

# ICANN 50 PUBLIC BOARD MEETING REFERENC MATERIALS

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**REFERENCE MATERIALS - BOARD PAPER NO. 2014.06.26.1d**

**TITLE: Investment Policy Update**

Attached is the redline version of the Investment Policy, providing for the current Investment Policy in effect (prior to changes) with the suggested changes submitted for approval by the Board appearing as tracked changes.

**Signature Block:**

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Position: CFO

Date Noted: June 5<sup>th</sup> 2014

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# ICANN Investment Policy Statement

Adopted  
Updated  
Updated September 2011

November  
July

2007  
2009

[DRAFT AS OF 4/21/2014](#)

[Introduction](#)

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## INTRODUCTION

This statement of investment policy has been adopted by the Board of Directors of the Internet Corporation for Assigned Names and Numbers (ICANN) to provide guidelines for the investment of cash on hand (funds).

For the purposes of managing investment risk and to optimize potential returns within acceptable risk parameters, the investment of funds will be divided into two pools of assets.

- The **Operating Fund**, sometimes called the Working Capital Fund, is used to fund day to day operations of ICANN including all items in the ICANN Board approved annual budget. In general, the Operating Fund is set at a level necessary to fund a maximum of three months of expected operating expenses. Amounts in the Operating Fund that exceed this limit shall be transferred to the Reserve Fund.
- The **Reserve Fund** is only used for emergencies. The Reserve Fund is a "rainy day fund." The use of any Reserve Fund is restricted by actions of the Board of Directors. The Board of Directors has delegated to the Board Finance Committee (BFC) the authority to act on behalf of the Board of Directors to release funds from the Reserve Fund to pay for items of an emergency nature.

## PURPOSE OF THE ICANN INVESTMENT POLICY

The purpose of the ICANN Investment Policy is to:

1. Describe the philosophy of the Investment Policy that will guide investment management decisions.
2. Define and assign the responsibilities of all involved parties including the ICANN Board of Directors, the ICANN Chief Financial Officer (CFO) and staff, and the Investment Management Company (as defined below).
3. Describe the general investment principles for investment of the funds including the size of the funds, the suggested levels of risk, the expected return on investment, the suggested liquidity level, the expected asset allocation strategy, the expected global focus, and suggested allowable and restricted asset classes.
4. Establish a basis for evaluating and reporting investment results and compliance with the Investment Policy.
5. Clarify the methods by which the Reserve Fund will be funded as well as the process by which the Reserve Fund can be accessed for emergency requirements.

## **PHILOSOPHY OF THE ICANN INVESTMENT POLICY**

The philosophy of the ICANN Investment Policy is to:

- Ensure that funds held by ICANN are invested wisely with due fiduciary care.
- Ensure that funds are safe and held securely to minimize risk of loss to the fullest extent possible.
- Ensure that funds earn appropriate returns commensurate with the level of risk and real rates of return that can offset the effects of inflation as measured by the CPI over a market cycle.
- Ensure that funds remain liquid enough to be accessible to handle the needs of ICANN's operations (Operating Fund) and the needs of ICANN in case of an emergency, if any, (Reserve Fund).
- Ensure clarity on the amounts to be held in the funds.
- Ensure clarity on the method(s) to access the funds for expenditure.

## **AREAS OF RESPONSIBILITY**

### **Board of Directors**

The Board of Directors of ICANN shall direct the ICANN Investment Policy, including:

- Create and approve the ICANN Investment Policy.
- Maintain and update the Investment Policy periodically (at least annually).
- Delegate to the Board Finance Committee (BFC) specific duties and responsibilities related to the monitoring of the Investment Policy, including:
  - Approve of the Investment Management Company.
  - Direct the CFO to monitor the Investment Management Company, monitor the performance of the funds, and the compliance with the Investment Policy.
  - Periodically monitor the performance of the Reserve Fund and Operating Fund.
  - Monitor the compliance with the Investment Policy.
  - Periodically evaluate the current risk tolerances and investment objectives.
  - Periodically report to the full board the compliance with the Investment Policy.
  - Approve disbursements from the Reserve Fund.

## **ICANN Staff and CFO**

ICANN's CFO, with the assistance of ICANN staff, shall oversee the administration of the Investment Policy, including:

- Monitor and direct all activities related to the Operating Fund including funding daily operations.
- Recommend the Investment Management Company.
- Monitor the activities of the Investment Management Company.
- Ensure that any amounts not required for the Operating Fund are transferred to the Reserve Fund.
- Respond to monthly status reports on the performance of the Reserve Fund.
- Periodically report to the Board of Directors on the performance of the Reserve Fund.
- Periodically report to the Board of Directors on compliance with Investment Policy.

## **The Investment Management Company**

The Investment Management Company shall oversee the Reserve Fund including:

- Hold fiduciary responsibility for all assets in the Reserve Fund.
- Comply with all guidelines and limitations set forth in the Investment Policy.
- Manage, analyze and oversee the execution of investment decisions including buying, selling, and holding of individual securities for all asset types in all asset classes.
- Report monthly to the CFO on the performance of the Reserve Fund and compliance with the Investment Policy.
- Communicate any major changes to economic outlook, investment strategy, or any other factors which affect implementation of investment process.
- Be available to report periodically to the Board of Directors on the performance results of the Reserve Fund including comparisons with approved industry benchmarks.
- Be available to report periodically to the Board of Directors on the compliance with the Investment Policy.
- Inform the Board of Directors regarding any significant changes including changes to the investment management company, its financial strength, significant decline in assets under management, SEC investigations, material litigation, changes in portfolio management personnel, ownership structure, investment philosophy, and investment processes.

## **GENERAL INVESTMENT PRINCIPLES**

### **Pools of Funds**

ICANN's investment funds will consist of two pools of funds: the Operating Fund and the Reserve Fund.

The Operating Fund, sometimes called the Working Capital Fund, is the pool of funds that is used for ICANN's day-to-day operations. The Operating Fund will not be Board restricted and will be used to fund operating expenses of ICANN, including payroll and accounts payable. All disbursements at ICANN comply with Board-approved disbursement guidelines and financial controls. The Operating Fund will be

replenished by ICANN's revenues, and can also be replenished by the Reserve Fund if the Board determines that there is an emergency requirement.

The Reserve Fund is the pool of funds held by ICANN for "rainy day" emergencies. Disbursements out of the Reserve Fund are restricted by the Board.

### **Size of Funds**

The size of the Operating Fund and the Reserve Fund shall be evaluated and established on an annual basis as part of the budget preparation process.

The Operating Fund shall contain enough funds to cover ICANN's expected expenditures for three months. Periodically, any funds in excess of this will be transferred to the Reserve Fund.

The Reserve Fund shall contain any amounts not contained in the Operating Fund. Any surplus funds will be used to build up the Reserve Fund to a balance sufficient to cover an emergency requirement. ~~As of the adoption of this policy, the~~ The Reserve Fund is expected to ~~reach~~ reach and maintain a level sufficient a level of funds to maintain to fund approximately a minimum of 12 months of expected expenditures.

### **Investment Horizon and Objectives**

The Operating Fund has a short-term horizon and a principal preservation objective to meet working capital needs. The Reserve Fund has a medium investment horizon and an investment objective to enhance return on assets.

### **Guidelines: Risk Level of Funds**

Although there are many ways to measure risk, this investment policy primarily measures risk as the possibility of losing nominal asset value in a fund over a given period of time. Past results are not a guarantee of future results, but historical performance is an indicator of its risk profile. A fund with no risk or very little risk would never incur losses as measured over any historical period. A fund with moderately low risk would not incur losses over most historical periods. A fund with greater risk might have incurred losses in certain historical periods.

The Operating Fund will have a conservative suggested risk profile focusing on of no risk capital preservation with minimal principal fluctuation. ~~or very little risk.~~

The Reserve Fund will have a suggested risk profile of moderately low risk. The historical performance of the fund should have a very low probability of losses over any given five year period.

### **Expected Investment Return (%) of Funds**

Funds shall be invested in assets that are expected to yield the greatest investment return given the risk profile and other parameters of the fund. Past performance is not a guarantee of future performance but it may provide some guidance on the expectations of how the fund may perform under different market conditions.

The Operating Fund is expected to earn rates of return commensurate with a principal preservation fund. The three-month US Treasury Bill is therefore considered an appropriate benchmark for a nominal rate of return.

The Reserve Fund is expected to earn rates of return commensurate with a moderately low risk portfolio. The performance objective of the investments is to provide a total investment return in excess of the performance of the agreed upon composite benchmark. ~~to exceed the benchmark return.~~ A comparison shall be made with relevant market benchmarks as well as the composite returns for other peer groups with similar philosophies. The appropriate benchmark is a function of the asset classification currently in place and may consist of a balanced or weighted average index underlying such asset classes. The total return is expected to rank above the median versus a manager universe with a similar asset mix.

The Reserve Fund should preserve the real (inflation-adjusted) purchasing power of the Reserve Fund's assets while maximizing real income. Real income is defined as the sum of dividends, interest, and realized gains/losses less the inflation rate as measured by CPI (Consumer Price Index) for the relevant time period.

#### **Guidelines: Liquidity Level of Funds**

Liquidity is a measure of whether the assets of the fund can be sold for cash without a significant realized principal loss. A highly liquid fund would not suffer losses even if there were an immediate sale of the assets of the fund. A moderately liquid fund would not suffer significant losses even if the assets were sold over a period of time of less than one year.

The Operating Fund will be highly liquid and only invest in cash, cash equivalents, or money market instruments (including certificates of deposits, commercial paper or SEC 2a-7 money market funds. All funds are daily valued and can be accessed within 48 hours without any significant loss in value.

The Reserve Fund is suggested to be moderately liquid. Reserve Fund assets do not need to be sold for cash except in an emergency. It is suggested that the Reserve Fund be liquid enough to realize one-third of its value without significant loss within 30 days, two-thirds of its value without significant loss within two months, and all of its value without significant loss within six months. A significant loss is defined as more than 15% realized loss. Losses in excess require BFC and Board approval.

