

Board Briefing Materials - 3 May 2019 Regular Board Meeting

The originally published version of this document contained information that was withheld from publication in accordance with the [ICANN Publication Practices](#). The updated information can be found in the document on page 28. To view a redacted or previously withheld version, please see <https://www.icann.org/en/board-activities-and-meetings/board-materials-redaction-archive-register>.

ICANN BOARD SUBMISSION No. 2019.05.03.1b

TITLE: March 2021 ICANN Meeting Venue Contracting

PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

The Board is being asked to authorize the organization to take all steps necessary to complete contracting for the host venue in Cancun, Mexico for the March 2021 ICANN Public Meeting, which requires Board approval as it will exceed US\$500,000. The Reference Materials for this paper summarizes the steps taken to locate a site for the March 2021 Public Meeting and outlines the facility costs.

As adopted in the November 2016 modifications to ICANN's Delegation of Authority Guidelines, it is the responsibility of the ICANN President and CEO, and Senior Management to identify and select sites for ICANN's Public Meetings within the budget and meetings strategy approved by the Board.

ICANN ORGANIZATION RECOMMENDATION:

ICANN organization recommends that the Board delegate to the President and CEO, or his designee(s), the authority to take all actions necessary to enter into a contract, and make expense disbursements pursuant to that contract, for the host venue in Cancun, Mexico, where ICANN will hold the March 2021 Public Meeting.

BOARD FINANCE COMMITTEE (BFC) RECOMMENDATION

The BFC recommends that the Board delegate to the President and CEO, or his designee(s), the authority to take all actions necessary to enter into a contract, and make expense disbursements pursuant to that contract, for the host venue in Cancun, Mexico, where ICANN will hold its March 2021 Public Meeting.

PROPOSED RESOLUTION:

Whereas, ICANN intends to hold its first Public Meeting of 2021 in the Latin America/Caribbean region.

Whereas, ICANN organization has completed a thorough review of the available venues in the Latin America/Caribbean region and finds the one in Cancun, Mexico to be the most suitable.

Resolved (2019.05.03.xx), the Board authorizes the President and CEO, or his designee(s), to engage in and facilitate all necessary contracting and disbursements for the host venue for the March 2021 ICANN Public Meeting in Cancun, Mexico, in an amount not to exceed ^{Confidential Negotiation} Information

Resolved (2019.05.03.xx), specific items within this resolution shall remain confidential for negotiation purposes pursuant to Article 3, section 3.5(b) of the ICANN Bylaws until the President and CEO determines that the confidential information may be released.

PROPOSED RATIONALE:

As part of ICANN's Public Meeting strategy, ICANN seeks to host a meeting in a different geographic region (as defined in the ICANN Bylaws) three times a year. ICANN70 is scheduled for 20-25 March 2021. Following a search and evaluation of available venues, the organization identified Cancun, Mexico as a suitable location for the ICANN Public Meeting.

The organization performed a thorough analysis of the available locations and prepared a paper to identify those that met the Meeting Location Selection Criteria (see <http://meetings.icann.org/location-selection-criteria>). Based on the proposals and analysis, ICANN has identified Cancun, Mexico as the location for ICANN70. Selection of this Latin America/Caribbean location adheres to the geographic rotation guidelines established by the Meeting Strategy Working Group.

The Board reviewed the organization's briefing for hosting the meeting in Cancun, Mexico and the determination that the proposal met the significant factors of the Meeting Location Selection Criteria, as well as the related costs for the facilities selected, for the March 2021 ICANN Public Meeting. ICANN conducts Public Meetings in support of its mission to ensure the stable and secure operation of the Internet's unique identifier systems, and acts in the public interest by providing free and

open access to anyone wishing to participate, either in person or remotely, in open, transparent and bottom-up, multistakeholder policy development processes.

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

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

Submitted by:	Nick Tomasso
Position:	VP, Global Meeting Operations
Date Noted:	4 April 2019
Email:	nick.tomasso@icann.org

ICANN BOARD SUBMISSION No. 2019.05.03.1c

TITLE: **June 2021 ICANN Meeting Venue Contracting**

PROPOSED ACTION: **For Board Consideration and Approval**

EXECUTIVE SUMMARY:

The Board is being asked to authorize the organization to take all steps necessary to complete contracting for the host venue in The Hague, Netherlands for the June 2021 ICANN Public Meeting, which requires Board approval as it will exceed US\$500,000. The Reference Materials for this paper summarizes the steps taken to locate a site for the June 2021 Public Meeting and outlines the facility costs.

