ICANN BOARD MEETING
28 July 2015

TABLE OF CONTENTS – BOARD PAPERS

AGENDA – 28 July 2015 BOARD Meeting – 90 minutes – last updated 22 July

Time, etc.	Agenda Item	Shepherd
	1. Consent Agenda	
Assembly, Roll Call & Consent Agenda Vote	1.a. Approval of Minutes • 21 June 2015 • 25 June 2015	John Jeffrey
	1.b. Reconsideration Request 15-7, Booking.com B.V. and Travel Reservations SRL	Chris Disspain
	1.c. Structural Improvements Committee Charter Revisions	Rinalia Abdul Rahim
	1.d. Board IDN Working Group	Ram Mohan
20 min	1.e. GNSO Policy & Implementation Recommendations – proposed changes to ICANN Bylaws	Bruce Tonkin
	1.f. Composition and Scope of the Board Working Group on Registration Data Directory Services (BWG-RDS)	Steve Crocker Chris Disspain

AGENDA – 28 July 2015 BOARD Meeting – 90 minutes – last updated 22 July

Time, etc.	Agenda Item	Shepherd
	1.g. Update to Contracting and Disbursement Policy	Cherine Chalaby
Discussion & Decision	**2. Main Agenda**	
	2.a. Proposed Schedule and Process / Operational Improvements for AoC and Organizational Reviews	Bruce Tonkin
	2.b. Process for Requesting GAC Advice	Gonzalo Navarro
	2.c. AOB	
	3. Confidential Session **Main Agenda**	
	3.a. President and CEO FY15 SR2 At-Risk Compensation	George Sadowsky
	3.b. Ombudsman FY15 At-Risk Compensation	George Sadowsky
	3.c. Officer Compensation	George Sadowsky

AGENDA – 28 July 2015 BOARD Meeting – 90 minutes – last updated 22 July

Time, etc.	Agenda Item	Shepherd
	3.d. AOB	

ICANN BOARD SUBMISSION NO. 2015.07.28.1b

TO:	**ICANN Board**
TITLE:	**Reconsideration Request 15-7, Booking.com B.V. and Travel Reservations SRL**
PROPOSED ACTION:	**For Board Approval**

EXECUTIVE SUMMARY:

In Reconsideration Request 15-7, the Requesters seek reconsideration of the Board's adoption of the findings contained in the Final Declaration by the independent review process ("IRP") Panel in *Booking.com v. ICANN*. The Board Governance Committee ("BGC") considered Reconsideration Request 15-7 (attached as Exhibit A to the Reference Materials), concluded that the Requesters have not stated proper grounds for reconsideration, and recommended that the Board deny Reconsideration Request 15-7. For more detail see the BGC's Recommendation on Reconsideration Request 15-7 (attached as Exhibit B to the Reference Materials).

BOARD GOVERNANCE COMMITTEE RECOMMENDATION:

The BGC recommends that Reconsideration Request 15-7 be denied and that no further action be taken in response to Reconsideration Request 15-7, as the BGC determined that the Requesters have not stated proper grounds for reconsideration.

PROPOSED RESOLUTION:

Whereas, Booking.com B.V and Travel Reservations SRL (formerly Despegar Online SRL) (collectively, "Requesters") filed Reconsideration Request 15-7 seeking reconsideration of the ICANN Board's passing of Resolutions 2015.4.04.26.14, 2015.4.04.26.15, and 2015.04.26.16, in which the Board adopted the findings contained in the IRP Panel's Final Declaration in *Booking.com v. ICANN*, ICDR Case No. 50-20-1400-0247, and directed the President and CEO to move forward with processing the .hotels/.hoteis contention set.

Whereas, the BGC thoroughly considered the issues raised in Reconsideration Request 15-7.

Whereas, the BGC recommended that Reconsideration Request 15-7 be denied because the Requesters have not stated proper grounds for reconsideration, and the Board agrees.

Resolved (2015.07.28.xx), the Board adopts the BGC Recommendation on Reconsideration Request 15-7, which can be found at https://www.icann.org/resources/pages/reconsideration-15-7-booking-bv-travel-reservations-srl-2015-05-15-en.

PROPOSED RATIONALE:

I. Brief Summary

Requester Booking.com B.V. ("Booking.com") submitted a standard application for .hotels, and Requester Travel Reservations SRL ("TRS") submitted a standard application for .hoteis (collectively, the "Applications"). On 26 February 2013, pursuant to a process called string similarity review ("SSR"), an expert string similarity review panel ("SSR Panel") determined that the .hotels and .hoteis strings were visually confusingly similar. Pursuant to applicable procedure, the Applications were then placed into a contention set.

Requester Booking.com challenged the establishment of the contention set in a prior reconsideration request (Reconsideration Request 13-5), which was denied on 10 September 2013. Booking.com then initiated an Independent Review Process ("IRP") on 18 March 2014, challenging the denial of Reconsideration Request 13-5 and ICANN's adoption of the SSR Panel's determination that the .hotels and .hoteis strings were visually confusingly similar. In its Final Declaration, the *Booking.com* IRP Panel unanimously rejected Booking.com's claims, determining that Booking.com's challenge to the decision of an independent evaluator did not challenge Board action and, moreover, that the ICANN Board had no obligation to review or otherwise intervene in the conclusions reached by third-party expert evaluators. At its 26 April 2015 meeting, the ICANN Board approved Resolutions 2015.4.04.26.14, 2015.4.04.26.15, and 2015.04.26.16 ("Resolutions"), thereby adopting findings contained in the *Booking.com v. ICANN*, ICDR Case No. 50-20-1400-0247, Final Declaration and directing the President and CEO, or his designee(s), to move forward with processing the contention set.

On 13 May 2015, the Requesters filed the instant Reconsideration Request 15-7, seeking reconsideration of ICANN's approval of the Resolutions. The Requesters argue that reconsideration is warranted because, in approving the Resolutions, the Board: (a) contravened certain of ICANN's "goals" or core values; (b) failed to consider material information; (c) relied on inaccurate information; and (d) violated unspecified provisions of ICANN's Articles of Incorporation, Bylaws, and Affirmation of Commitments.

At its core, Request 15-7 is an attempt to appeal (only) those portions of the *Booking.com* Final Declaration with which the Requesters disagree. The Requesters' claims do not support reconsideration because they do not establish that the Board failed to consider material information, or considered false or inaccurate material information, in approving the Resolutions. Moreover, the Requester has not demonstrated that it has been materially adversely affected by the adoption of the Resolutions. Accordingly, the BGC recommends that Request 15-7 be denied.

II. Facts

The BGC Recommendation on Reconsideration Request 15-7, which sets forth in detail the Facts relevant to this matter, is hereby incorporated by reference and shall be deemed a part of this Rationale. The BGC Recommendation on Reconsideration Request 15-7 is available at https://www.icann.org/resources/pages/reconsideration-15-7-booking-bv-travel-reservations-srl-2015-05-15-en, and is attached as Exhibit B to the Reference Materials.

III. Issues

In view of the claims set forth in Request 15-7, the issues for reconsideration seem to be:

1. Whether reconsideration is warranted because:
    a. The approval of the Resolutions purportedly contravened what the Requesters contend are ICANN's "goals of increasing competition" and "making the domain name system more global and understandable through the use of local languages" (Request § 7, Pg. 3);
    b. The Board failed to consider material information in approving the Resolutions;
    c. The Board relied on false or inaccurate information in approving the Resolutions; or
    d. The Resolutions violate unspecified provisions of ICANN's Articles of Incorporation, Bylaws, and Affirmation of Commitments; and
2. Whether the Requesters have demonstrated that they have suffered material adverse harm due to the approval of the Resolutions.