#### **Permissible Investment Vehicles**

The Investment Management Company may recommend investments in actively managed and/or passive strategies that invest in marketable securities. These strategies may be institutional mutual funds or commingled funds. The underlying security holdings must be transparent .

#### **Expected Asset Classification/Portfolio Mix and Allocation Constraints of Funds**

The asset classification/portfolio mix guides the Investment Management Company to create a portfolio that best reflects the risk posture, expected return, and other investment parameters described in The Investment Policy. The categories of classification described, and the measurements expected to be complied with, in this Investment Policy are a percentage of cash equivalents, a percentage of bonds,

and a percentage of equities. In addition, the allocation constraints allow the Investment Manager to rebalance the portfolio within a risk-controlled framework and should avoid market-timing changes. Rebalancing should not incur losses or administrative burdens. Portfolio rebalancing is required at least annually and may be as frequent as quarterly or monthly. ~~The allocation constraints also allow the Investment Management Company to obtain higher investment returns and/or lower investment risks (within the constraints) in response to market conditions.~~

The Operating Fund's asset classification is 100% cash, cash equivalents or money market instruments. The constraint is zero.

The Reserve Fund's ~~Strategic Asset Allocation asset classification~~ is 65% Bonds and 35% Equities and Real Estate. ~~The Reserve Fund will maintain allocations to the asset classes within the Allowable Investment Range which may vary +/-10% of the Strategic Asset Allocation. The Investment Management Company will manage allocations within the Allowable Investment Range to reflect economic and market conditions and meet liquidity requirements. The allocation constraint is +/-10%. The table below indicates the ranges: Thus, the strategic, most conservative, and most aggressive asset classification/portfolio mix allowed for the Reserve Fund is:~~

<b>Asset Classification</b>	<b>Bond</b>	<b>Equity</b>
Strategic Allocation	65%	35%
Most Conservative Allocation	75%	25%
Most Aggressive Allocation	55%	45%
	<u>Strategic Asset Allocation</u>	<u>Allowable Investment Range</u>
<u>Fixed Income</u>	<u>65%</u>	<u>55%-75%</u>
<u>Equities &amp; Real Estate</u>	<u>35%</u>	<u>25%-45%</u>

### Guidelines: Global Focus of Funds

ICANN's funds are to be invested in well diversified assets that perform well in terms of return on investment and also are invested safely to reduce the risk of loss on the portfolio. Safety and performance are the most important priorities. The ICANN Investment Policy assumes that a well diversified portfolio designed for investment performance and safety should contain a significant amount of investments in non-US assets and are also based in non-US dollar denominated currencies.

The Investment Policy recognizes that ICANN is a US-based company, but it also must recognize that ICANN has a distinctly global focus. The funds that ICANN invests in should reflect the global nature of ICANN. The actual assets allocated to non-US-based assets and non-US dollar denominated investments shall be suggested by the Investment Management Company and approved by the CFO.

The Operating Fund may be denominated in its functional currencies to meet operating needs but does not require a significant global focus.

The Reserve Fund is suggested to have a significant global focus. The Investment Policy enables the Reserve Fund to invest in global assets. ~~expects at least 20% of the Reserve Fund to be invested in global (non-US) assets.~~ Actual allocations are to be monitored by the Board and may be subject to



further limitations between developing and emerging foreign markets consistent with ICANN's risk profile.

### **Guidelines: Asset Classes of Funds**

The Investment Policy requires the Investment Management Company to recommend particular active and/or index fund managers, institutional mutual funds or commingled funds, categories of investments, etc., that comply with the Investment Policy principles and guidelines.

### **Operating Fund Allowable Assets**

#### **Cash, Cash Equivalents, and Money Market Instruments**

- Checking accounts in acceptable investment grade financial institutions
- Certificates of Deposit – issued by acceptable investment grade financial institutions
- US Government Treasury securities
- US Agency securities – obligations issued or guaranteed by an agency of the US government
- Commercial Paper – issued by corporations possessing the highest rating issued by Moody's or Standard & Poor's (A1/P1)
- Money Market Funds – SEC 2a-7 money funds

### **Reserve Fund Allowable Assets**

#### **Investment Grade Fixed Income Securities**

- US Government and Agency Securities (e.g., GNMA and FNMA)
- ~~Municipal Securities~~
- Corporate Notes and Bonds
- Mortgage Backed Bonds
- Asset Backed Securities (e.g., Auto and Credit Card)
- ~~Sovereign Governments, Agencies and Supranationals~~
- ~~Local Authorities~~
- Institutional mutual funds or commingled funds which invest in fixed income securities

~~Investments shall be made in fixed income securities that are liquid, marketable and may include notes, bonds, 144A, fixed rate and floating rate~~ investments shall only be made in fixed income securities with minimum investment grade ratings as defined by Moody's (Baa3) and Standard & Poor's (BBB-).

#### **Non-Investment Grade Fixed Income Securities**

No more than 10% of the ~~total portfolio fixed income allocation~~ may consist of US marketable securities rated below investment grade, ~~and may include high yield, securities notes, bonds, 144A, fixed rate and floating rate securities~~. In the event that ~~registered~~ mutual funds or commingled funds hold fixed income securities below investment grade, the Investment Management Company and CFO will monitor the percentage holdings and take the appropriate action to reduce exposures consistent with ICANN's moderately low risk profile.

## Average Portfolio Credit Quality

The minimum weighted average credit quality of the portfolio (~~including investment grade and below investment grade securities~~) shall be ~~Aa3/AA-~~ A2/A.

## Equity Securities

- Common Stocks
- Preferred Stocks
- Convertible Notes and Bonds
- Convertible Preferred Stocks
- Stocks of Non-US Companies (Ordinary Shares)
- Stocks of REITs
- Institutional Mutual Funds or Commingled Funds which invest in securities as allowed in this statement

There shall be no direct investments in non-marketable securities.

## Prohibited Assets and Transactions

- Exchange traded or OTC Commodities and Futures Contracts Private Placements
- Private Placements
- Credit default, interest rate and commodity swaps
- Exchange traded or OTC Options
- Limited Partnerships
- Venture-Capital Investments
- Real Estate Properties
- Derivative Investments
- Hedge funds
- Short Selling
- Margin Transactions
- Commodities

In certain circumstances, institutional mutual fund or commingled fund investments may engage in transactions that include prohibited assets for the purpose of hedging operations to minimize transaction costs, rebalancing and replicating the benchmark-

In the event that institutional mutual funds or commingled funds hold prohibited assets defined above, the Investment Management Company and CFO will monitor the holdings and take the appropriate action to reduce exposures consistent with ICANN's moderately low risk profile.

## Securities Lending

This policy prohibits ICANN from undertaking a Securities Lending Program.

## Fair Value of Investments

The Investment Management Company must make all investments in securities and funds that have readily determinable fair values. All fair value measurements must be consistent with FAS 157 which defines fair value and establishes a framework for measuring fair value (market value).

### **Ethics and Conflicts of Interest**

All Board Members, the CFO, and the Investment Management Company staff shall comply with all applicable conflicts of interest policies and otherwise refrain from personal business activity that could conflict with the proper execution and management of the investment program, or that could impair their ability to make impartial decisions. Any known or suspected violations must be disclosed to ICANN's General Counsel.

### **APPROVAL OF DISBURSEMENTS FROM THE RESERVE FUND**

The Reserve Fund is the pool of investments held by ICANN that is restricted for use for "rainy day" emergencies only. The Reserve Fund is funded by any assets not required for use by ICANN's Operating Fund. Use of any funds from the Reserve Fund is restricted by action of the Board of Directors of ICANN. The Board at its sole discretion and judgment shall determine whether an emergency exists for purposes of releasing funds from the Reserve Fund. Here are some possible scenarios that may be considered by the Board as a qualified emergency:

- Urgent infrastructure investment required to address a new threat to the DNS.
- Major investment requirement to strengthen the infrastructure from a security point of view— in advance of increasing the revenue collection in the following financial year to pay for that investment.
- Loss (or slow payment) of revenue stream from a major customer or a number of other customers.
- Major unexpected unbudgeted operating expense such as a large legal settlement or a large uninsurable claim.

Due to the nature of an emergency requirement to release funds from the Reserve Fund, it may be necessary to make a rapid decision. For this reason, the Board of Directors has delegated to the Board Finance Committee (BFC) the authority to act on behalf of the Board of Directors of ICANN as it related to the disbursement of funds up to \$5 million for emergency purposes from the Reserve Fund. Any such action by the BFC will be communicated to the full Board of Directors within seven days of any decision.

### **PERIODIC REVIEW/APPROVAL OF POLICY AND EXCEPTIONS**

This policy will be subject to periodic review (at least annually) by the CFO and BFC. Specific elements to be reviewed include:

1. Appropriate operating fund limits (currently three months' operating expenses)
2. ICANN's investment objectives and risk tolerances
3. Allowable and permitted investments
4. Portfolio asset allocation and mix
5. Portfolio benchmarks
6. Portfolio rebalancing

Exceptions to this policy require BFC and Board approval as necessary. All exceptions should be communicated by the CFO to the BFC within a 48 hour period, or as soon thereafter as is practicable, including details of appropriate action to be taken.

## REFERENCE MATERIALS TO BOARD SUBMISSION No. 2014.06.26.1e

**TITLE: Meeting Venue Location and Hotel Contract for February 2015 ICANN Meeting**

### DETAILED ANALYSIS:

#### 1. Background:

In May 2103, ICANN called for expressions of interest to assist as host of the February 2015 ICANN Public Meeting, which is to be held in the Africa region. The proposal that is recommended for approval, from the Mediterranean Federation of Internet Associations (FMAI), is discussed below.

#### 2. Site Visits:

A preliminary site visit to Marrakech, Morocco was conducted in March 2014. A subsequent visit by the IT and Meetings staff was conducted in April 2014.

