

2012-12-20-Notice of Board Meeting.docx

Notice & Call Information - ICANN Special Board Meeting

Directors and Liaisons,

Attached below please find the Notice of date and time for a Special Meeting of the ICANN Board of Directors:

20 December 2012 – Regular Meeting of the ICANN Board of Directors --
at 22:00 UTC – This Board meeting is estimated to last 2 hours.

Some other time zones:

20 December 2012 – 2:00 PM PDT Los Angeles

20 December 2012 – 11:00 PM CEST Brussels

20 December 2012 – 5:00 PM Washington, D.C.

21 December 2012 - 9:00 AM Sydney

<http://www.timeanddate.com/worldclock/fixetime.html?msg=ICANN+Board+Meeting&iso=20121220T22&p1=1440&ah=2>

Conference ID: 49876156

Security Pin: 8665

MATERIALS - SPECIAL NOTE – Following on the changes that were recently made to the Materials, they have been broken into two separate books – included in the Board Book (along with the notice) and call information) is a more concisely formatted set of board papers. The last part – titled “Additional Materials” is a separate board book, available on Board Vantage which includes additional materials and exhibits that are related to some of the papers where board members would like to explore additional information on many of the topics.

Contact Information Redacted

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

John Jeffrey

General Counsel & Secretary, ICANN

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2012-12-20-AgendaTable.docx

AGENDA – 20 December 2012 BOARD Meeting – 2.0 hours

Time, etc.	Agenda Item	Shepherd	Expected Action	Potential Conflict of Interest
<ul style="list-style-type: none"> • Assembly, Roll Call & Consent Agenda Vote 	1. Consent Agenda			
	1.a. Minutes: <ul style="list-style-type: none"> • <u>13 October 2012 Regular Meeting of the ICANN Board</u> • <u>18 October 2012 Regular Meeting of the ICANN Board</u> • <u>18 October 2012 Organizational Meeting of the ICANN Board</u> • <u>8 November 2012 Special Meeting of the ICANN Board</u> 	John Jeffrey	Approval	

AGENDA – 20 December 2012 BOARD Meeting – 2.0 hours

Time, etc.	Agenda Item	Shepherd	Expected Action	Potential Conflict of Interest
	1.b. Cover Letter re SSAC Thank You to Departing Members; Thank You to Federico Neves; Thank You to Rick Wilhelm	Ram Mohan	Approval	
	1.c. SSAC Member Reappointments	Ram Mohan	Approval	
	1.d. GNSO Council Recommendations - IRTP Part C	Bruce Tonkin	Approval	
	1. e. Root Server System Advisory Committee (RSSAC) Bylaws Revisions - Posting for Public Comment	Ray Plzak	Approval	

AGENDA – 20 December 2012 BOARD Meeting – 2.0 hours

Time, etc.	Agenda Item	Shepherd	Expected Action	Potential Conflict of Interest
	1. f. Review of the ICANN Nominating Committee (NomCom)	Ray Plzak	Approval	
	1.g. ICANN New GTLD Funds Investment Policy	Cherine Chalaby	Approval	
	1. h. Location of November 2013 ICANN Meeting 48	Sebasti�n Bachollet	Approval	
• Discussion & Decision	2. Main Agenda			
	2.a. Board Term Alignment	Steve Crocker	Approval	Bruce Tonkin, Others?
	2.b. Accountability Structures Expert Panel Recommendations & Summary Slide	Bruce Tonkin	Approval	

AGENDA – 20 December 2012 BOARD Meeting – 2.0 hours

Time, etc.	Agenda Item	Shepherd	Expected Action	Potential Conflict of Interest
	2.c. Location of ICANN Meetings in 2014 and the Item Removed From Agenda <div style="text-align: center;">(2 separate resolutions)</div>	Sebasti�n Bachollet	Approval	
	2.d. Any Other Business			
• Discussion	3. Executive Session			
	3.1. Confidential Employment	George Sadowsky	Discussion	

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1. Consent Agenda:

a. Approval of Board Meeting Minutes

Resolved (2012.12.20.xx), the Board approves the minutes of the 13 October 2012 Regular Meeting of the ICANN Board.

Resolved (2012.12.20.xx), the Board approves the minutes of the 18 October 2012 Regular Meeting of the ICANN Board.

Resolved (2012.12.20.xx), the Board approves the minutes of the 18 October 2012 Organizational Meeting of the ICANN Board.

Resolved (2012.12.20.xx), the Board approves the minutes of the 8 November 2012 Special Meeting of the ICANN Board.

b. SSAC Thank You to Departing Members

Whereas, Frederico Neves was appointed to the ICANN Security and Stability Advisory Committee on 17 May 2002 and reappointed on 10 August 2010 for a 2-year term ending on 31 December 2012.

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

Whereas, Rick Wilhelm was appointed to the ICANN Security and Stability Advisory Committee on 26 June 2009 and reappointed on 10 August 2010 for a 2-year term ending on 31 December 2012.

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

Resolved (2012.12.20.xx), that Rick Wilhelm has earned the deep appreciation of the Board for his service to ICANN by his membership on the Security and Stability Advisory Committee, and that the Board wishes Mr. Wilhelm well in all future endeavours.

Resolved (2012.12.20.xx), that Frederico Neves has earned the deep appreciation of the Board for his service to ICANN by his membership on the Security and Stability Advisory Committee, and that the Board wishes Mr. Neves well in all future endeavours.

Rationale for Resolution 2012.12.20.xx

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

c. SSAC Member Reappointments

Whereas, Article XI, Section 2, Subsection 2 of the Bylaws governs the Security and Stability Advisory Committee (SSAC).

Whereas, the Board, at Resolution 2010.08.05.07 approved Bylaws revisions that create three-year terms for SSAC members, require staggering of terms, and obligate the SSAC chair to recommend the reappointment of all current SSAC members to full or partial terms to implement the Bylaws revisions.

Whereas, the Board, at Resolution 2010.08.05.08 appointed SSAC members to terms of one, two, and three years beginning on 01 January 2011 and ending on 31 December 2011, 31 December 2012, and 31 December 2013.

Whereas, in July 2011 the SSAC Membership Committee initiated an annual review of SSAC members whose terms are ending 31 December 2012 and submitted to the SSAC its recommendations for reappointments.

Whereas, on 12 October 2012, the SSAC members approved the reappointments.

Whereas, the SSAC recommends that the Board reappoint the following SSAC members to three-year terms: Alain Aina, Jaap Akkerhuis, Patrik Fältström, Jim Galvin, Doug Maughan, Ram Mohan, Doron Shikmoni, Rick Wesson, and Suzanne Woolf.

Resolved (2012.12.20.XX) the Board accepts the recommendation of the SSAC and reappoints the following SSAC members to three-year terms beginning 01 January 2013 and ending 31 December 2015: Alain Aina, Jaap Akkerhuis, Patrik Fältström, Jim Galvin, Doug Maughan, Ram Mohan, Doron Shikmoni, Rick Wesson, and Suzanne Woolf.

Rationale for Resolution 2012.12.20.xx

The SSAC is a diverse group of individuals whose expertise in specific subject matters enables the SSAC to fulfil its charter and execute its mission. Since its inception, the SSAC has invited individuals with deep knowledge and experience in technical and security areas that are critical to the security and stability of the Internet's domain name system. The above-mentioned individuals provide the SSAC with the expertise and experience required for the Committee to fulfil its charter and executive its mission.

d. GNSO Council Recommendations IRTP Part C

Whereas on 22 September 2011, the GNSO Council launched a Policy Development Process (PDP) on the Inter-Registrar Transfer Procedure Part C (IRTP Part C) addressing three charter questions, set forth at <https://community.icann.org/display/gnsoirtppdpwg/3.+WG+Charter>;

Whereas the PDP followed the prescribed PDP steps as stated in the Bylaws, resulting in a Final Report delivered on 9 October 2012;

Whereas the IRTP Part C Working Group (WG) reached full consensus on the recommendations in relation to each of the three issues outlined in the Charter;

Whereas the GNSO Council reviewed, and discussed the recommendations of the IRTP Part C WG, and adopted the Recommendations on 17 October 2012 by a Supermajority and unanimous vote (see: <http://gnso.icann.org/en/resolutions#20121017-4>);

Whereas the GNSO Council vote met and exceeded the required voting threshold to impose new obligations on ICANN contracted parties.

Whereas after the GNSO Council vote, a public comment period was held on the approved recommendations, and the comments have been summarized and considered (<http://www.icann.org/en/news/public-comment/irtp-c-recommendations-22oct12-en.htm>).

Resolved (2012.20.12.xx) the Board adopts the GNSO Council Policy Recommendations amending the Inter-Registrar Transfer Policy set forth at <http://www.icann.org/en/transfers/policy-en.htm>.

Resolved (2012.20.12.xx) the CEO is to develop and complete an implementation plan for these Recommendations and continue communication with the community on such work.

Rationale for Resolution 2012.12.20.xx

Why the Board is addressing the issue now?

The Inter-Registrar Transfer Policy (IRTP) is a consensus policy that was adopted in 2004 which provides for a straightforward process for registrants to transfer domain names between registrars. The GNSO Council established a series of five Working Groups (Parts A through E) to review and consider various revisions to this policy.

The IRTP Part C PDP is the third in a series of five scheduled PDPs addressing areas for improvements in the existing policy. The IRTP Part C Working Group has addressed three issues focusing on change of registrant; time-limiting FOAs, and; IANA Registrar IDs. The IRTP Part C PDP Final Report received unanimous consensus support from the IRTP Part C Working Group as well as the GNSO Council. Following the closing of the public comment period, the next step as outlined in

Annex A of the ICANN Bylaws is consideration by the ICANN Board of the recommendations.

What is the proposal being considered?

The following recommendations are being considered:

- Recommendation #1 – The adoption of change of registrant consensus policy, which outlines the rules and requirements for a change of registrant of a domain name registration. Such a policy should follow the requirements and steps as outlined in the section 'proposed change of registrant process for gTLDs' in the IRTP Part C Final Report.
- Recommendation #2: Forms of Authorization (FOAs), once obtained by a registrar, should be valid for no longer than 60 days. Following expiration of the FOA, the registrar must re-authorize (via new FOA) the transfer request. Registrars should be permitted to allow registrants to opt-into an automatic renewal of FOAs, if desired.

In addition to the 60-day maximum validity restriction, FOAs should expire if there is a change of registrant, or if the domain name expires, or if the transfer is executed, or if there is a dispute filed for the domain name. In order to preserve the integrity of the FOA, there cannot be any opt-in or opt-out provisions for these reasons for expiration of the FOA.

As recommended and approved as a result of the IRTP Part B PDP, Losing Registrars under IRTP-B are now required to send an FOA to a Prior Registrant. It is advised that Losing Registrars have the option to send a modified version of this FOA to a Prior Registrant in the event that the transfer is automated where the FOA would be advisory in nature.

- Recommendation #3: All gTLD Registry Operators be required to publish the Registrar of Record's IANA ID in the TLD's WHOIS. Existing gTLD Registry operators that currently use proprietary IDs can continue to do so, but they must also publish the Registrar of Record's

IANA ID. This recommendation should not prevent the use of proprietary IDs by gTLD Registry Operators for other purposes, as long as the Registrar of Record's IANA ID is also published in the TLD's Whois.

Which stakeholders or others were consulted?

Public comment forums were held on the initiation of the PDP, the Initial Report, and the recommendations subject to Board Consideration, in addition to regular updates to the GNSO Council as well as workshops to inform and solicit the input from the ICANN Community at ICANN meetings (see for example, Prague Meeting and Costa Rica Meeting). Constituency / Stakeholder Group Statements were requested, and one submission was received from the gTLD Registries Stakeholder Group (see https://community.icann.org/x/_ovbAQ). All comments received were reviewed and considered by the IRTP Part C PDP WG (see section 6 of the IRTP Part C Final Report).

What concerns or issues were raised by the community?

No Community concerns have been raised in relation to the Final Report and its recommendations.

What significant materials did the Board review?

The Board reviewed the GNSO Council Report to the Board, as well as the summary of public comments and Staff's response to those comments.

What factors the Board found to be significant?

The recommendations were developed following the GNSO Policy Development Process as outlined in Annex A of the ICANN Bylaws and have received the unanimous support from the GNSO Council. As outlined in the ICANN Bylaws, the Council's unanimous (supermajority) support for the motion obligates the Board to adopt the recommendation unless by a vote of more than 66%, the Board determines that the policy is not in the best interests of the ICANN

community or ICANN. In addition, transfer related issues are the number one area of complaint according to data from ICANN Compliance. Improvements to the IRTP have the potential to reduce the number of complaints, in addition to providing clarity and predictability to registrants as well as registrars.

Are there positive or negative community impacts?

Improvements to the IRTP have the potential to reduce the number of complaints, in addition to providing clarity and predictability to registrants as well as registrars. Adoption of the recommendations will require significant changes in processes for registrars as well as registrars and therefore it is expected that the implementation of these recommendations will require time and resources, but these are considered necessary in order to address the issues that are part of this Policy Development Process. The recommendations, if implemented, are expected to usefully clarify and enhance the IRTP, to the advantage of all parties concerned.

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

In addition to those changes required in process for registrars as outlined above, there will likely be fiscal impacts related to implementation of the policy, but these costs are anticipated to be within the current budget.

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

There are no security, stability, or resiliency issues related to the DNS if the Board approves the proposed recommendations.

e. Root Server System Advisory Committee (RSSAC) Bylaws Amendments Posting for Public Comment

Whereas, in Resolution 2011.01.25.10, the Board approved the RSSAC review final report implementation steps and instructed the Structural Improvements Committee (SIC), in coordination with staff, to provide the Board with a final implementation plan to address the RSSAC review final recommendations and conclusions.

Whereas, in July and August 2012, a working group of RSSAC and SIC members was formed to draft a revised RSSAC charter in order to meet the requirements of the final RSSAC review recommendations. The RSSAC Charter is set forth within the ICANN Bylaws at Article XI, Section 2.3.

Whereas, on 4 December 2012, the SIC reviewed the proposed Bylaws revisions and recommended that the suggested changes to Article XI, Section 2.3 be posted for public comment.

Resolved (2012.12.20.xx), the Board directs the ICANN President and CEO to post for public comment the proposed changes to Article XI, Section 2.3 of the ICANN Bylaws that are necessary to modify the charter for the RSSAC in line with the recommendations arising out of the organizational review of the RSSAC.

Rationale for Resolution 2012.12.20.xx

These ICANN Bylaws amendments will clarify the continuing purpose of the Root Server Advisory Committee (RSSAC). They were recommended by the joint RSSAC-SIC Working Group formed to conclude the implementation of the RSSAC review WG final report: implementation steps [PDF, 448 KB], approved by the Board on 25 January 2011. The posting of the proposed amendments for public comment will have no budgetary impact, nor will it require additional staff resources.

f. Review of the ICANN Nominating Committee

Resolution Not Considered

Rationale for Resolution 2012.12.20.xx

Rationale Not Considered

Rationale Not Considered

g. New gTLD Funds Investment Policy

Resolution Text Superseded

Rationale for Resolution 2012.12.20.xx

ICANN has collected approximately US\$355 million of application fees from applicants for generic top level domains (gTLDs) in the New gTLD Program (net from pre-reveal withdrawals). The purpose of these application fees is to cover the costs of implementing the GNSO's Policy on new gTLDs through the New gTLD Program. Because of this specific usage of the funds, as well as the specific timeframe associated with such usage, a specific investment policy is called for to support the adequate investment of such funds for the time they will be held.

ICANN selected Bridgebay Investment Consultant Services to assist in the design of a specific investment policy for management the funds held for the New gTLD Program. The New gTLD Fund Investment Policy has been designed to enabling safeguarding, liquidity, and a reasonable return on investment during the period of time the funds are invested.

The Board Finance Committee reviewed the proposed New gTLD Funds Investment Policy and has met with the advisor, and concluded that the proposed policy does satisfy its stated goals. Accordingly, the Board Finance Committee recommended that the Board approve the proposed New gTLD Funds Investment Policy. The Board agrees with the BFC's conclusions and recommendation.