IV. The Relevant Standards for Evaluating Reconsideration Requests

The BGC Recommendation on Reconsideration Request 15-7, which sets forth the Relevant Standards for Evaluating Reconsideration Requests, is hereby incorporated by reference and shall be deemed a part of this Rationale. The BGC Recommendation on Reconsideration Request 15-7 is available at https://www.icann.org/resources/pages/reconsideration-15-7-booking-bv-travel-reservations-srl-2015-05-15-en, and is attached as Exhibit B to the Reference Materials.

V. Analysis and Rationale

Request 15-7 again challenges the merits of the SSR Panel's determination that the .hotels and .hoteis strings are visually confusingly similar, which resulted in the formation of the .hotels/.hoteis contention set. Booking.com sought to challenge the SSR Panel's decision in Reconsideration Request 13-5 and was unsuccessful. Booking.com tried again in its IRP and was unsuccessful. Now having banded together with contention-set mate and fellow Requester TRS, Booking.com seeks to use the instant Reconsideration Request 15-7 to appeal the *Booking.com* Final Declaration. Here too, the effort to undermine the SSR Panel's determination is unsuccessful. There is no appeals mechanism to challenge the substance of an expert SSR Panel determination in ICANN's Articles of Incorporation ("Articles"), Bylaws or the Applicant Guidebook.

The Board notes that the IRP Panel encouraged ICANN, ". . . in the exercise of its authority under Section 5.1 (Module 5-4) of the Guidebook (which it may choose to exercise at any time, in its discretion) to consider whether, notwithstanding the result of the string similarity review of .hotels and .hoteis, approval of both of Booking.com's and Despegar's proposed strings would be in the best interest of the Internet community." (See https://www.icann.org/en/system/files/files/final-declaration-03mar15-en.pdf at paragraph 154.) The Board specifically chose to exercise its discretion, considered the IRP Panel's suggestion above, and chose to rely on the experts who determined these two strings should not co-exist in the domain name system. Specifically, in adopting the Guidebook, the Board put the SSR process in place so the experts could deicide, in the best interest of the Internet community, what strings should not co-exist in the domain name system because they could cause user confusion. The Board relied on the experts to make the determination that it was in the best interest of the Internet community that .hotels and .hoteis should not co-exist in the domain name system; The Board chose not to second guess the experts.

Reconsideration of a Board action, the process that Requesters have invoked here, is warranted only where the Board took action without consideration of material information or with reliance upon false or inaccurate information. Here, as the BGC explains in detail in its Recommendation, the Board did not fail to consider material information and did not consider false or inaccurate information in approving the Resolutions. Moreover, the only material adverse harm alleged by either Requester stems from the creation of the contention set, not any Board failure to consider material information or reliance upon false information related to the Resolutions. As a result, the BGC concluded and the Board agrees that reconsideration is not appropriate.

In short, the Requesters made several claims, none of which support reconsideration. First, the Requesters seem to suggest that the Board somehow failed to consider ICANN's core values in adopting the Resolutions. The Requesters, however, have not presented any facts to support such a suggestion. To the contrary, in passing the Resolutions the Board acted in a manner that was fully consistent with ICANN's core values, including those relating to the promotion of competition where "[f]easible and appropriate," and when "beneficial to the public interest." (Bylaws, Art. IV, §§ 2.5 and 2.6.)

Second, the Requesters challenge the SSR process in general, which itself is not a Board decision subject to reconsideration. Further, any challenge to inclusion of the SSR process in the Guidebook is long since time-barred.

Third, the Requesters claim that the Board failed in the following four ways to consider material information in passing the Resolutions: (i) the Board disregarded its discretion to improve the New gTLD Program; (ii) ICANN ignored their requests to discuss their issue; (iii) the Board should have first considered the Requesters' expert report; and (iv) the Board did not consider that it had previously intervened in other decisions. None of these claims withstand scrutiny. As to the first point, the Requesters concede that the Board had discretion to take action. Discretion means that the Board is not required to intervene. In fact, they used their discretion to specifically not intervene and this in no way constitutes a failure to consider material information. As to the second point, among other reasons set forth by the BGC, the staff's decision not to engage in unspecified informal talks with the Requesters does not relate to what information the Board did or did not consider in passing the Resolutions. The Board considered

the entirety of the IRP Panel's Declaration, and took the actions specified in the Resolutions. As to the third point, the Requesters' claim that the Board should have considered evidence that Booking.com presented to the IRP Panel shows that Reconsideration Request 15-7 is just an attempt to appeal the merits of the IRP Panel's decision and another of several attempts to appeal the SSR Panel's determination. Finally, as the *Booking.com* IRP Panel explained, "the fact that the ICANN Board enjoys [the] discretion [to individually consider an application for a New gTLD] and may choose to exercise it at any time does not mean that it is bound to exercise it, let alone at the time and in the manner demanded by [claimant]. (See *Booking.com* Final Determination ¶ 138.) Furthermore, the fact that the Board may have done that in the past is not material information relevant to the Requesters' circumstances.

Fourth, the Requesters argue that because the *Booking.com* IRP Panel was "wrong" in finding that Booking.com's challenges to the SSR process as a whole were time-barred, the Board therefore relied upon false or inaccurate information in approving the Resolutions insofar as they accepted that finding. However, the Requesters' claim is nothing more than an attempt to re-argue the question of whether its IRP claim was time-barred, and does not present any grounds for reconsideration. Simply because the Requesters do not agree with the IRP Panel's Declaration, does not make it false or inaccurate.

In addition to the above claims, the only material adverse harm alleged by either Requester stems from the creation of the contention set, not any Board failure to consider material information or reliance upon false information related to the Resolutions. Accordingly, reconsideration is not appropriate.

The full BGC Recommendation on Reconsideration Request 15-7, which sets forth the Analysis and Rationale in detail and with which the Board agrees, is hereby incorporated by reference and shall be deemed a part of this Rationale. The BGC Recommendation on Reconsideration Request 15-7 is available at https://www.icann.org/resources/pages/reconsideration-15-7-booking-bv-travel-reservations-srl-2015-05-15-en, and is attached as Exhibit B to the Reference Materials.

In addition to the analysis set forth in the BGC Recommendation, the Board notes that the Requesters' repeated attempts to "reverse the decision" placing .hotels and .hoteis in a contention set demonstrates a potential for abuse of ICANN's various accountability mechanisms and an

attempt to further delay the processing of this contention set. The issues set forth herein have traversed through multiple accountability mechanisms available to the applicants (e.g., reconsideration request, cooperative engagement process, and independent review process). These same issues cannot now go through that process again. Indeed, in response to a similar situation, following public comment, the Board approved Bylaws amendments recommended by a panel of experts to prevent such circularity and to protect ICANN's resources (Resolution 2013.04.11.06). These Bylaws revisions specified, in part, that: "The declarations of the IRP Panel, and the Board's subsequent action on those declarations, are final and have precedential value." (Bylaws, Art. IV, §3.21.) The purpose of this was to help ensure that applicants could not abuse the accountability mechanism system through redundant requests for review of the same matters.

The Board also recently ensured that there would be no further delay with respect to the .hotels/.hoteis contention set. During the pendency of these various accountability mechanisms, the .hotels/.hoteis contention set has been "on hold" due not only to the relevant accountability mechanism, but also because the .hotels TLD was identified in the GAC Beijing Communiqué dated 11 April 2013 as one of the strings in the current round of the New gTLD Program that the GAC considers to be a generic term where the applicant is proposing to provide exclusive registry access. In the Beijing Communiqué, the GAC advised the Board that, "[f]or strings representing generic terms, exclusive registry access should serve a public interest goal" (the "Category 2.2 Safeguard Advice"). On 21 June 2015, the NGPC passed a resolution (Resolution 2015.06.21.NG02) addressing the GAC's Category 2.2 Safeguard Advice, and directing the President and CEO to proceed with initiating or restarting, as applicable, other New gTLD Program processes that were put on hold until the NGPC addressed the GAC's Category 2.2 Safeguard Advice. Accordingly, there are no further delays available for the .hotels/.hoteis contention set, regardless of whether the parties initiate additional accountability mechanisms. Unless resolved by and between the parties, the .hotels/.hoteis contention set will proceed to the next program step, which is an auction of last resort.