#### 3. Discussion of Issues:

Marrakech, Morocco – The Palmeraie Resort

- Meeting Rooms: The Resort has excellent conference facilities for an ICANN Meeting.
- Hotel Guest Rooms: Three on-site hotels offer 775 guest rooms to accommodate board, staff, funded travelers and other delegates. The resort also has residences available for delegate use.
- Area Hotels: Nearby hotels offer a wide variety of guest room accommodations for other delegates. The hotels are a reasonable distance from the Palmeraie Resort. Those in the downtown area are approximately 11 km/17 minutes by shuttle bus. Others are closer.
- Shuttle Buses: Shuttles will be provided for easy commuting between the Palmeraie Resort and area hotels.
- Food & Beverage Outlets: The Resort has a wide assortment of restaurants and bars.
- Air Travel: Air access to Marrakech is good, however, almost all international itineraries will require one or two stops.
- Ground Transportation: The Marrakech-Menara International Airport is approximately 15 kilometers/20 minutes from the meeting venue.
- Safety & Security: A preliminary risk assessment by ICANN security has not identified any areas of concern for Marrakech that would require other than standard security measures provided for an ICANN Meeting.

Representatives from the Mediterranean Federation of Internet Associations (FMAI) are capable and anxious to host.

Staff recommends that the board approve Marrakech, Morocco as the location of the February 2015 ICANN Meeting.

#### 4. Venue Hotel Contract Costs:

The hotel contract for the Palmeraie Resort will include:

Confidential Negotiation Information	Meeting Room Rental Charges
	Minimum Spending for Food & Beverage

Confidential Negotiation Information 425 Guest Rooms for board, staff, funded travellers, contractors  
350 Guest rooms for delegates\*

\*While negotiated as part of the hotel contract, the Confidential Negotiation Information for delegate guest rooms will be paid by delegates, not ICANN.

Staff recommends that the board approve the expenditure (including contracting and disbursements) for the venue hotel contract with the Palmeraie Resort in Marrakech, Morocco, as described above.

Confidential Business Information

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Meeting Strategy Working Group

## Recommendations for Public Comment

- I. PURPOSE
- II. SITUATION OVERVIEW
- III. SCOPE OF EFFORT
- IV. EXECUTIVE LEVEL SUMMARY OF RECOMMENDATIONS
- V. GUIDING PRINCIPLES
- VI. DEFINITION OF TERMS
- VII. RECOMMENDATIONS ON MEETING TIMING, DURATION AND FORMAT
- VIII. RECOMMENDATION ON ROTATION OF THE MEETING LOCATION
- IX. RECOMMENDATIONS ON MEETING SUPPORT AND ENGAGEMENT  
ACTIVITIES
- X. RECOMMENDATION ON MEETING PLANNING
- XI. MSWG MEMBERS
- XII. ADDITIONAL ELEMENT REGARDING THE VISA ISSUE

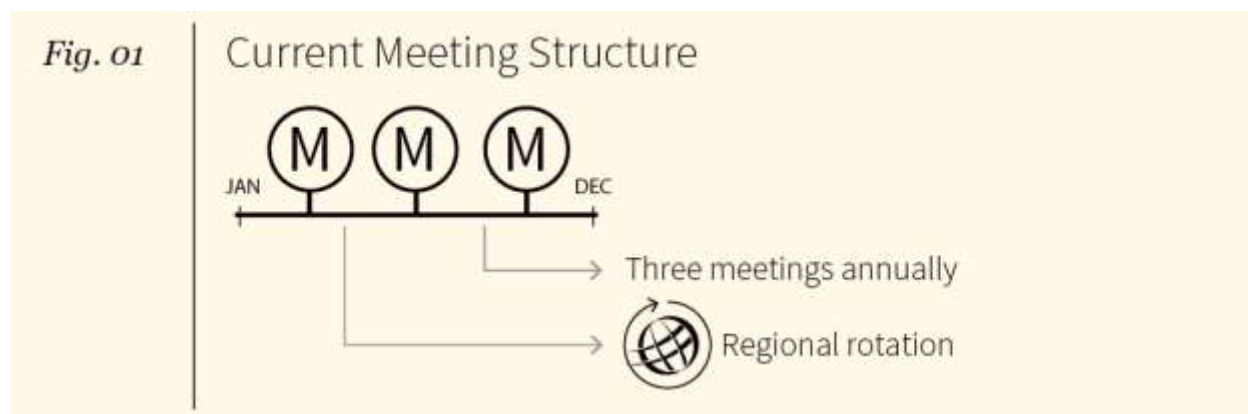
## I. PURPOSE

The purpose of this document is to help guide the ICANN community through a proposed new strategy for the structure, purpose and locations of the ICANN public meetings to support broad, informed participation and reflect the functional, geographic, and cultural diversity of the Internet at all levels of policy development and decision-making.

At the conclusion of the public comment period a revised final report of recommended changes to the meetings model will be studied and decided upon by the Board.

## II. SITUATION OVERVIEW

ICANN has been hosting international meetings since 1999 at a rate of four meetings per year, which was then reduced in 2003 to three meetings per year.



The meetings are a central principle of ICANN's multi-stakeholder model because they provide a venue for progressing policy work, conducting outreach, exchanging best practices, networking, interacting among members of the ICANN Community, including Board and Staff, and learning about ICANN.

Over the past several years the ICANN meetings have become increasingly complex events, and the success and growth of the community's global multi-stakeholder organization has begun to introduce stresses to the current meetings model.

The growing demand for more sessions and meetings spread over more days has resulted in over-scheduled agendas and reduced opportunities for cross-community interaction. The growth of constituencies (and alike) and overall attendance at the meetings has also created the need for larger venues to accommodate the growing number of attendees. [See figure 02 and 03]



Fig. 02

## Overall Growth

👤 = 100 attendees  
▬ = 10 sessions  
● = 1 day

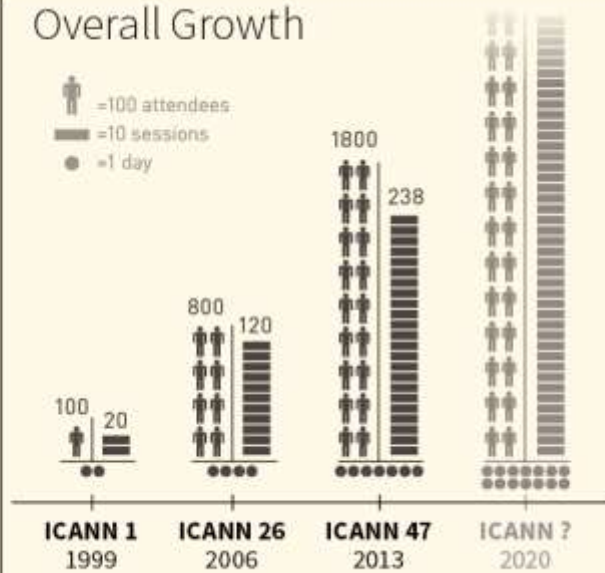
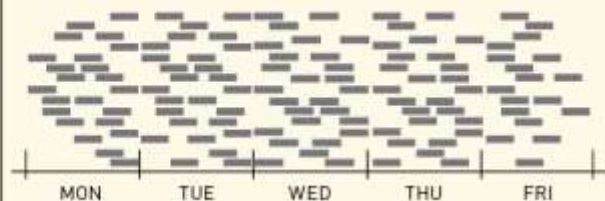


Fig. 03

## Session Conflicts

ICANN 47 | Durban

**238**  
Sessions  
in 5+ days



To effectively evolve the community's meeting strategy to accommodate the growth of the global multi-stakeholder needs, the ICANN Board In February 2013 resolved to create a multi-stakeholder working group to look into all aspects of the ICANN meetings.

The Meeting Strategy Working Group (MSWG) is a true cross community Working Group. Its mandate was to gather information, exchange ideas and propose changes to future ICANN meetings at both a strategic and operational level.

The most significant aspects of ICANN meetings addressed by the group included:

- Scheduling (and general conference agenda)
- Length (of the conference overall)
- Number (of international public meetings per year)

This document outlines the resulting recommendations of the working group and is submitted here for public comment.

For all recommendations in the document, subject to Board approval, the anticipated timing for implementation would be calendar year 2016.

### **III. SCOPE OF EFFORT**

The MSWG has undertaken a considerable amount of research and analysis and conducted a number of interviews in order to understand the many facets and requirements that comprise an ICANN meeting.

The scope of topics for consideration by the MSWG to develop the new meeting strategy included the following aspects:

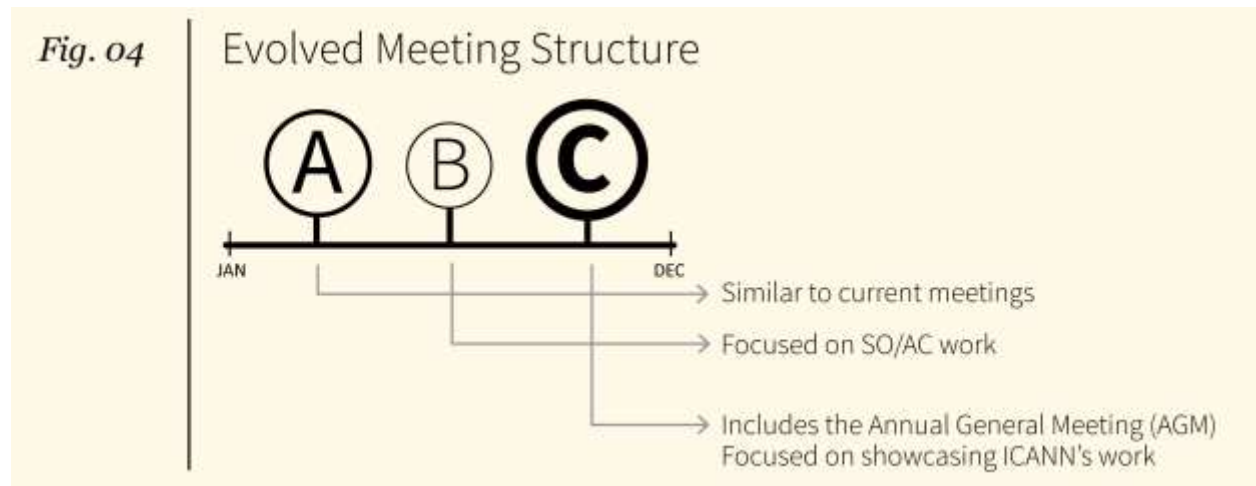
- Number of ICANN meetings per year
- Other types of meetings and conferences (global, regional, topic, stakeholder...)
- Objectives and organization of the meetings
- Locales (including rotation) of the meetings
- Role of local host
- Visa and travel support
- Role of sponsors
- Expected language services to be provided at ICANN meetings
- Remote participation
- Outreach (during the Meetings)

