ICANN BOARD INFO PAPER NO. 2024.03.07.1a

> **TITLE:** **Review of Root Zone Evolution Review Committee (RZERC) Charter**
>
> **PROPOSED ACTION:** For Consent Agenda
>
> **EXECUTIVE SUMMARY:**

The Board is being asked to approve the proposed amendments to the charter for the Root Zone Evolution Review (RZERC) Committee.

The RZERC formed as a result of the Cross Community Working Group to Develop an IANA Stewardship Transition Proposal on Naming Related Functions (CWG-Stewardship) to review significant architectural and operational changes to the DNS root zone. On 9 August 2016, the Board approved the original RZERC Charter. The RZERC Charter requires that "the Charter of the Committee shall be reviewed at least every 5 years, and a review may be initiated more frequently if determined necessary. All reviews of the Charter shall be subject to ICANN public comment processes."

The RZERC commenced its first charter review in 2022 and concluded the review process in October 2023. Overall, the Committee believes its charter enables the Committee to fulfill its responsibilities as envisioned and still fills a critical role in advising the ICANN Board, but contains minor inconsistencies and omissions that they propose amending. The Committee also does not believe that the Charter was triggering excess work outside its scope of responsibilities that would require a revision to remediate.

Appendix A is the Final Report of the RZERC Charter Review, which includes the amended charter.

> **BOARD TECHNICAL COMMITTEE**
> **RECOMMENDATION:**

The Board Technical Committee (BTC) recommends that the Board approve the proposed amendments to the Root Zone Evolution Review Committee charter.

PROPOSED RESOLUTION:

Whereas, the ICANN Board approved the Root Zone Evolution Review Committee (RZERC) Charter on 9 August 2016, following the recommendations of the IANA Stewardship Transition Coordination Group (ICG) proposal that the Board approved and transmitted to the National Telecommunications and Information Administration (NTIA) on 10 March 2016.

Whereas, the RZERC Charter mandates that the Charter shall be reviewed at least every five years, with the first review initiated in April 2022 to assess the adequacy of the Charter in enabling the RZERC to fulfill its responsibilities as envisioned by the ICG proposal.

Whereas, the RZERC shared its initial findings and proposed amendments with its appointing organizations for feedback, and after considering the feedback received, prepared an Initial Report.

Whereas, ICANN commenced a public comment period on 27 March 2023 on the proposed amendments to the charter.

Whereas, the public comment forum on the proposed amendments to the charter closed on 8 May 2023, with ICANN receiving three comment submissions by both individuals and organizations/groups. Upon review of these comments, the RZERC made additional amendments for clarity and justification without withdrawing any of its original proposed changes.

Whereas, the Board Technical Committee (BTC) has considered the Final Report of the RZERC Charter Review and recommends the Board approve the proposed amendments to the charter.

Resolved (2024.03.07.xx), the Board approves the amendments to the RZERC charter as revised in response to public comment.

PROPOSED RATIONALE

Why is the Board addressing the issue?

The Board is addressing the issue to ensure that the RZERC operates with a clear, effective charter that enables it to fulfill its responsibilities in reviewing significant architectural and operational changes to the Root Zone environment.

What is the proposal being considered?

RZERC proposes amending its charter to enhance the clarity, effectiveness, and operational efficiency of the RZERC Charter while ensuring its alignment with the committee's foundational goals and responsibilities. Specific amendments include:

- The suggestion to eliminate the Background section from the Charter, as it's deemed unnecessary for an established committee.
- A requirement for all future charter reviews to assess previous charters and the historical context of RZERC's inception, aiming to prevent mission creep and maintain purpose clarity.
- The term "proposed architectural changes" in the purpose section is proposed to be updated to "proposed significant architectural or operational changes" to align with the Charter's Scope of Responsibilities section and the original CWG-Stewardship recommendation.
- The introduction of language to navigate the challenge of defining what changes are considered "significant" and warrant RZERC review, acknowledging the difficulty in formally defining the term but emphasizing prudence in raising issues.
- A recommendation to enhance readability and clarity in the Purpose section by using numerals to delineate focus areas.
- An addition to the Charter specifying that meetings require a quorum, to be defined in the RZERC operational procedures, to set expectations for member attendance and establish quorum rules.
- A suggestion to clarify the decision-making process through an online comprehensive poll of members, allowing for a noticed meeting for discussion before the poll, with provisions for urgency.
- An explanation that charter reviews can be initiated by either the RZERC or the ICANN Board, providing clear guidance on the process.

- An adjustment to the language to clearly align charter reviews with ICANN's public comment processes.

Which stakeholders or others were consulted?

The proposed amendments were drafted by the RZERC, which has representatives from many of the stakeholders in the root server system. In February 2023, the RZERC shared a draft of the Initial Report with its appointing community-based organizations and invited the organizations to schedule a feedback session with the RZERC to provide feedback on the draft Initial Report of the RZERC Charter Review. Feedback sessions were optional and appointing organizations could always submit feedback through their appointed representative to the RZERC. The RZERC also presented the findings of its initial report during an informational session during ICANN76.

What concerns or issues were raised by the community?

The main issues raised were about the potential for ambiguity in the Charter's language, potential for scope overlaps with existing advisory committees, and the importance of maintaining historical context. The RZERC addressed these concerns by clarifying the definition of "significant" changes and including a provision for the review of historical context in future Charter reviews. The full contents of the public comments received and the RZERC's responses to these comments are available in Annex C of the RZERC Charter Review Final Report.

What significant materials did the Board review?

- [Final Report of the RZERC Charter Review](#)
- [Public Comments](#)
- Summary and analysis of public comments, included in Annex C of the Final Report
- https://www.ianacg.org/icg-files/documents/IANA-transition-proposal-final.pdf
- The RZERC charter as modified in response to public comment

What factors did the Board find to be significant?

Significant factors included the need for consistency with the ICG Proposal and maintaining the RZERC's effectiveness without expanding its scope unnecessarily.

Are there positive or negative community impacts?

The amendments are expected to have a positive impact on the community by fostering an effective RZERC.

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

The action is not expected to have a fiscal impact on ICANN org.

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

Security, stability, or resiliency issues relating to the DNS have been carefully considered, ensuring that the RZERC remains a prudent advisory body. The RZERC's scope of responsibility will be to provide the ICANN Board with recommendations regarding proposed significant architectural or operational changes to the content of the DNS root zone, the systems including both hardware and software components used in executing changes to the DNS root zone, and the mechanisms used for distribution of the DNS root zone.

Is this decision in the public interest and within ICANN's mission?

Implementation is in alignment with ICANN's strategic goals and mission to ensure the stable and secure operation of the Internet's unique identifier systems.

Is this either a defined policy process within ICANN's Supporting Organizations or ICANN's Organizational Administrative Function decision requiring public comment or not requiring public comment?

This action requires Public Comment. A Public Comment proceeding was held from 27 March - 08 May 2023, receiving three comment submissions by both individuals and organizations/groups. Upon review of these comments, the RZERC made additional amendments for clarity and justification without withdrawing any of its original proposed changes.

Signature Block:

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Position: Policy and Technology Development Support Manager

Date Noted:

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Final Report

Root Zone Evolution Review Committee Charter Review

A Report from the ICANN Root Zone Evolution Review Committee (RZERC)
26 October 2023

Table of Contents

1   Background

The Root Zone Evolution Review Committee (RZERC) formed as a result of the Cross Community Working Group to Develop an IANA Stewardship Transition Proposal on Naming Related Functions (CWG-Stewardship). Per the NTIA IANA Functions Contract that existed prior to the IANA stewardship transition, NTIA approval was required for the implementation of all changes to the DNS root zone environment such as the DNSSEC-signing of the root zone, many classes of changes to IANA processes, as well as edits that would be applied by the Root Zone Maintainer to the DNS root zone. Post transition, the CWG-Stewardship recommended that approval of routine content changes to the DNS root zone would no longer be required, however due to the critical nature of the root of the DNS, major architectural changes would require formal approvals. The CWG-Stewardship recommended that the ICANN Board seek recommendations from a standing committee, now known as RZERC, regarding the advisability of moving forward with such architectural changes.[1]

On 9 August 2016, the Board approved the RZERC Charter and authorized the ICANN President and CEO to take such actions as appropriate to form the RZERC.[2] The RZERC Charter requires

> *The Charter of the Committee shall be reviewed at least every 5 years, and a review may be initiated more frequently if determined necessary. All reviews of the Charter shall be subject to ICANN public comment processes.*

Starting March 2022, the RZERC met to approve a proposed process document for the Charter Review. The process was adopted by the RZERC in March 2022 and is available in Annex B of this report. A wikispace was created for the RZERC Charter Review: https://community.icann.org/display/RZERCCR/RZERC+Charter+Review+Home

2   Purpose and Scope of the review

The complete process for the RZERC Charter Review is in Annex B.