VI. Decision

The Board had the opportunity to consider all of the materials submitted by or on behalf of the Requesters or that otherwise relate to Reconsideration Request 15-7, including the Requesters' letter date 16 July 2015, after the BGC made its recommendation. Following consideration of all

relevant information provided, the Board reviewed and has adopted the BGC's Recommendation on Reconsideration Request 15-7 (https://www.icann.org/en/system/files/files/recommendation-15-7-booking-bv-travel-reservations-srl-20jun15-en.pdf), which shall be deemed a part of this Rationale and is attached as Exhibit B to the Reference Materials to the Board Paper on this matter.

Adopting the BGC's recommendation has no direct financial impact on ICANN and will not negatively impact the systemic security, stability and resiliency of the domain name system.

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

Submitted By: Amy A. Stathos, Deputy General Counsel
Dated Noted: 20 July 2015
Email: amy.stathos@icann.org

ICANN BOARD PAPER NO. 2015.07.28.1c

Still subject to BGC approval

TITLE: **Structural Improvements Committee Charter Revisions**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

The Structural Improvements Committee (SIC or Committee) is responsible for review and oversight of policies relating to ICANN's ongoing organizational review process as mandated by Article IV, Section 4 of ICANN's Bylaws. The SIC has proposed revisions to its current charter, which was approved by the Board in 2009. Please see Reference Materials for proposed revisions. In accordance with its responsibility, the Board Governance Committee (BGC) has reviewed and agrees with the SIC's proposed revisions to the Committee's name and its Charter. The Board is now being asked to approve the proposed changes.

SIC AND BGC RECOMMENDATIONS *(BGC recommendation still subject to BGC approval)*:

The SIC and BGC recommend that the Board approve the following: (i) a change to the SIC's name to Organizational Effectiveness Committee; (ii) revisions to the charter to clarify the Committee's purpose and roles in relation to independent consultants; (iii) add the concept of Review Framework into the charter to cover each of the reviews under the purview of the Committee; and (iv) revisions to number of members and other procedural matters. See Reference Materials for specific proposed revisions.

PROPOSED RESOLUTION:

Whereas, the Structural Improvements Committee is responsible for review and oversight of policies relating to ICANN's ongoing organizational review process mandated by Article IV, Section 4 of ICANN's Bylaws.

Whereas, the Structural Improvements Committee has proposed revisions to its name and current charter, with which the Board Governance Committee agrees.

Resolved (2015.07.28.xx), that the Board approves the proposed revisions to the charter of the Structural Improvements Committee, including the change in the name to Organizational Effectiveness Committee.

PROPOSED RATIONALE:

Why the Board is addressing the issue?

The Board is addressing this issue because of the requirement that the Board approve revisions to charters of Board Committees.

What is the proposal being considered?

The Structural Improvements Committee is proposing the following changes:

(i) Change of the name to "Organizational Effectiveness Committee" - The proposed change is intended to provide ICANN community with more clarity about the purpose and focus of organizational reviews and how the reviews will be conducted.

(ii) **Clarification of the purpose of the Committee and of reviews** - This proposed revision incorporates into the charter an important aspect of reviews – the assessment of how effectively the organization follows its policies, procedures and implements means of continuous improvement.

(iii)**Adding concept of Review Framework** - The documentation of a policy and procedures Framework will facilitate conducting reviews in a predictable, consistent and efficient manner, based on lessons learned from recent reviews and the applicable portions of ATRT2 recommendations on improving effectiveness of such reviews. The anticipated implementation of a Review Framework is designed to align all reviews to have consistently applied and efficiency-focused processes and oversight. The proposed changes are in alignment with process and operational improvements posted for public comment in response to community's workload concerns.

(iv)**Clarification of the Committee's oversight responsibility** – This change to clarify the Committee's oversight responsibility for the work of independent consultants and the implementation of review recommendations, including regular reporting to the Board on implementation status and Committee activities. Specifically, the appointment of independent consultants should follow the recent practice whereby staff conduct the competitive bidding

process and recommend a finalist based on specific criteria and scoring. The Committee then confirms the staff recommendation (or discusses with staff an alternative). While the language in the 2009 Charter suggested that the Committee should recommend independent reviewer engagements for Board approval, this has instead been handled as a routine engagement that does not require full Board action. The recommended change of aligning the Charter with the recent practice of Committee's confirmation of the independent reviewer selection will result in a more efficient process, in line with focusing the Board's work on strategic rather than operational and routine matters.

(v) **Composition of the Committee and other procedural** matters – Proposals include increasing maximum number of members, and well as adding more clarity in relation to conduct of meetings

Which stakeholders or others were consulted?

Based on the requirements of the Charter of the Board Governance Committee the Structural Improvements Committee consulted with the Board Governance Committee. A formal public comment process is not required for this action.

What significant materials did the Board review?

The Board reviewed the proposed revisions to the 2009 Structural Improvements Committee charter. See Reference Materials, Exhibit A.

Are there positive or negative community impacts?

The proposed revisions are intended to provide further clarity and align all reviews to have consistently applied and efficiency-focused processes and oversight. These developments are expected to have a positive impact on the community.

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

There will be no fiscal impact or adverse ramifications on ICANN's strategic and operating plans from the proposed changes. The name change will not have a significant impact on governance documents, with most changes impacting web pages and documents currently being updated.

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

There are no security, stability or resiliency issues relating to the DNS as the result of this action.

Signature Block:

Submitted by: Larisa Gurnick

Position: Director, Strategic Initiatives

Date Noted: 20 July 2015

Email: Larisa.gurnick@icann.org

ICANN BOARD SUBMISSION NO. 2015.07.28.1d

TO: **ICANN Board**

TITLE: **Board IDN Working Group**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

The Board IDN Variants Working Group (BV-WG) was created by the Board in 2010 to oversee and track the IDN Variant Issues Project. The BV-WG recently informed the Board that the working group is presented with and discusses a wide range of IDN topics, which are not limited specifically to variants. The BV-WG therefore proposed that the scope of the working group be expanded to include other IDN-related matters, and that the working group's charter and name be changed to reflect the expanded scope. The Board Governance Committee agrees. For a copy of the proposed Charter see Reference Materials.

BOARD GOVERNANCE COMMITTEE (BGC) RECOMMENDATION:

The BGC recommends that the name of the Board IDN Variants Working Group be changed to the Board IDN Working Group, that the scope of the Board IDN Working Group be expanded to include all IDN-related issues, and that the proposed charter of the Board IDN Working Group be approved.

PROPOSED RESOLUTION:

Whereas, the Board IDN Variants Working Group noted that the working group needs to be able to address IDN-related issues that are beyond those limited to variants, and has proposed that the scope of the working group be expanded to include all IDN-related issues.

Whereas, the BGC considered the issues raised by the Board IDN Variants Working Group (BV-WG) and the proposed charter reflecting the expanded scope of the working group and recommended that: (a) the name of the BV-WG be changed to the Board IDN Working Group; (b) the scope of the working group be expanded to include other IDN issues; and (c) the proposed charter be approved.

Resolved (2015.07.28.xx), the Board hereby approves changing the name of the Board IDN Variants Working Group to the Board IDN Working Group, expands the scope of the Board IDN

Working Group to include other IDN-related issues (as reflected in the Charter), approves the proposed Charter of the Board IDN Working Group, and identifies the following members of the Board IDN Working Group: Rinalia Abdul Rahim, Ram Mohan (Chair), Jonne Soininen, Kuo-Wei Wu, and Suzanne Woolf.

