

Board Member Reported Contractual Relationships

ICANN's Board of Directors Conflicts of Interest policy ("Policy") can be found at <http://www.icann.org/en/committees/coi/coi-policy-30jul09-en.htm>:

1.1. The purpose of the Conflicts of Interest Policy is to ensure that the deliberations and decisions of ICANN are made in the interests of the global Internet community as a whole and to protect the interests of ICANN when ICANN is contemplating entering into a transaction, contract, or arrangement that might benefit the private interest of a Covered Person.

1.2. A Covered Person may not use his or her position with respect to ICANN, or confidential corporate information obtained by him or her relating to ICANN, in order to achieve a financial benefit for himself or herself or for a third person, including another nonprofit or charitable organization.

All ICANN officers and directors, as Covered Persons, are required to complete an annual Conflicts of Interest Statement and disclose any potential conflicts. If a conflict does exist, "(a) No Director shall vote on any matter in which he or she has a material Financial Interest that will be affected by the outcome of the vote" and "(c) No Director shall participate in Committee or Board deliberations on any matter in which he or she has a material Financial Interest without first disclosing the conflict and until a majority of Disinterested Committee or Board members present agree on whether and in what manner the Board member may participate."

Related Party Transactions are identified in footnote 7 of the Independent Audit Report and Financial Statements of ICANN for year ending June 30, 2010. (See <http://www.icann.org/en/financials/financial-report-fye-30jun10-en.pdf>)

Given the manner in which ICANN's Board of Directors is selected, however, some Directors work for, represent, and/or sit on the Board of Directors of, businesses that have contractual relationships with ICANN that do not rise to the level of reporting on the Financial Statements. Accordingly, and simply for purposes of transparency, ICANN identifies the following relationships that were identified by Board members for the relevant time periods relating to the Audit for year ending June 30, 2010:

- A voting member of the Board of Directors, Bruce Tonkin, is Chief Strategy Officer of an ICANN-accredited registrar.
- A voting member of the Board of Directors, Steve Crocker, is Chief Executive Officer and part owner of a company, a percentage of which is owned by a company

that operates a registry pursuant to a registry agreement with ICANN.

- The law firm of which one of the voting member of the Board of Directors, Rita Rodin Johnston, is a partner, acts as outside counsel to a company that operates a registry pursuant to a registry agreement with ICANN.

- A voting member of the Board of Directors, Harald Tveit Alvestrand, is employed by a large company that operates an ICANN-accredited registrar.

- Mr. Alvestrand, and two other voting member of the Board of Directors, Mike Silber and Kuo-Wei Wu, are also board members of organizations that operate ccTLDs from which ICANN receives contributions. The contributions are not considered material.