The suggested policy is not expected to have any direct effect on the public, except that the Applicants and the ICANN community may have a better understanding and transparency into how the New gTLD funds are being managed. The New gTLD Funds Investment Policy is expected to have a fiscal impact to the extent that the funds will be earning some return on investment during the period of time that the funds are invested. The creation of the New gTLD Funds Investment Policy will not have any impact on the security, stability and resiliency of the domain name system.

h. Location of November 2013 ICANN Public Meeting 48

Whereas, ICANN intends to hold its third Meeting for 2013 in the Latin America/Caribbean region as per its policy,

Whereas, no viable proposals to serve as host for the ICANN 2013 Latin America/Caribbean Meeting were received.

Whereas, ICANN staff performed a thorough search to identify available facilities in Latin America/Caribbean that meet the Meeting Selection Criteria.

Whereas, the Board Finance Committee reviewed and recommended the budget for the ICANN 2013 Latin America/Caribbean Meeting as proposed.

Whereas the Board Public Participation Committee reviewed the staff proposal and supports the proposition for the location of the ICANN 2013 Latin America/Caribbean Meeting.

Resolved (2012.12.20.xx), the Board accepts the proposal of the staff, and approves that the ICANN 2013 Latin America/Caribbean Meeting shall be held in Buenos Aires, Argentina from 17-21 November 2013, with a budget not to exceed US\$2.37M, and that the Buenos Aires meeting be designated as ICANN's 2013 Annual General Meeting.

Rationale for Resolution 2012.12.20.xx

As part of ICANN's public meeting schedule, three times a year ICANN hosts a meeting in a different geographic region (as defined in the ICANN Bylaws) of the world. Meeting Number 48, scheduled for 17-21 November 2013, is to occur in the Latin America/Caribbean geographic region. A call for recommendations for the location of the meeting in Latin America/Caribbean was posted on 25 April 2011. One proposal was received, but that location did not have all of the facilities needed to host an ICANN Meeting.

The Staff performed a thorough search to identify available facilities in Latin America/Caribbean that meet the Meeting Selection Criteria. Based on that analysis, the Staff has recommended that ICANN 48 be held in Buenos Aires, Argentina.

The Board reviewed Staff's recommendation for hosting the meeting in Buenos Aires, Argentina and the determination that the proposal met the significant factors of the Meeting Selection Criteria used to guide site selection work. Outside of the call for recommendations, the process for selection of sites does not call for public consultation, as the staff assessment of the feasibility of any site is the primary consideration.

There will be a financial impact on ICANN in hosting the meeting and providing travel support as necessary, as well as on the community in incurring costs to travel to the meeting. But such impact would be faced regardless of the location of the meeting. There is no impact on the security or the stability of the DNS due to the hosting of the meeting.

The Board thanks those who recommended sites for ICANN Meeting Number 48.

2. Main Agenda:

a. Board Term Alignment

Whereas, there are currently two induction periods to the ICANN Board each year, one at or around the Mid-Year Meeting for members appointed by the Supporting Organizations and the At-Large Community, and the other at the conclusion of the Annual General Meeting for members selected by the Nominating Committee (NomCom).

Whereas, the ICANN Board has long considered the issue of timing of Board member transition one of Board effectiveness, as each transition period raises the obligation to consider changes to Board committee composition, as well as introduction of new members to Board processes.

Whereas, the Board Governance Committee (BGC) considered how Board terms could be aligned to allow all Board members selected in any year to begin their terms at the same time, while still preserving the ability for the NomCom to consider the geographic diversity of the Board over the coming year.

Whereas, proposed revisions to the ICANN Bylaws were drafted to achieve alignment of Board terms while preserving the ability for the NomCom to consider the geographic diversity of the Board, and those Bylaws revisions were posted for public comment and considered by the Board.

Resolved (2012.12.20.xx), the Board approves the amendments to Article VI, Section 8 of the ICANN Bylaws as posted for public comment. The Board directs the President and CEO and the General Counsel and Secretary to take all necessary steps to inform the Supporting Organizations and At-Large Community of the revised

deadlines within which they are required to complete selections for the Board of Directors.

Rationale for Resolution 2012.12.20.xx

The Board's action in approving these Bylaws revisions is part of an effort to improve the effectiveness of the Board, addressing a concept raised by the Board Review Working Group in its January 2010 Final Report. The adoption of the revised schedule is not expected to have any negative impact on the resources of the community or ICANN, and indeed may have a positive impact in reducing the Board's obligations upon term transition to one time per year, as opposed to two, and will streamline Board induction efforts.

The proposed Bylaws changes were posted for public comment prior to the Board's adoption, with two submissions. Though no commenters spoke against the adoption of the Bylaws revisions, one commenter cautioned that changes to the Bylaws should not be taken lightly, and requested that ICANN take heed in evaluating whether a change to the Bylaws is the required mechanism for undertaking any specific change. The commenter also noted some clarifications and additional information that may be helpful when posting these types of items for comment. One comment supported the changes. As a result, it does not appear that any changes to the proposed Bylaws revisions are necessary prior to the Board taking this action.

This decision is not expected to have any fiscal impact on ICANN, or on the security, stability or resiliency of the DNS.

For ease of reference, the following table identifies the current Directors on the Board and when their terms will now conclude:

Conclusion of:	Board Member Term Concluding:
AGM 2013	Cherine Chalaby, Bertrand de La Chapelle, Erika Mann, Bruce Tonkin, Kuo Wei-Wu

AGM 2014	Sébastien Bachollet, Steve Crocker, Chris Disspain, Bill Graham, and Judith Vazquez
AGM 2015	George Sadowsky, Gonzalo Navarro, Olga Madruga-Forti, Ray Plzak and Mike Silber

This is an Organizational Administrative Function of the Board for which the Board received public comment, at <http://www.icann.org/en/news/public-comment/whois-rt-final-report-11may12-en.htm>.

b. Accountability Structures Expert Panel Recommendations

Whereas, the Accountability and Transparency Review Team's Recommendations 23 and 25 recommended that ICANN retain independent experts to review ICANN's accountability structures and the historical work performed on those structures.

Whereas, under the guidance of the Board Governance Committee (BGC), ICANN convened the Accountability Structures Expert Panel (ASEP), comprised of three international experts on issues of corporate governance, accountability and international dispute resolution.

Whereas, after research and review of ICANN's Reconsideration and Independent Review processes, as well as multiple opportunities for public input, the ASEP produced a report in October 2012.

Whereas, the report was posted for public comment, along with proposed Bylaws revisions to address the recommendations within the report.

Whereas, after review and consideration of the public comment received, including consideration by the ASEP, the Board has

determined that it is appropriate to proceed to implementation of the ASEP's recommendations.

Whereas, additional implementation work is required prior to launching ICANN's revised Independent Review and Reconsideration processes as recommended by the ASEP.

Resolved (2012.12.20.xx) the Board accepts the report by Accountability Structures Expert Panel issued in October 2012 in fulfillment of Recommendations 23 and 25 of the Accountability and Transparency Review Team.

Resolved (2012.12.20.xx), the Board approves the Bylaws amendments to Article IV, Section 2 (Reconsideration) and Article VI, Section 3 (Independent Review) as posted for public comment, with an effective date to be determined by the Board after receiving a report from the President and CEO on the status of implementation.

Resolved (2012.12.20.xx), the Board directs the President and CEO to develop and execute implementation plans necessary to implement the ASEP recommendations and report to the Board in Beijing on the status of the implementation work, including a recommended effective date for the Bylaws. In the event that, during implementation, the President and CEO determine that issues raised during the public comment regarding the creation of a standing panel for the IRP require modification to the Bylaws, those limited modifications are to be provided to the Board for adoption prior to the recommended effective date for the Bylaws revisions.

Rationale for Resolution 2012.12.20.xx

The Board's action in accepting the report of the Accountability Structures Expert Panel (ASEP) and approving the attendant Bylaws revisions is in furtherance of the Board's commitment to act on the recommendations of the Accountability and Transparency Review Team (ATRT). The ASEP's work was called for in ATRT Recommendations 23 and 25, and the work performed, including a

review of the recommendations arising out of the President's Strategy Committee's work on Improving Institutional Confidence, is directly aligned with the review requested by the ATRT.

The adoption of the ASEP's work represents a great stride in ICANN's commitment to accountability to its community. The revised mechanisms adopted today will bring easier access to the Reconsideration and Independent Review Processes through the implementation of forms, the institution of defined terms to eliminate vagueness, and the ability to bring collective requests. A new grounds for Reconsideration is being added, which will enhance the ability for the community to seek to hold the Board accountable for its decisions. The revisions are geared towards instituting more predictability into the processes, and certainty in ICANN's decision making, while at the same time making it clearer when a decision is capable of being reviewed.

The Board is adopting the Bylaws revisions today to allow for certainty as the President and CEO moves forward with implementation work to effectuate the ASEP's recommendations. Because additional documentation and processes must be developed and finalized, the Bylaws revisions to Article VI, Sections 2 and 3 will not go into effect until the implementation work has proceeded sufficiently. The President and CEO is therefore tasked with a report to the Board on the status of implementation, and a date for the Bylaws to go into effect, by the ICANN meeting in Beijing, China in April 2013. The Board expects that the President and CEO will consider the issues raised in public comment to determine if they need to be or can be addressed in implementation. In the event limited revisions of the Bylaws are necessary to address public comment addressing the creation of a standing panel for the IRP, the Board expects those revisions to be provided to the Board for approval in advance of the identified effective date. The potential for limited modification of the Bylaws prior to the effective date is appropriate in this instance because of the concerns raised in public comment as well as the past

challenges faced when trying to create a standing panel for independent reviews.

The adoption of these recommendations will have a fiscal impact on ICANN, in that additional work is required for implementation, including the development of new documentation and the identification of a standing panel to hear requests for independent review. The outcomes of this work are expected to have positive impacts on ICANN and the community in enhanced availability of accountability mechanisms. This decision is not expected to have any impact on the security, stability or resiliency of the DNS.

c. Proposal on the location of ICANN Meetings in 2014 and the establishment of a Multi-stakeholder Meeting Strategy Working Group

Whereas, ICANN posted a Consolidated Meetings Strategy proposal for public comment, and community comments did not evidence great support of the proposal;

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

Whereas, ICANN intends to hold its 2014 Meetings in the Asia Pacific, Europe and North America regions as per its policy;

Whereas, ICANN staff performed a thorough analysis of meeting venues in Singapore and London to ensure they meet the Meeting Selection Criteria, and will complete an assessment of available North America locations;

Resolved (2012.12.20.xx), the Board directs the President and CEO to make the necessary arrangements to conduct the 2014 ICANN Meetings in Singapore, London, England and a city to be identified in North America,Resolution Text Superseded

Resolution Text Superseded

Rationale for Resolution 2012.12.20.xx

In response to comments received on the ICANN Consolidated Meetings Strategy proposal, the Public Participation Committee, under its charter to increase public awareness of, and participation in the affairs of ICANN, will oversee the creation and activities of a Multistakeholder Meeting Strategy Working Group that will examine the design, frequency and regional rotation of meetings and conferences to be held in 2015 and beyond.

As part of ICANN's public meeting schedule, three times a year ICANN hosts a meeting in a different geographic region (as defined in the ICANN Bylaws) of the world. Meetings in 2014 are to occur in the Asia Pacific, Europe and North America geographic regions.

The staff performed a thorough analysis of venues in Singapore and London, and will complete an analysis of available locations in North America, to ensure they meet the Meeting Selection Criteria.

Based on that analysis, the Public Participation Committee has recommended that the 2014 ICANN Meetings be held in Singapore, London and a city in North America.

The process for selection of sites does not always call for public consultation, as the staff assessment of the feasibility of any site is the primary consideration.

There will be a financial impact on ICANN in hosting the meetings and providing travel support as necessary, as well as on the community in incurring costs to travel to the meetings. But such impact would be faced regardless of the location of the meetings. There is no impact on the security or the stability of the DNS due to the hosting of the meeting.

This is an Organizational Administrative Function of the Board for which the Board received public comment.

2012-10-13-Board-Minutes.docx



Minutes
13 October 2012
Regular Meeting of the ICANN Board

A Special Meeting of the ICANN Board of Directors was held on 13 October 2012 at 4:00 pm local time in Toronto, Canada.

Chairman Steve Crocker promptly called the meeting to order.

In addition to the Chair the following Directors participated in all or part of the meeting: Sébastien Bachollet, Cherine Chalaby, Fadi Chehadé (President and CEO), Bertrand de La Chapelle, Chris Disspain, Bill Graham, Erika Mann, Gonzalo Navarro, Ray Plzak, R. Ramaraj, George Sadowsky, Mike Silber, Bruce Tonkin (Vice Chair), Judith Vazquez, and Kuo-Wei Wu.

The following Board Liaisons participated in all or part of the meeting: Ram Mohan (SSAC Liaison); Thomas Narten (IETF Liaison); Thomas Roessler (TLG Liaison); and Suzanne Woolf (RSSAC Liaison).

Heather Dryden (GAC Liaison) sent apologies.

This is a preliminary report of the approved resolutions resulting from the Special Meeting of the ICANN Board of Directors, which took place on 13 October 2012

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1. Consent Agenda:

The Chair introduced the consent agenda, and the .name item was removed at the request of Bruce Tonkin.

Ray Plzak moved the resolutions on the consent agenda and George Sadowsky seconded. The Board then took the following action:

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

a. Approval of Board Meeting Minutes

Resolved (2012.10.13.01), the Board approves the minutes of the 3 October 2012 ICANN Board Meeting.

b. Acknowledgment of Receipt and Thank You for SAC056 Advisory on Impacts of Content Blocking via the Domain Name System to the ICANN Board.

Whereas, on 9 October 2012, the Security & Stability Advisory Committee forward the SSAC Advisory: SAC056: SSAC Advisory on Impacts of Content Blocking via the Domain Name System to the ICANN Board.

Whereas, the ICANN Board acknowledges that blocking using the DNS can cause collateral damage or unintended consequences with limited or no remedies available to affected parties.

Resolved (2012.10.13.02), the ICANN Board acknowledges receipt of SAC056 and thanks the SSAC for their work in preparing this Advisory for the ICANN community.

Rationale for Resolution 2012.10.13.02

To remain accountable to the ICANN community, the Board considers it important to acknowledge the reports prepared by its Advisory Committee. This action does not have any impact on the resources of ICANN, and acknowledging the report is not expected to have any impact on the security, stability or resiliency of the DNS.

This is an ICANN Organizational Administrative Function not requiring public comment.

c. Revisions to Board Governance Committee Charter

Whereas, the Charter of the Board Governance Committee required changes to remain factually accurate and the BGC recommends the Board to approve the changes.

Resolved (2012.10.13.03), the Board approves the revised Board Governance Committee Charter.

Rationale for Resolution 2012.10.13.03

As part of its annual work, the Board Governance Committee performs a review of its Charter to assure that the work of the BGC is in alignment with its Charter. The change approved today does not have any impact on the resources of ICANN or the community. This action does not have any impact on the security, stability or resiliency of the DNS.

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

Sixteen members of the Board voted in favor of Resolutions 2012.10.13.01, 2012.10.13.02, and 2012.10.13.03. The resolutions carried.

2. Main Agenda:

a. Approval of Proposed .name Renewal Registry Agreement

The Chair noted that this item was moved to the main agenda due to Bruce Tonkin electing to abstain from voting on this item because of a potential contractual relationship.

Ray Plzak moved and George Sadowsky seconded the resolution.

Sébastien Bachollet noted his concerns with the agreement regarding the language on implementation of updated Whois requirements if adopted by the IETF.

The Board then took the following action:

Whereas, on 3 July 2012 ICANN commenced a public comment period <<http://www.icann.org/en/news/public-comment/name-renewal-2012-03jul12-en.htm>> on a proposed agreement for renewal of the 2007 .name Registry Agreement <<http://www.icann.org/en/about/agreements/registries/name/agreement-15aug07-en.htm>>.