The first review of the RZERC Charter is intended to consider whether the Charter is adequate and provides a sound basis for the RZERC to perform their responsibilities as envisioned in the development of the CWG-Stewardship Proposal.

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[1] See "Proposal to Transition the Stewardship of the Internet Assigned Numbers Authority (IANA) Functions from the U.S. Commerce Department's National Telecommunications and Information Administration (NTIA) to the Global Multistakeholder Community," 60-61. IANA Stewardship Transition Coordination Group, 10 March 2016. https://www.icann.org/en/system/files/files/iana-stewardship-transition-proposal-10mar16-en.pdf

[2] See "Approved Board Resolutions | Special Meeting of the ICANN Board, 09 Aug 2016, Root Zone Evolution Review Committee (RZERC) Charter," https://www.icann.org/resources/board-material/resolutions-2016-08-09-en#2.a

The Charter will be reviewed to determine whether:
- the Charter enables the RZERC to fulfill its role and responsibilities as envisioned
- there are any aspects of the Charter that are ambiguous that require amendment
- there are any typographical errors in the Charter that require amendment
- there are any elements of the work of the RZERC that should be captured in the Charter that were not captured at the time the Charter was originally drafted

3   Process and Timetable

The process, method and timelines are described in Annex B.

The RZERC conducted the review over ten work sessions from March - November 2022.[3] At the beginning of the Charter review, the RZERC finalized its work plan and confirmed its consensus model would be to strive for full consensus. Every effort should be made by the Committee to reach full consensus. When such consensus is not possible, efforts should be made to document that variance in viewpoint and to present any minority view recommendations that may have been made. This Initial Report represents the full consensus of the RZERC.

The RZERC reviewed several key background materials in the course of its review process:

- Proposal to Transition the Stewardship of the Internet Assigned Numbers Authority (IANA) Functions from the U.S. Commerce Department's National Telecommunications and Information Administration (NTIA) to the Global Multistakeholder Community

- The June 2016 public comment on the draft RZERC charter

- ICANN Board Resolutions 2016.08.09.02 – 2016.08.09.03 establishing the RZERC

- The current RZERC Charter

The RZERC conducted its review of the Charter by discussing each numbered section of the original charter. Committee members discussed the purpose of each section, any potential issues with the current charter text, and proposed changes to address any issues identified in the discussions.

In February 2023, the RZERC shared a draft of the Initial Report with its appointing community-based organizations and invited the organizations to schedule a feedback session with the RZERC to provide feedback on the draft Initial Report of the RZERC Charter Review. Feedback

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[3] See Teleconferences - RZERC Charter Review, https://community.icann.org/display/RZERCCR/Teleconferences

sessions were optional and appointing organizations could always submit feedback through their appointed representative to the RZERC.

On 16 February 2023, Tim April presented the initial findings of the RZERC Charter Review to the ccNSO Council at their February Council meeting. The ccNSO Council did not voice any objections to the proposed recommendations in the initial report. However, one councilor advised that while removing the background section of the original charter was appropriate, it was also important to preserve that information for posterity.

As the RZERC did not receive any objections to the initial set of proposed amendments during its feedback session, there were no changes to the set of proposed charter amendments. The RZERC prepared the Initial Report for Public Comment to be released after ICANN76.

As a result of these consultations, the RZERC prepared its Initial Report for public comment. The Initial Report was published on 27 March 2023[4] and the public comment period closed on 8 May 2023. Three (3) comments were received. This Final Report takes into account the comments received.[5]

After an analysis of the comments, the Committee proposes additional context be added to the Charter in order to provide better clarification and justification of the original proposed changes. The Committee does not withdraw any of its original proposed changes to the Charter.

4   Summary of Review Findings

4.1   General findings

Overall, the Committee believes its charter enables the Committee to fulfill its responsibilities as envisioned and still fills a critical role in advising the ICANN Board, but contains minor inconsistencies and omissions that they propose amending. The Committee also does not believe that the Charter was triggering excess work outside its scope of responsibilities that would require a revision to remediate.

4.2   Background

Proposed Change: Removal of the Background section of the Charter, Section 1.

Justification: Section 1 of the Charter is not necessary or appropriate for a charter document as the RZERC is an established committee and it does not need to explain the reasoning to create

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[4] See Initial Report on the RZERC Charter Review, https://www.icann.org/en/public-comment/proceeding/initial-report-on-the-rzerc-charter-review-27-03-2023
[5] See Annex C: Analysis of Public Comment

the Committee again. Anyone seeking background information found in that section after revision may review the CWG-Stewardship transition report for more information. This proposed change is a complementary change with the proposal of additional requirements for future reviews of the Charter as described in Section 4.9.2 of the Final Report.

4.3   Purpose and Scope of Responsibilities

In its first five years, the Committee has not experienced a situation where they had a topic proposed which was deemed outside its scope of responsibilities. Also during that time the Committee has produced three work products, RZERC001, RZERC002, and RZERC003. While it is not seen as a pressing need at the current time, the Committee proposes the following changes to the Purpose and Scope of Responsibilities sections of its charter to clarify the text contained within.

4.3.1   Significant Architectural or Operational Changes

Proposed Change: Change "proposed architectural changes" to "proposed significant architectural or operational changes" in the purpose section of the Charter.

Justification: The charter is currently inconsistent when discussing the topics in the Committee's scope in the Purpose and Scope of Responsibilities sections. This proposal modifies the Purpose section to match the terminology with the current Scope of Responsibilities section as well as the text from the CWG-Stewardship recommendation.

During the public comment period, the RZERC received a comment that opposed the proposed addition of "operational" in the Purpose section and recommended removing the reference to "operational" changes in the Scope of Responsibilities section. The Committee notes the following text from the CWG-Stewardship Proposal,[6]

> *Although it is clear that the DNS-related technical and operational communities have both the technology skills and appropriate incentives to make prudent and cautious changes, the critical nature of the Root Zone makes it necessary to formalize approval of major architectural and operational changes.*

As the term operational is already included in the Scope of Responsibilities section of the original Charter, the Committee still recommends including the review of significant operational changes as part of its Purpose. With the proposed addition of the term "significant" to qualify the operational changes that the Committee is expected to review, the Committee does not anticipate

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[6] See "Proposal to Transition the Stewardship of the Internet Assigned Numbers Authority (IANA) Functions from the U.S. Commerce Department's National Telecommunications and Information Administration (NTIA) to the Global Multistakeholder Community," 60-61. IANA Stewardship Transition Coordination Group, 10 March 2016. https://www.icann.org/en/system/files/files/iana-stewardship-transition-proposal-10mar16-en.pdf

that the interpretation of the Charter will be impacted in the future. The Committee still interprets routine operational changes to remain out of its scope.

4.3.2 Context for Defining Significant Changes

Proposed Change: Add the following language from the CWG-Stewardship Proposal regarding the definition of the "significant" as a threshold for determining which changes should be reviewed by the RZERC:

> *Since it is not possible to formally define "significant", all parties should err on the side of prudence and raise issues for the consideration of the standing committee when there is any question of it being required. The [Committee] may decide that it does not need to consider the issue.[7]*

Justification: In the Initial Report, the Committee proposed adding the text described in Section 4.3.1 of the Final Report which introduced a threshold of significance for changes to be reviewed by the RZERC. The Committee received questions and feedback from several sources regarding the formal definition of the term "significant." It is important to distinguish that the Committee should only review proposed changes to the Root Zone environment that meet a certain threshold for possible disruption to the Root Zone environment. However, the Committee concurs with the CWG-Stewardship Proposal that such a threshold is difficult to formally define. In order to be consistent with the original intent of forming the RZERC, the Committee recommends including the explanatory text from the CWG-Stewardship Proposal as a complementary addition to adding the term "significant" to the changes the RZERC is expected to review.