PROPOSED RATIONALE:

The Board IDN Variants Working Group (BV-WG) was initially created by the Board in December 2010 (see https://www.icann.org/resources/board-material/resolutions-2010-12-10-en#7), and the initial membership was established in March 2011 (See https://www.icann.org/resources/board-material/resolutions-2011-03-18-en#1.5). At that time, the purpose of the BV-WG was to oversee and track the IDN Variant Issues Project. Since that time, it has become clear that there are numerous issues related to IDNs that are beyond those specific to variants and should be addressed by a working group. This has become especially applicable given the continued registrations of new gTLD IDNs. In its recent meetings, the BV-WG has noted the frequency and need to address various IDN-related issues beyond those limited to variants. As a result, the BV-WG is proposing that the scope of this working group be expanded to include other IDN-related issues. Specifically, the BV-WG proposed that the name of the working group be changed to the Board IDN Working Group and provided the following proposed charter language regarding the purpose and scope of the Board IDN Working Group:

> To provide oversight on efforts related to work on the planning, design, development and implementation of Internationalized Domain Names (IDNs) in the context of both generic top-level domains (gTLDs) and country code TLDs (ccTLDs), including but not limited to the analysis of feasibility and introduction of IDN TLDs in a manner that ensures the continued security and stability of the Internet.
>
> The working group will also provide oversight on aspects of Universal Acceptance specifically related to IDN TLDs.

The BGC reviewed the proposal and proposed charter language, and considered the importance of having Board involvement in various IDN-related issues in order to capitalize on the technical expertise and varied skill sets of those on the Board. As a result, the BGC recommended that the working group be re-named the Board IDN Working Group, the scope of the working group be expanded to include other IDN issues, and the proposed Charter be accepted.

Adopting the BGC's recommendation has no direct financial impact on ICANN and is likely to positively impact the systemic security, stability and resiliency of the domain name system.

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

Submitted By: Amy A. Stathos, Deputy General Counsel
Dated Noted: 14 July 2015
Email: amy.stathos@icann.org

ICANN BOARD PAPER NO. 2015.07.28.1e

TITLE: **GNSO Policy & Implementation Recommendations - proposed changes to ICANN Bylaws**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

During its meeting on 24 June 2015, the GNSO Council unanimously adopted the recommendations of the GNSO Policy & Implementation Working Group (see http://gnso.icann.org/en/drafts/policy-implementation-recommendations-01jun15-en.pdf) which was tasked to address a number of questions as they relate to GNSO policy and implementation. Amongst others, these recommendations include three proposed new GNSO processes, two of which, the GNSO Guidance Process (GGP) and the GNSO Expedited Policy Development Process (EPDP), require changes to the ICANN Bylaws[1] (see Annex A to this Board Paper for proposed additions to the ICANN Bylaws). Prior to ICANN Board consideration of these proposed changes to the ICANN Bylaws, it is recommended that a public comment forum be opened to allow for further community input on these proposed changes.

STAFF RECOMMENDATION:

Even though the proposed changes to the ICANN Bylaws were part of the Initial Report of the Policy & Implementation Working Group that was posted for public comment, staff recommends that a public comment period that specifically calls out the proposed changes to the ICANN Bylaws is necessary to ensure full transparency and opportunity for the broader community to comment on these proposed changes prior to consideration by the ICANN Board.

PROPOSED RESOLUTION:

[1] These proposed changes to the Bylaws are accompanied by a GGP and EPDP Manual, which can be found in Annex D and F of the GNSO Policy & Implementation Final Report (see http://gnso.icann.org/en/drafts/policy-implementation-recommendations-01jun15-en.pdf) and which would be incorporated into the GNSO Operating Procedures following adoption of the proposed Bylaw changes by the ICANN Board.

Whereas, On 17 July 2013, the GNSO Council approved the charter for a GNSO non-PDP Policy and Implementation Working Group (http://gnso.icann.org/en/council/resolutions#201307) tasked to provide the GNSO Council with a set of recommendations on:

a. A set of principles that would underpin any GNSO policy and implementation related discussions, taking into account existing GNSO Operating Procedures.
b. A process for developing gTLD policy, perhaps in the form of "Policy Guidance", including criteria for when it would be appropriate to use such a process (for developing policy other than "Consensus Policy") instead of a GNSO Policy Development Process.
c. A framework for implementation related discussions associated with GNSO Policy Recommendations.
d. Criteria to be used to determine when an action should be addressed by a policy process and when it should be considered implementation.
e. Further guidance on how GNSO Implementation Review Teams, as defined in the PDP Manual, are expected to function and operate.

Whereas, the GNSO Policy and Implementation Working Group published its Initial Recommendations Report for public comment on 19 January 2015 (see https://www.icann.org/public-comments/policy-implementation-2015-01-19-en).

Whereas, the GNSO Policy and Implementation Working Group reviewed the input received (see public comment review tool) and updated the report accordingly.

Whereas, the Final Recommendations Report (see http://gnso.icann.org/en/drafts/policy-implementation-recommendations-01jun15-en.pdf), which contains a number of recommendations that will require changes to the ICANN Bylaws, has obtained the full consensus support of the GNSO Policy and Implementation Working. The Final Recommendations Report was submitted to the GNSO Council for its consideration on 2 June 2015.

Whereas, the GNSO Council unanimously adopted the recommendations during its meeting on 24 June 2015 (see http://gnso.icann.org/en/council/resolutions#20150624-2).
Whereas, any changes to the ICANN Bylaws may be adopted only upon action by a two-thirds (2/3) vote of all members of the Board.

Resolved (2015.07.28.xx), the President and CEO, or his designee(s), is directed to post for public comment for a period of at least 40 days revised Bylaws reflecting the addition of a GNSO Guidance Process and a GNSO Expedited Policy Development Process. After taking public comments into account, the Board will consider the proposed changes for adoption.

PROPOSED RATIONALE:

The action being approved today is to direct the ICANN President and CEO, or his designee, to initiate a public comment period on potential changes to the ICANN Bylaws to implement certain recommendations resulting from the GNSO's non-PDP Policy and Implementation Working Group. The Board's action is a first step to consider the unanimous approval by the GNSO Council of the recommendations of the Policy & Implementation Working Group.

There is no anticipated fiscal impact from this decision, which would initiate the opening of public comments, but the fiscal impacts of implementing the GNSO Council's recommendations from the non-PDP Policy and Implementation Working Group will be further analyzed if adopted. Approval of the resolution will not impact the security, stability and resiliency of the domain name. The posting of the proposed Bylaws for public comment is an Organizational Administrative Action not requiring public comment.

Signature Block:

Submitted by: Marika Konings

Position: Sr Policy Director and Team Leader for the GNSO

Date Noted: 14 July 2015

Email: marika konings@icann.org

ICANN BOARD PAPER NO. 2015.07.28.1f

TITLE: **Composition and Scope of the Board Working Group on Registration Data Directory Services (BWG-RDS)**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

On 26 April, 2015, the Board reaffirmed its 2012 request for a Board-initiated policy development process (PDP) to define the purpose of collecting, maintaining and providing access to gTLD registration data, and to consider safeguards for protecting data, using the recommendations in the EWG's Final Report as the foundation for a new gTLD policy. This resolution also called for the establishment of a Board group (BWG-RDS) to address specific issues related to registration data directory services, such as to liaise with the GNSO with respect to this PDP, and provide oversight on ICANN's implementation activities related to the first WHOIS Review Team's Final Report, as ICANN prepares for the second WHOIS Review Team to be convened in late 2015. The Board indicated that the membership of the Board Working Group would be addressed by the Board Governance Committee (BGC). In Buenos Aires, the BGC considered the membership of the BWG-RDS and proposed a recommended slate of members. The proposed resolution accepts the recommendation of the BGC concerning the composition of the BWG-RDS, and adopts the Charter clarifying the scope of the work to be undertaken by the BWG-RDS.