#### IV. EXECUTIVE LEVEL SUMMARY OF RECOMMENDATIONS

Further detail is provided in this document, but the overall recommendations made by the MSWG for public comment are as follows:

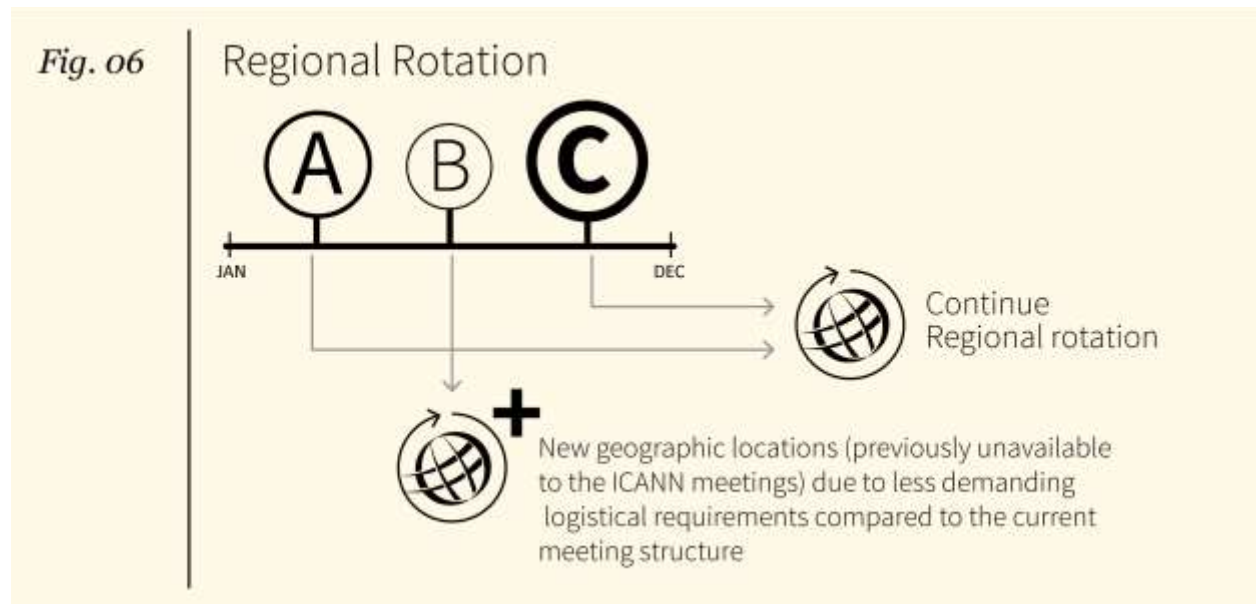
Continue the three-meeting schedule annually, but evolve the structure of the three meetings to better address meeting objectives, scheduling conflicts and to use the time in a most effective way. [See Fig. 04]

- The first meeting in the three-meeting cycle (Meeting A) would be similar in duration and theme to the current meeting structure.
- The second meeting in the cycle (Meeting B) would be a mid-year meeting focused on SO/AC policy development work as well as cross community interaction and outreach. It would be shorter in duration than the current meetings.
- The third meeting in the cycle (Meeting C) would be slightly longer in duration than the existing meetings, and would include the Annual General Meeting (AGM) and would have a focus on showcasing ICANN's work to a broader global audience.

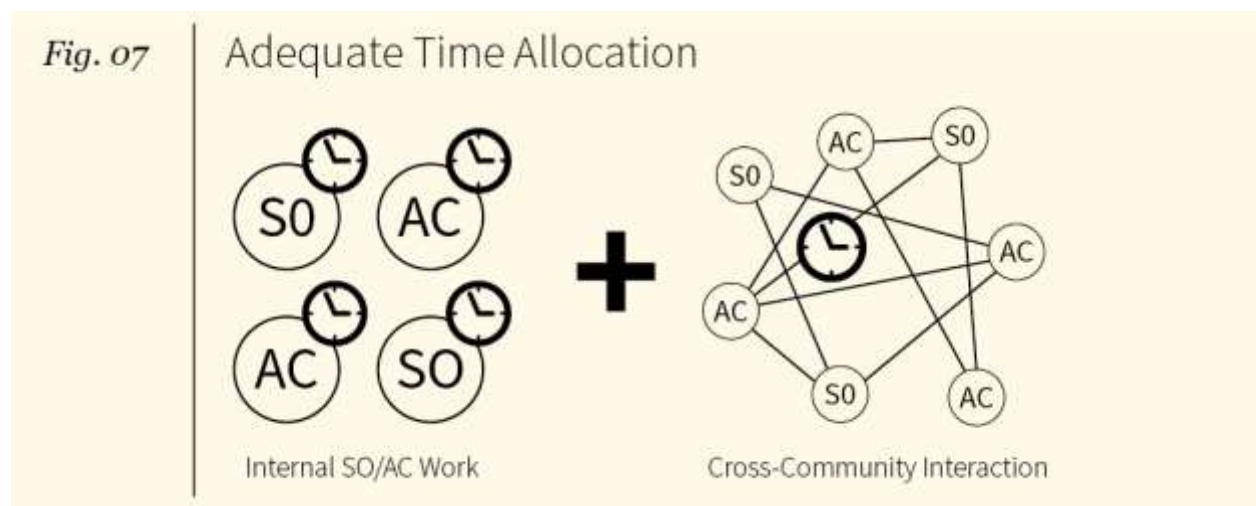


Continue regional rotation for all meetings and coordinate rotation to balance global coverage on a multi-year cycle, but evolve the rotation strategy to take advantage of the smaller mid-year meeting (Meeting B) to rotate through new geographic locations previously unavailable to the ICANN meetings due to the attendance and logistical requirements of the current meeting structure.

It is the recommendation of the MSWG that ICANN not restrict rotation of any meeting to specific locations.

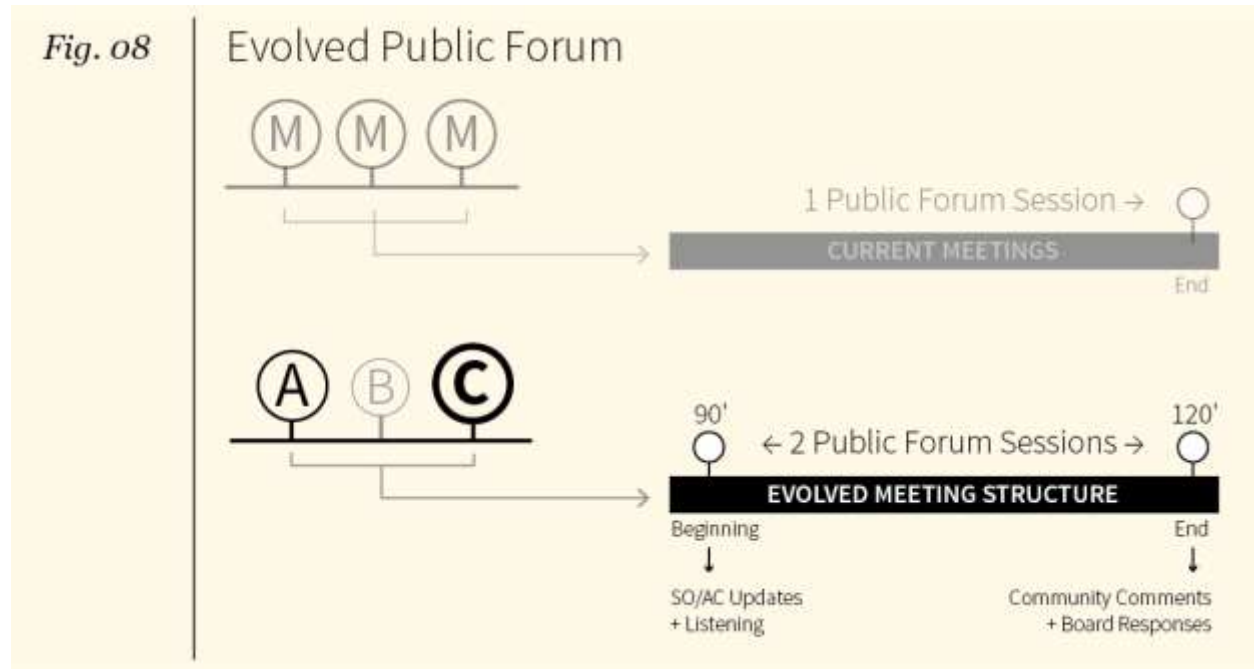


Continue to allocate adequate time for SO/AC work, but evolve the format of the meetings to afford greater opportunity for cross-community engagement and outreach.



Continue with the public forum at the first and third meetings in the cycle, but evolve the format by splitting the time into two portions with different focus:

- A session near the beginning of the meeting agenda for SO/AC updates and to listen to topics of interest by the community
- A session later in the meeting agenda for community comment and Board response



These recommendations are designed to drive the following benefits:

- Enhance cross community interaction by increasing time for networking, social interaction and cross community work
- Increase efficient use of time by each part of the community (and as a whole) attending the meetings
- Increase concentrated time of policy work while reducing session overlap or conflict
- Increase opportunity for issue-based and or language-based interactions
- Reduce meeting length for some groups based upon their focus and interest

## V. GUIDING PRINCIPLES

To determine how best to make recommendations on evolving the meetings structure and format, the MSWG established the following guiding principles to aid in the deliberation process. We have decided to include them here to help you understand better the recommendations. The MSWG is not seeking comments on the principles themselves.