Whereas, the proposed .name renewal Registry Agreement includes modified provisions to bring the .name Registry Agreement into line with other comparable agreements.

Whereas, the public comment forum on the proposed agreement closed on 23 August 2012, with ICANN receiving three comments; a summary and analysis of the comments was provided to the Board.

The Board has determined that no revisions to the proposed .name renewal Registry Agreement are needed after taking the comments into account.

Whereas, the proposed .name renewal Registry Agreement includes significant improvements as compared to the current .name Registry Agreement.

Resolved (2012.10.13.04), the proposed .name renewal Registry Agreement is approved, and the President and CEO and the General Counsel are authorized to take such actions as appropriate to implement the agreement.

Fifteen members of the Board voted in favor of the resolution. Bruce Tonkin abstained from voting. The resolution carried.

Bruce stated that his abstention is based on the fact that Verisign is the operator of the .name registry and his employer has a contractual relationship with Verisign.

Rationale for Resolution 2012.10.13.04

Why the Board is addressing the issue now?

The prior .name Registry Agreement expired on 15 August 2012. Verisign is continuing to operate under the terms of the prior agreement during ICANN's consideration of the proposed new form of agreement. The proposed renewal agreement was posted for public comment on 3 July 2012. The comment period closed on 23 August 2012.

What is the proposal being considered?

The changes to the .name Agreement and the Appendices fall within several broad categories: (i) changes to promote consistency across registries; (ii) changes to update the agreement to reflect changes that have occurred since the current .name Registry Agreement was signed (including updating references, technical changes and other updates); and (iii) changes to allow Verisign to better serve the internet community (including to allow Verisign to more quickly

address certain imminent threats to the security and stability of the TLD or the Internet).

Which stakeholders or others were consulted?

ICANN conducted a public comment period on the proposed .name renewal Registry Agreement from 3 July 2012 through 23 August 2012, following which time the comments were summarized and analyzed.

What concerns or issues were raised by the community?

Three members of the community participated in the public comment, however, only one comment substantively addressed the proposed Agreement. That comment addressed competitive contract bidding.

What significant materials did the Board review?

The Board reviewed the proposed .name renewal Registry Agreement and its Appendices, as well as the public comment summary and analysis.

What factors the Board found to be significant?

The Board carefully considered the public comments and the Staff recommendation with respect to those comments. The Board considered ICANN's contractual obligations with respect to the .name Registry Agreement currently in operation in reaching this decision, specifically that the Agreement must be renewed absent certain uncured breaches by the registry operator and that certain terms of the renewal are required to conform to existing comparable gTLD registry agreements.

Are there positive or negative community impacts?

As part of the renewal process, ICANN conducted a review of Verisign's recent performance under the currently operated .name Registry Agreement. The contractual compliance review covered areas including: (i) SRS Outage Restrictions; (ii) equal Registrar access to the SRS; (iii) bulk zone file access; (iv) payment of required fees; and (v) submission of monthly reports. Verisign was found to have

met its contractual requirements (see <http://www.icann.org/en/resources/compliance/reports/operator-verisign-name-06apr12-en.pdf>). Evidence indicates that the community can expect that good performance to continue.

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

There is no significant fiscal impact expected if ICANN approves the proposed .name renewal Registry Agreement. The provisions regarding registry-level fees and pricing constraints are for the most part consistent with the new gTLD base agreement and the current major gTLDs.

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

There are no expected security, stability, or resiliency issues related to the DNS if ICANN approves the proposed .name renewal Registry Agreement. The proposed agreement in fact includes terms intended to allow for swifter action in the event of certain threats to the security or stability of the DNS.

This is an ICANN Organizational Administrative Function requiring public comment.

b. Confidential Resolution

The Board had a conversation regarding the item within the confidential resolution, as well as a discussion on the process for getting items before the Board in sufficient advance time before the Board must consider the items.

[Resolution redacted]

Resolved (2012.10.13.07), the Board approves maintaining the confidentiality of all or a portion of this Resolution 2012.10.13.05 and 2012.10.13.06, the corresponding rationale and related materials.

All members of the Board approved Resolutions 2012.10.13.05, 2012.10.13.06 and 2012.13.07. The Resolutions carried.

Rationale for Resolutions 2012.10.13.05 – 2012.10.13.06

[Rationale redacted]

3. Executive Session

The Board engaged in an executive session. No resolutions were taken during the executive session.

The Chair called the meeting to a close.

2012-10-18-Board-Minutes-Regular-Meeting.docx



A Regular Meeting of the ICANN Board of Directors was held on 18 October 2012 at 6:30 pm local time in Toronto, Canada.

Chairman Steve Crocker promptly called the meeting to order.

In addition to the Chair the following Directors participated in all or part of the meeting: Sébastien Bachollet, Cherine Chalaby, Fadi Chehadé (President and CEO), Bertrand de La Chapelle, Chris Disspain, Bill Graham, Gonzalo Navarro, Ray Plzak, R. Ramaraj, George Sadowsky, Mike Silber, Bruce Tonkin (Vice Chair), Judith Vazquez, and Kuo-Wei Wu.

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

Erika Mann sent apologies.

A full transcript of the Regular Meeting is available at <http://toronto45.icann.org/meetings/toronto2012/transcript-board-meeting-18oct12-en.pdf> and is incorporated herein as the Minutes of this Regular meeting. With the full transcript available, these Minutes will The Minutes for this Regular Meeting reflect a summary of the Board’s discussion, and an identification of the Board members moving a particular resolution, and vote counts.

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1. Main Agenda:

The Chair called the meeting to order and described that there will be two Board meetings, one, the annual general meeting, for regular business and the organizational meeting to recognize changes in the Board membership. The Chair then introduced the agenda.

a. Approval of Revised Process for Handling Requests for Removal of Cross-Ownership Restrictions on Operators of Existing gTLDs

Cherine Chalaby moved and Ray Plzak seconded the following resolution:

Whereas, on 20 June 2011, the Board approved the Process for Handling Request for Removal of Cross-Ownership Restrictions of Existing gTLDs.

Whereas, when the Process for Handling Request for Removal of Cross-Ownership Restrictions of Existing gTLDs was approved in June 2011, it deferred application of it to existing registry operators with respect to seeking removal of cross-ownership restrictions as to their own registries, in order to provide time to discuss the process with competition authorities.

Whereas, ICANN has undertaken discussions with, and explained the proposed revised process to, competition authorities that had expressed interest and ICANN has received no further inquiries from those authorities.

Resolved (2012.10.18.01), the Proposed Revised Process for Handling Request for Removal of Cross-Ownership Restrictions of Existing gTLDs, as posted on 16 May 2012, is approved as revised.

Bruce Tonkin noted that he is abstaining from voting on the resolution as his employer is a registrar and he does not want to create any perception of future benefit.

The Chair called for a vote on the resolution.

Fourteen members of the Board voted in favor of the resolution. Bruce Tonkin abstained from voting on the resolution. Erika Mann was unavailable to vote on the resolution. The resolution carried.

Rationale for Resolution 2012.10.18.01

On 20 June 2011, the Board adopted resolution 2011.06.20.01, that included approval of a process that ICANN developed “for handling requests for removal of cross-ownership restrictions on operators of existing gTLDs who want to participate in the new gTLD program” The resolution did note however, that “consideration of modification of existing agreements to allow cross-ownership with respect to the operation of existing gTLDs is deferred pending further discussions including with competition authorities.”

Delaying the ability for registry operators to request removal of restrictions on cross-ownership for their own registries was to provide time for discussions with the competition authorities that had expressed interest in this issue. On 14 June 2011, the United States Department of Justice Antitrust Division sent a letter to the U.S. Department of Commerce on the subject of cross-ownership. Thereafter, in October 2011, ICANN's counsel spoke to the supervising lawyer at the Antitrust Division, who confirmed that there is no active Antitrust Division investigation with respect to the cross-ownership issues at this time. In light of this representation, there have been no other communications with the Antitrust Division, and none are planned.

The other competition authority that expressed interest is the European Commission (EC). Immediately before the Singapore meeting, on 17 June 2011, the EC sent ICANN a “non-paper” expressing some concerns regarding the removal of cross-ownership restrictions. Following the Board’s approval of the New gTLD Program, ICANN’s counsel sent a note to the EC offering to meet to discuss the “non-paper,” and the issues identified in the Board’s 20

June 2011 resolution. In response, the EC requested that ICANN respond to the “non-paper” in writing. On 25 October 2011, ICANN provided the EC with a comprehensive response to the “non-paper” and again requested a meeting to discuss these matters.

On 19 January 2012, the EC responded to ICANN’s 25 October 2011 letter. The EC’s letter stated, “we do not oppose the removal of vertical separation as a matter of principle.” The letter continues, however, that the EC is “currently not convinced that the full removal of vertical separation for generic Top-Level Domains, particularly for existing ones such as .COM, is the most appropriate solution from a competition point of view.” The EC then requested that ICANN furnish the EC with responses to questions seeking additional information.

A comprehensive response to the EC’s 19 January 2012 letter was delivered to the EC on 9 March 2012, responding in detail to each of the questions posed by the EC. In the letter ICANN again offered to meet with the EC. In Costa Rica, an ICANN representative discussed the matter with the EU GAC Representative who asked for two things: (i) a bullet-point description of the Process; and (ii) assurance that the time limits placed on ICANN to act are in no way meant to limit the EC’s authority to act at any time. ICANN provided the requested information and has heard no further comments from the EC, either as part of the Public Comment Forum or otherwise.

Accordingly, it appears that there is no longer any reason against extending the approved process to existing registry operators for their own TLDs.

This action will be an advantage for the ICANN community, as it will provide the opportunity for treating all registry operators equally with respect to cross-ownership restrictions. This action will not have any fiscal impact on ICANN and will have no impact on the security, stability and resiliency of the domain name system.

This decision is a Board-level Organizational Administrative Function
– public comment sought.

b. Approval of ICANN Language Services Policy and Procedures

Sébastien Bachollet moved and Kuo-Wei Wu seconded the following resolution:

Whereas, on 15 February 2008 the ICANN Board approved the Accountability Frameworks and Principles, http://www.icann.org/en/groups/board/documents/resolutions-15feb08-en.htm#_Toc64545917, which included ICANN Translation Principles <http://archive.icann.org/en/accountability/frameworks-principles/community.htm>.

Whereas, the Language Services Policy and Procedures document was created to formalize the principles that guide all language related services, and was submitted for public comment.

Whereas, ICANN has completed a thorough review of the comments received.

Whereas, the ICANN Language Services Policy and Procedures are regularly reviewed under guidance of the Board Public Participation Committee and changes will be considered as part of the upcoming budget and operational planning cycles.

Resolved (2012.10.18.02), the Board adopts the ICANN Language Services Policy and Procedures as outlined in the ICANN Language Services Policy and Procedures document.

Sébastien thanked the staff and interpreters and noted that this is the first ICANN meeting where interpretation was being offered in all six of the languages of the United Nations. He also noted the translation of the policy and procedure document will be positive for the organization.

The Chair called for a vote on the resolution.

Fifteen members of the Board voted in favor of the resolution. Erika Mann was unavailable to vote on the resolution. The resolution carried.

Rationale for Resolution 2012.10.18.02

ICANN's Language Services Policy and Procedures needed to be formalized, as this will enhance ICANN's accountability to the community in setting out standard expectations. The formalization of the Language Services Policy and Procedure also helps ICANN meet the Recommendation 18 of the Accountability and Transparency Review Team (ATRT), recommending the Board to assure access to multi-lingual information on proceedings within ICANN.

ICANN produced the ICANN Language Services Policy and Procedures document and posted it for public comment, and evaluated the public comments received. The comments will be considered as part of the upcoming budget and operational planning cycles.

Funding for ICANN's Language Services Policy and Procedures has been provided in the FY2013 budget. It is expected that additional funding to further enhance ICANN's multilingual strategy will be provided in the FY2014 budget. There is no impact on the security or the stability of the DNS due to the implementation of this policy. This is an ICANN Organizational Administration Function requiring public comment.

c. Revised Governance Guidelines

Bruce Tonkin moved and Ray Plzak seconded the resolution for the Board. A correction was noted to the resolution, and the amendment was offered by the Chair and seconded by Chris Disspain. The 15 members of the Board present unanimously approved the resolution, and Erika Mann was unavailable to vote.

The amended resolution is as follows:

Whereas, the third stage of a three-stage review called for an International Expert Panel to evaluate ICANN's conflicts of interest and ethics regimes and to make recommendations on how they can be improved.

Whereas, during the first two phases of the review, ICANN approved modifications to the Conflicts of Interest Policy, Code of Conduct and Expected Standards of Behavior, and adopted new Governance Guidelines, in order to promote superior ethics, integrity and transparency into ICANN's deliberative processes.

Whereas, the International Expert Panel recommendations have been incorporated into the recently adopted Governance Guidelines, along with some additional comments that the Panel suggested should be added for clarification.

Whereas the Board Governance Committee has reviewed the suggested revisions, considered of the comments provided, and recommend that the Board approve the revised Guidelines.

Whereas, the Board is committed to continue making improvements and enhancements to ICANN's conflicts of interest and ethics regimes, and recognizes that the relevant documents and practices may be further revised when further recommendations are made and accepted.

Resolved (2012.10.18.03), the Board adopts the revised Governance Guidelines, but recognizes that this is not the end; the Board will regularly continue to evaluate both ICANN staff and Board members to ensure that ICANN is operating to the highest ethical standards.

The Chair called for a vote on the resolution, as amended.

Fifteen members of the Board voted in favor of the resolution. One Board member was unavailable to vote on the resolution. The resolution carried.

Rationale for Resolution 2012.10.18.03

Adopting the Revised Governance Guidelines is another step in ICANN's enhancements to its conflicts of interest and ethics practices. As announced in October 2011, ICANN has undertaken a three-part review of these practices, and the continued enhancements of the documented policies and practices is just one way to demonstrate ICANN's commitment to ensuring the legitimacy and sustainability of the ICANN multi-stakeholder model. The adoption of these Governance Guidelines does not represent an end to the conflicts and ethics review work; while it is the end of the three-phase review process, it is expected that each of these documents are to be seen as evolving, and subject to change pending the needs of the ICANN community and all relevant circumstances.

With the approval of these Guidelines and the other revised documents previously approved, ICANN recognizes that demonstrating adherence to such guidelines, policies and codes is an essential part of a commitment to enhance the organization's conflicts and ethics practices.

In response to the public comment received, once these Guidelines are adopted, ICANN is committed to developing a very brief statement of ICANN's commitment to an improved and enhanced Ethics regime.

Taking this action is expected to positively impact the ICANN community through the adoption of heightened practices to address and mitigate the potential for inconsistent application of ethical standards. The adoption of these revised Guidelines is not expected to have a fiscal impact on ICANN, nor is this expected to have any impact on the security, stability and resiliency of the domain name system.

This decision is a Board-level Organizational Administrative function – not requiring public comment (but incorporating comment received on a related document).

d. Reviews Arising Out of the AoC

The Board projected and discussed [a slide regarding reviews under the Affirmation of Commitments](#) and provided an overview of the status of reviews and the timeline for further action. The Chair discussed the sequence of reviews arising out of the Affirmation of Commitments, including meeting selection, public comment, internal assessment of the costs/feasibility of the implementation of the recommendations, Board assessment and decision on the recommendations, and implementation of the recommendations.

The Chair also invited questions from the community members in attendance at the meeting.

Bruce Tonkin then provided an update on the status of the WHOIS review team recommendations and the Board's consideration of the recommendations, noting that there is a lot of work underway within ICANN. The Bruce noted that the Board will be producing a final resolution on the Whois Review Team Final Report within the next few weeks.

No resolution was taken.

e. Security, Stability & Resiliency of the DNS Review Team Final Report

The Chair requested Ram Mohan to present the resolution.