As adopted in the November 2016 modifications to ICANN's Delegation of Authority Guidelines, it is the responsibility of the ICANN President and CEO, and Senior Management to identify and select sites for ICANN's Public Meetings within the budget and meetings strategy approved by the Board.

ICANN ORGANIZATION RECOMMENDATION:

ICANN organization recommends that the Board delegate to the President and CEO, or his designee(s), the authority to take all actions necessary to enter into a contract, and make expense disbursements pursuant to that contract, for the host venue in The Hague, Netherlands, where ICANN will hold the June 2021 Public Meeting.

BOARD FINANCE COMMITTEE (BFC) RECOMMENDATION

The BFC recommends that the Board delegate to the President and CEO, or his designee(s), the authority to take all actions necessary to enter into a contract, and make expense disbursements pursuant to that contract, for the host venue in The Hague, Netherlands, where ICANN will hold its June 2021 Public Meeting.

PROPOSED RESOLUTION:

Whereas, ICANN intends to hold its second Public Meeting of 2021 in the Europe region.

Whereas, ICANN organization has completed a thorough review of the available venues in the Europe region and finds the one in The Hague, Netherlands to be the most suitable.

Resolved (2019.05.03.xx), the Board authorizes the President and CEO, or his designee(s), to engage in and facilitate all necessary contracting and disbursements for the host venue for the June 2021 ICANN Public Meeting in The Hague, Netherlands, in an amount not to exceed ^{Confidential Negotiation} _{Information}

Resolved (2019.05.03.xx), specific items within this resolution shall remain confidential for negotiation purposes pursuant to Article 3, section 3.5(b) of the ICANN Bylaws until the President and CEO determines that the confidential information may be released.

PROPOSED RATIONALE:

As part of ICANN’s Public Meeting strategy, ICANN seeks to host a meeting in a different geographic region (as defined in the ICANN Bylaws) three times a year. ICANN71 is scheduled for 14-17 June 2021. Following a search and evaluation of available venues, the organization identified The Hague, Netherlands as a suitable location for the ICANN Public Meeting.

The organization performed a thorough analysis of the available locations and prepared a paper to identify those that met the Meeting Location Selection Criteria (see <http://meetings.icann.org/location-selection-criteria>). Based on the proposals and analysis, ICANN has identified The Hague, Netherlands as the location for ICANN71. Selection of this Europe location adheres to the geographic rotation guidelines established by the Meeting Strategy Working Group.

The Board reviewed the organization’s briefing for hosting the meeting in The Hague, Netherlands and the determination that the proposal met the significant factors of the Meeting Location Selection Criteria, as well as the related costs for the facilities selected, for the June 2021 ICANN Public Meeting. ICANN conducts Public Meetings in support of its mission to ensure the stable and secure operation of the Internet's unique identifier systems, and acts in the public interest by providing free and open

access to anyone wishing to participate, either in person or remotely, in open, transparent and bottom-up, multistakeholder policy development processes.

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

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

Submitted by:	Nick Tomasso
Position:	VP, Global Meeting Operations
Date Noted:	4 April 2019
Email:	nick.tomasso@icann.org

ICANN BOARD SUBMISSION No. 2019.05.03.1d

TITLE: Information Transparency Initiative (ITI)
Contracting Approval

PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

The Board is being asked to authorize the organization to take the steps necessary to authorize staff to complete contracting with Publicis.Sapient for the ITI project.

ICANN org's ITI team has been working with Publicis.Sapient on the User Experience (UX), User Interface (UI), Information Architecture (IA), Navigation, and Tree Testing work. We are in the process of creating two additional contracts with Publicis.Sapient of Confidential Negotiation information for ITI User Experience (UX), User Interface (UI), Information Architecture (IA), Navigation, Tree Testing, and Analytics design and implementation. This would bring our total commitment to Confidential Negotiation information

These expenses were budgeted as part of the ITI project that was approved by the Board in October 2017.

ICANN ORGANIZATION RECOMMENDATION:

ICANN organization recommends that the Board delegate to the President and CEO, or his designee(s), the authority to take all actions necessary to enter into a contract, and make expense disbursements pursuant to that contract, with Publicis.Sapient for the ITI project.