The guiding principles are:

- Ensure sufficient face-to-face time for SO/AC policy development
- Develop the next level of equal footed cross-constituency interaction and facilitate sufficient delegate networking possibilities
- Promote efficient use of community and ICANN time with less session conflicts
- Maximize qualitative participation:
  - Ensure capabilities for remote participation
  - Provide sufficient language services (interpretation, translation)
  - Balance geographic rotation vs. hub location
  - Outreach with local communities, e.g., universities, businesses, Internet users and the media on important matters
  - Educate new and existing participants on issues being addressed by ICANN
  - Minimize conflicts with other Internet community events, e.g., IETF, IGF
  - Visa availability
- Develop a design that allows for growth
  - Increasing number of topics
  - Increasing number constituency groups
  - Increasing number of attendees
- Serve to increase the credibility of ICANN with the broader global community

## VI. DEFINITION OF TERMS FOR THIS RECOMMENDATION

Over the course of the MSWG effort, it became necessary to align around some common definitions of often-used terms within and across the community, in order to increase clarity of communication and understanding between the MSWG members.

Those definitions are outlined here in the hopes of making certain elements of the detailed recommendation more clear for all community members in evaluating and commenting on the recommendation.

### Definitions:

Cross community interaction is defined as activities occurring between two (2) or more SO/AC groups.

Internal SO/AC work includes work within one AC or SO (including stakeholder and constituency groups), or one AC or SO group and the Board or members of the Board.

Regional activities are defined as activities across the community whose participants are members of the same region, with the intended purpose of discussing ICANN-related issues relevant to that region.

Outreach activities are defined as activities conducted by SO/AC groups or cross-community groups with the intention of increasing awareness and interest in ICANN with individuals and organizations outside of the ICANN community.

- These activities are consistent with ICANN's function and mission. In ICANN's global multi-stakeholder model, policy is developed in a bottom-up fashion, a process that is enhanced and strengthened by reaching out to external communities, educating them about ICANN and encouraging them to participate if they wish.

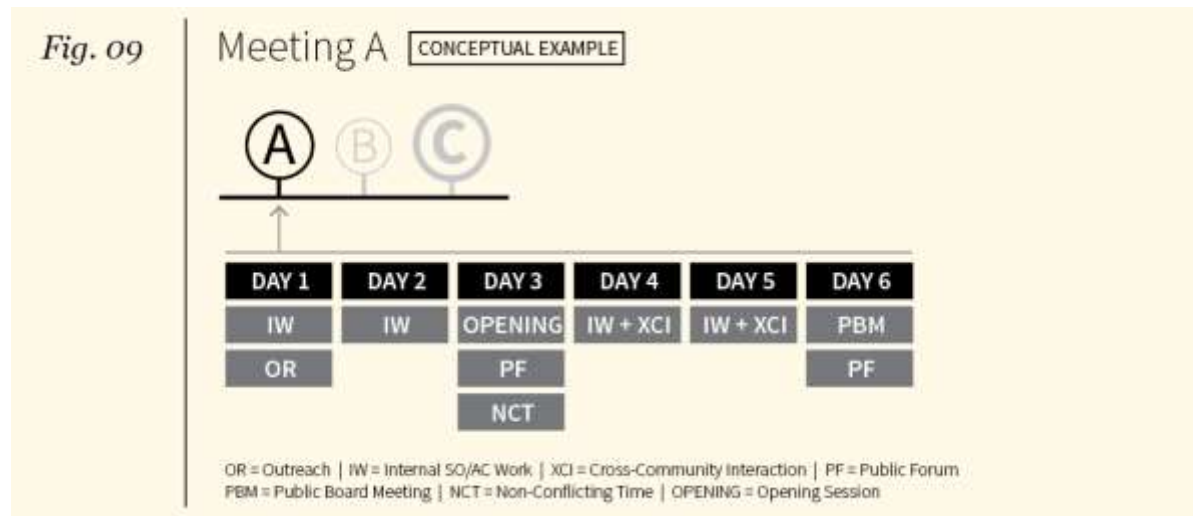
Capacity building is defined as any learning effort (including education training and tools), and special emphasis on leadership training at Meeting C.

## VII. RECOMMENDATIONS ON MEETING TIMING, DURATION AND FORMAT

This section further details the recommended structure and format of the meetings.

### Meeting A

- Timing of this meeting would be the first meeting in the three-meeting annual cycle
- Duration would be up to six (6) total days, similar to the current ICANN meeting structure
  - For reference, the current ICANN meetings are officially five (5) days, but when on-site pre- and post-meeting activities are accounted for, the actual duration of the meetings is seven to eight (7-8) days.
- Location and Rotation
  - Meeting A would adhere to a regional rotation
  - The focus of the rotation would be on geographies that can support the meeting space requirement for the expected content, organization and attendance for this meeting (1800+)
  - Consideration would also take into account finding locations that pose the fewest issues with securing Visas for attendees



- Format would be similar to the current ICANN meeting, with exception of the revised format for the public forum outlined below
  - Two (2) days dedicated to internal SO/AC work
  - Two (2) days dedicated to cross-community interaction, with possible additional internal SO/AC sessions
  - One-to-two (1-2) days dedicated to public forum, opening session, hot topic briefings and sessions like IETF “birds of a feather” (ICANN Pre-WG Efforts), cross-community interaction, such as issues-driven or regionally-focused topics (with the goal to be in a non conflicting time)
  - See figure 09 for a conceptual example of how this format might organize into an agenda framework
- Public forum evolution

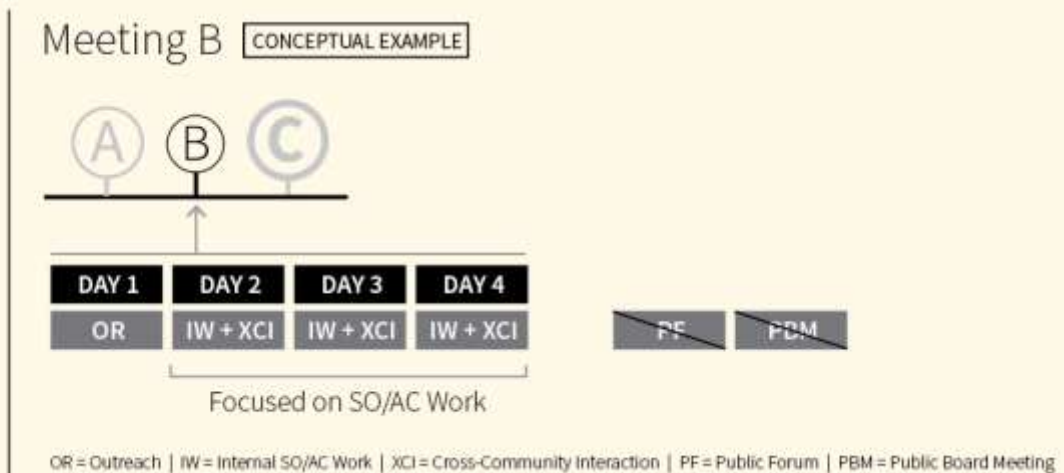


- o The MSWG recommends splitting the current public forum format into two different meetings
  - ✓ The first session would be on the same day as the opening session and run 90-minutes in length.
    - The Board would hear from the community
    - SO/AC chairs would join the Board in this session, to hear and give brief updates from the community and listen to topics of interest by the community
  - ✓ The second session would fall on the final day of the meeting agenda, where the Board would hear complementary statements from the community and then respond as appropriate, as well as address any questions posed at the first public forum meeting.

## MEETING B

- Timing of this meeting would be the second meeting in the three-meeting annual cycle
- Duration would be up to four (4) total days, and would be focused on SO/AC policy development work as well as cross community interaction and outreach
- Location and Rotation
  - o Meeting B would adhere to a regional rotation
  - o The focus of the rotation would be on geographies which are unable to host meetings A and C, as the meeting space requirement for these meetings would be lessened due to organizational logistics
  - o Consideration would also take into account finding locations that pose the fewest issues with securing Visas for attendees

Fig. 10

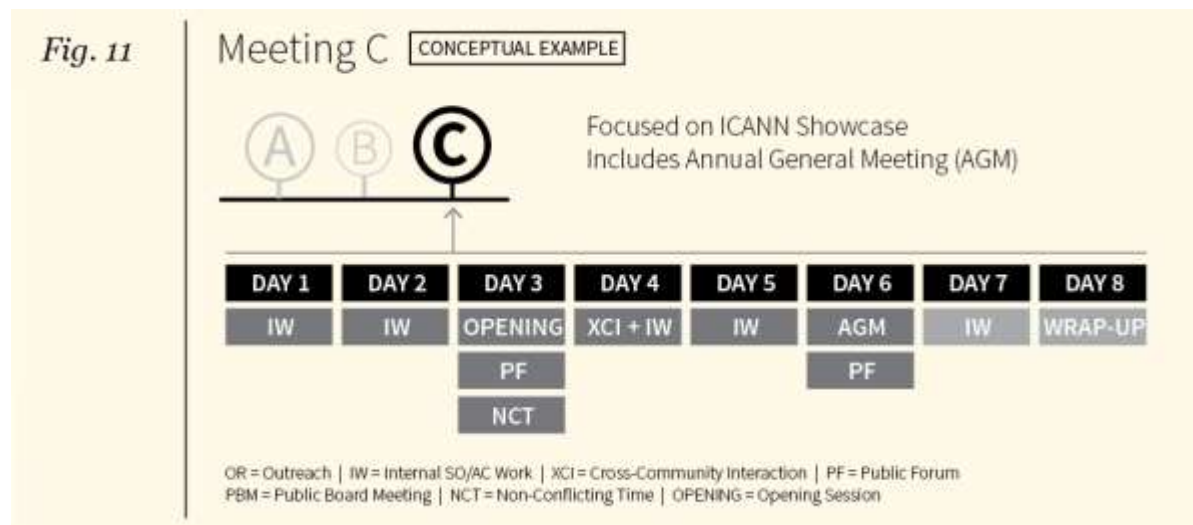


- Format would be adjusted from the current meeting structure in the following ways:
  - o Three (3) days of focused as SO/AC work
    - The format for the three days focused on policy development work would have a shortened day agenda, for example 09:00-16:00, providing dedicated time from 16:00 on for cross community collaboration and networking.