Sébastien Bachollet then moved and Ray Plzak seconded the following resolution:

Whereas, on 13 September 2012, the Board thanked the Security, Stability & Resiliency of the DNS Review Team for its Final Report,

Whereas, the Board requested that the President and CEO instruct Staff to consider the public comments and community input, assess the Recommendations, evaluate the potential implementation paths for each Recommendation, and provide the Board with guidance and advice on the Final Report, including, where appropriate, potential implementation plans and budgets, by the ICANN Toronto meeting.

Whereas, Staff has provided an initial implementation plan, finding that the 28 Recommendations in the Final Report are feasible and implementable.

Resolved (2012.10.18.04), the Board accepts the Final Report of the Security, Stability and Resiliency of the DNS Review Team and instructs the President and CEO to proceed with implementation of the 28 Recommendations.

The Chair then called for a vote on the resolution.

Fifteen members of the Board voted in favor of the resolution. Erika Mann was unavailable to vote on the resolution. The resolution carried.

Rationale for Resolution 2012.10.18.04

The Affirmation of Commitments (AoC) between ICANN and the U.S. Department of Commerce commits ICANN to preserve the security, stability and resiliency of the DNS, and to organize a community review of its execution of this commitment no less frequently than every three years. The AoC further commits ICANN's Board to publish for public comment the report submitted by the review team, and to take action on the report within six months of its submission. The Team's volunteer members were appointed by ICANN's CEO and the GAC Chair, per the AoC requirements, and reflected the broad Internet community's interests in Internet security, stability and

resiliency matters. Over the past 19 months, the SSR Review Team conducted fact-finding, including meetings with ICANN's relevant Supporting Organizations and Advisory Committees, members of the broader Internet security community, and other interested parties, and issued a draft report for public comment before submitting its Final Report to the Board on 20 June 2012. The Report was posted for two months of public comment and the forum closed on 29 August 2012.

The Board thanked the Review Team on 13 September 2012 for their Final Report and instructed staff to consider feasibility of 28 Recommendations in the Final Report, and prepare a proposed implementation plan.

Why is the Board addressing the issue now?

As required by the AoC, the recommendations resulting from the SSR RT were provided to the Board on 20 June 2012 and posted for public comment. The SSR RT provided a report that validates and builds on ICANN's commitments and SSR responsibilities. The Board encouraged and considered input from the community, including the Supporting Organizations, Advisory Committees, stakeholder groups and interested individuals. The public comments were supportive of the SSR RT Final Report and ICANN's due diligence resulted in advice that ICANN move forward with implementation of all 28 recommendations. The Board has concluded that ICANN should move forward on implementation plans for the 28 recommendations.

What is the proposal being considered?

The proposal is that all 28 recommendations are feasible and implementable and that the Board accept the SSR RT Final Report and the 28 recommendations.

Which stakeholders or others were consulted?

Comments were received on the Final Report from ALAC, the GAC, the gTLD Registry Stakeholder Group, registrars. The SSR RT conducted briefings with SSAC and consultations at ICANN meetings in Dakar, Costa Rica and Prague as its recommendations were being developed and finalized. The community has had substantial opportunity to engage with the SSR RT during the development of its recommendations. A broad spectrum of community inputs were received on the earlier Draft Report, including from LACRALO, the Business Constituency, individuals, CNNIC, and ICC.

What concerns or issues were raised by the community?

There was general support in the public comments on the 28 recommendations. The common sentiment on the Final Report and recommendations were that they “are sensible, carefully crafted, and specific...the recommendations appear to be implementable without being so particular as to constitute operational instructions. We like the report’s emphasis on clear, or where appropriate, measurable outcomes.” The GAC noted that it fully supports all of the recommendations from the SSR RT.

What significant materials did the Board review?

The Board reviewed the SSR RT Draft Report and public comments, Final Report and public comments, the preliminary staff report for the 13 September Special Meeting of the Board, and the GAC Communiqué from Prague.

What factors the Board found to be significant?

The community and staff generally view the recommendations to be feasible and implementable.

Are there positive or negative community impacts?

Approval of the SSR RT Final Report and recommendations will have a positive impact in bringing another AoC review process to a close and highlight ICANN and community commitments to security, stability and resiliency of the Internet's unique identifier systems.

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

Fiscal impacts on the community and public are expected to be minimal. ICANN will need to make changes in its Strategic and Operating Planning processes to incorporate the recommendations relating to greater transparency on SSR-related projects, initiatives, budgeting, and alignment of Strategic Objectives to the annual SSR Framework. Some of the recommendations have already been implemented by staff as the SSR RT conducted its review. There are several recommendations related to a comprehensive DNS Risk Management Framework, and this will require additional budget and staff resources to support in FY 14. Several other recommendations will need community-staff collaboration in order to be fully implemented.

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

The SSR RT Final Report reinforces ICANN's commitment to the security, stability and resiliency of the DNS and there are no negative issues related to security, stability and resiliency in the approval of this report or recommendations.

This is an ICANN's Organizational Administrative Function requiring public comment.

The Chair adjourned the meeting.

2012-10-18-Board-Minutes-Organizational-Meeting.docx

An Organizational Meeting of the ICANN Board of Directors was held on 18 October 2012 at 7:00 pm local time in Toronto, Canada.

Steve Crocker promptly called the meeting to order.

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

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

Francisco da Silva (TLG Liaison), and Erika Mann sent apologies.

A full transcript of the Organizational Meeting is available at <http://toronto45.icann.org/meetings/toronto2012/transcript-board-meeting-18oct12-en.pdf> and is incorporated herein as the Minutes of this Organizational meeting. With the full transcript available, these Minutes will The Minutes for this Organizational Meeting reflect a summary of the Board’s discussion, and an identification of the Board members moving a particular resolution, and vote counts.

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Steve Crocker introduced the initial meeting of the new Board and asked for Bruce Tonkin to assume leadership of the meeting for the first item.

1. Election of Board Chairman

Bruce Tonkin moved and Cherine Chalaby moved the following resolution:

Resolved (2012.10.18.05), Steve Crocker is elected as Chairman of the Board.

Bruce noted that the Board Governance Committee recommended the appointment of Steve Crocker as Chair of the Board.

Bruce then called for a vote on the resolution.

The Board approved the resolution by acclamation. The resolution carried.

The Chair thanked the Board and the community.

2. Election of Board Vice-Chairman

The Chair resumed leadership of the meeting. The Chair moved and Sébastien Bachollet seconded the following resolution:

Resolved (2012.10.18.06), Bruce Tonkin is elected as Vice-Chairman of the Board.

The Chair called for a vote on the resolution.

The Board approved the resolution by acclamation. The resolution carried.

3. Appointment of Membership of Board Committees

Bruce Tonkin moved and Ray Plzak seconded the following resolution:

Resolved (2012.10.18.07), membership of the following Board committees is established as follows:

Audit

Erika Mann (Chair)
Bill Graham
Olga Madruga-Forti
Gonzalo Navarro
Judith Vazquez

Compensation

George Sadowsky (Chair)
Steve Crocker
Ray Plzak
Bruce Tonkin

Executive

Steve Crocker (Chair)
Fadi Chehadé
Cherine Chalaby
Bruce Tonkin

Finance

Cherine Chalaby (Chair)
Sébastien Bachollet
Chris Disspain
George Sadowsky

Governance

Bruce Tonkin (Chair)
Cherine Chalaby
Chris Disspain
Bertrand de La Chapelle
Ram Mohan (Liaison)

Ray Plzak
Mike Silber

Global Relationships

Bill Graham (Chair)
Gonzalo Navarro
Bertrand de La Chapelle
Olga Madruga-Forti
Erika Mann
George Sadowsky
Kuo-Wei Wu

IANA

Kuo-Wei Wu (Chair)
Bill Graham
Mike Silber
Thomas Narten (Liaison)
Suzanne Woolf (Liaison)

New gTLD Program Committee

Cherine Chalaby (Chair)
Fadi Chehadé
Chris Disspain
Bill Graham
Olga Madruga-Forti
Erika Mann
Thomas Narten (Liaison)
Gonzalo Navarro
Ray Plzak
George Sadowsky
Mike Silber
Francisco da Silva (Liaison)
Judith Vazquez
Kuo-Wei Wu

Public Participation

Sébastien Bachollet (Chair)
Chris Disspain
Thomas Narten (Liaison)
Kuo-Wei Wu

Risk

Mike Silber (Chair)
Steve Crocker
Ram Mohan (Liaison)
Thomas Narten (Liaison)
Gonzalo Navarro
Judith Vazquez
Suzanne Woolf (Liaison)

Structural Improvements

Ray Plzak (Chair)
Sébastien Bachollet
Bertrand de La Chapelle
Francisco da Silva (Liaison)
Judith Vazquez

The Chair called for a vote on the resolution.

Fifteen members of the Board approved of the resolution. Bruce Tonkin was unavailable to vote on the resolution. The resolution carried.

4. Confirmation of Officers of ICANN

Judith Vazquez moved and Kuo-Wei Wu seconded the following resolutions:

Resolved (2012.10.18.08), Fadi Chehadé is elected as President and Chief Executive Officer.

Resolved (2012.10.18.09), Akram Atallah is elected as Chief Operating Officer.

Resolved (2012.10.18.10), John Jeffrey is elected as General Counsel and Secretary.

Resolved (2012.10.18.11), Kurt Pritz is elected as Chief Strategy Officer.

Resolved (2012.10.18.12), Xavier Calvez is elected as Chief Financial Officer.

The Chair called for a vote.

Fourteen members of the Board approved of the resolutions. Fadi Chehadé abstained from voting on the resolutions. Erika Mann was unavailable to vote. The resolutions carried.

5. Thank You Resolutions - Departing Community Volunteers

Chris Disspain moved and Kuo-Wei Wu seconded the following resolutions:

The Board then took the following action:

Whereas, ICANN wishes to acknowledge the considerable energy and skills that members of the stakeholder community bring to the ICANN process.

Whereas, in recognition of these contributions, ICANN wishes to acknowledge and thank members of the community when their terms of service on Supporting Organizations and Advisory Committees end.

a. At-Large Community

Whereas, the following members of the At-Large are leaving their positions when their terms end:

- North American Regional At-Large Organization (NARALO) Council
 - Chair - Beau Brendler
- Asian, Australian, Pacific Islands Regional At-Large Organization Council (APRALO)

- Chair - Charles Mok
- Vice-Chair – Holly Raiche

- At-Large Advisory Committee
 - Member - Ganesh Kumar
 - Member from APRALO – Edmon Chung
 - Member from LACRALO - Sergio Salinas Porto

Resolved (2012.10.18.13), Beau Brendler, Charles Mok, Holly Raiche, Ganesh Kumar, Edmon Chung and Sergio Salinas Porto have earned the deep appreciation of the Board for their terms of service, and the Board wishes them well in their future endeavors.

b. ccNSO Council Members

Whereas, the following members of the Country Code Names Supporting Organization (ccNSO) Council are leaving their positions when their terms end:

- Juhani Juselius
- Becky Burr

Resolved (2012.10.18.14), Juhani Juselius and Becky Burr have earned the deep appreciation of the Board for their terms of service, and the Board wishes them well in their future endeavors.

c. GNSO Community Members

Whereas, the following members of the Generic Names Supporting Organization (GNSO) community will be leaving their positions when their terms end:

- Generic Names Supporting Organization Council
 - Chair - Stéphane van Gelder

- Representative appointed by Nom Com - Carlos Dionisio Aguirre
- Intellectual Property Constituency Representative – David Taylor

- NCSG Executive Committee & GNSO Council Representatives
 - Rafik Dammak
 - William Drake
 - Mary Wong

- The gTLD Registries Stakeholder Group Chair
 - David Maher

- Non Commercial Users Constituency Interim Chair & GNSO Council Representative
 - David Cake

Resolved (2012.10.18.15), Stephane Van Gelder, Carlos Dionisio Aguirre, David Taylor, Rafik Dammak, William Drake, Mary Wong, David Maher and David Cake have earned the deep appreciation of the Board for their terms of service, and the Board wishes them well in their future endeavors.

Prior to voting on the resolutions, Chris provided a special note of thanks to Stephane Van Gelder for his service as the Chair of the GNSO Council, and the the Board noted the extreme amount of work undertaken by the community members.

The Chair then called for a vote on the resolutions.

The Board approved the resolutions by acclamation. The resolutions carried.

6. Thank You to Thomas Roessler

Prior to presenting the resolution, the Chair welcomed the Olga Madruga-Forti and Francisco da Silva to the Board. The Chair then presented the resolution and the Board took the following action:

Whereas, Thomas Roessler was appointed to serve as TLG Liaison on the ICANN Board in September 2011.

Whereas, Thomas previously served as the TLG Liaison in 2008 - 2009.

Whereas, Thomas concludes his term as the TLG Liaison to the ICANN Board on 18 October 2012.

Whereas, Thomas has served as:

- Member of the Structural Improvements Committee
- Member of the New gTLD Program Committee

Resolved (2012.10.18.16), Thomas Roessler has earned the deep appreciation of the Board for his term of service, and the Board wishes him well in his future endeavors.

The Board approved the resolution by acclamation. The resolution carried.

Thomas Roessler thanked the Board for an intense and exciting year of work.

7. Thank You to Ramaraj

The Chair presented the resolution and the Board took the following action:

Whereas, Ramaraj was appointed to the ICANN Board by the Nominating Committee in October 2006.

Whereas, Ramaraj was appointed by the Nominating Committee to a second term on the ICANN Board in October 2009.

Whereas, Ramaraj concludes his term on the ICANN Board on 18 October 2012.

Whereas, Ramaraj has served as:

- Member - Board Governance Committee
- Member & Chair - Compensation Committee
- Member – Executive Committee
- Chair - Finance Committee
- Member – New gTLD Program Committee
- Member - Board Review Working Group
- Member - CEO Search Committee – 2009
- Member - CEO Search Committee – 2012

Resolved (2012.10.18.17), Ramaraj has earned the deep appreciation of the Board for his term of service, and the Board wishes him well in his future endeavors.

The Board approved the resolution by acclamation. The resolution carried.

Ramaraj thanked the Board and the community for their work and friendship.

8. Thanks to the 2012 Nominating Committee

Bruce Tonkin moved and George Sadowsky seconded the following resolution:

Whereas, on 8 August 2011, ICANN appointed Vanda Scartezini as Chair of the Nominating Committee and Rob Hall as the Chair-Elect of the Nominating Committee.

Whereas, the 2012 Nominating Committee consisted of delegates from each of ICANN's constituencies and advisory bodies.

Resolved (2012.10.18.18), the ICANN Board expresses its deep appreciation to Vanda Scartezini, Rob Hall and all of the members of the 2012 Nominating Committee for their dedication, hard work, and successful efforts.

The Chair called for a vote on the resolution.

The Board approved the resolution by acclamation. The resolution carried.

9. Sponsors of Toronto Meeting

The Chair moved and Bill Graham seconded the following resolution:

The Board wishes to thank the following sponsors: Verisign, Inc.; Canadian Internet Registration Authority (CIRA); Afilias Limited; .ORG, The Public Interest Registry; Neustar; China Organizational Name Administration Center; China Internet Network Information Center; Beanfield Metroconnect; Iron Mountain; UniForum SA dba the .ZA Central Registry; InterNetX; community.asia; SX Registry; PointQuebec Inc.; PDR Solutions FZC; AFNIC; HiChina Zhicheng Technology Limited; eNom.com; Donuts Inc.; CentralNic; Ascio; ARI Registry Services, Corp.; ICANNWiki; and our local sponsors, Dial Telecom.

The Board approved the resolution by acclamation. The resolution carried.

10. Scribes, Interpreters, Staff, Event and Hotel Teams of Toronto Meeting

The Chair moved and Sébastien Bachollet seconded the following resolution:

The Board expresses its appreciation to the scribes, interpreters, 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 Westin Harbour Castle Toronto for the wonderful facility to hold this event. Special thanks are given to Dwayne Penney, Convention and Catering Services Manager.

The Board approved the resolution by acclamation. The resolution carried.