BGC Recommendation

The Board Governance Committee recommends that the Board adopt the proposed Charter for the Board Working Group on Registration Data Directory Services (BWG-RDS) and appoint the following members to serve on the BWG-RDS: Steve Crocker, Bruce Tonkin, Erika Mann, Rinalia Abdul Rahim, Markus Kummer, Cherine Chalaby, and Chris Disspain, and ICANN's CEO, serving in an ex-officio manner. Given that the current ICANN CEO has announced his resignation from ICANN, the BGC also recommends that the CEO role on the BWG-RDS not be filled until the next CEO takes office.

Process

The Board's resolution called for a two-pronged response to address the WHOIS Review Team's recommendations as described in its Final Report. One track focused on strengthening the enforcement of the current consensus policies and contract terms as applicable to WHOIS. This effort to improve WHOIS is currently in implementation, with several significant initiatives under development. More details on these implementation activities are described here.

However, recognizing the limitations of today's WHOIS, the Board simultaneously called for a second track, through the creation of the EWG, to redefine the purpose of collecting, maintaining and providing access to gTLD registration data, and consider safeguards for protecting data, as a foundation for new gTLD policy and contractual negotiations. The resolution further mandated a GNSO policy development process (PDP) to examine the policy implications of the EWG's recommendations. With the publication of the EWG Final Report, the GNSO is set to resume the PDP following the framework developed in cooperation with the GNSO Council that was adopted by the Board on April 26 2015. At that time, the Board also approved the formation of a group of Board members to (i) liaise with the GNSO on the policy development process to examine the EWG's recommended model and propose policies to support the creation of the next generation registration directory services, and (ii) oversee the implementation of the remaining projects arising from the Action Plan adopted by the Board in response to the first WHOIS Review Team's recommendations.

On 20 June 2015, the BGC considered and recommended that the proposed Charter for the Board Working Group on Registration Data Directory Services (BWG-RDS) be forwarded to the Board for action, along with a proposed slate of members.

PROPOSED RESOLUTION

Whereas, under the Affirmation of Commitments (AoC), ICANN is committed to conducting periodic reviews of the effectiveness of the WHOIS policy and its implementation.

Whereas, in 2012, the Board adopted a two-pronged approach to address the recommendations of the first WHOIS Review Team, calling for ICANN to (i) continue

to fully enforce existing consensus policy and contractual conditions relating to WHOIS, and (ii) create an expert working group to determine the fundamental purpose and objectives of collecting, maintaining and providing access to gTLD registration data, to serve as a foundation for a Board-initiated GNSO policy development process (PDP).

Whereas, upon publication of the EWG's Final Report in June, 2014, an informal group of Generic Names Supporting Organization (GNSO) Councilors and ICANN Board members collaborated to propose a Process Framework for structuring a GNSO Policy Development Process (PDP) to successfully address this challenging issue.

On 26 April 2015, the Board adopted that Process Framework and reaffirmed its 2012 request for a Board-initiated PDP to define the purpose of collecting, maintaining and providing access to gTLD registration data, and to consider safeguards for protecting data, using the recommendations in the EWG's Final Report as an input to, and, if appropriate as, the foundation for a new gTLD policy.

Whereas, the Board also approved the formation of a group of Board members that will (i) liaise with the GNSO on the policy development process to examine the EWG's recommended model and propose policies to support the creation of the next generation registration directory services, and (ii) oversee the implementation of the remaining projects arising from the Action Plan adopted by the Board in response to the first WHOIS Review Team's recommendations.

Whereas, the Board Governance Committee proposed a Charter for the Board Working Group on Registration Data Directory Services and identified a recommended slate of Board members to do this work.

Whereas, the BGC has recommended that the following Board members be appointed as members of the BWG-RDS: Steve Crocker, Bruce Tonkin, Erika Mann, Rinalia Abdul Rahim, Markus Kummer, Cherine Chalaby, and Chris Disspain, and the ICANN CEO as an ex-officio member. Given that the current ICANN CEO has announced his resignation from ICANN, the BGC also recommended that the CEO role on the BWG-RDS not be filled until the next CEO takes office.

Resolved, the Board hereby adopts the Charter of the Board Working Group on Registration Data Directory Services.

Resolved, the Board hereby names the following Board members to serve on the BWG-RDS: Steve Crocker, Bruce Tonkin, Erika Mann, Rinalia Abdul Rahim, Markus Kummer, Cherine Chalaby, and Chris Disspain. The Board also names an ex-officio role on the BWG-RDS for ICANN's CEO, however that role will not become operative until the next ICANN CEO takes office.

PROPOSED RATIONALE

Why is the Board addressing the issue?

This resolution continues the Board's attention to the implementation of the Action Plan [PDF, 119 KB] adopted by the Board in response to the WHOIS Review Team's recommendations [PDF, 5.12 MB]. It also is a continuation of the Board's 26 April 2015 resolution establishing a Board group to address specific issues related to registration data directory services (BWG-RDS). That resolution indicated that the membership of the Board Working Group would be addressed by the Board Governance Committee (BGC). As contemplated by the Board's 26 April 2015 resolution, the BGC considered the membership of the BWG-RDS and made a recommendation to the Board. The Board's action today adopts the recommendation of the BGC concerning the composition of the BWG-RDS. In addition, the Board is adopting the Charter recommended by the BGC to clarify the scope of the work to be undertaken by the BWG-RDS.

What is the proposal being considered?

Under the Affirmation of Commitments (AoC), ICANN is committed to enforcing its existing policy relating to WHOIS (subject to applicable laws), which "requires that ICANN implement measures to maintain timely, unrestricted and public access to accurate and complete WHOIS information…." The AoC obligates ICANN to organize no less frequently than every three years a community review of WHOIS policy and its implementation to assess the extent to which WHOIS policy is effective and its implementation meets the legitimate needs of law enforcement and promotes consumer trust. Under this timeline, the second WHOIS Review Team is to be convened in late 2015.

In 2012, the first WHOIS Review Team recommended in its Final Report that the Board create a committee to support WHOIS as a strategic priority and ensure the

implementation of its recommendations to improve the effectiveness of the WHOIS policy. In response, the Board adopted a two-prong approach that simultaneously directed ICANN to (1) implement improvements to the current WHOIS system based on the Action Plan [PDF, 119 KB] that was based on the recommendations of the WHOIS Review Team, and (2) launch a new effort, achieved through the creation of the Expert Working Group, to focus on the purpose and provision of gTLD directory services, to serve as the foundation of a Board-initiated GNSO policy development process (PDP).

The effect of the Board's action today, establishing the composition of the BWG-RDS and adopting its Charter, will allow the BWG-RDS to commence: (1) liaising with the GNSO as it conducts the Board-directed GNSO policy development process to examine the EWG's recommended model for the next generation registration directory services, and (2) oversee the implementation of the remaining projects arising from the AoC WHOIS Review Team recommendations Action Plan, and provide oversight and guidance related to the activities of the second WHOIS Review Team when convened.

What factors did the Board find to be significant?

The Board believes that the importance of the WHOIS issue, along with the breadth and scope of the many WHOIS activities currently under way, support the need for a designated group of Board members dedicated to overseeing the entire WHOIS Program, including working with the community on the GNSO PDP, and any future transition to a next generation registration directory services that may emerge following the GNSO PDP. Community members participating in the informal Board-GNSO Council effort to develop the Board-approved framework for the PDP also requested the Board's continued involvement in this effort.

What significant materials did the Board review?

The Board reviewed the Charter proposed by the BGC, and the Briefing Papers submitted by Staff.

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

The creation of the BWC-RDS and conduct of its activities is not expected to require additional resources beyond those included in the Board-approved FY16 Operating Plan and Budget.

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

This action is not expected to have an immediate impact on the security, stability or resiliency of the DNS, though the outcomes of this work may result in positive impacts.

Is public comment required prior to Board action?

