeting	Steve Crocker
	1.h. Thank you to Interpreters, Staff, Event and Hotel Teams of ICANN 55 Meeting	Steve Crocker
Discussion & Decision	2. Main Agenda	
	2.a. Consideration of .ECO and .HOTEL IRP Declaration	Steve Crocker Amy Stathos
	2.b. USG IANA Stewardship Transition – Additional FY16 Expenses and Funding – <i>subject to BFC approval</i>	Asha Hemrajani
	2.c. IANA Stewardship Transition Proposal from ICG	Cherine Chalaby
	2.d. Proposal from CCWG on Enhancing ICANN Accountability	Cherine Chalaby
	2.e. AOB	

ICANN BOARD PAPER NO. 2016.03.10.1b

TITLE: **Appointment of F-Root Server Operator
Representative to the RSSAC**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

Per ICANN Bylaws (Article XI, Section 2.3), the Root Server System Advisory Committee (RSSAC) is submitting the following member for appointment to the RSSAC:

RSO-F: Internet Systems Consortium, Brian Reid

This individual has been selected by his root server operator (RSO) organization to serve on the RSSAC.

RSSAC RECOMMENDATION:

The RSSAC Co-Chairs recommend the Board of Directors appoint Brian Reid as the appointee for F-root server operator.

PROPOSED RESOLUTION:

Whereas, the ICANN Bylaws call for the establishment of a Root Server System Advisory Committee (RSSAC) with the role to advise the ICANN community and Board on matters relating to the operation, administration, security, and integrity of the Root Server System of the Internet.

Whereas, the ICANN Bylaws call for appointment by the Board of Directors of RSSAC members based on recommendations from the RSSAC Co-Chairs.

Whereas, the RSSAC Co-Chairs recommended for consideration by the Board of Directors the appointment of a representative from the F-root server operator to the RSSAC.

Resolved (2016.03.10.xx), the Board of Directors appoints the representative from F-root server operator, Brian Reid, through 31 December 2018.

PROPOSED RATIONALE:

In May 2013, the root server operators (RSO) agreed to an initial membership of RSO representatives for RSSAC, and each RSO nominated an individual. The Board of Directors approved the initial membership of RSSAC in July 2013 with staggered terms.

Jim Martin, the F-root server operator representative, served an initial two-year term, which expired on 31 December 2015. On 02 December 2015, the Board of Directors re-appointed him to a full, three-year term expiring on 31 December 2018

The F-root server operator, Internet Systems Consortium, has requested to change its representative from Jim Martin to Brian Reid for the remainder of the term.

The appointment of this RSSAC member is not anticipated to have any fiscal impact on ICANN, though there are budgeted resources necessary for ongoing support of the RSSAC.

This resolution is an organizational administrative function for which no public comment is required. The appointment of RSSAC members contributes to the commitment of ICANN to strengthening the security, stability, and resiliency of the DNS.

Signature Block:

Submitted by: Steve Sheng

Position: Director of RSSAC and SSAC Advisories Development Support

Date Noted: 29 February 16

Email: steve.sheng@icann.org

ICANN BOARD PAPER NO. 2016.03.10.1c

TITLE: **Appointment of Independent Auditors**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

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.

As the Audit Committee has recommended that the Board approve BDO LLP and BDO members firms as independent auditors for the fiscal year ended 30 June 2016 for any annual ICANN independent audit requirement, the Board is now being asked to approve the Audit Committee's recommendation.

AUDIT COMMITTEE RECOMMENDATION:

The Audit committee has recommended that the Board authorize the President and CEO, or his designee(s), to take all steps necessary to engage BDO LLP and BDO member firms as ICANN's annual independent auditor for the fiscal year ended 30 June 2016 for any annual independent audit requirements in any jurisdiction.

PROPOSED RESOLUTION:

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 2016, and has recommended that the Board authorize the President and CEO, or his designee(s), to take all steps necessary to engage BDO LLP and BDO member firms.

Resolved (2016.03.10.xx), the Board authorizes the President and CEO, or his designee(s), to take all steps necessary to engage BDO LLP and BDO member firms as the auditors for the financial statements for the fiscal year ending 30 June 2016.

RATIONALE FOR RESOLUTION:

The audit firm BDO LLP and BDO member firms were engaged for the annual independent audits of the fiscal year end 30 June 2014 and the fiscal year 30 June 2015. Based on the report from staff and the Audit Committee's evaluation of the work performed, the committee has unanimously recommended that the Board authorize the President and CEO, or his designee(s), to take all steps necessary to engage BDO LLP and BDO member firms as ICANN's annual independent auditor for the fiscal year ended 30 June 2016 for any annual independent audit requirements in any jurisdiction.

The engagement of an independent auditor is in fulfilment of ICANN's obligations to undertake an audit of ICANN's financial statements. 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.