4.3.3 Introduction of Numerals into the Purpose

Proposed Change: The text in the Purpose section which reads "to the content of the DNS root zone, the systems including both hardware and software components used in executing changes to the DNS root zone, and the mechanisms used for distribution of the DNS root zone." would now read "to: (i) the content of the DNS root zone, (ii) the systems including both hardware and software components used in executing changes to the DNS root zone, (iii) and the mechanisms used for distribution of the DNS root zone."

Justification: The introduction of the numerals in this section is intended to make the text more readable and to also support the Committee testing if topics are in or out of its scope.

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[7] See "Proposal to Transition the Stewardship of the Internet Assigned Numbers Authority (IANA) Functions from the U.S. Commerce Department's National Telecommunications and Information Administration (NTIA) to the Global Multistakeholder Community," 60-61. IANA Stewardship Transition Coordination Group, 10 March 2016. https://www.icann.org/en/system/files/files/iana-stewardship-transition-proposal-10mar16-en.pdf

4.4   Membership

There were no proposed changes to the membership of the Committee during its review.

4.5   Meetings

Proposed Change: The committee recommends the addition of the following text "A meeting will require a quorum as defined by the operation procedures."

Justification: The addition of this text is to set the expectation for the Committee members to be present whenever possible for scheduled committee meetings. This proposal would also establish a method for the Committee, through its operational procedures, to set quorum rules for its meetings.

4.6   Decisions

Proposed Change: The following text would be added to the Decisions section "Decisions shall be reached through a comprehensive poll of the membership online with a noticed meeting prior to the poll to support discussion of the topic. The noticed meeting can be removed for matters which require urgency at the discretion of the chair or multiple members of the Committee."

Justification: This text is intended to clarify how the Committee currently makes its decisions and to ensure transparency is maintained in the future. With ICANN's stakeholders being globally distributed, this proposed text is intended to support further geographic involvement in the RZERC membership.

4.7   Records of Proceedings

There were no proposed changes to the records of proceedings for the Committee during its review.

4.8   Conflicts of Interest

There were no proposed changes to the conflicts of interest for the Committee during its review.

4.9   Review

There were two clarifications proposed for the Review section of the document when the review was conducted.

4.9.1   Calling for a Review

Proposed Change: Add the following text to the end of the first sentence of the section "by the RZERC or the ICANN Board".

Justification: The current charter is vague as to who is eligible to call for a new charter review. This change proposes limiting who can call for a charter review to the Committee itself or the ICANN board.

4.9.2 Requirements for Review

Proposed Change: Add the following requirement to all future reviews of the Charter,

> *"All reviews of the Charter must include a review of previous Charters and the circumstances that led to the creation of RZERC in 2016 as part of the review process."*

Justification: In the Initial Report, the Committee proposed removing the Background section of the Charter as the RZERC is an established committee and it does not need to explain the reasoning to create the Committee again. The RZERC received important feedback on this proposal that highlighted the importance of the historical context of the creation of the RZERC. The RZERC understands the need for clarity of the RZERC's scope and purpose relative to other groups within the ICANN community. The RZERC also understands the need to protect against future mission creep in any future reviews of the RZERC Charter. Therefore, the RZERC recommends adding this requirement for future reviews of the Charter to review all previous charters as well as the historical circumstances that led to the creation of the Committee in 2016.

This proposed change is a complementary change with the removal of the Background section of the Charter as described in Section 4.2 of the Final Report.

4.9.3 Public Comment Process

Proposed Change: The text in the last sentence of the section that reads "subject to ICANN's public comment processes" would now read "in accordance with ICANN's public comment processes"

Justification: This change is intended to indicate that all reviews would follow the ICANN Public Comment process to solicit community feedback where the previous text was not as clear as the Committee desired.

5   Proposed Amended RZERC Charter

I.   Purpose

The Root Zone Evolution Review Committee (RZERC) is expected to review proposed significant architectural or operational changes to: (i) the content of the DNS root zone, (ii) the systems including both hardware and software components used in executing changes to the DNS root zone, (iii) and the mechanisms used for distribution of the DNS root zone. Since it is

not possible to formally define "significant", all parties should err on the side of prudence and raise issues for the consideration of the standing committee when there is any question of it being required. The Committee may decide that it does not need to consider the issue. The Committee shall, as determined necessary by its membership, make recommendations related to those changes for consideration by the ICANN Board.

II.   Scope of Responsibilities

The Committee will consider issues raised to the Committee by any of its members, PTI staff, or by the Customer Standing Committee (CSC) to identify any potential evolutionary improvements and/or security, stability or resiliency risks to the architecture or operation of the DNS root zone.

The Committee will not necessarily be the group that considers the details of the issue(s) raised, but will be responsible for ensuring that those involved in the recommendation(s) to the ICANN Board include all relevant and impacted bodies and will have access to necessary expertise to provide the best possible recommendation(s). The Committee will coordinate with the Committee's respective organizations and communities, and as appropriate, external experts, to ensure that relevant bodies and impacted parties were involved in discussion and recommendation development.

For architectural changes that impose potential risk to the security, stability, or resiliency of the content of the DNS root zone, the systems including both hardware and software components used in executing changes to the DNS root zone, or the mechanisms used for the distribution of the DNS root zone (as identified by one or more committee members and agreed by a simple majority of members), the Committee will coordinate a public consultation process via the ICANN public comment forum regarding the proposed changes, including the identified risks.

The Committee will coordinate with the CSC as needed.

III.   Composition

The Committee shall be comprised of 9 committee members as follows:
- One ICANN Board member
- One senior IANA Function Operator administrator or their delegate
- The Chair or delegate of the Security and Stability Advisory Committee
- The Chair or delegate of the Root Server System Advisory Committee
- The Chair or delegate of the Address Supporting Organization
- The Chair or delegate of the Internet Engineering Task Force
- A representative selected by the Registries Stakeholder Group of the Generic Names Supporting Organization

- A representative selected by the Country Code Names Supporting Organization
- A representative of the organization identified to serve as the Root Zone Maintainer

The Committee will select its chair. Appointment of members shall follow each organization/group's internal process.

IV.   Meetings

The Committee will meet as frequently as necessary, with at least one meeting per calendar year. Regular meetings may be called upon no less than fourteen (14) days notice by either (i) the Chair or (ii) any two members of the Committee acting together. Meetings to address urgent issues may be called in a manner calculated to provide as much notice as possible to the members of the Committee.

Meetings may take place with remote participation (using appropriate technology) or in-person. Email discussions do not constitute meetings.

A meeting will require a quorum as defined by the operation procedures.

V.   Decisions

Decisions and actions of the Committee shall be taken by consensus. Such consensus shall be documented and may be determined via Internet-based discussions without the need for a meeting. Decisions shall be reached through a comprehensive poll of the membership online with a noticed meeting prior to the poll to support discussion of the topic. The noticed meeting can be removed for matters which require urgency at the discretion of the chair or multiple members of the Committee.

VI.   Records of Proceedings

The Committee shall operate openly and transparently. Committee meetings shall be recorded. Any minutes or other records of the meetings shall be publicly posted as soon as possible following approval by the Committee.

In the event that making certain deliberations public would create a risk to the security or stability of the DNS, the Committee shall specifically identify that as a reason for withholding parts of their meeting records.

VII.   Conflicts of Interest

Committee members must provide statements of interest that identify potential conflicts of interest in their committee service.

VIII.   Review

The Charter of the Committee shall be reviewed at least every 5 years, and a review may be initiated more frequently if determined necessary by the RZERC or the ICANN Board. All reviews of the Charter must include a review of previous Charters and the circumstances that led to the creation of RZERC in 2016 as part of the review process. All reviews of the Charter shall be in accordance with ICANN's public comment processes.