BOARD FINANCE COMMITTEE (BFC) RECOMMENDATION

The BFC recommends that the Board delegate to the President and CEO, or his designee(s), the authority to take all actions necessary to enter into a contract, and make expense disbursements pursuant to that contract, with Publicis.Sapient for the ITI project.

PROPOSED RESOLUTION:

Whereas, ICANN organization has completed a thorough review of the available vendors for ITI User Experience (UX), User Interface (UI), Information Architecture (IA), Navigation, and Tree Testing work and finds Publicis.Sapient to be the most suitable.

Resolved (2019.05.03.xx), the Board authorizes the President and CEO, or his designee(s), to engage in and facilitate all necessary contracting and disbursements for Publicis.Sapient, in an amount not to exceed ^{Confidential Negotiation Information}

Resolved (2019.05.03.xx), specific items within this resolution shall remain confidential for negotiation purposes pursuant to Article 3, section 3.5(b) of the ICANN Bylaws until the President and CEO determines that the confidential information may be released.

PROPOSED RATIONALE:

Prior to the approval of the project, the organization performed an analysis of the project requirements and conducted an RFP process with vendors. After the RFP-selected Formative team was no longer available due to timing, the ITI Team needed to identify a vendor that met new requirements which surfaced during the content audit work. These new requirements included: IA and UX designers based in Los Angeles to allow for increased efficiency of requirements gathering and revisioning with the ITI team, deep experience in analytics design and implementation, and highly knowledgeable experts who were well-versed in multilingual IA, navigation, and taxonomy for global organizations. The ITI-team conducted a three-month search and compiled a list of three vendors and interviewed individual contractors. Given the highly competitive market in Los Angeles, we were unable to identify contractors with the experience we required. Of the three vendors, Publicis-Sapient met our cost, location, and experienced personnel requirements.

Submitted by: David Conrad
Position: SVP, Chief Technology Officer
Date Noted: 17 April 2019
Email: David.Conrad@icann.org

ICANN BOARD SUBMISSION NO. 2019.05.03.1e (CONFIDENTIAL)

TITLE: **PAYMENT OF LEGAL INVOICE EXCEEDING \$500,000**

PROPOSED ACTION: **For Board Consideration and Approval**

EXECUTIVE SUMMARY:

For three years and nine months, ICANN has been defending itself in litigation filed against it by DotConnectAfrica Trust (DCA). During the month of February 2019, ICANN prepared for and participated in a three-day trial, constituting the second time ICANN had to conduct Phase 1 trial of the DCA v. ICANN lawsuit. Given the intense work that had to be done preparing for trial, participating in the trial and drafting post trial briefs, outside legal counsel's invoice for the DCA litigation for February 2019 is **Privileged and Confidential** which because it is over \$500,000 requires Board approval to pay.

ORGANIZATION AND BOARD FINANCE COMMITTEE (BFC)

RECOMMENDATIONS (*Subject to BFC Approval*):

ICANN organization and the BFC recommends that the Board authorize the President and CEO, or his designee(s), to pay outside legal counsel's February 2019 invoice in the DCA matter.

PROPOSED RESOLUTION:

Whereas, one of outside legal counsel's invoices for February 2019 has exceeded \$500,000, which pursuant to ICANN's Contracting and Disbursement Policy requires Board approval to pay.

Whereas, ICANN organization and the Board Finance Committee has recommend that the Board authorize the payment of the above referenced legal invoice.

Resolved (2019.05.03.xx), the Board hereby authorizes the President and CEO, or his designee(s), to pay outside legal counsel's February 2019 invoice.

PROPOSED RATIONALE:

When required, ICANN must engage outside legal counsel to help prepare for and defend against all types of disputes that are brought against ICANN. When those disputes become highly contentious they often require significant involvement during a certain time period by outside counsel and that significant amount of time also results in significant fees and related expenses.

Per ICANN's Contracting and Disbursement policy (<https://www.icann.org/resources/pages/contracting-disbursement-policy-2015-08-25-en>), if any invoice calls for disbursement of more than \$500,000 Board approval is required to make the payment. In the month of February 2019, during which ICANN was preparing for trial, participating in the trial and drafting post trial briefs, one of ICANN's outside counsel invoices exceeds \$500,000. Accordingly, the Board has been asked by the organization to approve payment of that invoice, which the BFC has reviewed and recommended, and which the Board has done through this resolution.