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

Signature Block:

Submitted by: Margie Milam

Position: Senior Director, Strategic Initiatives

Date Noted: 14 July, 2015

Email: margie.milam@icann.org

ICANN BOARD PAPER NO. 2015.07.28.1g

TITLE: **Update to Contracting and Disbursement Policy**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

The Contracting and Disbursement policy outlines the contracting and disbursement authority granted to ICANN officers. Operationally, financial institutions require board-approved transaction signature authority that was not specified in the current Contracting and Disbursement policy. The updated version submitted for approval as per this decision adds a section setting signature authority, for transaction purposes. See highlighted portions of Reference Materials for additions to the current policy.

BOARD FINANCE COMMITTEE RECOMMENDATION:

The Board Finance Committee has reviewed the suggested changes to the Contracting and Disbursement Policy and has recommended approval by the Board.

PROPOSED RESOLUTION:

Whereas, the Board Finance Committee has reviewed the current Contracting and Disbursement Policy and recommended that it be revised to define the signature authority for bank transaction purposes, in addition to the approval authority already defined in the current document.

Whereas, the Board agrees with Board Finance Committee.

Resolved (2015.07.28.xx), the Board adopts the ICANN Contracting and Disbursement Policy as reflected at <http://www.icann.org/en/about/financials/signing-authority>, which replaces the ICANN Contracting and Disbursement Policy last revised on 16 March 2012.

PROPOSED RATIONALE:

The Contracting and Disbursement policy defines the approval authority granted to the officers of the company. The previous version of the policy did not specify, in addition to the approval authority, the signature authority for bank transactions. In an effort to

ensure adequate documentation for operational purposes, defining the signature authority facilitates the processing of the transactions by financial institutions. The suggested language additions include an added level of control by requiring that bank transactions in excess of $1 million be authorized by two officers, in addition to the approval authority requirements already in place of approval by two or three officers, or by the Board for transactions in excess of $50,000, $100,000 or $500,000 respectively.

This decision that does not have any impact on the Strategic and Operating plans, or on the budget of ICANN, other than increasing the control over signature authority. This decision will have no impact on the security, stability and resiliency of the domain name system.

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

Signature Block:

Submitted by:	Xavier Calvez
Position:	Chief Financial Officer
Date Noted:	20 July 2015
Email:	Xavier.calvez@icann.org

ICANN BOARD PAPER NO. 2015.07.28.2a

TITLE: **Proposed Schedule and Process/Operational Improvements for AoC and Organizational Reviews**

PROPOSED ACTION: **For Board Approval**

EXECUTIVE SUMMARY:

Based on the Affirmation of Commitments' (AoC's) requirement for conducting four different reviews every three years, and the ICANN Bylaws' requirement for conducting eight different reviews every five years, seven reviews are scheduled to take place in the current fiscal year (FY2016), in addition to the finalization of the GNSO Review. These seven reviews are: **AoC Reviews—**Security, Stability and Resiliency Review (SSR2), WHOIS Policy Review (WHOIS2), Competition, Consumer Choice & Consumer Trust (CCT); and **Organizational Reviews—**At Large2, NomCom2, SSAC2, RSSAC2. ICANN is committed to fulfilling its obligations under the AoC and Bylaws, and stands ready to implement this review schedule, if directed. The large number of simultaneous reviews, however, will have significant impact on ICANN stakeholders' capacity and ICANN resources, and we have received widespread community requests for relief. Staff recommends that the Board fulfil ICANN's accountability obligations while accommodating community requests for relief under a more feasible Reviews schedule. Specifically, Staff recommends that the Board adopt proposed improvements to increase the efficiency and effectiveness of Reviews and delay the start of some AoC Reviews and Organizational Reviews so that in this fiscal year: (i) the CCT Review will occur as scheduled; (ii) the SSR2 and WHOIS2 Reviews will be delayed nine months and twelve months, respectively; (iii) initial work on the At-Large2 Review will be extended through this fiscal year; and (iv) the NomCom2, SSAC2, and RSSAC2 Reviews will be deferred to the next fiscal year (FY2017).

At the Board's direction, Staff posted a "Proposed Schedule and Process/Operational Improvements for AoC and Organizational Reviews" for public comment on 15 May

and held a public session to discuss this at ICANN53. The proposal suggested that three AoC Reviews and initial work on the At-Large Review take place in FY2016, and three Organizational Reviews be deferred until FY2017. Additionally, several improvements were proposed to increase the efficiency and effectiveness of Reviews, per community suggestions. While there was general agreement and concern about volunteer burnout and the community's and ICANN's ability to conduct the unusually large number of Reviews, and there was not a consensus on exactly how to resolve this situation, Staff's proposed schedule is in-line with the community's expressed concerns and suggested schedule changes (see Report of Public Comments). In addition, the CCWG on Enhancing ICANN Accountability is discussing proposals that have an interdependency with AoC Reviews in particular, including the incorporation of the AoC Reviews into the ICANN Bylaws and the possible increase in time from three to five years between AoC Reviews. While this should not change ICANN's accountability responsibilities in its review obligations, the Board should be aware of those relevant discussions with regards to possible timing changes.

STAFF RECOMMENDATION:

Staff has provided a proposed Board resolution to addresses the following activities.

i. **Endorse the proposed schedule for AoC and Organizational Reviews and the proposed Review improvements; acknowledge potential impact of CCWG on Enhancing ICANN Accountability's Framework recommendations.** Following-up on the community's suggestions regarding deferring and staggering Reviews, the following review schedule is endorsed by the Board:

   a. **AoC Reviews -** CCT Review to continue as scheduled, with a call for volunteers targeted for October 2015; SSR2 to be deferred by 9 months (with the call for volunteers targeted for June 2016); WHOIS2 to be deferred by one year (with the call for volunteers targeted for October 2016); ATRT3 targeted to begin in July 2017, based on the trigger of

three years from the time that the Board took action on the recommendations of the prior Review Team;

b. **Organizational Reviews -** prepare for and begin the At-Large2 Review under a slower schedule, targeting an independent examiner to be engaged in March 2016 and conduct the Review between April and December 2016; and planning for NomCom2, SSAC2 and RSSAC2 will occur late in FY2016 and the Reviews will be conducted in FY2017.

c. The Board also endorses the proposed process and operational improvements that were posted for public comment and are designed to simplify review processes and increase their effectiveness. The Board acknowledges that the work of the CCWG on Enhancing ICANN Accountability may impact ICANN Reviews, and that adopted Accountability Framework recommendations will be factored into the Reviews timeline. (See Reference Materials: Exhibit A for Proposed AoC Review Schedule.)

ii. **Request that the CEO/Staff engage with NTIA regarding the proposed AoC Review schedule change.** Staff is authorized to engage with the NTIA—a signatory to the AoC—on the AoC Review schedule changes endorsed by the Board, and related CCWG-Accountability work.

iii. **Request that the Board Governance Committee determine which Board group should provide broad oversight of AoC Reviews.** The Board Governance Committee is tasked with determining which Board committee or subgroup should have the responsibility for oversight of AoC Reviews, in parallel to the SIC's responsibility for overseeing Organizational Reviews.

iv. **Acknowledge that the Structural Improvements Committee (SIC) is finalizing "Organizational Reviews Policies, Procedures and Guidelines" consistent with the improvements posted for public comment.** In connection with process and operational improvements, the Board acknowledges that the SIC is finalizing "Organizational Reviews Policies, Procedures and Guidelines,"

following appropriate public consultation.

PROPOSED RESOLUTION:

Whereas, under the Affirmation of Commitments (AoC) and ICANN Bylaws, seven reviews are scheduled to take place in FY2016, in addition to the finalization of the GNSO Review.

Whereas, the ICANN community expressed concern regarding volunteer workload, its ability to effectively participate in these important accountability mechanisms, and the need to change the Review schedule, and the Accountability & Transparency Review Team (ATRT2) recommendations adopted by the Board called for improvements to the Review process.