Submitted by:	Xavier Calvez
Position:	CFO
Date Noted:	08 February 2016
Email:	Xavier.calvez@icann.org

ICANN BOARD PAPER NO. 2016.03.10.1d

TITLE: Investment Policy Update

PROPOSED ACTION: For Board Approval

EXECUTIVE SUMMARY:

In furtherance of its due diligence in regards to ICANN's Investment Policy ("Policy"), the Board Finance Committee (BFC) requested staff to engage an investment consulting firm to review the Policy. For this purpose, ICANN used the services of Bridgebay Investment Consultant Services ("Bridgebay"), which had also performed the previous review of the Policy in 2011 and 2014. As a result of its review process, Bridgebay recommended a few modifications to the Policy, intended to: (i) clarify the description of the Policy's risk profile; (ii) add low-risk allowable assets (money market funds); and (iii) clarify the flexible approach, for rebalancing the assets in accordance with the strategic allocation, and extended the range of allowable investment to enable the manager to increase fixed income for defensive purposes. Bridgebay also made additional suggested revisions to language, including items such as: clarification of required securities grades and update of the accounting standard name for fair value measurements. Bridgebay presented comments, analysis and the suggested changes to the Policy to the BFC during its meeting of 2 February 2016. These limited Policy modifications will enable the investment manager to optimize its asset allocation strategy for ICANN's Reserve Fund in a conservative, risk-controlled manner.

STAFF BOARD FINANCE COMMITTEE (BFC) RECOMMENDATION:

Staff and BFC recommend that the Board approve the proposed revisions to ICANN's Investment Policy.

PROPOSED RESOLUTION:

Whereas, the Board Finance Committee requested that an outside expert review the Investment Policy to ensure it is appropriate for ICANN.

Whereas, the outside expert completed a review of the ICANN Investment Policy and concluded that overall the Investment Policy continues to support well the conservative philosophy of ICANN’s investment strategy.

Whereas, the outside expert recommends that a few modifications be made to the Investment Policy to enhance and clarify some provisions, but do not change the overall investment strategy.

Resolved (2016.03.10.xx), the Board endorses and adopts the <ICANN Investment Policy> as revised.

PROPOSED RATIONALE:

In furtherance of its due diligence in regards to ICANN's Investment Policy (“Policy”), the Board Finance Committee (BFC) requested staff to engage an investment consulting firm to review the Policy. For this purpose, ICANN used the services of Bridgebay Investment Consultant Services (“Bridgebay”), which had also performed the previous review of the Policy in 2011 and 2014. As a result of its review process, Bridgebay recommended a few modifications to the Policy, intended to: (i) (i) clarify the description of the Policy’s risk profile; (ii) add low-risk allowable assets (money market funds); and (iii) clarify the flexible approach, for rebalancing the assets in accordance with the strategic allocation, and extended the range of allowable investment to enable the manager to increase fixed income for defensive purposes. Bridgebay also made additional suggested revisions to language, including items such as: clarification of required securities grades and update of the accounting standard name for fair value measurements. Bridgebay presented comments, analysis and the suggested changes to the Policy to the BFC during its meeting of 2 February 2016. These limited Policy modifications will enable the investment manager to optimize its asset allocation strategy for ICANN’s Reserve Fund in a conservative, risk-controlled manner.

Adopting the suggested modifications is expected to be in the best interest of ICANN and the ICANN community in that it is meant to enhance and clarify certain aspects of

ICANN's investment strategy. This action is not expected to have any fiscal impact, or any impact on the security, stability and resiliency of the domain name system.

This is an Organizational Administrative Function that does not require public comment

Submitted by:	Xavier Calvez, CFO
Date Noted:	19 February 2016
Email:	Xavier.calvez@icann.org

ICANN BOARD PAPER NO. 2016.03.10.1e

TITLE: **Next Steps for the Internationalized Registration Data (WHOIS) Final Report**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

In response to the WHOIS Review Team's Final Report in 2012, the Board approved an Action Plan initiating a series of activities to address requirements for displaying internationalized registration data in WHOIS. One called for a GNSO policy development process to develop new policies related to the translation or transliteration of contact data (referred to as the T & T PDP), which were adopted by the Board in 2015 as new consensus policies. The second distinct but related activity called for an expert working group to recommend submission and display requirements for internationalized registration data (IRD) and produce a data model for the IRD that matches the requirements.

The work of the IRD was closely coordinated with the T & T PDP, and was intended to facilitate its implementation. The IRD Working Group concluded its work with the publication of its [Final Report](#) in September 2015. The Board Working Group on Registration Directory Services (BWG-RDS) considered the [Final Report](#) at its telephonic meeting on 17 February 2016, and recommends to the Board the adoption of a resolution to define the next steps for the IRD recommendations. Such a resolution would direct the implementation review team (IRT) for the new T & T consensus policy to incorporate the IRD data model recommendations as appropriate in its proposed implementation plan, and forwards certain policy recommendations contained in the IRD Final Report to the GNSO for further consideration and possible policy work.

Background

The Board's [2012 resolution](#) called for a two-pronged response to address the WHOIS Review Team's recommendations as described in its [Final Report](#). One track focused on

strengthening the enforcement of the current consensus policies and contract terms as applicable to WHOIS. This effort to improve WHOIS is currently in implementation, with several significant initiatives under development. More details on these implementation activities are described [here](#).

However, recognizing the limitations of today's WHOIS, the Board simultaneously called for a second track, through the creation of the EWG, to redefine the purpose of collecting, maintaining and providing access to gTLD registration data, and consider safeguards for protecting data, as a foundation for new gTLD policy and contractual negotiations to replace WHOIS, rather than attempt to improve it. That work continues today in the GNSO in the PDP on the Next Generation Registration Directory Services to Replace WHOIS, which commenced in January, 2016 with a call for volunteers.