Annex A: Comparison of Original Charter vs Proposed Updated Charter

~~I. Background~~

~~Per the NTIA-IANA Functions Contract that existed prior to the IANA stewardship transition, NTIA approval was required for the implementation of all changes to the DNS root zone environment such as the DNSSEC-signing of the root zone, many classes of changes to IANA processes, as well as edits that would be applied by the Root Zone Maintainer to the DNS root zone. Post transition, the CWG-Stewardship recommended that approval of routine content changes to the DNS root zone would no longer be required, however due to the critical nature of the root of the DNS, major architectural changes would require formal approvals. The CWG-Stewardship recommended that the ICANN Board seek recommendations from a standing committee regarding the advisability of moving forward with such architectural changes. As part of implementation planning, ICANN named this Committee Root Zone Evolution Review Committee (RZERC).~~

I~~I~~. Purpose

The Root Zone Evolution Review Committee (RZERC)~~Committee~~ is expected to review proposed significant architectural or operational changes to: (i) the content of the DNS root zone, (ii) the systems including both hardware and software components used in executing changes to the DNS root zone, and (iii) the mechanisms used for distribution of the DNS root zone. Since it is not possible to formally define "significant", all parties should err on the side of prudence and raise issues for the consideration of the standing committee when there is any question of it being required. The Committee may decide that it does not need to consider the issue. The Committee shall,as determined necessary by its membership, make recommendations related to those changes for consideration by the ICANN Board.

II~~II~~. Scope of Responsibilities

The Committee will consider issues raised to the Committee by any of its members, PTI staff, or by the Customer Standing Committee (CSC) to identify any potential evolutionary improvements and/or security, stability or resiliency risks to the architecture and operation of the DNS root zone.

The Committee will not necessarily be the group that considers the details of the issue(s) raised, but will be responsible for ensuring that those involved in the recommendation(s) to the ICANN Board include all relevant and impacted bodies and will have access to necessary expertise to provide the best possible recommendation(s). The Committee will coordinate with the committee's respective organizations and communities, and as appropriate, external experts, to

ensure that relevant bodies and impacted parties were involved in discussion and recommendation development.

For architectural changes that impose potential risk to the security, stability, or resiliency of the content of the DNS root zone, the systems including both hardware and software components used in executing changes to the DNS root zone, or the mechanisms used for the distribution of the DNS root zone (as identified by one or more committee members and agreed by a simple majority of members), the Committee will coordinate a public consultation process via the ICANN public comment forum regarding the proposed changes, including the identified risks.

The Committee will coordinate with the CSC as needed.

III~~IV~~. Composition

The Committee shall be comprised of 9 committee members as follows:
- One ICANN Board member
- One senior IANA Function Operator administrator or their delegate
- The Chair or delegate of the Security and Stability Advisory Committee
- The Chair or delegate of the Root Server System Advisory Committee
- The Chair or delegate of the Address Supporting Organization
- The Chair or delegate of the Internet Engineering Task Force
- A representative selected by the Registries Stakeholder Group of the Generic Names Supporting Organization
- A representative selected by the Country Code Names Supporting Organization
- A representative of the organization identified to serve as the Root Zone Maintainer

The Committee will select its chair. Appointment of members shall follow each organization/group's internal process.

IV~~V~~. Meetings

The Committee will meet as frequently as necessary, with at least one meeting per calendar year. Regular meetings may be called upon no less than fourteen(14) days notice by either (i) the Chair or (ii) any two members of the Committee acting together. Meetings to address urgent issues may be called in a manner calculated to provide as much notice as possible to the members of the Committee.

Meetings may take place with remote participation (using appropriate technology) or in-person. Email discussions do not constitute meetings.

A meeting will require a quorum as defined by the operational procedures.

V~~VI~~. Decisions

Decisions and actions of the Committee shall be taken by consensus. Such consensus shall be documented and may be determined via Internet-based discussions without the need for a meeting. Decisions shall be reached through a comprehensive poll of the membership online with a noticed meeting prior to the poll to support discussion of the topic. The noticed meeting can be removed for matters which require urgency at the discretion of the chair or multiple members of the Committee.

VI~~VII~~. Records of Proceedings

The Committee shall operate openly and transparently. Committee meetings shall be recorded. Any minutes or other records of the meetings shall be publicly posted as soon as possible following approval by the committee.

In the event that making certain deliberations public would create a risk to the security or stability of the DNS, the Committee shall specifically identify that as a reason for withholding parts of their meeting records.

VII~~VIII~~. Conflicts of Interest

Committee members must provide statements of interest that identify potential conflicts of interest in their committee service.

VIII~~IX~~. Review

The Charter of the Committee shall be reviewed at least every 5 years, and a review may be initiated more frequently if determined necessary by the RZERC or the ICANN Board. All reviews of the Charter must include a review of previous Charters and the circumstances that lead to the creation of RZERC in 2016 as part of the review process. All reviews of the Charter shall be in accordance with ~~subject to~~ ICANN's public comment processes.

Annex B: RZERC Charter Review Process

B.1. Background

The Root Zone Evolution Review Committee (RZERC) formed as a result of the Cross Community Working Group to Develop an IANA Stewardship Transition Proposal on Naming Related Functions (CWG-Stewardship). Per the NTIA IANA Functions Contract that existed prior to the IANA stewardship transition, NTIA approval was required for the implementation of all changes to the DNS root zone environment such as the DNSSEC-signing of the root zone, many classes of changes to IANA processes, as well as edits that would be applied by the Root Zone Maintainer to the DNS root zone. Post transition, the CWG-Stewardship recommended that approval of routine content changes to the DNS root zone would no longer be required, however due to the critical nature of the root of the DNS, major architectural changes would require formal approvals. The CWG-Stewardship recommended that the ICANN Board seek recommendations from a standing committee, now known as RZERC, regarding the advisability of moving forward with such architectural changes.

On 9 August 2016, the Board approved the RZERC Charter and authorized the ICANN President and CEO to take such actions as appropriate to form the RZERC. The RZERC Charter requires that "The Charter of the Committee shall be reviewed at least every 5 years, and a review may be initiated more frequently if determined necessary. All reviews of the Charter shall be subject to ICANN public comment processes." The RZERC is now initiating the Charter review process to commence in 2021.

B.2. Intent of the Review

The first review of the RZERC Charter is intended to consider whether the Charter is adequate and provides a sound basis for the RZERC to perform their responsibilities as envisioned in the development of the CWG-Stewardship Proposal.

B.3. Scope of review

The Charter will be reviewed to determine whether:
- the Charter enables the RZERC to fulfill its role and responsibilities as envisioned
- there are any aspects of the Charter that are ambiguous that require amendment
- there are any typographical errors in the Charter that require amendment
- there are any elements of the work of the RZERC that should be captured in the Charter that were not captured at the time the Charter was originally drafted

B.4. RZERC Charter Review Team

As there are no explicit instructions in the ICANN Bylaws, RZERC Charter, or CWG-Stewardship Proposal, RZERC recommends having the RZERC conduct a self review on its Charter. ICANN org support staff for the RZERC will support the RZERC for its charter review. The review process shall determine the consensus model at the beginning of the Charter review, which will be recorded in the draft and final reports.

B.5. Proposed Review Process

The review process is proposed include the following actions:
1. Initiate the review process by sending an official correspondence from the RZERC Chair to the ICANN Board informing the RZERC will begin the formal review and detailing the proposed review process.
2. Conduct a review of the RZERC Charter in accordance with the elements identified above that are considered to be within the scope of the review.
3. Produce an initial report on the outcome of the review. This report should also include suggested changes to the RZERC charter, if any.
4. Conduct feedback session teleconferences with each of the RZERC appointing organizations and other Supporting Organizations and Advisory Committees on proposed changes to the RZERC Charter.
5. Conduct a public session at a public ICANN meeting that is intended to provide an opportunity for the community to provide input to the process.
6. Conduct a Public Comment proceeding on the initial report.
7. Prepare a Final Report that includes a Revised RZERC Charter (if applicable) to the ICANN Board's Board Technical Committee (BTC) for adoption.
8. BTC reviews Final Report and a Revised RZERC Charter and makes a recommendation to the ICANN Board for adoption
9. ICANN Board considers Final Report and Approves/Rejects Revised RZERC Charter

B.6. Proposed Review Schedule

Action	Timeframe
Initiate Review Process	Week 1
Prepare Initial Report on findings and suggested changes to RZERC Charter	-
Conduct feedback sessions with RZERC appointing organizations	-

Public Comment on Initial Report	1 week before ICANN meeting
Public Consultation at ICANN Meeting	First ICANN Meeting after Initial Report prepared
Finalization of Report	6 weeks after Public Comment closes
RZERC submits Final Report to Board Technical Committee for review	6 weeks after Public Comment closes
Board Technical Committee reviews Final Report and makes a recommendation to the ICANN Board	Next available Board Technical Committee Meeting
Adoption of Final Report by ICANN Board	Next available Board Meeting