11. Local Hosts of Toronto Meeting

Bill Graham moved and Gonzalo Navarro seconded the following resolution:

The Board wishes to extend its thanks to the local host organizer, Canadian Internet Registration Authority, the .CA Registry, for their support. Special thanks are given to Byron Holland, President and CEO, Paul Anderson, Chair of the Board of Directors, Julie Lepine, Communications Manager, and the entire Canadian Internet Registration Authority staff.

The Board extends thanks to Hon. Tony Clement, President of the Treasury Board and Minister for the Federal Economic Development Initiative for Northern Ontario (FedNor) for his support and participation during the meeting.

The Board also extends thanks to Industry Canada for organizing the successful High Level Meeting held on Monday, October 15. Special thanks are given to Marta Morgan, Associate Deputy Minister, Industry Canada and her staff, and to Governmental Advisory Committee Chair, Heather Dryden.

The Board approved the resolution by acclamation. The resolution carried.

The Chair then called the meeting to a close.

2012-11-08-Board-Minutes.doc



A Special Meeting of the ICANN Board of Directors was held telephonically on 8 November 2012 at 18:00 UTC.

Steve Crocker promptly called the meeting to order.

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

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

Cherine Chalaby, Ram Mohan (SSAC Liaison), Judith Vazquez, and Suzanne Woolf (RSSAC Liaison) sent apologies.

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1. Main Agenda:

a. WHOIS Policy Review Team Report

The Chair reviewed the proposed resolution and rationale with the Board.

George Sadowsky noted that WHOIS issues are not unique to the GNSO, and cautioned that the resolution must address WHOIS as an ICANN-wide issue.

Chris Disspain disagreed with George, as the resolution is about gTLD WHOIS issues, and that the Board is not evaluating how, at this time, to impose an entirely different WHOIS system. For example, some of the practices within ccTLDs already address some of the items highlighted in the recent SSAC report that can serve as models for the gTLD space. However, the questions raised in the SSAC report may not be complete, so additional time may be needed for their consideration. Chris cautioned that the Board should not lose sight of the fact that there has been a separate proposal on the auditing of WHOIS accuracy that is not appropriately dealt with this resolution.

Ray Plzak agreed with Chris that the resolution is about the gTLDs and the GNSO. Ray noted that there are also WHOIS practices within the ASO that have been the subject of discussion for many years. The ASO also agreed, in Toronto, to take the Whois Review Team Report and look to seek what could be applied to the different regions under their policy processes. Given that work, it's premature to discuss anything beyond the current resolution at this time.

George accepted the clarifications from Chris and Ray, and noted his concern over launching a process that depends upon the GNSO for closure, as the WHOIS issue has been under consideration there for over 10 years.

Bruce Tonkin cautioned that the Board should not be overly dependent on any one single advisory committee in terms of addressing WHOIS related issues. In addition to the SSAC, advice has been received from the ALAC and the GAC, and the GNSO has done a lot of work on the fundamental questions as well. Bruce noted that it is important to engage with the stakeholders in the GNSO community, as this work will directly bind them. The resolution as drafted will help get pre-work done and provide input to the GNSO to give more change of reaching an implementable decision.

Bertrand de La Chapelle noted that while he does not disagree with Chris, he has concerns of treating WHOIS within ccTLDs as a purely sovereign manner, as he believes it is a matter of security of the infrastructure and an issue affecting the global public interest, but that's an issue for the future discussion. This resolution also brings to light the idea that we can start discussing new ways of integrating other parts of the ICANN community into the GNSO PDP to make sure issues are brought to closure. Bertrand then raised some questions about the rationale and the structure of the proposed resolution.

Sébastien Bachollet agreed with Ray and Chris that the resolution does not have to address other parts of the ICANN community, such as RIRs and ccTLDs, and provided some suggestions about the scope of the proposed resolution.

Chris confirmed that the resolution should allow for looking at the advice provided by entities throughout ICANN, and that the intention of the resolution is to try to get sufficient work done in advance of presenting the expert information to the GNSO in the hopes of bringing this work to closure in the GNSO. However, we need to have bounds to the work that we're asking the expert work to do will make the work take longer. Addressing the more global issues is a step-by-step process.

The Chair stated that everyone knows that the WHOIS system that is in place is deeply flawed and has been for a long time. The WHOIS system was put together at the time of ARPANET to identify the system administrators and has started evolving over the past 40 years. Today, the relationship between the holder of the domain name and the registrar is structurally separate from the information posted in the WHOIS database. The Chair noted his opinion that this brings instability into the system, and its time to look at that instability. The Board's decision today says that we're not going to perpetuate the existing system without taking further action, and we have obligations to meet under the Affirmation of Commitments. Speaking forcefully on this issue will support the SSAC's work on WHOIS. The Chair provided a proposed sequence of events to guide the work expected as a result of the resolution and suggested some questions that could assist in bounding the expert group's work.

Olga Madruga-Forti addressed the Chair's comment on billing and relationship information being separate from WHOIS information, and noted it as a very important point to address. If you can separate the customer information, there is little incentive for the administration information to be maintained as current or correct. Olga then provided some suggestions of how the outcomes of the expert work can be efficiently staged for a PDP, if necessary, and to be responsive to the Review Team's report.

Ray noted that it is important to have the resolution drafted in a manner that the President and CEO is able to scope the work he is being tasked to do in an appropriate fashion.

Heather Dryden commented that there has been ongoing work within the GAC on these issues, as well as various GAC advice provided over the years, and agreed with Bertrand that there has to be considerations of how to address the Review Team's recommendations in a manner that brings in all facets of the community into the policy work on this. Heather stressed that the Affirmation of Commitments specifically referenced national legislation, and urged that the Board consider that the GAC has implicitly endorsed the Affirmation of the Commitments and the resulting review teams, as well as the recommendations of the WHOIS Review Team. Heather noted that this touches on other ongoing work within ICANN, such as the RAA negotiations and addressing issues of conflicts with national laws. The path forward to address the WHOIS Review Team recommendations is important, as it is a major issue that has not

yet been addressed, and the GAC needs to be as involved as possible in any policy development work and in drawing out the key issues or disagreements between the parts of the ICANN community on this issue.

Thomas Narten expressed his support for Ray's comments, made some suggestions for the modification of the resolution.

Bertrand stressed that the resolution must demonstrate the seriousness with which the Board considers and addresses this issue. The work that is anticipated as a result of this resolution places a huge responsibility on ICANN to find the right way to move forward, and should be worded in a manner that the community understands that ICANN is not just kicking the can down the road.

Chris agreed with Bertrand on the import of this decision, and made some suggestions on how to address issues of contractual compliance within the resolution while still making clear that there has to be a methodology reached to establish new WHOIS policy.

Heather noted that the Board might have to later address the issue of when the community fails to find consensus on this topic.

The Chair confirmed that the Board is trying to move forward, past the lack of community consensus, to acknowledge the work that has been done over the years on WHOIS and then to strike out on a new course.

Bertrand suggested that the Board should take more time to consider this resolution, and postpone decision.

The Chair identified that there is a deadline of 11 November 2012 for the Board to take action, timed from the receipt of the Review Team's report, so there is an urgency. The Chair and the Board then engaged in a discussion of how the resolution and rationale could be modified to address the concerns raised within the discussion.

Upon reaching agreement on the wording of the resolution, the President and CEO suggested to the Board that, given the import of this decision, that care should be given in crafting the final rationale and explaining the Board's decision to the WHOIS Review Team as soon as possible.

The Board agreed with the proposal to reach out to the WHOIS Review Team, and further agreed to refine the rationale offline within the coming days.

At Bruce Tonkin's suggestion, the Board agreed to take a decision on the resolution, while also passing a resolution approving the holding of the resolution for a period of days to allow the rationale to be crafted to the Board's satisfaction.

The Board then took the following decision:

Whereas, the WHOIS Policy Review Team Report was submitted to the Board on 11 May 2012 and was the subject of extensive public comment and community discussion;

Whereas, the Review Team's work has encouraged the Board and community to re-examine the fundamental purpose and objectives of collecting, maintaining and providing access to gTLD registration data, has inspired renewed and new efforts to enforce current WHOIS policy and contractual conditions, and has served as a catalyst for launching a new approach to long-standing directory services challenges;

Resolved (2012.11.08.01), the Board directs the CEO to launch a new effort 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, as appropriate (as detailed in the [1 November 2012 Board paper entitled, "Action Plan to Address WHOIS Policy Review Team Report Recommendations" — ICANN Board Submission Number 2012-11-08-01](#)), and hereby directs preparation of an Issue Report on the purpose of collecting and maintaining gTLD registration data, and on solutions to improve accuracy and access to gTLD registration data, as part of a Board-initiated GNSO policy development process;

Resolved (2012.11.08.02), the Board directs the CEO to continue to fully enforce existing consensus policy and contractual conditions relating to the collection, access and accuracy of gTLD registration data (referred to as gTLD WHOIS data), and increase efforts to communicate, conduct outreach on, and ensure compliance with existing policy and conditions relating to WHOIS (as detailed in the 1 November 2012 Summary

of the Board Action entitled, “WHOIS Policy Review Team Report Recommendations”).

Resolved (2012.11.08.03), pursuant to Article III, Section 5.4 of the Bylaws, the Board directs that the contents of this resolution and rationale shall not be made publicly available until 19 November 2012.

All Board members in attendance approved of Resolutions 2012.11.08.01, 2012.11.08.02 and 2012.11.08.03. Cherine Chalaby and Judith Vazquez were unavailable to vote on the Resolutions. The resolutions carried.

Rationale for Resolutions 2012.11.08.01 - 2012.11.08.02

The Affirmation of Commitments (AoC) between ICANN and the U.S. Department of Commerce commits ICANN 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, including registrant, technical, billing, and administrative contact 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. The AoC further commits ICANN’s Board to publish for public comment the report submitted by the Review Team, and to take action on the report within six months of its submission.

The Team’s volunteer members were appointed by ICANN’s CEO and the GAC Chair, per the AoC requirements, and reflected the broad Internet community’s interests in WHOIS policy. For 18 months, the Team conducted fact-finding, including meetings with ICANN’s relevant Supporting Organizations and Advisory Committees, members of the broader Internet community, and other interested parties, and issued a draft report for public comment before submitting its Final Report to the Board on 11 May 2012. The

Report was posted for two months of public comment and the Board requested input from ICANN's Supporting Organizations and Advisory Committees. Community discussion and input on the Report continued through the ICANN Toronto meeting in October 2012.

The GAC and ALAC endorsed the WHOIS review report, SSAC provided a response in SAC055 (<http://www.icann.org/en/groups/ssac/documents/sac-055-en.pdf>), and the GNSO provided a response by constituency (<http://gnso.icann.org/en/correspondence/robinson-to-icann-board-07nov12-en.pdf>).

There is general agreement on the objective of strengthening the enforcement of existing consensus policies and contracts and the WHOIS Review Team Report provides many relevant recommendations to that effect.

However, both the WHOIS Review Team Report and the SSAC comments highlighted the limits of the current framework for gTLD directory services and the need to move beyond the present contractual provisions. The WHOIS Review Team for instance clearly stated that "the current system is broken and needs to be repaired." Likewise, the SSAC report stated that "the foundational problem facing all 'WHOIS' discussions is understanding the purpose of domain name registration data", that "there is a critical need for a policy defining the purpose of collecting and maintaining registration data" and suggested that "the formation of a properly authorized committee to drive solutions to these questions first, and to then derive a universal policy from the answers, is the appropriate sequence of steps to address the WHOIS Review Team's report."

Indeed, the WHOIS protocol is over 25 years old (the current version is documented in RFC3912 dated September 2004, and the original version is documented in RFC812

dated March 1982). Furthermore, ICANN's requirements for domain name registration data collection, access and accuracy for gTLD registries and registrars are largely unchanged after more than 12 years of GNSO task forces, working groups, workshops, surveys and studies. Concerns of access, accuracy, privacy, obsolescence of protocols in an evolving name space, and costs to change remain unresolved.

In this context, taking into account these inputs and community concerns, the Board has determined that a broad and responsive action is required and has decided to implement a two-pronged approach. Accordingly, the Board is simultaneously:

1. Directing the President and CEO to continue to fully enforce existing consensus policy and contractual conditions as well as to increase efforts to communicate, conduct outreach on, and ensure compliance with such existing policy and conditions.
2. Directing the President and CEO to launch a new effort focused on the purpose and provision of gTLD directory services, to serve as the foundation of an upcoming Board-initiated gNSO PDP. The outcomes of this work should act as guidance to the Issue Report that will be presented as part of the GNSO's policy development work; as a result, the Issues Report is not expected to be produced until such time as the President and CEO determines that his work has progressed to a point that it can serve as a basis of work within the PDP.

On both aspects, additional information is contained in the document, "Action Plan to Address WHOIS Policy Review Team Report Recommendations" — ICANN Board Submission Number 2012-11-08-01"

(<http://www.icann.org/en/groups/board/documents/briefing-materials-1-08nov12-en.pdf>).

As part of the work of the President and CEO to ensure continued compliance with existing policy and conditions, the President and CEO has moved the Compliance Department to report directly to the President and CEO (<http://www.icann.org/en/news/announcements/announcement-14sep12-en.htm>), and the Board granted financial authorization to establish a Contractual Compliance Audit Program through an independent Service Provider (<http://www.icann.org/en/groups/board/documents/resolutions-03oct12-en.htm#1.d>)

Furthermore, appropriate liaison will be established with the ongoing work undertaken in the IETF WG on the Web Extensible Internet Registration Data Service (WEIRDS) Protocol to ensure coherence.

The Board strongly feels that taking this two-pronged approach is essential to fulfill ICANN's responsibility to act in the global public interest.

The initiation of a focused work on Whois is expected to have an impact on financial resources as the research and work progresses. If the resource needs are greater than the amounts currently budgeted to perform work on Whois-related issues, the President and CEO will bring any additional resource needs to the Board Finance Committee for consideration, in line with existing contingency fund request practices.

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.

This is an Organizational Administrative Function of the Board for which the Board received public comment, at <http://www.icann.org/en/news/public-comment/whois-rt-final-report-11may12-en.htm>.

b. .com Agreement Renewal Update

The Board received an update from the General Counsel and Secretary on the status of the renewal of the .com Registry Agreement. No action was requested or taken.

The Chair called the meeting to a close.

**2012-12-20-01b-Board Cover Letter SSAC Departing
Members & Reappointments October 2012.pdf**



12 October 2012

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 requests for Board actions. These changes are the result of the annual membership evaluation process instituted by the SSAC and completed by the SSAC Membership Committee in October 2012.

The SSAC Membership Committee considers new member candidates and makes its recommendations to the SSAC. It also evaluates SSAC members whose terms are ending with the calendar year. The Membership Committee is comprised of the SSAC Chair, the SSAC Vice Chair, the SSAC Board Liaison, and other SSAC member volunteers. This year the Membership Committee evaluated the following members whose terms are ending on 31 December 2012: Alain Aina, Jaap Akkerhuis, Patrik Fältström, Jim Galvin, Doug Maughan, Ram Mohan, Frederico Neves, Doron Shikmoni, Rick Wesson, Rick Wilhelm, and Suzanne Woolf. The SSAC agreed to the Membership Committee's recommendation to reappoint all of the members listed above except Frederico Neves and Rick Wilhelm, who decided not to seek reappointment at the end of their terms. Thus, the SSAC respectfully requests that the ICANN Board should reappoint the above-mentioned members to three-year terms and to join the Committee in extending its thanks to Frederico Neves and Rick Wilhelm for their service to the SSAC and the Community. The biographical information for members for which the SSAC is requesting reappointment is attached for your reference.

The SSAC welcomes comments from the Board concerning these requests.

Patrik Fältström, SSAC Chair

**2012-12-20-01b-ICANN Board Submission for SSAC
Departing Member Frederico Neves October 2012.doc**

ICANN BOARD SUBMISSION NO. 2012-12-20-01b

TITLE: Thank You from Security and Stability Advisory Committee to Frederico Neves

PROPOSED ACTION: For Consent Agenda

EXECUTIVE SUMMARY:

On 17 May 2002 the ICANN Board approved the appointment of Frederico Neves to the Security and Stability Advisory Committee. On 10 August 2010 the ICANN Board reappointed Mr. Neves to a 2-year term ending on 31 December 2012. Mr. Neves has elected not to seek reappointment at the end of his current term of membership.