Next Steps for Internationalizing WHOIS

The topic of whether and how to internationalize contact data as part of the first track (improving the current WHOIS system) became the focus of several distinct but related implementation activities. These included: (i) the T & T PDP to develop new policies to address the internationalization of registration data, (ii) the convening of IRD Experts Working Group, to propose a new data model to support internationalized data, and (iii) the related IETF work to define another access protocol (RDAP) to replace Port 43 access.

The T & T Consensus Policy approved by the Board last September did not impose mandatory translation or translation of WHOIS contact data. Instead, the policy expressly states that it is not desirable to make transformation of contact information mandatory. It imposes a requirement that data fields be stored and displayed in a way that allows for easy identification of the language/script used by the registrant, to enable others to translate or transliterate contact data on a voluntary basis. Following the adoption by the Board last year, Staff will work with an implementation review team in 2016 to develop a plan for implementing this latest consensus policy for WHOIS.

As requested by the Board, the IRD Final Report included a proposed data model (Section 6.2) to support internationalization of contact data in WHOIS. It also contained principles and recommendations that could become consensus policies in the future, if recommended by the GNSO following a PDP. Based on the principles identified by the IRD, its Final Report described two high level requirements for community consideration:

- First, registrants should only be required to input registration data in a languages or scripts that they are skilled at.
- Second, unless explicitly stated otherwise, all data elements should be tagged with the languages/scripts in use, and this information should always be available with the data element.

Recognizing that some of these recommendations were of a policy nature and were outside of its purview to approve as an expert working group apart from the GNSO's processes, the IRD Final Report recommended to the Board that these proposals be forwarded to the GNSO for appropriate follow-up. Specifically, the IRD recommended that the GNSO Council convene a follow-up effort to review the broader policy implications of the Report as they relate to other GNSO policy development work on WHOIS issues. The proposed Board resolution described below accepts this recommendation, and forwards these recommendations to the GNSO Council for further policy work, at its discretion.

The IRD Final Report then categorized the common registration data elements into twelve groups and proposed the internationalization requirements for each category. These are summarized in two tables as contained in the IRD Final Report. With respect to this data model, the IRD Final Report noted that such requirements should not apply until there is significant uptake in the adoption of Registration Data Access Protocol (RDAP). In addition, the IRD Final Report recommended that a transition plan for the registry and registrar adoption of internationalized email addresses should be identified.

With regard to the technical (non- policy) aspects of the IRD’s recommendations, Staff recommends that they be incorporated into the implementation plans for the T & T Consensus Policy as appropriate, to the extent that they facilitate its implementation.

The resolution below directs Staff to work with the implementation review team for the T & T Consensus Policy to produce an Implementation Plan for public comment that considers, and incorporates the IRD’s data model as appropriate, but only to the extent consistent with the new T & T Consensus Policy.

BWG – RDS RECOMMENDATION:

The BWG – RDS recommends that the Board adopt a resolution to define the next steps for the IRD recommendations. Such a resolution would direct the implementation review team (IRT) for the new T & T consensus policy to incorporate the IRD data model recommendations as appropriate in its proposed implementation plan, and forwards certain policy recommendations contained in the IRD Final Report to the GNSO for further consideration and possible policy work.

PROPOSED RESOLUTION:

Whereas, in 2012, the Board [adopted](#) an [Action Plan](#) to address the recommendations of the first WHOIS Review Team, calling for ICANN to (i) continue to fully enforce existing consensus policy and contractual conditions relating to WHOIS, and (ii) create an expert working group to determine the fundamental purpose and objectives of collecting, maintaining and providing access to gTLD registration data, to serve as a foundation for a Board-initiated GNSO policy development process (PDP).

Whereas, the WHOIS Policy Review Team, in the [WHOIS RT Final Report](#), highlighted the need to define requirements and develop data models with the following recommendations:

“ICANN should task a working group . . . , to determine appropriate internationalized domain name registration data requirements and evaluate available solutions; at a minimum, the data requirements should apply to all new

gTLDs, and the working group should consider ways to encourage consistency of approach across the gTLD and (on a voluntary basis) ccTLD space...”

And

“The final data model, including (any) requirements for the translation or transliteration of the registration data, should be incorporated in the relevant Registrar and Registry agreements ...”

Whereas, to address these WHOIS Review Team recommendations, the [Action Plan](#) called for a series of activities aimed at developing policies and a technical data model and framework for internationalizing WHOIS, including,

- (i) Convening of an expert working group (known as the IRD Working Group) to determine the requirements for the submission and display of internationalized registration data.
- (ii) A GNSO Policy Development Process (PDP) to determine whether translation or transliteration of contact information is needed.

Whereas, in September 2015, the Board [approved](#) a new consensus policy developed by the GNSO related to the translation and transliteration of WHOIS contact data, for which the implementation planning is currently underway.

Whereas the IRD Working Group produced the [IRD Final Report](#), that includes the Data Model requested by the Board, and principles and requirements for internationalizing registration data (such as WHOIS).

Resolved (2016.03.10.xx), the Board hereby receives the [IRD Final Report](#) and thanks the IRD Working Group for the significant effort and work exerted that produced the proposed data model for internationalizing registration data as reflected in the IRD Final Report.