Whereas, the Board desires to meet ICANN's accountability commitments and provide the community relief from the proposed schedule by delaying several of the Organizational Reviews mandated by the Bylaws, delaying and staggering some of the Reviews required under the AoC, and by adopting process and operational improvements to Reviews.

Whereas, based on public feedback, a proposed revised Reviews schedule and process and operational improvements were posted for public comment and discussed at ICANN53.

Whereas, in the CCWG on Enhancing ICANN Accountability process, some recommendations are under discussion that are interdependent with the AoC Reviews.

Resolved (2015.07.28.xx), the Board endorses the following schedule for the conduct of upcoming AoC Reviews on or about the following dates: CCT Review to continue as scheduled, with a call for volunteers—October 2015; the second Security, Stability and Resiliency Review—June 2016; the second WHOIS Review—October 2016; and the third Accountability and Transparency Review—July 2017.

Resolved (2015.07.28.xx), the CEO is directed to engage in a dialogue with the NTIA, a signatory to the AoC, regarding the changes to the AoC Review schedule endorsed by the Board.

Resolved (2015.07.28.xx), the Board adopts the following schedule for the conduct of upcoming Bylaws mandated Organizational Reviews on or about the following dates: the second At-Large Review—April 2016; the second review of the Nominating Committee—February 2017; the second review of the Root Server System Advisory Committee--April 2017; and the second review of Security & Stability Advisory Committee—June 2017.

Resolved (2015.07.28.xx), the Board acknowledges that the work of the CCWG on Enhancing Accountability may impact ICANN Reviews, and that adopted Accountability Framework recommendations will be factored into the Reviews timeline and processes.

Resolved (2015.07.28.xx), the Board Governance Committee is requested to determine which committee or subgroup of the Board should be responsible for oversight of AoC Reviews, in parallel to Structural Improvements Committee's responsibility for overseeing Organizational Reviews.

Resolved (2015.07.28.xx), the Board endorses the proposed process and operational improvements that were posted for public comment and are designed to simplify and increase the effectiveness of Reviews, and the Board acknowledges that the Structural Improvements Committee is finalizing "Organizational Reviews Policies, Procedures and Guidelines," following appropriate public consultation.

PROPOSED RATIONALE:

Why is the Board addressing this issue?

The Board is addressing this issue because of the significant impact seven reviews in FY2016 would have on ICANN stakeholders' capacity and ICANN resources. In response to public requests to delay some or all Reviews, a proposal was posted for public comment that called for four Reviews to take place in FY2016 and introduced several improvements to increase the efficiency and effectiveness of Reviews.

Widespread concerns were received regarding the community's and ICANN's ability to conduct this large number of simultaneous Reviews, in addition to the already heavy workload, such as the IANA stewardship transition and the many policy initiatives underway and anticipated to start in FY2016. As a result, today's action provides relief to the community by proposing an updated schedule of reviews, and operational and process improvements to enable the community to more effectively participate in these key accountability mechanisms.

What is the proposal being considered?

The resolution endorses a proposed schedule for AoC and Organizational Reviews:

- **AoC Reviews -** CCT Review to continue as scheduled, with a call for volunteers targeted for October 2015; SSR2 to be deferred by nine months (with the call for volunteers targeted for June 2016); WHOIS2 to be deferred by one year (with the call for volunteers targeted for October 2016); ATRT3 targeted for July 2017, based on the trigger of three years from the time that the Board took action on the recommendations of the prior Review Team;

- **Organizational Reviews -** prepare for and begin the At-Large2 Review under a slower schedule, targeting an independent examiner to be engaged in March 2016 and conduct the Review between April and December 2016; and planning for NomCom2, SSAC2 and RSSAC2 will occur late in FY2016 and the Reviews will be conducted in FY2017.

The resolution also endorses the proposed process and operational improvements that were posted for public comment and are designed to simplify review processes and increase their effectiveness.

The resolution acknowledges that the work of the CCWG on Enhancing ICANN Accountability may impact ICANN Reviews, and that adopted Accountability Framework recommendations will be factored into the Reviews timeline.

Noting that the U.S. Department of Commerce's NTIA is a signatory to the Affirmation of Commitments that details ICANN's AoC Review obligations, the resolution also

instructs ICANN's CEO to engage with NTIA on the AoC Review schedule change endorsed by the Board.

Related to process and operational improvements, the resolution tasks the Board Governance Committee with determining which Board committee or group should have the responsibility for oversight of AoC Reviews, in parallel to the SIC's responsibility for overseeing Organizational Reviews. The resolution also acknowledges that the Structural Improvements Committee (SIC) will be finalizing "Organizational Reviews Policies, Procedures and Guidelines," following appropriate public consultation.

This supports the development of a comprehensive Review Framework. The improved documentation will facilitate clarity and shared understanding by all parties and will help streamline the operation of reviews.

Which stakeholders or others were consulted?

Written comments were submitted by seven organizations/groups and six individuals, in addition to discussions with community leaders and a public session held at ICANN53. Forum commenters represented one GNSO constituency and stakeholder group, and the At-Large Community, as well as a global not-for-profit association and several consultancy firms.

What significant materials did the Board review?

The Board reviewed public comments, participated in the public session on Reviews held at ICANN53, and considered Community views and comments discussed during ICANN53.

In addition to considering volunteer resources, the Board considered the financial and human resources necessary to support the operations of Reviews during the review and approval of ICANN's FY2016 Operating Plan and Budget. Reflecting on the community's views on prioritization of Reviews and Review recommendations, the Board believes that the implementation of "Organizational Reviews Policies, Procedures and Guidelines" will facilitate a clear and focused Review scope, consistent budgeting and cost tracking, and a streamlined Review process and duration.

Furthermore, the Board has periodically reviewed ICANN's plans and progress toward implementing the ATRT2 recommendations aimed at improving the effectiveness of Reviews.

What factors did the Board find to be significant?

As noted, the Board is sympathetic to the community's concerns about volunteer burnout and the community's and ICANN's ability to conduct the unusually large number of Reviews in one year. Community feedback also indicates a growing concern about the pace and effectiveness of implementation of prior Review recommendations and the need to improve clarity and consistency of reporting on the progress of implementation work. The Board considered this factor to be significant and in alignment with previous discussions held by the Board. To that end, the Board has assigned to the Board Governance Committee the task of determining which committee should bear the responsibility for oversight of AoC Reviews, in parallel to the Structural Improvements Committee's responsibility for oversight of Organizational Reviews.

Are there positive or negative Community impacts?

Based on Community feedback, the Board determined that maintaining the originally proposed schedule of four Reviews in FY2016 would have significant negative impact on the volunteers, Staff and ICANN's ability to accomplish the critical work laid out in the Strategic Plan and Operating Plan for FY2016.

At the same time, the Board is keenly aware of the importance of conducting independent and effective Reviews and thanks the community for offering valuable feedback and suggestions for an improved Review process and result. This effort is expected to have a significant and lasting positive impact on the community and the ongoing effectiveness of AoC and Organizational Reviews.

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

While there are not expected to be any security, stability or resiliency issues relating to the DNS as the result of actions being considered, there may be a perception that the deferral in the conduct of the next SSR Review could have a negative impact on the

DNS. However, the Board notes that implementation of, and periodic reporting on, the last SSR Review continues, along with the range of ICANN SSR-related activities. In addition, the upcoming review of the New gTLD Program's effect on competition, consumer choice and trust (which is not deferred under today's resolution) is expected to include an assessment of safeguards put in place to mitigate issues involved in gTLD introduction or expansion.