COMMITTEE RECOMMENDATION:

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

PROPOSED RESOLUTION:

Whereas, Frederico Neves was appointed to the ICANN Security and Stability Advisory Committee on 17 May 2002 and reappointed on 10 August 2010 for a 2-year term ending on 31 December 2012.

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

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

PROPOSED RATIONALE:

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

Submitted by:	Ram Mohan
Position:	Liaison to the ICANN Board from the Security and Stability Advisory Committee
Date Noted:	12 October 2012
Email:	rmohan@afilias.info

**2012-12-20-01b-ICANN Board Submission for SSAC
Departing Member Rick Wilhelm October 2012.doc**

ICANN BOARD SUBMISSION NO. 2012-12-20-01b

TITLE: Thank You from Security and Stability Advisory Committee to Rick Wilhelm

PROPOSED ACTION: For Consent Agenda

EXECUTIVE SUMMARY:

On 26 June 2009 the ICANN Board approved the appointment of Rick Wilhelm to the Security and Stability Advisory Committee. On 10 August 2010 the ICANN Board reappointed Mr. Wilhelm to a 2-year term ending on 31 December 2012. Mr. Wilhelm has elected not to seek reappointment at the end of his current term of membership.

COMMITTEE RECOMMENDATION:

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

PROPOSED RESOLUTION:

Whereas, Rick Wilhelm was appointed to the ICANN Security and Stability Advisory Committee on 26 June 2009 and reappointed on 10 August 2010 for a 2-year term ending on 31 December 2012.

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

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

PROPOSED RATIONALE:

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

Submitted by:	Ram Mohan
Position:	Liaison to the ICANN Board from the Security and Stability Advisory Committee
Date Noted:	12 October 2012
Email:	rmohan@afilias.info

**2012-12-20-01c-Board Submission SSAC Member
Reappointments.doc**

ICANN BOARD SUBMISSION NO. 2012-12-20-01c

TITLE: **SSAC Member Reappointments**

PROPOSED ACTION: **For Board Consent Agenda**

EXECUTIVE SUMMARY:

One of the recommendations arising out of the organizational review of the Security and Stability Advisory Committee (SSAC) is for SSAC membership appointments to be for a term of three years renewable by the Board at the recommendation of the SSAC Chair indefinitely, and that the terms be staggered to allow for the terms of one-third of the SSAC members to expire at the end of every year. On 05 August 2010 the ICANN Board approved Bylaws revisions that create three-year terms for SSAC members and assigned initial one-, two-, and three-year terms to all SSAC members. Each year the SSAC Membership Committee evaluates those members whose terms are ending in the calendar year, in this case 31 December 2012. The Membership Committee submitted its recommendations for member reappointments to the SSAC, which approved the reappointments of the following SSAC members: Alain Aina, Jaap Akkerhuis, Patrik Fältström, Jim Galvin, Doug Maughan, Ram Mohan, Doron Shikmoni, Rick Wesson, and Suzanne Woolf. Two members elected not to seek reappointment: Frederico Neves and Rick Wilhelm.

SSAC RECOMMENDATION:

The Committee recommends the Board reappoint the SSAC members as identified in the proposed resolution.

PROPOSED RESOLUTIONS:

Whereas, Article XI, Section 2, Subsection 2 of the Bylaws governs the Security and Stability Advisory Committee (SSAC).

Whereas, the Board, at Resolution 2010.08.05.07 approved Bylaws revisions that create three-year terms for SSAC members, require staggering of terms, and obligate the SSAC chair to recommend the reappointment of all current SSAC members to full or partial terms to implement the Bylaws revisions.

Whereas, the Board, at Resolution 2010.08.05.08 appointed SSAC members to terms of one, two, and three years beginning on 01 January 2011 and ending on 31 December 2011, 31 December 2012, and 31 December 2013.

Whereas, in July 2011 the SSAC Membership Committee initiated an annual review of SSAC members whose terms are ending 31 December 2012 and submitted to the SSAC its recommendations for reappointments.

Whereas, on 12 October 2012, the SSAC members approved the reappointments.

Whereas, the SSAC recommends that the Board reappoint the following SSAC members to three-year terms: Alain Aina, Jaap Akkerhuis, Patrik Fältström, Jim Galvin, Doug Maughan, Ram Mohan, Doron Shikmoni, Rick Wesson, and Suzanne Woolf.

Resolved (2010.XX.XX.XX) the Board accepts the recommendation of the SSAC and reappoints the following SSAC members to three-year terms beginning 01 January 2013 and ending 31 December 2015: Alain Aina, Jaap Akkerhuis, Patrik Fältström, Jim Galvin, Doug Maughan, Ram Mohan, Doron Shikmoni, Rick Wesson, and Suzanne Woolf.

PROPOSED RATIONALE:

The SSAC is a diverse group of individuals whose expertise in specific subject matters enables the SSAC to fulfil its charter and execute its mission. Since its inception, the SSAC has invited individuals with deep knowledge and experience in technical and security areas that are critical to the security and stability of the Internet's domain name system. The above-mentioned individuals provide the SSAC with the expertise and experience required for the Committee to fulfil its charter and executive its mission.

Submitted by:	Ram Mohan
Position:	SSAC Liaison to the Board
Date Noted:	12 October 2012
Email and Phone Number	rmohan@afilias.info

**2012-12-20-01d-Board Submission-IRTP Part C PDP
Board Paper.doc**

ICANN BOARD SUBMISSION NO. 2012-12-20-01d

TO: ICANN Board of Directors
TITLE: GNSO Council Recommendations IRTP Part C
PROPOSED ACTION: Board Action to Approve

EXECUTIVE SUMMARY:

The Generic Names Supporting Organization (GNSO) unanimously approved at its meeting on 17 October 2012 the following recommendations on the Inter-Registrar Transfer Policy (IRTP) Part C Policy Development Process (PDP):

- **Recommendation #1** – The adoption of change of registrant consensus policy, which outlines the rules and requirements for a change of registrant of a domain name registration. Such a policy should follow the requirements and steps as outlined in the section 'proposed change of registrant process for gTLDs' in the [IRTP Part C Final Report](#) (see Annex A).
- **Recommendation #2:** Forms of Authorization (FOAs), once obtained by a registrar, should be valid for no longer than 60 days. Following expiration of the FOA, the registrar must re-authorize (via new FOA) the transfer request. Registrars should be permitted to allow registrants to opt-into an automatic renewal of FOAs, if desired.

In addition to the 60-day maximum validity restriction, FOAs should expire if there is a change of registrant, or if the domain name expires, or if the transfer is executed, or if there is a dispute filed for the domain name. In order to preserve the integrity of the FOA, there cannot be any opt-in or opt-out provisions for these reasons for expiration of the FOA.

As recommended and approved as a result of the IRTP Part B PDP, Losing Registrars under IRTP-B are now required to send an FOA to a Prior Registrant. It is advised that Losing Registrars have the option to send a modified version of this

FOA to a Prior Registrant in the event that the transfer is automated where the FOA would be advisory in nature.

- **Recommendation #3:** All gTLD Registry Operators be required to publish the Registrar of Record's IANA ID in the TLD's WHOIS. Existing gTLD Registry operators that currently use proprietary IDs can continue to do so, but they must also publish the Registrar of Record's IANA ID. This recommendation should not prevent the use of proprietary IDs by gTLD Registry Operators for other purposes, as long as the Registrar of Record's IANA ID is also published in the TLD's Whois.

Under the ICANN Bylaws, the Council's unanimous (supermajority) support for the motion obligates the Board to adopt the recommendation unless by a vote of more than 66%, the Board determines that the policy is not in the best interests of the ICANN community or ICANN.

The policy recommendations above, if approved by the Board, will impose new obligations on certain contracted parties. The GNSO Council's unanimous vote in favor of these items exceeds the voting threshold required at Article X, Section 3.9.f of the ICANN Bylaws regarding the formation of consensus policies.

The Annex to this submission provides the background and further details with regard to these recommendations.

STAFF RECOMMENDATION:

Staff recommends that the Board adopts the GNSO Policy Recommendations as a Consensus Policy modification to the Inter-Registrar Transfer Policy (IRTP). The recommendations, if implemented, would usefully clarify and enhance the IRTP, to the advantage of all parties concerned.

Taking into account the significant changes proposed to the transfer policy, in addition to certain details that are intended to be worked out as part of the implementation process, staff does expect that considerable consultation with the IRTP Part C Implementation Review Team as well as the broader ICANN Community will need to be undertaken to ensure a useful and implementable policy.

PROPOSED RESOLUTION:

WHEREAS on 22 September 2011, the GNSO Council launched a Policy Development Process (PDP) on the Inter-Registrar Transfer Procedure Part C (IRTP Part C) addressing three charter questions, set forth at <https://community.icann.org/display/gnsoirtppdpwg/3.+WG+Charter>;

WHEREAS the PDP followed the prescribed PDP steps as stated in the Bylaws, resulting in a Final Report delivered on 9 October 2012;

WHEREAS the IRTP Part C Working Group (WG) reached full consensus on the recommendations in relation to each of the three issues outlined in the Charter;

WHEREAS the GNSO Council reviewed, and discussed the recommendations of the IRTP Part C WG, and adopted the Recommendations on 17 October 2012 by a Supermajority and unanimous vote (see: <http://gns0.icann.org/en/resolutions#20121017-4>);

WHEREAS the GNSO Council vote met and exceeded the required voting threshold to impose new obligations on ICANN contracted parties.

WHEREAS after the GNSO Council vote, a public comment period was held on the approved recommendations, and the comments have been summarized and considered (<http://www.icann.org/en/news/public-comment/irtp-c-recommendations-22oct12-en.htm>).

RESOLVED (2011.xx.xx.__) the Board adopts the GNSO Council Policy Recommendations amending the Inter-Registrar Transfer Policy set forth at <http://www.icann.org/en/transfers/policy-en.htm>.

RESOLVED (2011.xx.xx.__) the CEO is to develop and complete an implementation plan for these Recommendations and continue communication with the community on such work.

RATIONALE FOR RESOLUTION:

Why the Board is addressing the issue now?

The Inter-Registrar Transfer Policy (IRTP) is a consensus policy that was adopted in 2004 which provides for a straightforward process for registrants to transfer domain names between registrars. The GNSO Council established a series of five Working Groups (Parts A through E) to review and consider various revisions to this policy. The IRTP Part C PDP is the third in a series of five scheduled PDPs addressing areas for improvements in the existing policy. The IRTP Part C Working Group has addressed three issues focusing on change of registrant; time-limiting FOAs, and; IANA Registrar IDs. The IRTP Part C PDP Final Report received unanimous consensus support from the IRTP Part C Working Group as well as the GNSO Council. Following the closing of the public comment period, the next step as outlined in Annex A of the ICANN Bylaws is consideration by the ICANN Board of the recommendations.

What is the proposal being considered?

The following recommendations are being considered:

- **Recommendation #1** – The adoption of change of registrant consensus policy, which outlines the rules and requirements for a change of registrant of a domain name registration. Such a policy should follow the requirements and steps as outlined in the section 'proposed change of registrant process for gTLDs' in the IRTP Part C Final Report.
- **Recommendation #2:** Forms of Authorization (FOAs), once obtained by a registrar, should be valid for no longer than 60 days. Following expiration of the FOA, the registrar must re-authorize (via new FOA) the transfer request. Registrars should be permitted to allow registrants to opt-into an automatic renewal of FOAs, if desired.

In addition to the 60-day maximum validity restriction, FOAs should expire if there is a change of registrant, or if the domain name expires, or if the transfer is

executed, or if there is a dispute filed for the domain name. In order to preserve the integrity of the FOA, there cannot be any opt-in or opt-out provisions for these reasons for expiration of the FOA.

As recommended and approved as a result of the IRTP Part B PDP, Losing Registrars under IRTP-B are now required to send an FOA to a Prior Registrant. It is advised that Losing Registrars have the option to send a modified version of this FOA to a Prior Registrant in the event that the transfer is automated where the FOA would be advisory in nature.

- **Recommendation #3:** All gTLD Registry Operators be required to publish the Registrar of Record's IANA ID in the TLD's WHOIS. Existing gTLD Registry operators that currently use proprietary IDs can continue to do so, but they must also publish the Registrar of Record's IANA ID. This recommendation should not prevent the use of proprietary IDs by gTLD Registry Operators for other purposes, as long as the Registrar of Record's IANA ID is also published in the TLD's Whois.

Which stakeholders or others were consulted?

Public comment forums were held on the [initiation of the PDP](#), [the Initial Report](#), and [the recommendations subject to Board Consideration](#), in addition to regular updates to the GNSO Council as well as workshops to inform and solicit the input from the ICANN Community at ICANN meetings (see for example, [Prague Meeting](#) and [Costa Rica Meeting](#)). Constituency / Stakeholder Group Statements were requested, and one submission was received from the gTLD Registries Stakeholder Group (see https://community.icann.org/x/_ovbAQ). All comments received were reviewed and considered by the IRTP Part C PDP WG (see section 6 of the [IRTP Part C Final Report](#)).

What concerns or issues were raised by the community?

No Community concerns have been raised in relation to the Final Report and its recommendations.

What significant materials did the Board review?

The Board reviewed the GNSO Council Report to the Board, as well as the summary of public comments and Staff's response to those comments.

What factors the Board found to be significant?

The recommendations were developed following the GNSO Policy Development Process as outlined in Annex A of the ICANN Bylaws and have received the unanimous support from the GNSO Council. As outlined in the ICANN Bylaws, the Council's unanimous (supermajority) support for the motion obligates the Board to adopt the recommendation unless by a vote of more than 66%, the Board determines that the policy is not in the best interests of the ICANN community or ICANN. In addition, transfer related issues are the number one area of complaint according to data from ICANN Compliance. Improvements to the IRTP have the potential to reduce the number of complaints, in addition to providing clarity and predictability to registrants as well as registrars.

Are there positive or negative community impacts?

Improvements to the IRTP have the potential to reduce the number of complaints, in addition to providing clarity and predictability to registrants as well as registrars. Adoption of the recommendations will require significant changes in processes for registrars as well as registrars and therefore it is expected that the implementation of these recommendations will require time and resources, but these are considered necessary in order to address the issues that are part of this Policy Development Process. The recommendations, if implemented, are expected to usefully clarify and enhance the IRTP, to the advantage of all parties concerned.

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

In addition to those changes required in process for registrars as outlined above, there will likely be fiscal impacts related to implementation of the policy, but these costs are anticipated to be within the current budget.

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

There are no security, stability, or resiliency issues related to the DNS if the Board approves the proposed recommendations.

Submitted by: David Olive; Marika Konings

Position: Vice President Policy Support; Senior Policy Director

Date Noted:

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2012-12-20-01e-Board Submission-RSSAC Bylaw Amendments.docx

ICANN BOARD SUBMISSION NO. 2012-12-20-01e

TITLE: **Root Server System Advisory Committee (RSSAC)
Bylaw Amendments for Public Comment**

PROPOSED ACTION: **For decision**

EXECUTIVE SUMMARY:

A working group formed to discuss the implementation of recommendations arising out of the organizational review of the Root Server System Advisory Committee (RSSAC) has recommended modification to the Bylaws addressing the RSSAC. The Structural Improvements Committee (SIC) has reviewed these proposed Bylaws changes and recommends that the Board approve the posting of the proposed amendments to Article XI, Section 2.3 of the ICANN Bylaws for public comment. Because the proposed amendments are a substantial change from the current text of the Bylaws, a redline version of the document is not provided.