Resolved (2016.03.10.xx), the Board requests that the GNSO Council review the broader policy implications of the [IRD Final Report](#) as they relate to other GNSO policy development work on Whois issues, and, at a minimum, forward the [IRD Final Report](#) as an input to the GNSO PDP on the Next Generation Registration Directory Services to Replace WHOIS that is currently underway.

Resolved (2016.03.10.xx), the President and CEO, or his designee(s), is directed to work with the implementation review team for the new consensus policy on translation and transliteration to consider the IRD Working Group's data model and requirements and incorporate them, where appropriate, to the extent that the IRD's recommendations are consistent with, and facilitate the implementation of the new consensus policy on translation and transliteration.

PROPOSED RATIONALE:

Why is the Board addressing the issue?

This resolution continues the Board's attention to the implementation of the [Action Plan](#) adopted by the Board in response to the WHOIS Review Team's [recommendations](#). This resolution arises out of a series of efforts identified in the Action Plan commenced at the Board's request with the aim of internationalizing WHOIS contact data. It also facilitates the implementation of the recently adopted and related consensus policy on translation and transliteration of WHOIS data [approved](#) by the Board on 28 September 2015.

What is the proposal being considered?

Under the Affirmation of Commitments (AoC), ICANN is committed to enforcing its existing policy relating to WHOIS (subject to applicable laws), which "requires that ICANN implement measures to maintain timely, unrestricted and public access to accurate and complete WHOIS information...." The AoC obligates ICANN to organize no less frequently than every three years a community review of WHOIS policy and its implementation to assess the extent to which WHOIS policy is effective and its implementation meets the legitimate needs of law enforcement and promotes consumer trust. Under this timeline, the second WHOIS Review Team is to be convened in late 2016

In 2012, the first WHOIS Review Team recommended in its [Final Report](#) that the Board take measures to improve WHOIS. Its findings state: "work needs to proceed with priority in coordination with other relevant work beyond ICANN's ambit, to make internationalised domain name registration data accessible." In response, the Board

adopted a two-prong approach that simultaneously directed ICANN to (1) implement improvements to the current WHOIS system based on the [Action Plan](#) that was based on the recommendations of the WHOIS Review Team, and (2) launch a new effort, achieved through the creation of the Expert Working Group, to focus on the purpose and provision of gTLD directory services, to serve as PDP on the Next Generation Registration Directory Services to Replace WHOIS commenced in January, 2016 with a [call for volunteers](#).

The effect of the Board's action today, i.e. forwarding the [IRD Final Report](#) to the GNSO for appropriate follow-up policy work, is aimed at internationalizing WHOIS contact data, as part of the [Action Plan](#), in order to improve WHOIS and enable non US-ASCII script to be included in WHOIS records. At a minimum, the PDP on the Next Generation Registration Directory Services to Replace WHOIS should take into account the IRD Final Report recommendations.

Today's action also instructs the President and CEO to consider the IRD's technical data model & non-policy related requirements, as appropriate, as part of the implementation of the new consensus policy on translation and transliteration of registration data, to the extent that its findings are consistent with the new consensus policy, and facilitate its implementation.

What factors did the Board find to be significant?

Internationalization of the Internet's identifiers is a key ICANN priority. Much of the currently accessible domain name registration data (DNRD) (previously referred to as WHOIS data) is encoded in free form US-ASCII script. This legacy condition is convenient for WHOIS service users who are sufficiently familiar with languages that can be submitted and displayed in US-ASCII to be able to use US-ASCII script to submit registration data, make and receive queries using that script. However, this data is less useful to the WHOIS service users who are only familiar with languages that require script support other than US-ASCII for correct submission or display.

The data model recommended by in the [IRD Final Report](#) creates a standard framework for submitting and displaying internationalized registration data and facilitates the

implementation of the new consensus policy on translation and transliteration of contact data.

What significant materials did the Board review?

The Board reviewed the [IRD Final Report](#) and other briefing materials submitted by staff.

Are there fiscal impacts or ramifications on ICANN (strategic plan, operating plan, or budget)?

The work to improve and internationalize WHOIS is not expected to require additional resources beyond those included in the Board-approved FY16 Operating Plan and Budget, and the FY17 Operating Plan and Budget, when adopted.

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

This action is not expected to have an immediate impact on the security, stability or resiliency of the DNS, though the outcomes of this work may result in positive impacts, since improvements in the accessibility of WHOIS in multiple scripts and dialogues may enable the resolution of technical issues affecting the security, stability or resiliency of the DNS.

Is public comment required prior to Board action?

As this is a continuation of prior Board actions, this is an Organizational Administrative Action, for which public comment is not necessary prior to adoption.

Signature Block:

Submitted by: Margie Milam

Position: Senior Director, Strategic Initiatives

Date Noted: February 24, 2016

Email: margie.milam@icann.org

ICANN BOARD PAPER NO. 2016.03.10.1f

TITLE: **Board Member Mentorship Programme**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

On February 3, 2016, the Board approved the initial set of key performance indicators (KPIs) to measure the Board Performance and Improvement efforts as per the ATRT2 recommendations approved by the Board in June 2014 ([2014.06.26.14](#)).

Among this initial set of KPIs, the Board resolved to measure the effectiveness and success of a new Board Mentorship Programme aiming at providing guidance, support and a specifically assigned Board mentor or mentors for all new Board members during their first year of service. The Board Governance Committee (BGC) has been overseeing the development of the new Board Mentorship Programme to align both with the Board's specific needs and with the standards of such programmes across International Non Profit Organizations.