Annex C: Analysis of Public Comment

Commenter	Comment	RZERC Response	Changes to Proposed Charter from the Initial Report
James Olorundare	ICANN must take action to address concerns regarding the RZERC's ability to fulfill its important role in the Internet governance ecosystem.	The RZERC believes its charter enables the Committee to fulfill its responsibilities as envisioned and still fills a critical role in advising the ICANN Board. The RZERC does not believe that the Charter was triggering excess work outside its scope of responsibilities that would require a revision to remediate.	None
James Olorundare	ICANN could provide additional staff (or volunteers can be recruited especially on specific projects when more hands are needed).	Staff support for RZERC activities is outside of the scope of the Charter Review.	None
James Olorundare	ICANN could provide additional...funding (this needs a bit of flexibility so as to be able to get the right funding needed at specific time)	Funding for RZERC activities is outside of the scope of the Charter Review.	None
James Olorundare	ICANN could provide...access to necessary information from various sources (however, this must be defined)	Access to proprietary or confidential information from ICANN is outside of the scope of the Charter Review.	None

| Daniel Getahun | First, the Charter is somewhat ambiguous in some areas. For example, the Charter does not clearly define what constitutes a "major architectural change" to the DNS root zone. This could lead to confusion and uncertainty about when the RZERC should be consulted. I recommend that the Charter be revised to provide a more precise definition of "major architectural change." One way to do this would be to define a "major architectural change" as any change that could have a significant impact on the stability or security of the DNS root zone. This could include changes to the DNS protocol, changes to the DNS root zone database, or changes to the DNS root zone infrastructure. The CWG-Stewardship Proposal defines a "major architectural change" as any change that could have a significant impact on the stability or security of the DNS root zone. This definition is more precise than the definition in the RZERC Charter, and it would help to ensure that the RZERC is consulted on all major changes to the DNS root zone. | The RZERC proposed an amendment to the RZERC Charter that includes specifying the architectural or operational changes the RZERC is expected review should be "significant," in line with language used in the Proposal to Transition the Stewardship of the Internet Assigned Numbers Authority (IANA) Functions from the U.S. Commerce Department's National Telecommunications and Information Administration (NTIA) to the Global Multistakeholder Community (CWG-Stewardship Proposal).

The CWG-Stewardship Proposal also includes the following statement "Since it is not possible to formally define 'significant,' all parties should err on the side of prudence and raise issues for the consideration of the standing committee when there is any question of it being required. The standing committee may decide that it does not need to consider the issue."

The RZERC agrees that the purpose of the RZERC is to review significant changes to the root zone. The RZERC also agrees with the CWG-Stewardship Proposal that it is difficult to formally define a significant change. | The RZERC proposes adding the qualifying language from the CWG-Stewardship proposal regarding the definition of "significant" in the Purpose section of the Charter.

See Section 4.3.2 of the Final Report. |

Daniel Getahun	Second, the Charter does not specify how the RZERC members are selected, appointed, removed, or replaced. This could lead to a lack of transparency and accountability in the RZERC's membership process. I recommend that the Charter be revised to include clear and transparent rules and procedures for RZERC membership. The CWG-Stewardship Proposal recommends that the RZERC be a multistakeholder body that is representative of the DNS community. The Proposal also recommends that the RZERC have a clear and transparent mandate, and that the RZERC be accountable to the DNS community.	The Charter currently states "Appointment of members shall follow each organization/group's internal process."	None
Collective statement from 8 Root Server Operators	The updated proposal from RZERC removed the background section from the current charter. We believe that the background, as it reads in the current charter, provides an important description of the role that the RZERC was put in place to fulfill. The references to the "old" model, where the NTIA fulfilled a number of tasks, and the "new" model, where the NTIA tasks have been distributed over several different organizations, highlight the fact that the RZERC is a small piece in a much larger machinery. The description of this background gives the motivation for the very narrow scope of the RZERC, and helps the reader to understand that other parts of the system are in place to deal with issues that are outside the scope of the RZERC, for example in the wider top-level domain, root zone, and root server system.

The goal of all ICANN committees should be to keep their focus and to avoid mission creep now or in the future. We see the potential risk that the Committee could start to define its own scope by taking on new types of issues that it finds interesting. When future issues arise, they should primarily be dealt with by the appropriate committee whose charter covers it. If none can be found, a broader ICANN discussion should be held to find the appropriate home for it. Keeping the history that clearly describes the original intent of the standing committee helps in achieving clarity | The RZERC in its Charter Review and in review of public comments discussed the overall purpose of a chartering document. The RZERC determined that a charter's purpose is to designate the purpose and scope of responsibilities for the Committee to use in its day-to-day proceedings.Therefore, the historical background information is not necessary as the RZERC is an established committee and it does not need to explain the reasoning to create the Committee again.

The RZERC understands the need for clarity of the RZERC's scope and purpose relative to other groups within the ICANN community. The RZERC also understands the need to protect against future mission creep in any future reviews of the RZERC Charter. Therefore, the RZERC recommends adding a requirement for future reviews of the Charter to review all previous charters as well as the historical circumstances that led to the creation of the Committee in 2016. | The RZERC proposes adding the following language to the Review section of the Charter,

"All reviews of the Charter must include a review of previous Charters and the circumstances that led to the creation of RZERC in 2016 as part of the review process."

See Section 4.9.2 of the Final Report. |

	around this issue. We therefore suggest that the text be left intact as it stands.		
Collective statement from 8 Root Server Operators	The RT suggests that an operational aspect be added to the Charter. We believe that the RZERC was created specifically to address architectural issues, and that operational aspects of the root server systems are well covered by the RSSAC and other organizations. Adding a general operational aspect to the RZERC charter risks creating uncertainty of which committee is expected to deal with such issues. If operational aspects are to be added, they need to be detailed and carefully hammered out in a broad discussion including other committees with responsibilities covering nearby areas. We see no need to add a general operational aspect to the RZERC May 9, 2023 charter, and we suggest that the words "and operational" be removed. from the proposal. In addition, on the same basis, we suggest that "and operation" be removed from the "Scope of Responsibilities" section of the current RZERC Charter. We have no objection to adding the word "significant" to	The RZERC notes the following text from the CWG-Stewardship Proposal, *Although it is clear that the DNS-related technical and operational communities have both the technology skills and appropriate incentives to make prudent and cautious changes, the critical nature of the Root Zone makes it necessary to formalize approval of major architectural and operational changes.* As the term operational is already included in the Scope of Responsibilities section of the original Charter, the Committee still recommends including the review of significant operational changes as part of its Purpose. With this term being present in one section of the current Charter but	As the term operational is already included in the Scope of Responsibilities section of the original Charter, the Committee still recommends including the review of significant operational changes as part of its Purpose. The Committee notes that the addition of operational changes in the Purpose section is contingent upon the addition of the term "significant" as a threshold for the changes the Committee is expected to review. See Section 4.3 of the Final Report

	qualify the word "architectural"	not the other, the Committee does not anticipate that the interpretation of the Charter will be impacted in the future. The Committee still interprets routine operational changes to remain out of its scope.	
Collective statement from 8 Root Server Operators	In all other parts we support the proposed changes.	The RZERC notes the support of the listed RSOs for the other proposed changes to the Charter in the Initial Report.	None

TITLE: Board Committee Charter Amendments

PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

As part of its responsibilities, the Board Governance Committee (BGC) is tasked with "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." (BGC Charter, Sec. II.C.2.) In this role, the BGC has recommended that the Board approve: revisions to the charters for the Board Strategic Planning Committee and Board Technical Committee to align with actual practices of the committees. Substantively, the Board Strategic Planning Committee (SPC) charter, has been updated to reflect the SPC's role in annually reassessing the strategic priorities set out in the ICANN Five-Year Strategic Plan to help the Board confirm that the priorities are appropriately considered within the Board's work. The Board Technical Committee (BTC) charter has been updated to reflect the BTC's purpose and scope of responsibilities necessary to help fulfill ICANN's mission, including ensuring that the ICANN Strategy covers necessary technical elements. The Board is now being asked to approve the BGC's recommendations.