BACKGROUND:

The Board received the final recommendations arising out of the organizational review of the RSSAC on 5 August 2010, and approved the RSSAC Review Final Report Implementation Steps on 25 January 2011. To complete the implementation steps, a joint RSSAC and SIC Working Group convened and met in July and August 2012 to discuss the RSSAC review implementation. The working group agreed that the RSSAC's charter, which is set forth at Article XI, Section 2.3 of the ICANN Bylaws, be revised to address the recommendations arising out of the RSSAC review. In November 2012, the working group agreed upon Bylaws revisions and submitted those to the SIC for consideration. On 4 December 2012, the SIC reviewed the proposed amendments and agreed to recommend that the Board approve the posting of the proposed amendments to Article XI, Section 2.3 of the ICANN Bylaws for public comment.

SIC RECOMMENDATION:

The SIC recommends that the Board approve the posting of the proposed revisions to Article XI, Section 2.3 of the ICANN Bylaws. The proposed revisions are drafted to address the recommendations arising out of the RSSAC review on the structure and role of the RSSAC.

PROPOSED RESOLUTION:

Whereas, in Resolution [2011.01.25.10](#), the Board approved the RSSAC review final report implementation steps and instructed the Structural Improvements Committee (SIC), in coordination with staff, to provide the Board with a final implementation plan to address the RSSAC review final recommendations and conclusions.

Whereas, in July and August 2012, a working group of RSSAC and SIC members was formed to draft a revised RSSAC charter in order to meet the requirements of the final RSSAC review recommendations. The RSSAC Charter is set forth within the ICANN Bylaws at [Article XI, Section 2.3](#).

Whereas, on 4 December 2012, the SIC reviewed the proposed Bylaws revisions and recommended that the suggested changes to Article XI, Section 2.3 be posted for public comment.

RESOLVED (2012.10.xx.xx), the Board directs the ICANN President and CEO to post for public comment the proposed changes to Article XI, Section 2.3 of the ICANN Bylaws that are necessary to modify the charter for the RSSAC in line with the recommendations arising out of the organizational review of the RSSAC.

RATIONALE:

These ICANN Bylaws amendments will clarify the continuing purpose of the Root Server Advisory Committee (RSSAC). They were recommended by the joint RSSAC-SIC Working Group formed to conclude the implementation of the [RSSAC review WG final report: implementation steps \[PDF, 448 KB\]](#), approved by the Board on 25 January 2011. The posting of the proposed

amendments for public comment will have no budgetary impact, nor will it require additional staff resources.

Submitted by:	Olof Nordling Alice Jansen	Date Noted:	19 November 2012
	olof.nordling@icann.org alice.jansen@icann.org	Email and Phone Number	Contact Information Redacted

2012-12-20-01f-Board Submission-NomCom Review.doc

ICANN BOARD SUBMISSION NO. 2012-12-20-01g

TITLE: **Review of the ICANN Nominating Committee (NomCom)**

PROPOSED ACTION: **For Board approval**

EXECUTIVE SUMMARY:

ICANN Bylaws call for periodic organizational reviews of ICANN's Supporting Organizations (SO), Advisory Committees (AC) and ICANN's Nominating Committee (NomCom). These reviews are scheduled to occur on a cycle that should not be longer than five years. Recent developments and foreseeable changes in ICANN's structure may justify a start of the next review of the NomCom commencing sooner than waiting for the full cycle to elapse. This paper is intended to describe these circumstances, provide considerations and propose a way forward in this regard.

BACKGROUND:

[Article IV, Section 4](#) of the ICANN Bylaws call for periodic reviews of ICANN's SO/ACs and NomCom (the "Organizational Reviews"). The implementation of the adopted recommendations from the first NomCom review was finalized in 2012. In forming the reviews, it is recommended that a time period of two years should normally elapse from conclusion of implementation until the start of a subsequent review of the same entity, in order to enable assessment of the effects before launching a new review. However, the following circumstances may justify an earlier start of the next NomCom review:

Composition Aspects

Recent changes in the composition of the Generic Names Supporting Organization (GNSO) have highlighted issues related to the composition of the NomCom. The Bylaws-defined structure of the NomCom currently allows for seven of the 15 NomCom members to be appointed from the GNSO: the Registries Stakeholder Group, the Registrars Stakeholder Group, the Business Constituency (2), Internet Service

Providers Constituency, the Intellectual Property Constituency and the Non-Commercial Users Constituency. In 2011, a new constituency was approved within the GNSO, the Not-for-Profit Organizational Concerns Constituency (NPOC), and work is ongoing to introduce additional constituencies or groups within the GNSO. The earlier review of the NomCom, however, considered and explicitly stated that issues of addressing the composition and balance of the NomCom to address the changing structure of the GNSO should be left for a future review after some of the GNSO reform had been realized. Therefore, there is no process and no provision in the Bylaws foreseeing NomCom membership from new GNSO constituencies, a circumstance that has raised questions and concerns from the GNSO in general and the NPOC in particular. The Board Governance Committee (BGC) has responded to these concerns, in line with the prior review of the NomCom, that this composition and balance aspect should be addressed in the next NomCom review. This concern now seems ripe for consideration in a review of the NomCom, which also could address such issues as the size of the NomCom, what balance among membership selected from across ICANN is desired, and similar issues.

Combined Recruitment and Selection Aspects

As currently run, the NomCom has the dual tasks of recruitment (soliciting and encouraging applications from individuals interested in being considered for ICANN leadership roles) as well as the selection among those candidates to the leadership positions. These dual tasks pose a certain dilemma: there is a risk that having convinced an individual to apply, the NomCom member may have a potential bias towards having that individual succeed in his/her candidacy.

As part of the ongoing conversations within ICANN on conflicts of interest and ethics, the issue of independence of the candidates selected by the NomCom, and the need to separate recruitment from selection, has been raised multiple times. It deserves to be mentioned that the dual tasks of ICANN's NomCom makes it markedly different from conventional nominating committees, that typically serve the recruitment and nomination role, while the selection is performed thru an election by a general assembly of members or shareholders, depending on the structure.

The potential for separation of tasks, and increased focus on independence, could be an important factor for consideration in the NomCom review.

Ethical Aspects

Recent events in the NomCom selection process have brought to light concerns regarding ethical aspects in handling third-party contacts and information regarding candidates. Although these issues are currently being addressed in operational rules adopted by the 2013 NomCom, and may also be addressed through Guidelines provided by the Board, these types of ethical aspects and potential conflict of interest issues are of increasing importance and could merit specific consideration in a review of the NomCom.

Operational Procedure Aspects

The NomCom is a committee constituted on an annual basis and each committee is independent from other entities of ICANN as well as from the previous years' NomCom, including prior decisions, rules and procedures. This flexibility is an essential element for NomCom and has brought about an evolving best practice that is documented in posted NomCom documents. The Board, through the BGC and in response to the first Accountability and Transparency Review Team recommendations, has provided to the NomCom some minimum guidelines regarding transparency of NomCom processes. A NomCom review may result in the establishment of some additional baseline processes and procedures that are applicable to each NomCom, which may reduce some of the organizational burden faced at the launch of each year's NomCom.

The above aspects are by no means intended to be exhaustive, but merely identify a few concrete areas for consideration within the next NomCom review.

SIC RECOMMENDATION:

The composition aspects mentioned above need to be addressed to make sure the NomCom can adapt to the changing involvement and structure of the community. This is one of the immediate needs that support launching the next NomCom review very soon, at least during 2013. Similarly, the focus on independence, recruitment and ethics

within the community also provides strong support for undertaking a review of the NomCom in the near future.

At its 4 December 2012 meeting, the Structural Improvements Committee, after discussing the NomCom related issues, recommended that the next Bylaws-mandated review of the Nominating Committee be launched in 2013 with a view to: (1) addressing pressing issues with regard to the composition of ICANN NomCom, as well as other pertinent aspects; and (2) determining whether the existing NomCom structure, composition and operations meet the Community's needs in the current evolving environment or whether alterations are required.

PROPOSED RESOLUTION:

Resolution Not Considered

RATIONALE:

Rationale Not Considered

Rationale Not Considered

Submitted by:	Olof Nordling Alice Jansen	Date Noted:	19 November 2012
	olof.nordling@icann.org alice.jansen@icann.org	Email and Phone Number	Contact Information Redacted

2012-12-20-01g-Board Submission-New gTLD Funds Investment Policy.doc

ICANN BOARD SUBMISSION NO. 2012-12-20-01g

TITLE: New gTLD Funds Investment Policy

PROPOSED ACTION: Board Approval

EXECUTIVE SUMMARY:

ICANN has collected approximately US\$355 million of application fees from applicants for generic top level domains (gTLDs) in the New gTLD Program (net from pre-reveal withdrawals). The purpose of these application fees is to cover the costs of implementing the GNSO's Policy on new gTLDs through the New gTLD Program. Because of this specific usage of the funds, as well as the specific timeframe associated with such usage, a specific investment policy is called for to support the adequate investment of such funds for the time they will be held.

The New gTLD Funds Investment Policy is designed to enable the safeguarding of the funds, as well as the liquidity of those funds for the intended use. Upon these priorities being satisfied, the investment policy needs to enable a reasonable rate of return of the funds invested.

ICANN has retained the services of a trusted advisor to assist in the design of an investment policy that meets the above requirements. The advisor retained is Bridgebay, who also advised ICANN on the review of the Investment Policy for ICANN's reserve fund in 2011.

BFC RECOMMENDATION:

The Board Finance Committee, during its regularly scheduled meeting on 6 December 2012, has reviewed the draft New gTLD Funds Investment Policy along with the support for the proposed policy, and the Board Finance committee recommends that the Board approve the New gTLD Funds Investment Policy.

PROPOSED RESOLUTION:

Resolution Text Superseded

Proposed Rationale for Resolution 2012.12.xx.zz

ICANN has collected approximately US\$355 million of application fees from applicants for generic top level domains (gTLDs) in the New gTLD Program (net from pre-reveal withdrawals). The purpose of these application fees is to cover the costs of implementing the GNSO's Policy on new gTLDs through the New gTLD Program. Because of this specific usage of the funds, as well as the specific timeframe associated with such usage, a specific investment policy is called for to support the adequate investment of such funds for the time they will be held.

ICANN selected Bridgebay Investment Consultant Services to assist in the design of a specific investment policy for management the funds held for the New gTLD Program. The New gTLD Fund Investment Policy has been designed to enabling safeguarding, liquidity, and a reasonable return on investment during the period of time the funds are invested.

The Board Finance Committee reviewed the proposed New gTLD Funds Investment Policy and has met with the advisor, and concluded that the proposed policy does satisfy its stated goals. Accordingly, the Board Finance Committee recommended that the Board approve the proposed New gTLD Funds Investment Policy. The Board agrees with the BFC's conclusions and recommendation.

The suggested policy is not expected to have any direct effect on the public, except that the Applicants and the ICANN community may have a better understanding and transparency into how the New gTLD funds are being managed. The New gTLD Funds Investment Policy is expected to have a fiscal impact to the extent that the funds will be earning some return on investment during the period of time that the funds are

invested. The creation of the New gTLD Funds Investment Policy will not have any impact on the security, stability and resiliency of the domain name system.

Submitted by:	Xavier Calvez
Position:	CFO
Date Noted:	6 December 2012
Email and Phone Number	Xavier.calvez@icann.org ,

**2012-12-20-01h-Board Submission-November-2013-
Meeting.doc**

ICANN BOARD SUBMISSION No. 2012-12-20-01h

TITLE: **Location of November 2013 ICANN Meeting**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

The location of the ICANN Public Meeting (“Meeting”) to be held from 17-21 November 2013 needs to be confirmed. In the regular rotation, this Meeting is to be held in Latin America/Caribbean. The Annex to this paper summarizes the steps taken to locate a site for the Latin America/Caribbean 2013 Meeting.

STAFF RECOMMENDATION:

Staff recommends holding the November 2013 Meeting in Buenos Aires, Argentina.

BOARD COMMITTEE RECOMMENDATIONS:

At its 27 November 2012 meeting, the Board Finance Committee reviewed and recommended the budget for Latin America/Caribbean 2013 as reflected in the Annex to this Paper.

At its 4 December 2012 meeting, the Board Public Participation Committee reviewed the staff proposal and supports the proposition of the following resolution.

PROPOSED RESOLUTION:

Whereas, ICANN intends to hold its third Meeting for 2013 in the Latin America/Caribbean region as per its policy,

Whereas, no viable proposals to serve as host for the ICANN 2013 Latin America/Caribbean Meeting were received.

Whereas, ICANN staff performed a thorough search to identify available facilities in Latin America/Caribbean that meet the [Meeting Selection Criteria](#).

Whereas, the Board Finance Committee reviewed and recommended the budget for the ICANN 2013 Latin America/Caribbean Meeting as proposed.

Whereas the Board Public Participation Committee reviewed the staff proposal and supports the proposition for the location of the ICANN 2013 Latin America/Caribbean Meeting.

Resolved (2012.12.xx.xxx), the Board accepts the proposal of the staff, and approves that the ICANN 2013 Latin America/Caribbean Meeting shall be held in Buenos Aires, Argentina from 17-21 November 2013, with a budget not to exceed US\$2.37M, and that the Buenos Aires meeting be designated as ICANN’s 2013 Annual General Meeting..

PROPOSED RATIONALE

As part of ICANN's public meeting schedule, three times a year ICANN hosts a meeting in a different geographic region (as defined in the ICANN Bylaws) of the world. Meeting Number 48, scheduled for 17-21 November 2013, is to occur in the Latin America/Caribbean geographic region. A call for recommendations for the location of the meeting in Latin America/Caribbean was posted on 25 April 2011. One proposal was received, but that location did not have all of the facilities needed to host an ICANN Meeting.

The Staff performed a thorough search to identify available facilities in Latin America/Caribbean that meet the Meeting Selection Criteria. Based on that analysis, the Staff has recommended that ICANN 48 be held in Buenos Aires, Argentina.

The Board reviewed Staff's recommendation for hosting the meeting in Buenos Aires, Argentina and the determination that the proposal met the significant factors of the Meeting Selection Criteria used to guide site selection work. Outside of the call for recommendations, the process for selection of sites does not call for public consultation, as the staff assessment of the feasibility of any site is the primary consideration.

There will be a financial impact on ICANN in hosting the meeting and providing travel support as necessary, as well as on the community in incurring costs to travel to the meeting. But such impact would be faced regardless of the location of the meeting. There is no impact on the security or the stability of the DNS due to the hosting of the meeting.

The Board thanks those who recommended sites for ICANN Meeting Number 48.

Submitted by:	Nick Tomasso
Position:	Senior Director, Meeting Operations
Date Noted:	5 December 2012
Email and Phone Number	nick.tomasso@icann.org

**2012-12-20-02a-Board Submission-Board-Term-
Transition.doc**

ICANN BOARD SUBMISSION NO. 2012-12-20-02a

TITLE: Board Term Alignment

PROPOSED ACTION: For Board Action

EXECUTIVE SUMMARY:

As part of the Board Governance Committee's (BGC) review of Board effectiveness, the BGC oversaw the drafting of proposed Bylaws revisions that would align all Board member terms to start upon the conclusion of the Annual General Meeting each year. This alignment would move the Board from two transitions per year to one. As the Board is aware, the Sponsoring Organizations and At-Large selected Board members currently begin and end their terms at the conclusion of ICANN's mid-year meeting, while the terms of all Nominating Committee (NomCom) appointees to the Board begin and end at the conclusion of the Annual General Meeting. At each transition period, the Board has the obligation to consider changes to Board committee composition, as well as introduction of new members to Board processes.

The revision has been drafted so that selection of Board members is in sufficient time to allow for the NomCom to take geographic diversity of each coming year's Board into account as part of its Bylaws mandated selection process. The proposed Bylaws revision is attached to this paper.

The proposed Bylaws were posted for public comment for over 30 days, with a 21-day reply period. Two comments were received, and neither were in opposition to the change. One comment expressed support for the changes, and the other commenter raised questions regarding communications with the impacted groups performing the selection process, as well some suggestions for the type of information that would be helpful for consideration when Bylaws changes are posted for comment.

STAFF RECOMMENDATION:

Staff recommends that the Board approve the proposed changes to the ICANN Bylaws that would allow for the alignment of Board terms.