The Board is now being asked to adopt this Board Mentorship Programme, attached in Attachment A to the Reference Materials. Note, however, that BGC will assess, evaluate and review this programme as circumstances dictate.

BOARD GOVERNANCE COMMITTEE RECOMMENDATION

The Board Governance Committee recommends that the Board adopt the initial Board Mentorship Program attached as Attachment A to the Reference Materials to this Board Paper, and to continue ongoing improvement efforts, including the development of all relevant programmes, to support Board members in their on-boarding and development processes.

PROPOSED RESOLUTION:

Whereas, on 3 February 2016, the ICANN Board approved the initial set of key performance indicators (KPIs) to measure the Board Performance and Improvement efforts as per the recommendations of the Final Report of the Second Accountability and Transparency Review Team (ATR2) published on 31 December 2013;

Whereas, the initial set of KPIs encompasses, among other things, the measurement of the effectiveness and success of a New Board Mentorship Programme;

Whereas, the Board is engaged in an ongoing process to develop comprehensive and holistic practices to enhance its performance and measure its effectiveness and improvement efforts over time.

Whereas, the Board recognizes the importance of establishing programmes aiming at guiding and supporting the Board members' on-boarding and development processes to improve the Board members' individual skills set and the Board's collegial performance,

Whereas the Board Mentorship Programme will ease new Board members into the culture of ICANN, as well as into the specifics of their roles;

Whereas the Board Governance Committee (BGC) has recommended that the Board adopt the New Board Mentorship Programme as a voluntary-basis programme.

Resolved (2016.03.10.xx), the Board adopts the New Board Mentorship Programme set forth in Attachment A to the Reference Materials to this Board Paper, and agrees with the BGC that the Board Mentorship Programme should be assessed, evaluated and reviewed to adapt to the need of the Board to consistently improve its performance over time.

PROPOSED RATIONALE:

The implementation of recommendations from the Second Accountability and Transparency Review Team (ATRT2) began in June 2014, shortly after the Board accepted the recommendations.

Since then, the Board Governance Committee, as per Section I.A of the its charter (see <https://www.icann.org/resources/pages/charter-06-2012-02-25-en>) has been tasked to review comprehensively the Board's performance and to develop relevant and substantive programmes and practices to support the individual and the collegial improvement efforts and to measure their effectiveness over time.

Mentoring programmes are globally recognized as useful practices to enhance productivity and performance and to facilitate the settlement of new recruits into the Organization. Additionally, the mentorship enables experienced, highly competent people to pass their expertise on to

others who need to acquire specified skills, in particular, mentoring encourages the development of leadership competencies that are highly desirable at Board level.

Adopting this new Board Mentorship Programme will have no direct fiscal impact on ICANN or the community, and will not have an impact of the security, stability and resiliency of the domain name system.

This is an Organization Administrative Function that does not require public comment.

Submitted by: Melissa King / Vinciane Koenigsfeld
Position: VP Board Operations / Board Operations Content Manager
Date Noted: 25 February 2016
Email: melissa.king@icann.org; vinciane.koenigsfeld@icann.org

ICANN BOARD SUBMISSION NO. 2016.03.10.2a

TITLE: **Consideration of Independent Review Panel's
Final Declaration in the .ECO and .HOTEL
IRPs**

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

EXECUTIVE SUMMARY:

Superseded by Revised Briefing Materials

Superseded by Revised Briefing Materials

PROPOSED RESOLUTION:

Resolution Text Superseded

Resolution Text Superseded

PROPOSED RATIONALE:

Rationale Text Superseded

Rationale Text Superseded

Rationale Text Superseded

Rationale Text Superseded

Submitted By: Amy A. Stathos, Deputy General Counsel
Date Noted: 28 February 2016
Email: amy.stathos@icann.org



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1. Consent Agenda:

a. Approval of Board Meeting Minutes

Resolved (2016.03.10.xx), the Board approves the minutes of the 3 February 2016 Regular Meeting of the ICANN Board.

b. Appointment of F-Root Server Operator Representative to the RSSAC

Whereas, the ICANN Bylaws call for the establishment of a Root Server System Advisory Committee (RSSAC) with the role to advise the ICANN community and Board on matters relating to the operation, administration, security, and integrity of the Root Server System of the Internet.

Whereas, the ICANN Bylaws call for appointment by the Board of Directors of RSSAC members based on recommendations from the RSSAC Co-Chairs.

Whereas, the RSSAC Co-Chairs recommended for consideration by the Board of Directors the appointment of a representative from the F-root server operator to the RSSAC.

Resolved (2016.03.10.xx), the Board of Directors appoints the representative from F-root server operator, Brian Reid, through 31 December 2018.

Rationale for Resolution 2016.03.10

In May 2013, the root server operators (RSO) agreed to an initial membership of RSO representatives for RSSAC, and each RSO nominated an individual. The Board of Directors approved the initial membership of RSSAC in July 2013 with staggered terms.

Jim Martin, the F-root server operator representative, served an initial two-year term, which expired on 31 December 2015. On 02 December 2015, the Board of Directors re-appointed him to a full, three-year term expiring on 31 December 2018

The F-root server operator, Internet Systems Consortium, has requested to change its representative from Jim Martin to Brian Reid for the remainder of the term.