The Board is comfortable that ICANN organization, including ICANN's General Counsel's Office, is properly monitoring the work performed and expenses incurred by outside legal counsel to ensure that all fees and costs are appropriate under the given circumstances at any given time. Therefore, the Board is comfortable taking this decision.

Taking this Board action fits squarely within ICANN's mission and the public interest in that it ensures that payments of large amounts for one invoice to one entity are reviewed and evaluated by the Board if they exceed a certain amount of delegated authority through ICANN's Contracting and Disbursement Policy. This ensures that the Board is overseeing large disbursements and acting as proper stewards of the funding ICANN receives from the public.

While this will have a fiscal impact on ICANN, it is an impact that was contemplated in the FY19 budget and as part of the New gTLD Program Application Fee. This decision will not have an impact on the security, stability or resiliency of the domain name system.

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

Submitted By: Amy A. Stathos, Deputy General Counsel
Date Noted: 15 April 2019
Email: amy.stathos@icann.org

ICANN BOARD SUBMISSION NO. 2019.05.03.1f

[Subject to Approval by the Board Governance Committee]

TITLE: **Board Organizational Effectiveness Committee
Leadership Change**

PROPOSED ACTION: **For Board Consideration and Approval**

EXECUTIVE SUMMARY:

As the Board is aware, Khaled Koubaa, the current Chair of Board Organizational Effectiveness Committee (OEC) will not be seeking another term on the Board after his current term concludes in November 2019. In furtherance of the recent succession planning discussions, Khaled has suggested that he step down now as Chair of the OEC, but remain as a member to help the transition to a new Chair during the remainder of his term. The Board is being asked to adopt the Board Governance Committee's recommendation that the Board appoint Avri Doria as Chair of the OEC and retain Khaled Koubaa as a member of the OEC.

BOARD GOVERNANCE COMMITTEE (BGC) RECOMMENDATION *[Subject to Approval by the BGC]*:

The BGC recommends that the Board appoint Avri Doria as the Chair of the OEC and retain Khaled Koubaa as a member of the OEC, effective immediately.

PROPOSED RESOLUTION:

Whereas, Khaled Koubaa is the current Chair of the Board Organizational Effectiveness Committee (OEC) and he will be concluding his time on the Board in November 2019.

Whereas, Avri Doria is a current member of the OEC.

Whereas, to facilitate a smooth transition of leadership of the OEC, the Board Governance Committee (BGC) recommended that the Board immediately appoint Avri Doria as the Chair of the OEC and retain Mr. Koubaa as a member of the OEC.

Resolved (2019.05.03.XX), the Board appoints Avri Doria as the Chair of the OEC and retains Khaled Koubaa as a member of the OEC, effectively immediately.

PROPOSED RATIONALE:

The Board is committed to facilitating a smooth transition in the leadership of its Board Committees. As the Board is aware, Khaled Koubaa, the current Chair of the Board Organizational Effectiveness Committee (OEC) will not be seeking another term on the Board after his current term concludes in November 2019. As part of the Board's ongoing discussions regarding leadership succession planning, Mr. Koubaa has suggested that he step down now as Chair of the OEC, but remain as a member to help the transition to a new Chair during the remainder of his term. The Board was asked to adopt the Board Governance Committee's recommendation that the Board appoint Avri Doria as Chair of the OEC and retain Khaled Koubaa as a member of the OEC

As the Board Governance Committee (BGC) is tasked with recommending Committee assignments, the BGC has discussed a change in OEC leadership and has recommended that the Board appoint Avri Doria as the new OEC Chair and retain Mr. Koubaa as a member of the OEC, effectively immediately. The Board agrees with the BGC's recommendation.

The action is in the public interest and in furtherance of ICANN's mission as it is important that Board Committees, in performing the duties as assigned by the Board in compliance with ICANN's Bylaws and the Committees' charters, have the appropriate succession plans and facilitate that succession to ensure leadership continuity within the Committees. This action will have no financial impact on the organization and will not negatively impact the 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
Date Noted: 8 April 2019
Email: amy.stathos@icann.org

ICANN BOARD PAPER NO. 2019.05.03.1g

TITLE: Revisions Board Governance Committee Charter

PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

The Board Governance Committee (BGC) is responsible for, among other things, “[c]reating and recommending to the full Board for approval a slate of nominees for Board Chair, Board Vice Chair, and chairmanship and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year.” ([BGC Charter §§ I.C. and II.C.](#)) As part of BGC’s annual review of its charter, the BGC determined that its charter should also reference the BGC’s responsibilities in the creation and composition of Board working groups and Board caucuses, and in conducting periodic assessments of Board members’ participation in committees, working groups, and caucuses to ensure that the workload is appropriately balanced across the Board. Accordingly, the Board is being asked to review and adopt the BGC’s recommendations to amend its charter as reflected in Attachment A to the Reference Materials.