- o One (1) day focused on community outreach
  - The MSWG recommends that a focused plan be developed for those Meeting B outreach activities to maximize opportunities
- o No opening ceremony or a shorter one
- o No public forum
- o No public Board meeting
- o See figure 10 for a conceptual example of how this format might organize into an agenda framework

## MEETING C

- Timing of this meeting would be the third meeting in the three-meeting annual cycle and would include the Annual General Meeting (AGM) and would have a focus on showcasing ICANN's work to a broader global audience.
- Duration would be up to eight (8) total days, but should be optimized to allow some groups to conduct their activities over a shorter duration within the overall meeting timeframe
- Location and Rotation
  - o Meeting C would adhere to a regional rotation
  - o The focus of the rotation would be on geographies that can support the meeting space requirement for the expected content, organization and attendance for this meeting (2000+)
  - o Consideration would also take into account finding locations that pose the fewest issues with securing Visas for attendees



- Format would be similar to the current ICANN meeting, (with the continuation of the Annual General Meeting and a public Board Meeting) with a reorganization of the objectives of each day
  - o Up to three (3) days dedicated to internal SO/AC work
  - o One (1) day dedicated to cross-community interaction
  - o One (1) day dedicated to either internal SO/AC work or cross-community interaction or both
  - o Two (2) days dedicated to public forum, annual general meeting, opening

session, hot topic briefings and sessions like IETF “birds of a feather” (ICANN Pre-WG Efforts), cross-community interaction, such as issues-driven or regionally-focused topics (with the goal to be in a non conflicting time)

- o One (1) day for meeting wrap up activities
  - o See figure 11 for a conceptual example of how this format might organize into an agenda framework
- Public forum format would be the same as Meeting A

## **VIII. RECOMMENDATION ON ROTATION OF THE MEETING LOCATION**

The rotation is a very important aspect of the ICANN meeting strategy that makes ICANN go to people where they are. It should remain mandatory for the new strategy.

The MSWG recommends that regional rotation should be as regular as possible. The meeting staff should be given the flexibility to make the necessary arrangements to organize the meetings even if the rotation period for a region is not respected assuming that each region should have accommodated the 3 kinds of meetings during a 5-year cycle.

## **IX. RECOMMENDATIONS ON MEETING SUPPORT AND ENGAGEMENT ACTIVITIES**

The MSWG has the following recommendations on meetings support and engagement activities:

- Technical support for remote participants, interpretation, scribing, transcription and translation will be consistent to current support, but effort should be made to focus on continuous improvement, especially for remote participation
- Fellowship program should also continue at all meetings, with a more regional emphasis for Meeting B.
- ICANN meeting planning team should continue to focus on ease of securing visas as a criterion in evaluating meeting locations. The MSWG recognizes the problem related to visas for attendees and recommends existing procedures be improved to enhance collaboration with the relevant Government and local hosts while maintaining the open enrollment and registration policies of the meetings.
- Steps should also be taken to keep track of recurring attendees to support easing of future visa attainment for attendees.
- A program should be developed to facilitate local outreach at ICANN meetings with particular emphasis on Meeting B, where a specific day is set aside for local outreach projects.
- ICANN staff should continue to evolve and improve efforts to support press interest at ICANN meetings, and additional effort should be given to establish compelling themes and foster new press outlets in all meeting locations, with emphasis on highlighting the outreach efforts in those locations.
  - o Note that several suggestions were surfaced during the course of the working group’s activities, creating recommendations and thoughts outside the scope of this group’s mandate, which have been passed on to ICANN staff for

consideration.

- The MSWG does not recommend requiring ICANN secure a local host for ICANN meetings, but does recommend that ICANN continue to encourage a multi-stakeholder local host structure. This support does not have to be financial in nature but with support for events, contacts with local government and media contacts, and support in the effort to secure visa letters is recognized as a benefit and should be continued.
- The opening ceremony to include, when it is feasible, a cultural element from that region or country, such as local music or dance.

#### **X. RECOMMENDATION ON MEETING PLANNING**

- ICANN meeting planning team should provide framework and direction to ICANN staff and community members to organize schedules to minimize meeting conflict.
- Additional preparation time and flexibility should be afforded ICANN staff meeting planning group to optimize rotation and location of meetings and structuring of agenda framework to accommodate necessary working sessions while also reducing session conflict across community groups.
- ICANN meeting planning team should optimize scheduling of meeting days to take advantage of recognized working days (Monday through Thursday), and minimize impact on globally recognized non-working or religious observance days.
- ICANN staff should continue to advance attendee and session feedback for each of the three meeting formats, and make such information broadly available to the community in order to measure the progress and success of the new recommended meeting structure.

**XI. MSWG MEMBERS**

Volunteer Working Group Members in Representation of a Supporting Organization (SO), an Advisory Committee (AC), Staff or Board

<b>Members</b>	<b>Gender</b>	<b>Country</b>	<b>Region</b>	<b>SO/AC</b>
Donna Austin	F	AU	AP	GNSO
Satish Babu	M	IN	AP	ALAC
Tijani Ben Jemaa	M	TN	AF	ALAC
Michelle Chaplow	F	UK	EU	GNSO
Keith Davidson	M	NZ	AP	ccNSO
Eduardo Diaz Rivera	M	PR	NA	ALAC
Paul Diaz	M	US	NA	GNSO
Tracy F. Hackshaw	M	TT	LAC	GAC
Sylvia Herlein Leite	F	BR	LAC	ALAC
Sandra Hoferichter	F	DE	EU	ALAC
Poncelet Ileleji	M	GM	AF	GNSO
Dmitry Kohmanyuk	M	UA	EU	ASO
Ana Neves	F	PT	EU	GAC
Douglas Onyango	M	UG	AF	ASO
Suzanne Radell	F	US	NA	GAC
Margarita Valdés Cortés	F	CL	LAC	ccNSO
Sally Costerton	F	UK		Staff
Chris Gift	M	US		Staff
Nick Tomasso	M	US		Staff

Chris Disspain	M	AU		Board
Sébastien Bachollet	M	FR		Board

## **XII. ADDITIONAL ELEMENT REGARDING THE VISA ISSUE**

Visa delivery to some ICANN community members has been an issue in certain countries hosting the ICANN meeting. It made some elected members of SO/AC leadership miss important meetings where they had crucial roles to play.

ICANN meeting planning team should continue to focus on ease of securing visas as criteria in evaluating meeting locations.

The aim is not to waive or change the visa procedure of the host country; it is more making the necessary arrangements so that the so-called procedure becomes accessible and doable for all community members in full respect of the host country laws and rules.

There will always be someone who will not be able to get the visa because he/she has a personal issues; the goal is to make the number of such persons as low as possible, and be sure that the restriction doesn't concern a region, country, race or religion.



30 May 2014

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

The purpose of this letter is to bring you up-to-date on proposed changes to the membership of the Security and Stability Advisory Committee (SSAC) and to provide an explanation for the attached request for Board action. In this case the change is necessary because an SSAC member has elected to resign from the Committee.

The Board appointed Sarmad Hussain to the SSAC for a two-year term beginning on 01 January 2011 and ending on 31 December 2013. The Board reappointed Mr. Hussain to a three-year term beginning 01 January 2014 and ending 31 December 2016. Mr. Hussain resigned from the SSAC on 30 May 2014. Mr. Hussain has been a valued SSAC member who has made many excellent contributions to the Committee's work. The SSAC requests that the Board should join the Committee in extending its thanks to Mr. Hussain for his service to the SSAC and the Community.

The SSAC welcomes comments from the Board concerning these requests.

Patrik Fältström, SSAC Chair





- Prepare consolidated status reports on Implementation Progress; update web content; use any appropriate communication channels (blogs, coordinating webinars, coordinating public sessions);
- Develop, collect data for and update Key Performance Indicators related to project management of the implementation of recommendations;
- Manage Public Comment periods – announcements, summary of responses; analysis and related actions as appropriate;
- Coordinate presentations of implementation progress for community, ATRT3 and management.

### **ATRT2 Implementation Plans**

The ATRT2 Implementation Project Manager will develop and coordinate the execution of the implementation plan by working with all involved Staff teams and community groups, where relevant. One of the first deliverables will be a refined standardized implementation plan for all recommendation components. This plan will include the items listed below and will be posted publically and used as a benchmark for measuring implementation progress on a go-forward basis.