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

Submitted by: Denise Michel and Larisa Gurnick

Position: VP, Strategic Initiatives and Director, Strategic Initiatives

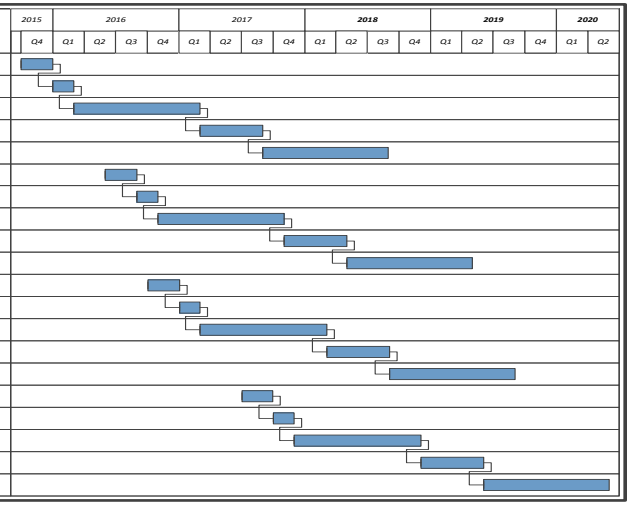
Date Noted: 21 July 2015

Email: denise.michel@icann.org; larisa.gurnick@icann.org

Exhibit A: Proposed AoC and Organizational Reviews Schedules

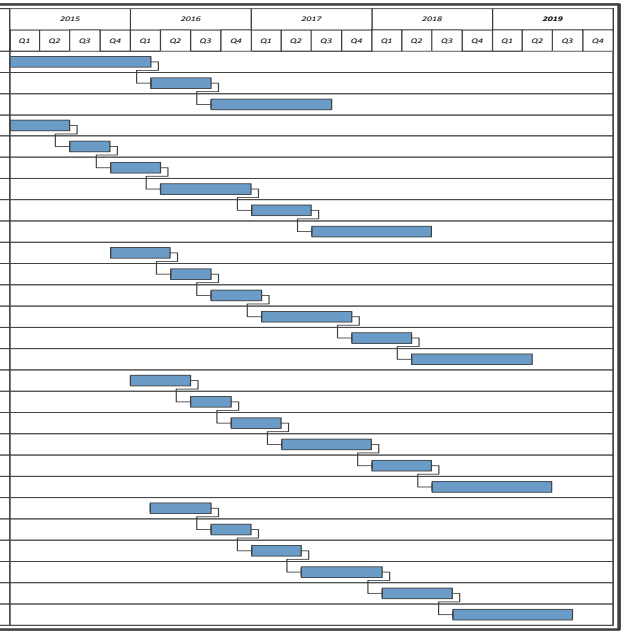
AoC Reviews

ID	Review	Task Name	Start	Finish
1	**CCT**	Call for RT Volunteers	10/1/2015	12/31/2015
2	CCT	Plan Review	1/1/2016	3/1/2016
3	CCT	Conduct Review	3/2/2016	3/2/2017
4	CCT	Prepare for Board Action	3/3/2017	8/31/2017
5	CCT	Implementation	9/1/2017	8/30/2018
6	**SSR2**	Call for RT Volunteers	6/1/2016	8/31/2016
7	SSR2	Plan Review	9/1/2016	10/31/2016
8	SSR2	Conduct Review	11/1/2016	11/1/2017
9	SSR2	Prepare for Board Action	11/2/2017	5/2/2018
10	SSR2	Implementation	5/3/2018	5/1/2019
11	**WHOIS2**	Call for RT Volunteers	10/3/2016	1/2/2017
12	WHOIS2	Plan Review	1/3/2017	3/2/2017
13	WHOIS2	Conduct Review	3/3/2017	3/5/2018
14	WHOIS2	Prepare for Board Action	3/6/2018	9/3/2018
15	WHOIS2	Implementation	9/4/2018	9/2/2019
16	**ATRT3**	Call for RT Volunteers	7/3/2017	9/29/2017
17	ATRT3	Plan Review	10/2/2017	11/30/2017
18	ATRT3	Conduct Review	12/1/2017	12/3/2018
19	ATRT3	Prepare for Board Action	12/4/2018	6/3/2019
20	ATRT3	Implementation	6/4/2019	6/1/2020



Organizational Reviews

ID	Review	Task Name	Start	Finish
1	**GNSO2**	Conduct Review	1/1/2015	3/2/2016
2	GNSO2	Plan Implementation	3/3/2016	8/31/2016
3	GNSO2	Implement Improvements	9/1/2016	8/31/2017
4	**At-Large2**	Plan Review	1/1/2015	6/30/2015
5	At-Large2	Conduct Self-Assessment	7/1/2015	10/30/2015
6	At-Large2	Conduct Competitive Bidding	11/2/2015	3/31/2016
7	At-Large2	Conduct Review	4/1/2016	12/30/2016
8	At-Large2	Plan Implementation	1/2/2017	6/30/2017
9	At-Large2	Implement Improvements	7/3/2017	6/29/2018
10	**NomCom2**	Plan Review	11/2/2015	4/29/2016
11	NomCom2	Conduct Self-Assessment	5/2/2016	8/31/2016
12	NomCom2	Conduct Competitive Bidding	9/1/2016	1/31/2017
13	NomCom2	Conduct Review	2/1/2017	10/31/2017
14	NomCom2	Plan Implementation	11/1/2017	4/30/2018
15	NomCom2	Implement Improvements	5/1/2018	4/30/2019
16	**RSSAC2**	Plan Review	1/1/2016	6/30/2016
17	RSSAC2	Conduct Self-Assessment	7/1/2016	10/31/2016
18	RSSAC2	Conduct Competitive Bidding	11/1/2016	3/31/2017
19	RSSAC2	Conduct Review	4/3/2017	12/29/2017
20	RSSAC2	Plan Implementation	1/1/2018	6/29/2018
21	RSSAC2	Implement Improvements	7/2/2018	6/28/2019
22	**SSAC2**	Plan Review	3/1/2016	8/31/2016
23	SSAC2	Conduct Self-Assessment	9/1/2016	12/30/2016
24	SSAC2	Conduct Competitive Bidding	1/2/2017	5/31/2017
25	SSAC2	Conduct Review	6/1/2017	1/31/2018
26	SSAC2	Plan Implementation	2/1/2018	8/31/2018
27	SSAC2	Implement Improvements	9/3/2018	8/30/2019



Pages 44 - 56 Removed - Items Removed from Agenda

Pages 57-87 Removed - Superseded by Resolution Text at https://www.icann.org/resources/board-material/resolutions-2015-07-28-en#1.e

Directors and Liaisons,

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

28 July 2015 – Special Meeting of the ICANN Board of Directors - at 22:00 UTC – This Board meeting is estimated to last 90 minutes.

http://www.timeanddate.com/worldclock/fixedtime.html?msg=Special+Meeting+of+the+ICANN+Board&iso=20150728T22

Some other time zones:
28 July 2015 – 3:00pm PDT Los Angeles
28 July 2015 – 6:00pm EDT Washington, D.C.
29 July 2015 – 12:00am CEST Brussels
29 July 2015 – 6:00am CST Taipei
29 July 2015 – 8:00am AEST Sydney

Consent Agenda

- **Approval of Minutes**
- **Reconsideration Request 15-7, Booking.com B.V. and Travel Reservations SRL**
- **Structural Improvements Committee Charter Revisions**
- **Board IDN Working Group**
- **GNSO Policy & Implementation Recommendations – proposed changes to ICANN Bylaws**
- **Composition and Scope of the Board Working Group on Registration Data Directory Services (BWG-RDS)**
- **Update to Contracting and Disbursement Policy**

Main Agenda

- **Proposed Schedule and Process / Operational Improvements for AoC and Organizational Reviews**
- **Process for Requesting GAC Advice - For Discussion Only (formal resolution to be taken in September)**
- **AOB**

Confidential Session

Main Agenda

- **President and CEO FY15 SR2 At-Risk Compensation**
- **Ombudsman FY15 At-Risk Compensation**
- **Officer Compensation**
- **AOB**

Contact Information Redacted

MATERIALS --

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

If call information is required, it will be distributed separately

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

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