BOARD GOVERNANCE COMMITTEE RECOMMENDATIONS:

The BGC recommends that the Board approve proposed amendments to the BGC’s charter to include in it reference to the BGC’s responsibility for: (i) the creation and composition of Board working groups and caucuses; and (ii) conducting periodic assessments of Board members’ participation in committees, working groups, and caucuses to ensure that the workload is appropriately balanced across the Board.

PROPOSED RESOLUTION:

Whereas, the Board Governance Committee (BGC) is tasked with “[c]reating and recommending to the full Board for approval a slate of nominees for Board Chair, Board Vice Chair, and chairmanship and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year.” ([BGC Charter §§ I.C. and II.C.](#))

Whereas, as part of BGC’s annual review of its Charter, the BGC determined that its charter should be amended to include its responsibility for: (i) the creation and

composition of Board working groups and caucuses; and (ii) conducting periodic assessments of Board members' participation in committees, working groups, and caucuses to ensure that the workload is appropriately balanced across the Board.

Whereas, the Board has evaluated the BGC's recommendations and the Board agrees.

Resolved (2019.05.03.XX), the Board hereby adopts the revised Charter of the Board Governance Committee.

PROPOSED RATIONALE:

The Board is addressing this matter to ensure committee charters are up-to-date and reflect the most current needs of the organization, in accordance with governance requirements and best practices.

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, § II.C.2.](#)) In this role, the BGC recommended, and the Board agrees, that the Board approve proposed revisions to the BGC charter to align with the current responsibility the BGC has with respect to the creation and composition of Board working groups and caucuses.

The BGC further recommended, and the Board agrees, that the BGC charter should be amended to reference the BGC's responsibility for overseeing the workload and membership of Board committees, working groups, and caucuses to ensure balance of participation.

This action is consistent with ICANN's Mission and is in the public interest as it is important to ensure that the Board has the necessary Committees, working groups and caucus with a balance of Board member participation so that some Board members are not overburdened and have the time and energy to focus on ICANN's Mission as set forth in the Bylaws.

There will be no direct fiscal impact or adverse ramifications on ICANN's strategic and operating plans from the proposed changes to the charters. Further, this action has no impact on the security, stability or resiliency of the domain name system (DNS).

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

Submitted By: Amy A. Stathos
Date: 29 May 2019
Email: amy.stathos@icann.org

ICANN BOARD SUBMISSION NO. 2019.05.03.1h

TITLE: **Nominating Committee Leadership Change**

PROPOSED ACTION: **For Board Consideration and Approval**

EXECUTIVE SUMMARY:

The current Nominating Committee (NomCom) Chair-Elect is stepping down from the position for personal reasons. ICANN's Bylaws require the Board to appoint the NomCom Chair-Elect, and the Board has tasked the Board Governance Committee (BGC) with recommending a NomCom Chair and Chair-Elect for Board approval. The Board is being asked to adopt the BGC's recommendation that it appoint Jay Sudowski as the new Chair-Elect of the NomCom for the remainder of the 2018-2019 term. Mr. Sudowski was a candidate for the 2018-2019 Chair-Elect position and based upon the BGC's evaluation of his expression of interest and its interview with Mr. Sudowski in 2018 as part of the 2019 NomCom leadership selection process, the BGC has determined that Mr. Sudowski is qualified to serve as the NomCom Chair-Elect.

BOARD GOVERNANCE COMMITTEE (BGC) RECOMMENDATION:

The BGC recommends that the Board appoint Jay Sudowski as the Chair-Elect of the NomCom for the remainder of the 2018-2019 term.

PROPOSED RESOLUTION:

Whereas, the current Chair-Elect of the Nominating Committee (NomCom) is stepping down from the position as Chair-Elect.

Whereas, ICANN's Bylaws require the Board to appoint NomCom Chair and NomCom Chair-Elect.

Whereas, the Board has delegated the responsibility for recommending the NomCom Chair and Chair-Elect for Board approval to the Board Governance Committee (BGC).