- Implementation timeline – expected start and completion month/year
- 3-5 milestones – measurable/achievable milestones with forecasted completion dates
- Required resources – significant staff time, hard costs
- Accountability – staff department and community group/others as appropriate
- Definitions, assumptions and clarifications proposed by staff in order to implement recommendations in the spirit intended by ATRT2

### **Additional Reference Materials:**

- Assignments of Recommendations to Board committees and other groups:

Areas	Recommendations	# of components	Board Group
Board Performance & Work Practices	## 1-3	6	BGC
Policy/Implementation/Executive Function	#4	1	BGC
Decision Making Transparency & Appeals	## 5, 7, 9	12	BGC, Sébastien Bachollet
GAC Operations & Interaction	#6	12	BGRI / GAC
Multilingualism	#8	1	Sébastien Bachollet
Cross-Community Deliberation	#10	7	BGC, BGRI
AoC Review Process Effectiveness	#11	7	SIC
Financial Accountability & Transparency	#12	5	Finance
TOTAL	12	51	

- [ATRT2 Final Report and Recommendations](#)
- [Public Comment Forum](#) and [Summary of Public Comments](#)

### Signature Block:

Submitted by: Jamie Hedlund and Larisa Gurnick

Positions: VP; Strategic Initiatives Director

Date Noted: 6 June 2014

Email: [jamie.hedlund@icann.org](mailto:jamie.hedlund@icann.org);  
[larisa.gurnick@icann.org](mailto:larisa.gurnick@icann.org)

## Exhibit A: Proposed Board Action on ATRT2 Recommendations

#	Category and Recommendation	Proposed Action <sup>1</sup>
	<b>BOARD PERFORMANCE AND WORK PRACTICES</b>	
1	The Board should develop objective measures for determining the quality of ICANN Board members and the success of Board improvement efforts, and analyze those findings over time.	Accept
2.a	The Board should develop metrics to measure the effectiveness of the Board’s functioning and improvement efforts.	Accept
2.b	The Board should publish the materials used for training to gauge levels of improvement – ICANN materials.	Accept
2.c	The Board should publish the materials used for training to gauge levels of improvement – Third party materials.	Accept
3.a	The Board should conduct qualitative/quantitative studies to determine how the qualifications of Board candidate pools change over time,	Accept
3.b	The Board should regularly assess Director’s compensation levels against prevailing standards.	Accept
	<b>POLICY/IMPLEMENTATION/EXECUTIVE FUNCTION DISTINCTION</b>	
4	The Board should continue supporting cross-community engagement aimed at developing an understanding of the distinction between policy development and policy implementation. Develop complementary mechanisms whereby the Supporting Organizations and Advisory Committees (SO/AC) can consult with the Board on matters, including but not limited to policy, implementation and administrative matters, on which the Board makes decisions.	Accept
	<b>DECISION MAKING TRANSPARENCY AND APPEALS PROCESSES</b>	
5	The Board should review redaction standards for Board documents, Document Information Disclosure Policy (DIDP) and any other ICANN documents to create a single published redaction policy. Institute a process to regularly evaluate redacted material to determine if redactions are still required and if not, ensure that redactions are removed.	Accept
7.1	The Board should explore mechanisms to improve Public Comment through adjusted time allotments, forward planning regarding the number of consultations given anticipated growth in participation, and new tools that facilitate participation.	Accept
7.2	The Board should establish a process under the Public Comment Process where those who commented or replied during the Public Comment and/or Reply Comment	Accept

<sup>1</sup> Proposed action reflects recommendations of the Board Committees assigned to assess ATRT2 recommendations based on staff analysis.

	period(s) can request changes to the synthesis reports in cases where they believe the staff incorrectly summarized their comment(s)	
9.1	<p>To support public participation, the Board should take into consideration of decision-making inputs and appeals processes.</p> <p>ICANN Bylaws Article XI should be amended to include the following language to mandate Board Response to Advisory Committee Formal Advice: The ICANN Board will respond in a timely manner to formal advice from all Advisory Committees, explaining what action it took and the rationale for doing so.</p>	Accept
9.2	<p>Explore Options for Restructuring Current Review Mechanisms:</p> <p>The ICANN Board should convene a Special Community Group, which should also include governance and dispute resolution expertise, to discuss options for improving Board accountability with regard to restructuring of the Independent Review Process (IRP) and the Reconsideration Process. The Special Community Group will use the 2012 Report of the Accountability Structures Expert Panel (ASEP) as one basis for its discussions. All recommendations of this Special Community Group would be subject to full community participation, consultation and review, and must take into account any limitations that may be imposed by ICANN’s structure, including the degree to which the ICANN Board cannot legally cede its decision-making to, or otherwise be bound by, a third party.</p>	Accept
9.3	<p>Review Ombudsman Role:</p> <p>The Board should review the Ombudsman role as defined in the bylaws to determine whether it is still appropriate as defined, or whether it needs to be expanded or otherwise revised to help deal with the issues such as:</p> <ul style="list-style-type: none"> <li>a. A role in the continued process of review and reporting on Board and staff transparency.</li> <li>b. A role in helping employees deal with issues related to the public policy functions of ICANN, including policy, implementation and administration related to policy and operational matters.</li> </ul> <p>A role in fair treatment of ICANN Anonymous Hotline users and other whistleblowers, and the protection of employees who decide there is a need to raise an issue that might be problematic for their continued employment.</p>	Accept
9.4a	<p>Develop Transparency Metrics and Reporting:</p> <p>The Board should ensure that as part of its yearly report, ICANN include, among other things, but not be limited to:</p> <p>A report on the broad range of Transparency issues with supporting metrics to facilitate accountability.</p>	Accept
9.4b	<p>Develop Transparency Metrics and Reporting: The Board should ensure that as part of its yearly report, ICANN include, among other things, but not be limited to: A discussion of the degree to which ICANN, both staff and community, are adhering to a default standard of transparency in all policy, implementation and administrative actions; as well as the degree to which all narratives, redaction, or other practices used to not disclose information to the ICANN community are documented in a transparent manner.</p>	Accept

9.4c	<p>Develop Transparency Metrics and Reporting: The Board should ensure that as part of its yearly report, ICANN include, among other things, but not be limited to: c. Statistical reporting to include at least the following elements:</p> <ul style="list-style-type: none"> <li>a. Requests of the Documentary Information Disclosure Policy (DIDP) process and the disposition of requests.</li> <li>b. Percentage of redacted-to-unredacted Board briefing materials released to the general public.</li> <li>c. Number and nature of issues that the Board determined should be treated confidentially.</li> </ul> <p>Other ICANN usage of redaction and other methods to not disclose information to the community and statistics on reasons given for usage of such methods.</p>	Accept
9.4d	<p>Develop Transparency Metrics and Reporting: The Board should ensure that as part of its yearly report, ICANN include, among other things, but not be limited to: A section on employee “Anonymous Hotline” and/or other whistleblowing activity, to include metrics on:</p> <ul style="list-style-type: none"> <li>a. Reports submitted.</li> <li>b. Reports verified as containing issues requiring action.</li> </ul> <p>Reports that resulted in change to ICANN practices</p>	Accept
9.4e	<p>Develop Transparency Metrics and Reporting: The Board should ensure that as part of its yearly report, ICANN include, among other things, but not be limited to: An analysis of the continued relevance and usefulness of existing transparency metrics, including</p> <ul style="list-style-type: none"> <li>a. Considerations on whether activities are being geared toward the metrics (i.e. “teaching to the test”) without contributing toward the goal of genuine transparency.</li> </ul> <p>Recommendations for new metrics.</p>	Accept
9.5	<p>The Board should arrange an audit to determine the viability of the ICANN Anonymous Hotline as a whistleblowing mechanism and implement any necessary improvements.</p> <p>The professional external audit should be based on the Section 7.1 and Appendix 5 - Whistleblower Policy of the One World Trust Independent Review of 2007 recommendations to establish a viable whistleblower program, including protections for employees who use such a program, and any recent developments in areas of support and protection for the whistleblower. The professional audit should be done on a recurring basis, with the period (annual or bi-annual, for example) determined upon recommendation by the professional audit. The processes for ICANN employee transparency and whistleblowing should be made public.</p>	Accept
<b>GAC OPERATIONS AND INTERACTIONS</b>		
6.1	Increased transparency of GAC-related activities:	For GAC consideration

	<p>ATRT2 recommends that the Board work jointly with the GAC, through the Board-GAC Recommendation Implementation Working Group (BGRI working group), to consider a number of actions to make its deliberations more transparent and better understood to the ICANN community. Where appropriate, ICANN should provide the necessary resources to facilitate the implementation of specific activities in this regard. Examples of activities that the GAC could consider to improve transparency and understanding include:</p> <ul style="list-style-type: none"> <li>a. Convening “GAC 101” or information sessions for the ICANN community, to provide greater insight into how individual GAC members prepare for ICANN meetings in national capitals, how the GAC agenda and work priorities are established, and how GAC members interact intersessionally and during GAC meetings to arrive at consensus GAC positions that ultimately are forwarded to the ICANN Board as advice;</li> <li>b. Publishing agendas for GAC meetings, conference calls, etc., on the GAC website seven days in advance of the meetings and publishing meeting minutes on the GAC website within seven days after each meeting or conference call;</li> <li>c. Updating and improving the GAC website to more accurately describe GAC activities, including intersessional activities, as well as publishing all relevant GAC transcripts, positions and correspondence;</li> <li>d. Considering whether and how to open GAC conference calls to other stakeholders to observe and participate, as appropriate. This could possibly be accomplished through the participation of liaisons from other ACs and SOs to the GAC, once that mechanism has been agreed upon and implemented;</li> <li>e. Considering how to structure GAC meetings and work intersessionally so that during the three public ICANN meetings a year the GAC is engaging with the community and not sitting in a room debating itself;</li> <li>f. Establishing as a routine practice agenda setting calls for the next meeting at the conclusion of the previous meeting;</li> <li>g. Providing clarity regarding the role of the leadership of the GAC; and,</li> <li>h. When deliberating on matters affecting particular entities, to the extent reasonable and practical, give those entities the opportunity to present to the GAC as a whole prior to its deliberations</li> </ul>	
6.2	ATRT2 recommends that the Board work jointly with the GAC, through the BGRI, to facilitate the GAC formally adopting a policy of open meetings to increase transparency into GAC deliberations and to establish and publish clear criteria for closed sessions.	For GAC consideration
6.3	ATRT2 recommends that the Board work jointly with the GAC, through the BGRI, to facilitate the GAC developing and publishing rationales for GAC Advice at the time Advice is provided. Such rationales should be recorded in the GAC register. The register should also include a record of how the ICANN Board responded to each item of advice.	For GAC consideration
6.4	The Board, working through the BGRI working group, should develop and document a formal process for notifying and requesting GAC advice (see ATRT1 Recommendation 10).	For BGRI-WG consideration
6.5	The Board should propose and vote on appropriate bylaw changes to formally implement the documented process for Board-GAC bylaws consultation as developed by the BGRI working group as soon as practicable (see ATRT1 Recommendation 11).	For BGRI-WG consideration
6.6	<p>Increase support and resource commitments of government to the GAC (see ATRT 1 Recommendation 14):</p> <p>ATRT2 recommends that the Board work jointly with the GAC, through the BGRI working group, to identify and implement initiatives that can remove barriers for</p>	For BGRI-WG consideration