BOARD GOVERNANCE COMMITTEE RECOMMENDATIONS:

The BGC recommends that the Board approve the revisions to the Board Strategic Planning Committee and Board Technical Committee charters, which are Attachments A and B, respectively, to the Reference Materials.

PROPOSED RESOLUTION:

Whereas, the Board Governance Committee (BGC) is tasked with "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." (BGC Charter, Sec. II.C.2.)

Whereas, the BGC has recommended that the Board approve revisions to the Board Strategic Planning Committee and Board Technical Committee charters.

Resolved (2024.03.07.XX), the Board hereby adopts the amendments to the charters for the Board Strategic Planning Committee and Board Technical Committee.

PROPOSED RATIONALE:

The Board is addressing this matter to ensure Board committee charters are up-to-date and reflect the most current governance requirements and the actual practices of each committee.

As part of its responsibilities, the BGC is tasked with "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." (BGC Charter, Sec. II.C.2.) In this role, the BGC asked each committee to review its charter for the BGC's consideration. Accordingly, the BGC has recommended, and the Board has approved revisions to the charters to update the relevant sections of the charters to current practices.

Specifically, the Board Strategic Planning Committee (SPC), Section II (Scope of Responsibilities) has been updated to reflect the SPC's role in reassessing the importance, urgency, and importance of the strategic priorities set out in the ICANN Five-Year Strategic Plan on an annual basis to support the Board in confirming that they are appropriately addressed and prioritized within the Board's work. The Board Technical Committee (BTC) charter has been updated to reflect the BTC's purpose (Section I) and scope of responsibilities (Section II) in its oversight of technical work necessary to meet ICANN's mission of ensuring the stable, secure, and resilient operation of the Internet's unique identifier systems, including ensuring that the ICANN Strategy covers necessary technical elements. Section III (Composition) of the BTC charter has also been updated to reflect that the Committee's membership may be comprised of Board Liaisons.

This action is consistent with ICANN's Mission and is in the public interest as it is important to ensure that the Board Committees are properly tasked with responsibilities, and to ensure oversight over the ICANN organization, as the Board deems appropriate.

This action is not expected to have a direct fiscal impact on ICANN or on the security, stability or 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
Date: 26 February 2024
Email: amy.stathos@icann.org

TITLE: Board Committee Charter Amendments

<u>Documents</u>

The following attachments re relevant to the Board's consideration of the proposed revisions to the charters of the Board Strategic Planning Committee and the Board Technical Committee.

Attachment A is the proposed revised Charter of the Board Strategic Planning Committee in redlined format.

Attachment B is the proposed revised Charter of the Board Technical Committee in redlined format.

Submitted By:	Amy Stathos, Deputy General Counsel
Date Noted:	26 February 2024
Email:	amy.stathos@icann.org

Board Strategic Planning Committee Charter | As approved by the ICANN Board of Directors in October 2023

I.   Purpose

The Board Strategic Planning Committee of the ICANN Board (the "Committee") is responsible for 1) supporting the Board in identifying the strategic priorities facing the Board, ICANN org and community and making sure the Board is addressing those priorities; 2) initiating and leading the strategic planning process for ICANN on behalf of the Board, including development and implementation of a review process for adjusting the current strategic plan should the need arise.

II.   Scope of Responsibilities

A.   On at least an annual basis, ~~identification of strategic priorities that the ICANN Board needs to address as part of its workplan.~~ re-assess the importance, urgency and relevance of the strategic priorities set out in the ICANN Five-~~-~~Year Strategic Plan to support the ICANN Board in confirming these are appropriately addressed and prioritized within the Board's work.~~, so as to make such recommendations to the Board as it considers appropriate for inclusion and/or re-prioritization within ICANN's annual workplan~~

B.   Coordination with the Board and the committees thereof to confirm that these priorities are being addressed on appropriate and effective timeframes. In addition to coordination across the Board and committees to ensure sufficient monitoring of strategic priorities relevant to any committee of the Board, the following specific coordination is also expected:

   o   Interaction with the Board Finance Committee (BFC): the Committee coordinates with the Finance Committee the oversight of the financial elements of any planning processes or documents.

   o   Interaction with the Board Risk Committee: the Committee coordinates with the BRC the consideration of strategic risks in the strategic planning work of the Board.

C.   Provide oversight to the ICANN organization in its operational work in supporting ICANN's strategic planning process, as well as the evolution of the planning process. This includes:

   o   Recommending, as needed, that ICANN's five-year strategic plan be reviewed periodically or on an ad hoc basis outside of the five- year plan window.

   o   Ensuring that appropriate consultation of the community is carried out as required by the ICANN Bylaws, including recommending to the Board additional community consultations, if warranted.

        o   Coordination with the relevant departments or teams within ICANN org that are dedicated to planning activities.

D. Oversight of the annual strategic outlook (trends) process to identify relevant trends and events that inform ICANN's strategic planning and prioritization efforts.

In addition, the Committee may perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

III. Composition

The Committee shall be comprised of at least three members. The majority of the Committee members shall be voting Board Directors and the minority shall be Liaisons, as determined and appointed annually by the Board. Each Committee member shall comply with the Conflicts of Interest Policy. The voting Directors shall be the voting members of the Committee. The members of the Committee shall serve at the discretion of the Board.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the voting members of the Committee by majority vote of the full Committee membership.

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee may seek approval and budget from the Board for the appointment of consultants and advisers to assist in its work as deemed necessary, and such appointees may attend the relevant parts of the Committee meetings.

IV. Meetings

A. Regularly Scheduled Meetings

The Committee shall meet at least three times per year, or more frequently as it deems necessary to carry out its responsibilities. The schedule of these meetings will be established at the beginning of the calendar year. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Regularly scheduled meetings shall be noticed at least one week in advance, unless impracticable, in which case the notice shall be as soon as practicable.

B. Special/Extraordinary Meetings

Special/extraordinary meetings may be called upon no less than forty- eight (48) hours notice by either (i) the Chair of the Committee or (ii) any two members of the Committee acting together. The purpose of the meeting must be included with the call for the meeting.

C. Action Without a Meeting

1. Making a Motion:

   The Committee may take an action without a meeting for an individual item by using electronic means such as email. An action without a meeting shall only be taken if a motion is proposed by a member of the Committee, and seconded by another voting member of the Committee. All voting members of the Committee must vote electronically and in favor of the motion for it to be considered approved. The members proposing and seconding the motion will be assumed to have voted in the affirmative. The action without a meeting and its results will be noted in the next regularly scheduled Committee meeting and will be included in the minutes of that meeting.

2. Timing:

   a. Any motion for an action without a meeting must be seconded by another Committee member within 48 hours of its proposal.

   b. The period of voting on any motion for an action without a meeting will be seven days unless the Chair changes that time period. However, the period must be a minimum of two days and a maximum of seven days.

V. Voting and Quorum

A majority of the voting members of the Committee shall constitute a quorum. Voting on Committee matters shall be on a one vote per voting member basis. When a quorum is present, the vote of a majority of the voting Committee members present shall constitute the action or decision of the Committee. While only Directors can vote or constitute a quorum, the non-voting Board Liaisons on the Committee play an important role and their contributions and views on proposed motions are essential for informed decision-making.

VI. Records of Proceedings

A preliminary report with respect to actions taken at each meeting (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members within seven working days, to the extent feasible and appropriate, and meeting minutes shall be posted promptly following approval by the Committee.

A report of the activities of the Committee shall be prepared and published semiannually.

VII. Committee Chair Alternate

The Committee Chair shall designate a Committee member to serve as an alternate for the Chair in the event that the Chair is unavailable for a

meeting, or recuses themselves from presiding over a matter, or is otherwise unavailable to fulfill their role as Chair.

VIII. Review

The Board Strategic Planning Committee shall conduct a self-evaluation of its activities on an annual basis and may recommend to the Board Governance Committee changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. The performance of the Committee shall be reviewed annually and informally by the Board Governance Committee. The Board Governance Committee shall recommend to the full Board changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. Performance of the Committee may also be reviewed as part of any independent review of the Board and its Committees.

Board Technical Committee Charter | As Approved by the Board of Directors on ~~26~~ XX ~~October~~ [Month] 202~~3~~4

I. Purpose

The Technical Committee of the ICANN Board is responsible for supporting the ICANN Board with oversight of technical work necessary to meet ICANN's mission of ensuring the stable, ~~and~~ secure, and resilient operation of the Internet's unique identifier systems.