Whereas, the BGC recommended that the Board immediately appoint Jay Sudowski as the replacement Chair-Elect of NomCom for the remainder of the 2018-2019 term, which concludes at the end of ICANN's Annual General Meeting in November 2019.

Resolved (2019.05.03.XX), the Board appoints Jay Sudowski as the Chair-Elect of NomCom for the remainder of the 2018-2019 term, which concludes at the end of ICANN's Annual General Meeting in November 2019.

PROPOSED RATIONALE:

ICANN's Bylaws require the Board to appoint the Nominating Committee (NomCom) Chair and NomCom Chair-Elect. *See* ICANN Bylaws, [Article 8, section 8.2](#). The Board has delegated the responsibility for recommending the NomCom Chair and Chair-Elect for Board approval to the Board Governance Committee. *See* BGC Charter at <http://www.icann.org/en/committees/board-governance/charter.htm>. The Board is taking this action at this time because the current Chair-Elect of the NomCom is stepping down from the position for personal reasons. Jay Sudowski was among the candidates who previously submitted an expression of interest to serve as Chair-Elect for the 2018-2019 NomCom term.

The Board understands that the BGC evaluated Mr. Sudowski's expression of interest and related materials, and interviewed Mr. Sudowski in 2018 as part of the 2018-2019 NomCom leadership selection process. Based on that work, the BGC has determined that Mr. Sudowski is qualified to serve as the NomCom Chair-Elect. The Board has considered and agrees with the BGC's recommendation for the replacement Chair-Elect for the remainder of the 2018-2019 term, which concludes at the ICANN Annual General Meeting in November 2019.

The action is in the public interest and in furtherance of ICANN's mission as it is as it positively affects the transparency and accountability of ICANN. Adopting the BGC's recommendation has no financial impact on ICANN that was not otherwise anticipated, and will not negatively impact the 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
Date Noted: 15 April 2019
Email: amy.stathos@icann.org

ICANN BOARD PAPER NO. 2019.05.03.1j

TITLE: Approval of CIIDRC as a UDRP Service Provider
PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

The Canadian International Internet Dispute Resolution Centre (CIIDRC) submitted an application to the ICANN organization to become an approved Uniform Domain Name Dispute Resolution Policy (UDRP) dispute resolution service provider in June 2018. ICANN org solicited public comments on the application in November 2018. Based on CIIDRC's application materials, CIIDRC meets the suggested elements for approval of UDRP dispute resolution service providers as set forth in [Information Concerning Approval Process for Dispute Resolution Service Providers](#). No significant concerns were raised during the public comment period about CIIDRC's fitness to perform UDRP dispute resolution services. The next logical step is for the Board to approve and announce CIIDRC as a new UDRP provider. This would be the first new UDRP dispute-resolution service provider approved since 2013. There are currently five approved UDRP dispute-resolution service providers.

Broader comments were received during the public comment period about oversight of UDRP dispute-resolution service providers more generally. ICANN org is organizing an assessment of how the UDRP and dispute resolution service providers are managed internally.

ICANN ORG RECOMMENDATION:

To enable a broader choice of providers, and based on its fulfilment of the approval criteria, ICANN org recommends approval of CIIDRC as a new UDRP dispute-resolution service provider.

PROPOSED RESOLUTION:

Whereas, the Canadian International Internet Dispute Resolution Centre (CIIDRC) [submitted a proposal](#) to the ICANN organization to be approved as an UDRP dispute-

resolution service provider (<https://www.icann.org/en/system/files/files/ciidrc-proposal-new-udrp-provider-16nov18-en.pdf>).

Whereas, based on the application materials, the CIIDRC meets the suggested elements for approval of UDRP dispute resolution service providers as set forth in [Information Concerning Approval Process for Dispute Resolution Service Providers](https://www.icann.org/resources/pages/provider-approval-process-2012-02-25-en) (<https://www.icann.org/resources/pages/provider-approval-process-2012-02-25-en>).

Whereas, the CIIDRC proposal was [posted for public comment](https://www.icann.org/public-comments/udrp-provider-2018-11-16-en) on 16 November 2018 (<https://www.icann.org/public-comments/udrp-provider-2018-11-16-en>).

Whereas, ICANN org considered the public comments received, including CIIDRC's responses, and identified no feedback that raised a question about CIIDRC's capability to operate as a UDRP dispute-resolution service provider (<https://www.icann.org/public-comments/udrp-provider-2018-11-16-en#summary>).