	participation, including language barriers, and improve understanding of the ICANN model and access to relevant ICANN information for GAC members. The BGRI working group should consider how the GAC can improve its procedures to ensure more efficient, transparent and inclusive decision-making. The BGRI working group should develop GAC engagement best practices for its members that could include issues such as: conflict of interest; transparency and accountability; adequate domestic resource commitments; routine consultation with local Domain Name System (DNS) stakeholder and interest groups; and an expectation that positions taken within the GAC reflect the fully coordinated domestic government position and are consistent with existing relevant national and international laws.	
6.7	ATRT2 recommends that the Board work jointly with the GAC, through the BGRI working group, to regularize senior officials' meetings by asking the GAC to convene a High Level meeting on a regular basis, preferably at least once every two years. Countries and territories that do not currently have GAC representatives should also be invited and a stock-taking after each High Level meeting should occur.	For BGRI-WG consideration
6.8	ATRT2 recommends that the Board work jointly with the GAC, through the BGRI working group, to work with ICANN's Global Stakeholder Engagement group (GSE) to develop guidelines for engaging governments, both current and non-GAC members, to ensure coordination and synergy of efforts.	For BGRI-WG consideration
6.9a	The Board should instruct the GSE group to develop, with community input, a baseline and set of measurable goals for stakeholder engagement that addresses the following: a. Relationships with GAC and non-GAC member countries, including the development of a database of contact information for relevant government ministers.	For BGRI-WG consideration
6.9b	The Board should instruct the GSE group to develop, with community input, tools to summarize and communicate in a more structured manner government involvement in ICANN, via the GAC, as a way to increase the transparency on how ICANN reacts to GAC advice (e.g. by using information in the GAC advice register).	For BGRI-WG consideration
6.9c	The Board should instruct the GSE group to develop, with community input, make ICANN's work relevant for stakeholders in those parts of the world with limited participation.	For BGRI-WG consideration
6.9d	The Board should instruct the GSE group to develop, with community input, develop and execute for each region of the world a plan to ensure that local enterprises and entrepreneurs fully and on equal terms can make use of ICANN's services including new gTLD's.	For BGRI-WG consideration
	<b>MULTILINGUALISM</b>	
8	To support public participation, the Board should review the capacity of the language services department versus the community need for the service using Key Performance Indicators (KPIs) and make relevant adjustments such as improving translation quality and timeliness and interpretation quality. ICANN should implement continuous improvement of translation and interpretation services including benchmarking of procedures used by international organizations such as the United Nations.	Accept
	<b>CROSS-COMMUNITY DELIBERATIONS</b>	
10.Accept	To enhance the GNSO policy development processes and methodologies to better meet community needs and be more suitable for addressing complex problems, ICANN should: a. In line with ongoing discussions within the GNSO, the Board should develop funded options for professional services to assist GNSO policy development WGs. Such services could include training to enhance work group leaders' and participants' ability to address difficult problems and situations, professional facilitation, mediation, negotiation. The GNSO should develop guidelines for when such options may be invoked.	Accept
10.1b	The Board should provide adequate funding for face-to-face meetings to augment e-mail, wiki and teleconferences for GNSO policy development processes. Such face-to-face meeting must also accommodate remote participation, and consideration should also be given to using regional ICANN facilities (regional hubs and engagement centers) to support intercessional meetings. Moreover, the possibility of meetings added on to the start or end of ICANN meetings could also be considered. The GNSO must develop guidelines for when such meetings are required and justified, and who should participate in such meetings.	Accept

10.1c	The Board should work with the GNSO and the wider ICANN community to develop methodologies and tools to allow the GNSO policy development processes to utilize volunteer time more effectively, increasing the ability to attract busy community participants into the process and also resulting in quicker policy development.	Accept
10.2	The GAC, in conjunction with the GNSO, must develop methodologies to ensure that GAC and government input is provided to ICANN policy development processes and that the GAC has effective opportunities to provide input and guidance on draft policy development outcomes. Such opportunities could be entirely new mechanisms or utilization of those already used by other stakeholders in the ICANN environment. Such interactions should encourage information exchanges and sharing of ideas/opinions, both in face-to-face meetings and intercessionally, and should institutionalize the cross-community deliberations foreseen by the AoC.	Accept
10.3	The Board and the GNSO should charter a strategic initiative addressing the need for ensuring more global participation in GNSO policy development processes, as well as other GNSO processes. The focus should be on the viability and methodology of having the opportunity for equitable, substantive and robust participation from and representing: <ul style="list-style-type: none"> <li>a. All ICANN communities with an interest in gTLD policy and in particular, those represented within the GNSO;</li> <li>b. Under-represented geographical regions;</li> <li>c. Non-English speaking linguistic groups;</li> <li>d. Those with non-Western cultural traditions; and</li> <li>e. Those with a vital interest in gTLD policy issues but who lack the financial support of industry players.</li> </ul>	Accept
10.4	To improve the transparency and predictability of the policy development process the Board should clearly state to what degree it believes that it may establish gTLD policy in the event that the GNSO cannot come to closure on a specific issue, in a specified time-frame if applicable, and to the extent that it may do so, the process for establishing such gTLD policies. This statement should also note under what conditions the Board believes it may alter GNSO Policy Recommendations, either before or after formal Board acceptance.	Accept
10.5	The Board must facilitate the equitable participation in applicable ICANN activities, of those ICANN stakeholders who lack the financial support of industry players.	Accept
	<b>AOC REVIEW PROCESS EFFECTIVENESS</b>	
11.1	Institutionalization of the Review Process: The Board should ensure that the ongoing work of the AoC reviews, including implementation, is fed into the work of other ICANN strategic activities wherever appropriate.	Accept
11.2	Coordination of Reviews: The Board should ensure strict coordination of the various review processes so as to have all reviews complete before next ATRT review begins, and with the proper linkage of issues as framed by the AoC.	Accept
11.3	Appointment of Review Teams: The Board should ensure that AoC Review Teams are appointed in a timely fashion, allowing them to complete their work in the minimum one (1) year period that the review is supposed to take place, regardless of the time when the team is established. It is important for ICANN to factor in the cycle of AoC reviews; the Review Team selection process should begin at the earliest point in time possible given its mandate.	Accept
11.4	Complete implementation reports: The Board should prepare a complete implementation report to be ready by review kick-off. This report should be submitted for public consultation, and relevant benchmarks and metrics must be incorporated in the report.	Accept
11.5	Budget transparency and accountability: The ICANN Board should ensure in its budget that sufficient resources are allocated for Review Teams to fulfill their mandates. This should include, but is not limited to, accommodation of Review Team requests to appoint independent experts/consultants if deemed necessary by the teams. Before a review is commenced, ICANN should publish the budget for the review, together with a rationale for the amount allocated that is based on the experiences of the	Accept



	previous teams, including ensuring a continuous assessment and adjustment of the budget according to the needs of the different reviews.	
11.6	Board action on Recommendations: The Board should address all AoC Review Team recommendations in a clear and unambiguous manner, indicating to what extent they are accepting each recommendation.	Accept
11.7	Implementation Timeframes: In responding to Review Team recommendations, the Board should provide an expected time frame for implementation, and if that time frame is different from one given by the Review Team, the rationale should address the difference.	Accept
	<b>FINANCIAL ACCOUNTABILITY AND TRANSPARENCY</b>	
12.1	In light of the significant growth in the organization, the Board should undertake a special scrutiny of its financial governance structure regarding its overall principles, methods applied and decision-making procedures, to include engaging stakeholders. 12.1. The Board should implement new financial procedures in ICANN that can effectively ensure that the ICANN community, including all SOs and ACs, can participate and assist the ICANN Board in planning and prioritizing the work and development of the organization.	Accept
12.2	The Board should explicitly consider the cost-effectiveness of ICANN's operations when preparing its budget for the coming year, in keeping with ICANN's status as a non-profit organization operating and delivering services in a non-competitive environment. This should include how expected increases in the income of ICANN could be reflected in the priority of activities and pricing of services. These considerations should be subject of a separate consultation.	Accept
12.3	Every three years the Board should conduct a benchmark study on relevant parameters, (e.g. size of organization, levels of staff compensation and benefits, cost of living adjustments, etc.) suitable for a non-profit organization. If the result of the benchmark is that ICANN as an organization is not in line with the standards of comparable organizations, the Board should consider aligning the deviation. In cases where the Board chooses not to align, this has to be reasoned in the Board decision and published to the Internet community.	Accept
12.4	In order to improve accountability and transparency ICANN's Board should base the yearly budgets on a multi-annual strategic plan and corresponding financial framework (covering e.g. a three-year period). This rolling plan and framework should reflect the planned activities and the corresponding expenses in that multi-annual period. This should include specified budgets for the ACs and SOs. ICANN's (yearly) financial reporting shall ensure that it is possible to track ICANN's activities and the related expenses with particular focus on the implementation of the (yearly) budget. The financial report shall be subject to public consultation.	Accept
12.5	In order to ensure that the budget reflects the views of the ICANN community, the Board shall improve the budget consultation process by i.e. ensuring that sufficient time is given to the community to provide their views on the proposed budget and sufficient time is allocated for the Board to take into account all input before approving the budget. The budget consultation process shall also include time for an open meeting between the Board and the Supporting Organizations and Advisory Committees to discuss the proposed budget.	Accept