II. Scope of Responsibilities

The following activities are set forth as a guide for fulfilling the Committee's responsibilities. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's Board-level strategic oversight of the following technical matters/ purposes, or as assigned by the Board from time to time:

  A. Ensure that ICANN organization has an appropriate technical roadmap, consistent with ICANN's strategy;

  B. Explore and make recommendations on technical issues that require Board intervention;

  C. Recommend resolutions to the Board along with sufficient background information and analysis to further the technical work of ~~the~~ ICANN ~~organization~~;

  D. Provide input on specific items at the request of the Board or ICANN organization;

  E. Identify or evaluate opportunities to work with other standards or information organizations to facilitate the interoperability of the Internet's unique identifier systems;

  F. Facilitate the Board's gaining a deeper understanding of general technical issues impacting the security, stability and resiliency of the Internet's unique identifier systems;

  G. Coordinate the Board's review and response relating to advice from the Security and Stability Advisory Committee and the Root Server System Advisory Committee;

  H. Provide analysis to the Board on technical issues ~~related to maintenance or harmonization~~that are raised by Board members, Board committees, WGs, and Caucuses, ICANN organization, ~~the Technical Experts Group~~ or other technical ~~A~~advisory bodies identified by the Board from time to time;

1

I.   Ensure portfolio of technical programs and major projects as identified by the Board or ICANN organization (including community-driven initiatives) are in line with ICANN Strategy and the current updated technical roadmap by answering questions such as:

1. What major technical programs or initiatives should ICANN be doing or funding?

2. Does ICANN organization have the right number of technical programs/projects/teams (too many, too few)?

3. Are there major technical program/project/team initiatives that ICANN should be working on that it isn't?

4. Is the scope of each agreed major technical program and project initiative right?

5. Are there major technical programs/projects/products/teams that should be closed or discontinued?

J.   ~~Ensure that the ICANN Strategy covers necessary t~~Technical elements;

J.   ~~Lead and coordinate the Board's engagement with the Technical Experts Group; and~~

K.   Provide guidance on appropriate governance and standards development processes by answering questions such as:

1. What should be the process for approving a new major technical program or team?

2. What should be the process for (re-) prioritizing a major technical program/project/team?

L.   ~~Periodically r~~Review IT tools made available to Board members for Board activities, and review recommendations from Board members and Board Operations for change based upon the evolution of both Board member needs and evolution of IT tools.

III.   Composition

The Committee shall be comprised of at least three Board members or Liaisons as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. The voting Directors on the Committee shall be voting members of the Committee, and the majority of the Committee members must be voting Directors. The Committee will have no independent authority to take action and will make recommendations to the Board to consider and take action on, by resolution of the Board. ~~Accordingly, while the Committee~~

~~may only include Board Directors and/or Liaisons, the Committee may be made up primarily of Liaisons and may be chaired by a Liaison~~. The members of the Committee shall serve at the discretion of the Board.

Where possible, Committee membership shall be made up of Board Directors and Liaisons that have specific knowledge and expertise on the matters within the Committee's scope, including, but not limited to: operational experience with the Internet's technical identifiers; membership in the SSAC or RSSAC; and/or those who have direct experience in defining, developing and/or leading the implementation of large-scale engineering projects.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the members of the Committee by majority of the full Committee membership.

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee may seek approval and budget from the Board for the appointment of consultants and advisers to assist in its work as deemed necessary, and such appointees may attend the relevant parts of the Committee meetings.

IV. Meetings

A. Regularly Scheduled Meetings

The Committee shall meet at least three times per year, or more frequently as it deems necessary to carry out its responsibilities. The schedule of these meetings will be established at the beginning of the calendar year. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Regularly scheduled meetings shall be noticed at least one week in advance, unless impracticable, in which case the notice shall be as soon as practicable.

B. Special/Extraordinary Meetings

Special/extraordinary meetings may be called upon no less than forty-eight (48) hours notice by either (i) the Chair of the Committee or (ii) any two members of the Committee acting together. The purpose of the meeting must be included with the call for the meeting.

C. Action Without a Meeting

1. Making a Motion:

The Committee may take an action without a meeting for an individual item by using electronic means such as email. An action without a meeting shall only be taken if a motion is proposed by a member of the Committee, and seconded by another voting member

of the Committee. All voting members of the Committee must vote electronically and in favor of the motion for it to be considered approved. The members proposing and seconding the motion will be assumed to have voted in the affirmative. The action without a meeting and its results will be noted in the next regularly scheduled Committee meeting and will be included in the minutes of that meeting.

2. Timing:

    a. Any motion for an action without a meeting must be seconded by another Committee member within 48 hours of its proposal.

    b. The period of voting on any motion for an action without a meeting will be seven days unless the Chair changes that time period. However, the period must be a minimum of two days and a maximum of seven days.

V. Voting and Quorum

A majority of the voting members of the Committee shall constitute a quorum. Voting on Committee matters shall be on a one vote per voting member basis. When a quorum is present, the vote of a majority of the voting Committee members present shall constitute the action or decision of the Committee. While only Directors can vote or constitute a quorum, the non-voting Board Liaisons on the Committee play an important role and their contributions and views on proposed motions are essential for informed decision-making.

VI. Records of Proceedings

A preliminary report with respect to actions taken at each meeting (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members within seven working days, to the extent feasible and appropriate, and meeting minutes shall be posted promptly following approval by the Committee.

A report of the activities of the Committee shall be prepared and published semi-annually.

VII. Committee Chair Alternate

The Committee Chair shall designate a Committee member to serve as an alternate for the Chair in the event that the Chair is unavailable for a meeting, or recuses themselves from presiding over a matter, or is otherwise unavailable to fulfill their role as Chair

VIII. Review

The Board Technical Committee shall conduct a self-evaluation of its activities on an annual basis and may recommend to the Board Governance Committee changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. The performance of the Committee shall be reviewed annually and informally by the Board Governance Committee. The Board Governance Committee shall recommend to the full Board changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. Performance of the Committee may also be reviewed as part of any independent review of the Board and its Committees.

ICANN BOARD PAPER NO. To be assigned by the Secretary]

> **TITLE: Funding of the successful applications within the ICANN Grant Program First Cycle**
>
> **PROPOSED ACTION: For Board Consideration and Approval**

EXECUTIVE SUMMARY:

This proposed action is in furtherance of resolutions _2022.06.12.14 – 2022.06.12.16_ on the implementation of the ICANN Grant Program.

The Board is being asked to allocate USD 10 million from the 2012 New gTLD Program Auction Proceeds for funding successful projects applied for within the ICANN Grant Program's first cycle application window. The application window is expected to open on 25 March 2024. ICANN org affirms that it is prepared and commits to perform all processes as described within the ICANN Grant Program Applicant Guide. The Board's action will commit ICANN to funding the projects described within the successful applications up to the aggregate amount of USD 10 million, assuming all dependencies are met.

BOARD CAUCUS GROUP ON THE ICANN GRANT PROGRAM AND BOARD FINANCE COMMITTEE RECOMMENDATIONS

The Board Caucus Group on the ICANN Grant Program recommends that ICANN Board confirm the allocation of up to USD 10 million to fund projects described within the successful applications within the first application cycle of the ICANN Grant Program. ICANN org is expected to open the application window on 25 March 2024. The Board Finance Committee has reviewed and recommends that these funds be allocated from the 2012 New gTLD Program Auction Proceeds.

PROPOSED RESOLUTION:

Whereas, the 2012 New gTLD Program Applicant Guidebook specified that auctions operated by an ICANN-authorized provider could be used as a last resort to resolve string contention amongst applicants who applied for the same or similar string. The Applicant Guidebook required that "Any proceeds from auctions will be reserved and earmarked until the uses of funds are determined. Funds must be used in a manner that directly supports ICANN's Mission and Core Values and also allows ICANN to maintain its not for profit status."

Whereas, to date, 16 auctions of last resort have taken place within the 2012 New gTLD Application Round.

Whereas the current amount of Auction Proceeds is approximately US$225 million.

Whereas, in 2016, a Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP) was formally chartered to develop proposals for a mechanism to distribute the proceeds, taking into account a set of guiding principles set by the Board (hereafter "Board principles).