Resolved (2019.05.03.XX), the Board approves the application from CIIDRC, and advises the President and CEO to enter into discussions with CIIDRC regarding the process for CIIDRC's provision of UDRP services.

PROPOSED RATIONALE:

Why is the Board addressing this issue now?

The Board is considering approval of CIIDRC as a new UDRP dispute-resolution service provider now because this is the next logical step in this process, following: (1) the ICANN org's receipt of this application for approval, (2) ICANN org's review of the application, (3) the public comment period on the application, and (4) ICANN org's analysis of the public comments.

Which stakeholders or others were consulted?

ICANN org solicited broad community feedback on this application through a public comment period.

What concerns or issues were raised by the community?

Of the sixteen submitted comments, all but two were in support of adding the applicant as a UDRP provider. Those in favor of approving the application mostly were identified as being affiliated with the applicant as arbitrators/panelists or organizations affiliated with the applicant (CIRA and the applicant, CIIDRC). In addition, the At-Large Advisory Committee (ALAC) offered support of approving the application.

Comments submitted by the Internet Commerce Association (ICA) and the GNSO Business Constituency (BC) did not have specific concerns about the merit of CIIDRC's application but took the view that establishment of uniform and enforceable standards for all dispute resolution service providers should occur before adding any new providers. As indicated above, ICANN org is in the preliminary stages of organizing an assessment of provider management.

Signature Block:

Submitted by: Cyrus Namazi

Position: Senior Vice President, Global Domains Division

Date Noted: 17 April 2019

Email: cyrus.namazi@icann.org

**ICANN BOARD OF DIRECTORS
SUBMISSION NO. 2019.05.03.1k**

TITLE: Standard Bylaw Amendments to Article 12 Section 12.2(b)(ii) on the terms of the SSAC Chair

PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

The ICANN Bylaws Article 12, Section 12.2(b) (ii) currently states that there is no limit to the number of terms that the SSAC Chair may serve. The SSAC proposes the necessary changes in the ICANN Bylaws to enable SSAC, should it so choose, to impose term limits to its Chair.

COMMITTEE RECOMMENDATION:

To enable SSAC, should it so choose, to impose term limits on its Chair, the SSAC recommends that the ICANN Board of Directors publish for public comment a standard bylaw amendment to Article 12 Section 12.2(b)(ii) to remove language referring to the chair's term as follows:

“(ii) The SSAC's chair and members shall be appointed by the Board. SSAC membership appointment shall be for a three-year term, commencing on 1 January and ending the second year thereafter on 31 December. Members may be re-appointed, and there are no limits to the number of terms members may serve. The SSAC chair may provide recommendations to the Board regarding appointments to the SSAC. The SSAC chair shall stagger appointment recommendations so that approximately one-third (1/3) of the membership of the SSAC is considered for appointment or re-appointment each year. The Board shall also have the power to remove SSAC appointees as recommended by or in consultation with the SSAC.”

PROPOSED RESOLUTION:

Whereas, Article 12, Section 12.2(b) of the Bylaws governs the Security and Stability Advisory Committee (SSAC).

Whereas, under the current Bylaws Article 12, Section 12.2(b) (ii), the SSAC is not permitted to limit the number of terms the SSAC chair may serve.

Resolution Text Superseded

Whereas, the ICANN Bylaws require, at Section 25.1(b) that, prior to the approval of a Standard Bylaw Amendment by the Board, a draft of the Standard Bylaw Amendment shall be posted on the website and shall be subject to public comment in accordance with ICANN's public comment processes.

Resolved (2019.05.03.xx), the Board directs the ICANN President and CEO, or his designee, to publish for public comment the proposed standard amendment to Article 12 Section 12.2(b)(ii) of the ICANN Bylaws as recommended by the SSAC.

PROPOSED RATIONALE:

The tenure of SSAC leadership positions has been discussed by members a number of times and the current SSAC Operational Procedures (OP) v 7.0 provide the following guidance:

1. The SSAC Chair is elected to a three-year term of office but that is renewable indefinitely in accordance with ICANN Bylaw Section 12.2 (b) (ii) (see OP Section

- 2.8.1).
2. The SSAC Vice Chair is elected to a three-year term of office and can serve for no more than two consecutive three-year terms (see OP Section 2.8.2).
 3. The SSAC Liaison to the ICANN Board is elected to a three-year term of office and can serve for no more than two consecutive three-year terms (see OP Section 2.8.3.1).