The appointment of this RSSAC member is not anticipated to have any fiscal impact on ICANN, though there are budgeted resources necessary for ongoing support of the RSSAC.

This resolution is an organizational administrative function for which no public comment is required. The appointment of RSSAC members contributes to the commitment of ICANN to strengthening the security, stability, and resiliency of the DNS.

c. Appointment of Independent Auditors

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 2016, and has recommended that the Board authorize the President and CEO, or his designee(s), to take all steps necessary to engage BDO LLP and BDO member firms.

Resolved (2016.03.10.xx), the Board authorizes the President and CEO, or his designee(s), to take all steps necessary to engage BDO LLP

and BDO member firms as the auditors for the financial statements for the fiscal year ending 30 June 2016.

Rationale for Resolution 2016.03.10.xx

The audit firm BDO LLP and BDO member firms were engaged for the annual independent audits of the fiscal year end 30 June 2014 and the fiscal year 30 June 2015. Based on the report from staff and the Audit Committee's evaluation of the work performed, the committee has unanimously recommended that the Board authorize the President and CEO, or his designee(s), to take all steps necessary to engage BDO LLP and BDO member firms as ICANN's annual independent auditor for the fiscal year ended 30 June 2016 for any annual independent audit requirements in any jurisdiction.

The engagement of an independent auditor is in fulfilment of ICANN's obligations to undertake an audit of ICANN's financial statements. 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.

d. Investment Policy Update

Whereas, the Board Finance Committee requested that an outside expert review the Investment Policy to ensure it is appropriate for ICANN.

Whereas, the outside expert completed a review of the ICANN Investment Policy and concluded that overall the Investment Policy continues to support well the conservative philosophy of ICANN's investment strategy.

Whereas, the outside expert recommends that a few modifications be made to the Investment Policy to enhance and clarify some provisions, but do not change the overall investment strategy.

Resolved (2016.03.10.xx), the Board endorses and adopts the <ICANN Investment Policy> as revised.

Rationale for Resolution 2016.03.10.xx

In furtherance of its due diligence in regards to ICANN's Investment Policy ("Policy"), the Board Finance Committee (BFC) requested staff to engage an investment consulting firm to review the Policy. For this purpose, ICANN used the services of Bridgebay Investment Consultant Services ("Bridgebay"), which had also performed the previous review of the Policy in 2011 and 2014. As a result of its review process, Bridgebay recommended a few modifications to the Policy, intended to: (i) clarify the description of the Policy's risk profile; (ii) add low-risk allowable assets (money market funds); and (iii) clarify the flexible approach, for rebalancing the assets in accordance with the strategic allocation, and extended the range of allowable investment to enable the manager to increase fixed income for defensive purposes.

Bridgebay also made additional suggested revisions to language, including items such as: clarification of required securities grades and update of the accounting standard name for fair value measurements. Bridgebay presented comments, analysis and the suggested changes to the Policy to the BFC during its meeting of 2 February 2016. These limited Policy modifications will enable the investment manager to optimize its asset allocation strategy for ICANN's Reserve Fund in a conservative, risk-controlled manner.

Adopting the suggested modifications is expected to be in the best interest of ICANN and the ICANN community in that it is meant to enhance and clarify certain aspects of ICANN's investment strategy. This action is not expected to have any fiscal impact, or any impact on the security, stability and resiliency of the domain name system.

This is an Organizational Administrative Function that does not require public comment.

e. Next Steps for the Internationalized Registration Data (WHOIS) Final Report

Whereas, in 2012, the Board [adopted](#) an [Action Plan](#) to address the recommendations of the first WHOIS Review Team, calling for ICANN to (i) continue to fully enforce existing consensus policy and contractual conditions relating to WHOIS, and (ii) create an expert working group to determine the fundamental purpose and objectives of collecting, maintaining and providing access to gTLD registration data, to serve as a foundation for a Board-initiated GNSO policy development process (PDP).

Whereas, the WHOIS Policy Review Team, in the [WHOIS RT Final Report](#), highlighted the need to define requirements and develop data models with the following recommendations:

“ICANN should task a working group ..., to determine appropriate internationalized domain name registration data requirements and evaluate available solutions; at a minimum, the data requirements should apply to all new gTLDs, and the working group should consider ways to encourage consistency of approach across the gTLD and (on a voluntary basis) ccTLD space...”

And

“The final data model, including (any) requirements for the translation or transliteration of the registration data, should be incorporated in the relevant Registrar and Registry agreements ...”

Whereas, to address these WHOIS Review Team recommendations, the [Action Plan](#) called for a series of activities aimed at developing policies and a technical data model and framework for internationalizing WHOIS, including,

- (i) Convening of an expert working group (known as the IRD Working Group) to determine the requirements for the submission and display of internationalized registration data.
- (ii) A GNSO Policy Development Process (PDP) to determine whether translation or transliteration of contact information is needed.

Whereas, in September 2015, the Board [approved](#) a new consensus policy developed by the GNSO related to the translation and transliteration of WHOIS contact data, for which the implementation planning is currently underway.

Whereas the IRD Working Group produced the [IRD Final Report](#), that includes the Data Model requested by the Board, and principles and requirements for internationalizing registration data (such as WHOIS).