PROPOSED RESOLUTION:

Whereas, there are currently two induction periods to the ICANN Board each year, one at or around the Mid-Year Meeting for members appointed by the Supporting Organizations and the At-Large Community, and the other at the conclusion of the Annual General Meeting for members selected by the Nominating Committee (NomCom).

Whereas, the ICANN Board has long considered the issue of timing of Board member transition one of Board effectiveness, as each transition period raises the obligation to consider changes to Board committee composition, as well as introduction of new members to Board processes.

Whereas, the Board Governance Committee (BGC) considered how Board terms could be aligned to allow all Board members selected in any year to begin their terms at the same time, while still preserving the ability for the NomCom to consider the geographic diversity of the Board over the coming year.

Whereas, proposed revisions to the ICANN Bylaws were drafted to achieve alignment of Board terms while preserving the ability for the NomCom to consider the geographic diversity of the Board, and those Bylaws revisions were posted for public comment and considered by the Board.

Resolved (2012.12.20.xx), the Board approves the amendments to Article VI, Section 8 of the ICANN Bylaws as posted for public comment. The Board directs the President and CEO and the General Counsel and Secretary to take all necessary steps to inform the Supporting Organizations and At-Large Community of the revised deadlines within which they are required to complete selections for the Board of Directors.

PROPOSED RATIONALE

The Board's action in approving these Bylaws revisions is part of an effort to improve the effectiveness of the Board, addressing a concept raised by the Board Review Working Group in its January 2010 Final Report. The adoption of the revised schedule is not expected to have any negative impact on the resources of the community or

ICANN, and indeed may have a positive impact in reducing the Board's obligations upon term transition to one time per year, as opposed to two, and will streamline Board induction efforts.

The proposed Bylaws changes were posted for public comment prior to the Board's adoption, with two submissions. Though no commenters spoke against the adoption of the Bylaws revisions, one commenter cautioned that changes to the Bylaws should not be taken lightly, and requested that ICANN take heed in evaluating whether a change to the Bylaws is the required mechanism for undertaking any specific change. The commenter also noted some clarifications and additional information that may be helpful when posting these types of items for comment. One comment supported the changes. As a result, it does not appear that any changes to the proposed Bylaws revisions are necessary prior to the Board taking this action.

This decision is not expected to have any fiscal impact on ICANN, or on the security, stability or resiliency of the DNS.

For ease of reference, the following table identifies the current Directors on the Board and when their terms will now conclude:

Conclusion of:	Board Member Term Concluding:
AGM 2013	Cherine Chalaby, Bertrand de La Chapelle, Erika Mann, Bruce Tonkin, Kuo Wei-Wu
AGM 2014	Sébastien Bachollet, Steve Crocker, Chris Disspain, Bill Graham, and Judith Vazquez
AGM 2015	George Sadowsky, Gonzalo Navarro, Olga Madruga-Forti, Ray Plzak and Mike Silber

This is an Organizational Administrative Function of the Board for which the Board received public comment, at <http://www.icann.org/en/news/public-comment/whois-rt-final-report-11may12-en.htm>.

Submitted by: Amy Stathos and Samantha Eisner
Position: Deputy General Counsel and Senior Counsel
Date Noted: 11 December 2012

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2012-12-20-02b-Board Submission-ASEP.doc

ICANN BOARD SUBMISSION NO. 2012-12-20-02b

TITLE: Accountability Structures Review
PROPOSED ACTION: For Board Action

EXECUTIVE SUMMARY:

ICANN convened the Accountability Structures Expert Review Panel (ASEP) to perform the review of ICANN's accountability structures called for in Recommendations 23 and 25 of the Accountability and Transparency Review Team Recommendations (ATRT). After a number of work sessions and opportunity for public interaction, the ASEP produced a report with many detailed recommendations for improvement of the Reconsideration and the Independent Review processes. The ASEP report is provided as Attachment A to the Annex. The Annex also contains proposed Bylaws revisions that were posted for public comment, and the public comment summary and analysis.

HIGHLIGHTS OF ASEP WORK AND PUBLIC COMMENT

The ASEP, comprised of three international experts in corporate governance, accountability and dispute resolution, focused their work on enhancing the effectiveness of the accountability structures, achieving efficiency in process, allowing expeditious resolution of requests, and enhancing the ease of access to the accountability structures. The page from the Panel's report summarizing their recommendations is attached here for the Board's ease of reference. Key recommendation changes include inserting an additional basis for bringing a reconsideration request, inserting definitions of key terms in both processes, allowing "class" filings and consolidation within each process, the institution of time limits and page limits within the Independent Review process (IRP), the introduction of a cooperative engagement process prior to submitting a request for independent review, and introducing a standing panel into the IRP.

In order to implement the ASEP's recommendations, the ICANN Bylaws setting forth the Reconsideration process and the IRP will need to be changed. To facilitate the community and the Board's consideration of the ASEP recommendations, draft Bylaws changes were produced and posted for public comment alongside the report. In the

event the Board accepts the ASEP recommendations and approves the Bylaws changes, additional implementation work is still needed, including the creation of Terms and Conditions for each process and the development of a standing panel for the IRP.

Only one comment and one reply were received on the ASEP report and proposed Bylaws changes. The Registries Stakeholder Group (RySG) noted some concerns with the imposition of a standing panel in the independent review process, while in reply an individual commenter (Alejandro Pisanty) expressed his support for the institution of a panel, so long as it does not result in the creation of a bureaucracy. The ASEP has reviewed the RySG comment and confirmed its position that a standing panel should lead to more efficient and predictable decision making. The ASEP also confirmed that the imposition of a standard of review for the IRP, which was challenged by the RySG, is necessary to assure that the IRP remains a *review* mechanism, and not a mechanism for seeking re-hearing and re-evaluation of the Board's decisions. Other concerns raised included: a worry that rights to proceed to court would be taken away (they will not; no waiver of rights to court action will be required); and that the ASEP should have been given more time to do its work. Of note, the ASEP was provided with an opportunity to have more time to perform its work; its members determined that additional time would not lead to further enhancements in their recommendations.

On the creation of a standing panel, it is important to note that in the first design of the IRP from late 1999, ICANN was to assemble a similar type of standing panel. After months of effort, a panel was not able to be comprised and the IRP was re-designed through the 2002 ICANN evolution and reform effort. In recognition of the prior challenge, and acknowledging the RySG concerns over the standing panel issue, there may be some difficulties in comprising a standing panel as envisioned by the ASEP. In the event that implementation work reveals that the standing panel cannot be implemented as envisioned, there may be a need to revise the Bylaws amendments to address this issue.

STAFF RECOMMENDATION:

Staff recommends that the Board take the following actions:

- (1) Accept the recommendations of the ASEP in fulfillment of ATRT Recommendations 23 and 25; and
- (2) Approve the Bylaws amendments to Article IV, Section 2 (Reconsideration) and Article VI, Section 3 (Independent Review), with an effective date to be determined by the Board after receiving a report on the status of implementation.
- (3) Direct the President and CEO to develop and execute implementation plans necessary to implement the ASEP recommendations and report to the Board in Beijing on the status of the implementation work, including a recommended effective date for the Bylaws. In the event that, during implementation, the President and CEO determine that issues raised during the public comment regarding the standing panel for the IRP require modification to the Bylaws, those limited modifications are to be provided to the Board for adoption prior to the recommended effective date for the Bylaws revisions.

PROPOSED RESOLUTION:

Whereas, the Accountability and Transparency Review Team's Recommendations 23 and 25 recommended that ICANN retain independent experts to review ICANN's accountability structures and the historical work performed on those structures.

Whereas, under the guidance of the Board Governance Committee (BGC), ICANN convened the Accountability Structures Expert Panel (ASEP), comprised of three international experts on issues of corporate governance, accountability and international dispute resolution.

Whereas, after research and review of ICANN's Reconsideration and Independent Review processes, as well as multiple opportunities for public input, the ASEP produced a report in October 2012.

Whereas, the report was posted for public comment, along with proposed Bylaws revisions to address the recommendations within the report.

Whereas, after review and consideration of the public comment received, including consideration by the ASEP, the Board has determined that it is appropriate to proceed to implementation of the ASEP's recommendations.

Whereas, additional implementation work is required prior to launching ICANN's revised Independent Review and Reconsideration processes as recommended by the ASEP.

Resolved (2012.12.20.xx) the Board accepts the report by Accountability Structures Expert Panel issued in October 2012 in fulfillment of Recommendations 23 and 25 of the Accountability and Transparency Review Team.

Resolved (2012.12.20.xx), the Board approves the Bylaws amendments to Article IV, Section 2 (Reconsideration) and Article VI, Section 3 (Independent Review) as posted for public comment, with an effective date to be determined by the Board after receiving a report from the President and CEO on the status of implementation.

Resolved (2012.12.20.xx), the Board directs the President and CEO to develop and execute implementation plans necessary to implement the ASEP recommendations and report to the Board in Beijing on the status of the implementation work, including a recommended effective date for the Bylaws. In the event that, during implementation, the President and CEO determine that issues raised during the public comment regarding the creation of a standing panel for the IRP require modification to the Bylaws, those limited modifications are to be provided to the Board for adoption prior to the recommended effective date for the Bylaws revisions.

PROPOSED RATIONALE

The Board's action in accepting the report of the Accountability Structures Expert Panel (ASEP) and approving the attendant Bylaws revisions is in furtherance of the Board's commitment to act on the recommendations of the Accountability and Transparency Review Team (ATRT). The ASEP's work was called for in ATRT Recommendations 23 and 25, and the work performed, including a review of the recommendations arising out of the President's Strategy Committee's work on Improving Institutional Confidence, is directly aligned with the review requested by the ATRT.

The adoption of the ASEP's work represents a great stride in ICANN's commitment to accountability to its community. The revised mechanisms adopted today will bring easier access to the Reconsideration and Independent Review Processes through the implementation of forms, the institution of defined terms to eliminate vagueness, and the ability to bring collective requests. A new grounds for Reconsideration is being added, which will enhance the ability for the community to seek to hold the Board accountable for its decisions. The revisions are geared towards instituting more predictability into the processes, and certainty in ICANN's decision making, while at the same time making it clearer when a decision is capable of being reviewed.

The Board is adopting the Bylaws revisions today to allow for certainty as the President and CEO moves forward with implementation work to effectuate the ASEP's recommendations. Because additional documentation and processes must be developed and finalized, the Bylaws revisions to Article VI, Sections 2 and 3 will not go into effect until the implementation work has proceeded sufficiently. The President and CEO is therefore tasked with a report to the Board on the status of implementation, and a date for the Bylaws to go into effect, by the ICANN meeting in Beijing, China in April 2013. The Board expects that the President and CEO will consider the issues raised in public comment to determine if they need to be or can be addressed in implementation. In the event limited revisions of the Bylaws are necessary to address public comment addressing the creation of a standing panel for the IRP, the Board expects those revisions to be provided to the Board for approval in advance of the identified effective date. The potential for limited modification of the Bylaws prior to the effective date is appropriate in this instance because of the concerns raised in public comment as well as the past challenges faced when trying to create a standing panel for independent reviews.

The adoption of these recommendations will have a fiscal impact on ICANN, in that additional work is required for implementation, including the development of new documentation and the identification of a standing panel to hear requests for independent review. The outcomes of this work are expected to have positive impacts on ICANN and the community in enhanced availability of accountability mechanisms. This decision is not expected to have any impact on the security, stability or resiliency of the DNS.

Submitted by: Amy Stathos and Samantha Eisner
Position: Deputy General Counsel and Senior Counsel
Date Noted: 11 December 2012
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**2012-12-20-02b-Board Submission-ASEP Summary
Slide.pdf**

Summary of Recommendations

RECONSIDERATION

- Improve access - add claims for consideration of inaccurate material information
- Define key terms, such as “material information”, “materially harmed”
- Modify time limits for submissions
- Include terms and conditions in request form
- Allow for urgent review in place of stay
- Allow for summary dismissal when warranted
- Allow “class” filings/consolidation
- Require allegations of standing

INDEPENDENT REVIEW

- Create omnibus standing panel
- Define key terms
- Introduce optional cooperative engagement and conciliation phases to narrow issues and improve efficiency
- Require submission form with terms and conditions
- Introduce: (i) time limits for filing and decision; (ii) and page limitations for argument
- Eliminate in-person proceedings absent real need
- Allow “class” filings/consolidation
- Require allegations of standing

**2012-12-20-02c-Board-Submission 2014 ICANN
Meetings.doc**

ICANN BOARD SUBMISSION NO. 2012-12-20-02c

TITLE: **Proposal on the location of ICANN Meetings in 2014, and the establishment of a Multistakeholder Meeting Strategy Working Group**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

In October 2012, the ICANN Consolidated Meetings Strategy proposal was posted for public comment. The strategy, which included a revised regional rotation for ICANN Meetings in calendar years 2014, 2015 and 2016, increased the frequency of ICANN Meetings in Asia and Europe, and decreased the frequency in Africa, Latin America and North America. Comments received were largely against the strategy. The Public Participation Committee now recommends an alternate path forward.

COMMITTEE RECOMMENDATION:

The ICANN Public Participation Committee (PPC), in response to community concerns, and with input from staff, proposes the following:

- Conduct the March 2014 ICANN Meeting in Singapore, the June 2014 ICANN Meeting in London, and the October 2014 ICANN Meeting in an as-yet-to-be-determined location in North America. This maintains the current regional rotation of ICANN Meetings for calendar year 2014 through the same geographies, but in a different sequence. These locations have already been identified by staff as viable ICANN Meeting venues.
- Establish a Multistakeholder Meeting Strategy Working Group to examine the design, frequency and regional rotation of meetings and conferences to be held in 2015 and beyond.

The annex to this paper includes the ICANN Consolidated Meetings Strategy posted for public comment, as well as a summary of comments received. In addition, it includes a

process for the establishment of the Multistakeholder Meeting Strategy Working Group on future meetings and conferences.

PROPOSED RESOLUTION:

Whereas, ICANN posted a Consolidated Meetings Strategy proposal for public comment, and community comments did not evidence great support of the proposal;

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

Whereas, ICANN intends to hold its 2014 Meetings in the Asia Pacific, Europe and North America regions as per its policy;

Whereas, ICANN staff performed a thorough analysis of meeting venues in Singapore and London to ensure they meet the [Meeting Selection Criteria](#), and will complete an assessment of available North America locations;

Resolved (2012.12.20.xx), the Board directs the President and CEO to make the necessary arrangements to conduct the 2014 ICANN Meetings in Singapore, London, England and a city to be identified in North America, Resolution Text
Superseded

PROPOSED RATIONALE:

In response to comments received on the ICANN Consolidated Meetings Strategy proposal, the Public Participation Committee, under its charter to increase public awareness of, and participation in the affairs of ICANN, will oversee the creation and activities of a Multistakeholder Meeting Strategy Working Group that will examine the design, frequency and regional rotation of meetings and conferences to be held in 2015 and beyond.

As part of ICANN's public meeting schedule, three times a year ICANN hosts a meeting in a different geographic region (as defined in the ICANN Bylaws) of the

world. Meetings in 2014 are to occur in the Asia Pacific, Europe and North America geographic regions.

The staff performed a thorough analysis of venues in Singapore and London, and will complete an analysis of available locations in North America, to ensure they meet the Meeting Selection Criteria.

Based on that analysis, the Public Participation Committee has recommended that the 2014 ICANN Meetings be held in Singapore, London and a city in North America

The process for selection of sites does not always call for public consultation, as the staff assessment of the feasibility of any site is the primary consideration.

There will be a financial impact on ICANN in hosting the meetings and providing travel support as necessary, as well as on the community in incurring costs to travel to the meetings. But such impact would be faced regardless of the location of the meetings. There is no impact on the security or the stability of the DNS due to the hosting of the meeting.

This is an Organizational Administrative Function of the Board for which the Board received public comment.

Submitted by: Sébastien Bachollet

Position: Chair, ICANN Board Public Participation Committee

Date Noted: 12 December 2012

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