Whereas, the Cross Community Working Group on Auction Proceeds (CCWG-AP) submitted its Final Report to its chartering organizations in March 2020, and, by 1 September 2020, received confirmation of adoption or support from all seven Supporting Organizations (SOs) and Advisory Committees (ACs), and the CCWG-AP submitted the Final Report to the ICANN Board on 14 September 2020.

Whereas, on 12 June 2022 the Board resolved, *2022.06.12.14 – 2022.06.12.16*, to adopt all recommendations within the CCWG-AP Final Report, and directed ICANN's President and CEO, or his designee(s), to take all actions to implement an ICANN Grant Program, to fund the expenses incurred to develop and manage the ICANN Grant Program with the auction proceeds, and to make any administrative cost spent in a responsible manner to preserve most of the available funds for grants.

Whereas the implementation of the ICANN Grant Program has progressed and ICANN org is ready to launch the application window of the first grant cycle. The ICANN Program Applicant Guide (Applicant Guide) was published on 8 January 2024, documenting the application and evaluation process for the first cycle of ICANN Grant Program. The Applicant Guide has subsequently been translated into all U.N. languages.

Whereas ICANN org has offered regular updates on the Grant Program implementation to the ICANN Board and community.

Whereas the opening of the application window for the first grant cycle is scheduled for 25 March 2024.

Whereas ICANN org confirms that it is operationally ready to follow the processes defined within the Applicant Guide for the evaluation and assessment of applications within the first cycle. The ICANN Board looks forward to receiving a slate of recommended applications, totaling not more than USD 10 million dollars in the aggregate, to be achieved through the designed processes as described in the documentation that will accompany the proposed slate.

Whereas the ICANN Board has requested the Chartering Organizations to the CCWG-AP to consider revising the language of the CCWG-AP's Recommendation 7 regarding access to ICANN's accountability mechanisms for challenges to decisions on individual applications within the Grant Program. In addition, the Board initiated a Fundamental Bylaws Amendment to specify the process for the ICANN community, through CCWG processes, to propose limitations on access to ICANN's accountability mechanisms. The Board notes that achieving an update to the CCWG-AP's Recommendation 7 as well as the successful completion of the Fundamental Bylaws Amendments process are dependencies to the Board's further action on any slate of successful applications identified through the first application cycle of the ICANN Grant Program.

Whereas, the ICANN Board Caucus on the Grant Program recommends that the ICANN Grant Program be furthered in this way, and the ICANN Board Finance Committee considered the financial implications of committing these funds towards projects approved through the first application cycle.

Resolved (2024.xx.xx.xx), the Board approves the allocation of USD 10 million from the 2012 New gTLD Program Auction Proceeds to be used to fund projects that applied for within the ICANN Grant Program's first cycle of applications and are included in the final slate of successful applications to be presented for Board approval.

PROPOSED RATIONALE

Why is the Board addressing the issue?

The ICANN Board is authorizing the commitment of up to USD 10 million dollars from the 2012 New gTLD Program Auction Proceeds to be used to fund projects applied for within the ICANN Grant Program's first cycle of applications that are included in the final slate of successful applications to be presented for Board approval.

ICANN org has progressed on the implementation design of the Grant Program as communicated in regular updates shared with the Board and community. As ICANN org confirms it is operationally ready to receive applications for the ICANN Grant Program, today's Board action will enable ICANN org to complete the actions needed to implement the Board-approved CCWG-AP recommendations and open the application window for the ICANN Grant Program first cycle through which the auction proceeds will be disbursed to eligible applicants and projects.

The ICANN Board looks forward to receiving from ICANN org a proposed slate of recommended applications, totalling not more than USD 10 million dollars in the aggregate, to be achieved through the designed processes as described in the documentation that will accompany the proposed slate.

What is the proposal being considered?

The Board is being asked to take action allocating USD 10 million from the 2012 New gTLD Program Auction Proceeds for funding projects applied for within the ICANN Grant Program's first cycle application window, expected to open on 25 March 2024, through which ICANN org will signal that it is prepared and committed to perform all processes as described within the ICANN Grant Program Applicant Guide, and to fund those projects described within the successful applications up to the aggregate amount of USD 10 million.

The proposed action is in furtherance of Board resolutions *2022.06.12.14 – 2022.06.12.16* to implement a Grant Program that is aligned with ICANN's mission and based on sound governance practices, and the work developed by ICANN org to design the program and launch the first grant cycle.

The Board notes that any future Board decision on a approving a slate of successful applications is dependent upon the successful completion of: (1) the Chartering Organizations' updating of the CCWG-AP Recommendation 7 to limit ICANN accountability mechanism usage for all decisions on individual applications, as opposed to just decisions taken by the third party assessment panel; and (2) successful completion of the Fundamental Bylaws Amendment process that was initiated on 21 January 2024, to incorporate into the Bylaws the mechanism and threshold through which Cross-Community Working Groups can limit access to ICANN's accountability mechanisms. Both of those processes are in motion, and each has the possibility of concluding prior to December 2024, which is the earliest time that the Board is anticipated to be presented with a slate of successful applicants from the first application cycle of the ICANN Grant Program. The Board acknowledges that this is change in direction from the Board's October 2023 resolution on the implementation of CCWG-AP's Recommendation 7, which narrowed application of the limitation on access to ICANN's accountability mechanisms only to Grant Program applicants through application terms and conditions. If both processes, successfully conclude, the Board intends to take a further resolution accepting updated Recommendation 7 and directing full implementation as made possible through the Fundamental Bylaws Amendment. That full implementation is expected to result in restricting any person or

entity (whether an applicant or third party) from using an ICANN accountability mechanism to challenge a decision on an individual grant application, and embracing the CCWG-AP's original intent to preserve the auction proceeds for grants, as opposed to funding challenges to decisions on individual applications within the ICANN Grant Program.

Which stakeholders or others were consulted?

The community was extensively involved in the development of the CCWG-AP recommendations that supported the Board's June 2022 action. Throughout the implementation phase of the ICANN Grant Program, ICANN org has provided regular updates to the ICANN Board and community on the progress of implementation.

ICANN org's dedicated web space and the engagement sessions it conducted to date allowed for updates to be delivered, and input to be collected, during the program implementation design. The key elements of the first cycle of ICANN Grant Program were notably shared with all stakeholders during an ICANN77 prep-week webinar and a public session at ICANN78.

What significant materials did the Board review?

The Board considered various materials and documents, including the recently published ICANN Grant Program Applicant Guide. The Board also reviewed ICANN org's representation that it is operationally ready to deliver the ICANN Grant Program in line with the processes set forth within the Applicant Guide.

Are there positive or negative community impacts?

Approving the funds for successful applications of the first cycle of the Grant Program contributes to further the implementation of the program, specifically supporting the opening of the application window for the first cycle.

By funding projects that encourage, facilitate, and support ICANN's mission and its vision of a single, open, and globally interoperable Internet, ICANN has the exceptional opportunity to make a difference in the Internet ecosystem, and positively impact people across the globe in furtherance of ICANN's mission.

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

This is a commitment to distribute a portion of the 2012 New gTLD Program Auction Proceeds, which have been segregated for a use consistent with the ICANN community's direction. The USD 10 million allocated here today is the first of many such allocations that are expected to be made in furtherance of the ICANN community's recommendations on the use of the 2012 New gTLD Auction Proceeds. ICANN org has already contemplated the resource needs to support the first application cycle.

The future distribution of this significant amount of funding is an exceptional opportunity to make a difference in the Internet ecosystem, in furtherance of ICANN's mission.

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

This action does not have a direct impact on the security, stability, or resiliency of the Internet's DNS. It is possible that some projects eventually supported by the ICANN Grant Program may have a positive impact on the security, stability, and resiliency of the Internet's DNS.

Is this decision in the public interest and within ICANN's mission?

This decision supports both the public interest and ICANN's mission as it furthers the implementation of the Grant Program whereby significant amounts of funds entrusted to ICANN's care will be distributed in alignment with ICANN's mission to projects around the world.

Is this either a defined policy process within ICANN's Supporting Organizations or ICANN's Organizational Administrative Function decision requiring public comment or not requiring public comment?

There is no defined policy process guiding this specific Board action.

Signature Block:

Submitted by: Xavier Calvez

Position: Senior Vice President, Planning & Chief Financial Officer

Date Noted: <mark>xxxx</mark>

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