Resolved (2016.03.10.xx), the Board hereby receives the [IRD Final Report](#) and thanks the IRD Working Group for the significant effort and work exerted that produced the proposed data model for internationalizing registration data as reflected in the IRD Final Report.

Resolved (2016.03.10.xx), the Board requests that the GNSO Council review the broader policy implications of the [IRD Final Report](#) as they relate to other GNSO policy development work on WHOIS issues, and, at a minimum, forward the [IRD Final Report](#) as an input to the GNSO PDP on the Next Generation Registration Directory Services to Replace WHOIS that is currently underway.

Resolved (2016.03.10.xx), the President and CEO, or his designee(s), is directed to work with the implementation review team for the new consensus policy on translation and transliteration to consider the IRD Working Group's data model and requirements and incorporate them, where appropriate, to the extent that the IRD's recommendations are consistent with, and facilitate the implementation of the new consensus policy on translation and transliteration.

Rationale for Resolutions 2016.03.10.xx – 2016.03.10.xx

Why is the Board addressing the issue?

This resolution continues the Board's attention to the implementation of the [Action Plan](#) adopted by the Board in response to the WHOIS Review Team's [recommendations](#). This resolution arises out of a series of efforts identified in the Action Plan commenced at the Board's request with the aim of internationalizing WHOIS contact data. It also facilitates the implementation of the recently adopted and related consensus policy on translation and transliteration of WHOIS data [approved](#) by the Board on 28 September 2015.

What is the proposal being considered?

Under the Affirmation of Commitments (AoC), ICANN is committed to enforcing its existing policy relating to WHOIS (subject to applicable laws), which "requires that ICANN implement measures to maintain

timely, unrestricted and public access to accurate and complete WHOIS information...." The AoC obligates ICANN to organize no less frequently than every three years a community review of WHOIS policy and its implementation to assess the extent to which WHOIS policy is effective and its implementation meets the legitimate needs of law enforcement and promotes consumer trust. Under this timeline, the second WHOIS Review Team is to be convened in late 2016.

In 2012, the first WHOIS Review Team recommended in its [Final Report](#) that the Board take measures to improve WHOIS. Its findings state: "work needs to proceed with priority in coordination with other relevant work beyond ICANN's ambit, to make internationalised domain name registration data accessible." In response, the Board adopted a two-prong approach that simultaneously directed ICANN to (1) implement improvements to the current WHOIS system based on the [Action Plan](#) that was based on the recommendations of the WHOIS Review Team, and (2) launch a new effort, achieved through the creation of the Expert Working Group, to focus on the purpose and provision of gTLD directory services, to serve as PDP on the Next Generation Registration Directory Services to Replace WHOIS commenced in January, 2016 with a [call for volunteers](#).

The effect of the Board's action today, i.e. forwarding the [IRD Final Report](#) to the GNSO for appropriate follow-up policy work, is aimed at internationalizing WHOIS contact data, as part of the [Action Plan](#), in order to improve WHOIS and enable non US-ASCII script to be included in WHOIS records. At a minimum, the PDP on the Next Generation Registration Directory Services to Replace WHOIS should take into account the IRD Final Report recommendations.

Today's action also instructs the President and CEO to consider the IRD's technical data model & non-policy related requirements, as appropriate, as part of the implementation of the new consensus

policy on translation and transliteration of registration data, to the extent that its findings are consistent with the new consensus policy, and facilitate its implementation.

What factors did the Board find to be significant?

Internationalization of the Internet's identifiers is a key ICANN priority. Much of the currently accessible domain name registration data (DNRD) (previously referred to as WHOIS data) is encoded in free form US-ASCII script. This legacy condition is convenient for WHOIS service users who are sufficiently familiar with languages that can be submitted and displayed in US-ASCII to be able to use US-ASCII script to submit registration data, make and receive queries using that script. However, this data is less useful to the WHOIS service users who are only familiar with languages that require script support other than US-ASCII for correct submission or display.

The data model recommended by in the [IRD Final Report](#) creates a standard framework for submitting and displaying internationalized registration data and facilitates the implementation of the new consensus policy on translation and transliteration of contact data.

What significant materials did the Board review?

The Board reviewed the [IRD Final Report](#) and other briefing materials submitted by staff.

Are there fiscal impacts or ramifications on ICANN (strategic plan, operating plan, or budget)?

The work to improve and internationalize WHOIS is not expected to require additional resources beyond those included in the Board-approved FY16 Operating Plan and Budget, and the FY17 Operating Plan and Budget, when adopted.

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

This action is not expected to have an immediate impact on the security, stability or resiliency of the DNS, though the outcomes of this work may result in positive impacts, since improvements in the accessibility of WHOIS in multiple scripts and dialogues may enable the resolution of technical issues affecting the security, stability or resiliency of the DNS.

Is public comment required prior to Board action?

As this is a continuation of prior Board actions, this is an Organizational Administrative Action, for which public comment is not necessary prior to adoption.

f. Board Member Mentorship Program

Whereas, on 3 February 2016, the ICANN Board approved the initial set of key performance indicators (KPIs) to measure the Board Performance and Improvement efforts as per the recommendations of the Final Report of the Second Accountability and Transparency Review Team (ATRT2) published on 31 December 2013.

Whereas, the initial set of KPIs encompasses, among other things, the measurement of the effectiveness and success of a New Board Mentorship Programme.

Whereas, the Board is engaged in an ongoing process to develop comprehensive and holistic practices to enhance its performance and measure its effectiveness and improvement efforts over time.

Whereas, the Board recognizes the importance of establishing programmes aiming at guiding and supporting the Board members'

on-boarding and development processes to improve the Board members' individual skills set and the Board's collegial performance.

Whereas the Board Mentorship Programme will ease new Board members into the culture of ICANN, as well as into the specifics of their roles.

Whereas the Board Governance Committee (BGC) has recommended that the Board adopt the New Board Mentorship Programme as a voluntary-basis programme.

Resolved (2016.03.10.xx), the Board adopts the New Board Mentorship Programme set forth in Attachment A to the Reference Materials to this Board Paper, and agrees with the BGC that the Board Mentorship Programme should be assessed, evaluated and reviewed to adapt to the need of the Board to consistently improve its performance over time.

Rationale for Resolution 2016.03.10.xx

The implementation of recommendations from the Second Accountability and Transparency Review Team (ATRT2) began in June 2014, shortly after the Board accepted the recommendations.

Since then, the Board Governance Committee, as per Section I.A of the its charter (see <https://www.icann.org/resources/pages/charter-06-2012-02-25-en>) has been tasked to review comprehensively the Board's performance and to develop relevant and substantive programmes and practices to support the individual and the collegial improvement efforts and to measure their effectiveness over time.

Mentoring programmes are globally recognized as useful practices to enhance productivity and performance and to facilitate the settlement of new recruits into the Organization. Additionally, the

mentorship enables experienced, highly competent people to pass their expertise on to others who need to acquire specified skills, in particular, mentoring encourages the development of leadership competencies that are highly desirable at Board level.

Adopting this new Board Mentorship Programme will have no direct fiscal impact on ICANN or the community, and will not have an impact of the security, stability and resiliency of the domain name system.

This is an Organization Administrative Function that does not require public comment.

g. Thank You to Local Host of ICANN 55 Meeting

The Board wishes to extend its thanks to the local host organizer, (FILL IN ALL NECESSARY INFO FROM MEETINGS TEAM ON THE GROUND)

h. Thank You to Sponsors of ICANN 55 Meeting

The Board wishes to thank the following sponsors:

i. Thank You to Interpreters, Staff, Event and Hotel Teams of ICANN 55 Meeting

The Board expresses its deepest appreciation to the scribes, interpreters, audiovisual team, technical teams, and the entire ICANN staff for their efforts in facilitating the smooth operation of the meeting.

The Board would also like to thank the management and staff of the (obtain info from Meetings team here) for providing a wonderful facility to hold this event. Special thanks are extended to (fill in hotel staff names if applicable).

2. Main Agenda:

a. Consideration of .ECO and .HOTEL IRP Declaration

Resolution Text Superseded

Resolution Text Superseded

Rationale for Resolutions 2016.03.10.xx – 2016.03.10.xx

Rationale Text Superseded

Rationale Text Superseded

Rationale Text Superseded

Rationale Text Superseded

Rationale Text Superseded

b. USG IANA Stewardship Transition – Additional FY16 Expenses and Funding – subject to BFC approval

Awaiting Language from BFC

c. IANA Stewardship Transition Proposal from ICG

Awaiting Language from Transition staff.

d. Proposal from CCWG on Enhancing ICANN Accountability

Awaiting Language from Transition staff.

e. AOB

Directors and Liaisons,

Attached below please find Notice of date and time for a Public Meeting of the ICANN Board.

10 March 2016 – Public Meeting of the ICANN Board of Directors - at 16:30 UTC (4:30pm – 6:00pm in Marrakech). This Board meeting is estimated to last approximately 90 minutes (if needed) following the conclusion of the ICANN Public Forum.

<http://www.timeanddate.com/worldclock/fixetime.html?msg=Public+Board+Meeting&iso=20160310T1630&p1=1996&ah=1&am=30>

Some other time zones:

10 March 2016 – 8:30am PST Los Angeles

10 March 2016 – 11:30am EST Washington, D.C.

10 March 2016 – 5:30pm CET Brussels

11 March 2016 – 12:30am CST Taipei

11 March 2016 – 3:30am AEDT Sydney

REGULAR MEETING OF THE ICANN BOARD

Consent Agenda:

- Approval of Board Meeting Minutes from 3 February 2016
- Appointment of F-Root Server Operator Representative to the RSSAC
- Appointment of Independent Auditors
- Investment Policy Update
- Next Steps for the Internationalized Registration Data (WHOIS) Final Report
- Board Member Mentorship Program
- Thank You to Local Host of ICANN 55 Meeting
- Thank You to Sponsors of ICANN 55 Meeting
- Thank You to Interpreters, Staff, Event and Hotel Teams of ICANN 55 Meeting

Main Agenda

- Consideration of .ECO and .HOTEL IRP Declaration
- USG IANA Stewardship Transition – Additional FY16 Expenses and Funding – *subject to BFC approval*
- IANA Stewardship Transition Proposal from ICG
- Proposal from CCWG on Enhancing ICANN Accountability
- AOB

MATERIALS –

If you have trouble with access, please let us know and we will work with you to assure that you can use the BoardVantage Portal for this meeting.

If call information is required, it will be distributed separately.

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

John Jeffrey

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