SSAC members have discussed the concept of limiting the term of the SSAC Chair in the same manner as the SSAC Vice Chair and SSAC Board Liaison, but recognize that a change to the ICANN Bylaws would be required to do so. Additionally, the Final Report of the Independent Review of SSAC by Analysis Group made the following relevant recommendations:

27. The SSAC's leadership should be limited to two, three-year terms. The SSAC should impose no term limits on non-leadership members.
28. The SSAC should work with the ICANN Board to update the ICANN Bylaws in order to allow for there to be term limits on the SSAC Chair.

Rationale Text Superseded

Rationale Text Superseded

Rationale Text Superseded

The impact of this change would be to enable the SSAC, should it so choose, to impose term limits on the SSAC Chair within its Operational Procedures, as is the case for the SSAC Vice Chair and SSAC Board Liaison.

Submitted by:	Merike Kaeo
Position:	Liaison to the ICANN Board from the Security & Stability Advisory Committee
Date Noted:	18 April 2019
Email:	Contact Information Redacted

ICANN BOARD PAPER NO. 2019-05-03-2a

TITLE: Transfer of the .TR (Turkey) country-code top-level domain to Bilgi Teknolojileri ve İletişim Kurumu (BTK)

PROPOSED ACTION: For Board Consideration and Approval

IANA REFERENCE: 1133009

EXECUTIVE SUMMARY:

As part of PTI's responsibilities under the IANA Naming Function contract with ICANN, PTI has prepared a recommendation to authorize the transfer of the .TR top-level domain to Bilgi Teknolojileri ve İletişim Kurumu (BTK).

Key points of the investigation on the transfer request are:

- The string under consideration represents Turkey in the ISO 3166-1 standard and is eligible for transfer.
- The proposed manager is Bilgi Teknolojileri ve İletişim Kurumu (BTK), a governmental entity granted operational responsibility for the .TR top-level domain according to the country's laws.
- Support for the transfer has been provided by the Government of Turkey, as well as:
 - o Istanbul Bilgi University
 - o Gazi University
 - o Association of Access Providers (ESB), representing the local internet community in Turkey
- Informed consent of the transfer of .TR top-level domain was provided by Professor Dr. Mustafa Verşan Kök, Rector of the Middle East Technical University.

PROPOSED RESOLUTION:

Resolved (2019.05.03.xx), as part of the exercise of its responsibilities under the IANA Naming Function Contract with ICANN, PTI has reviewed and evaluated the request to transfer the .TR (Turkey) country code top-level domain to Bilgi Teknolojileri ve İletişim Kurumu (BTK). The documentation demonstrates that the proper procedures were followed in evaluating the request.

PROPOSED RATIONALE:

Why the Board is addressing the issue now?

In accordance with the IANA Naming Function Contract, PTI has evaluated a request for ccTLD transfer and is presenting its report to the Board for review. This review by the Board is intended to ensure that the proper procedures were followed.

What is the proposal being considered?

The proposal is to approve a request to transfer the .TR top-level domain and assign the role of manager to Bilgi Teknolojileri ve İletişim Kurumu (BTK).

Which stakeholders or others were consulted?

In the course of evaluating this transfer application, PTI consulted with the applicant and other significantly interested parties. As part of the application process, the applicant needs to describe consultations that were performed within the country concerning the ccTLD, and their applicability to their local Internet community.

What concerns or issues were raised by the community?

PTI is not aware of any significant issues or concerns raised by the community in relation to this request.

What significant materials did the Board review?

The Board reviewed the following evaluations:

- The domain is eligible for transfer, as the string under consideration represents Turkey in the ISO 3166-1 standard;
- The relevant government has been consulted and does not object;
- The proposed manager and its contacts agree to their responsibilities for managing this domain;
- The proposal has demonstrated appropriate significantly interested parties' consultation and support;
- The proposal does not contravene any known laws or regulations;

- The proposal ensures the domain is managed locally in the country, and are bound under local law;
- The proposed manager has confirmed they will manage the domain in a fair and equitable manner;
- The proposed manager has demonstrated appropriate operational and technical skills and plans to operate the domain;
- The proposed technical configuration meets the technical conformance requirements;
- No specific risks or concerns relating to Internet stability have been identified; and
- Staff have provided a recommendation that this request be implemented based on the factors considered.

These evaluations are responsive to the appropriate criteria and policy frameworks, such as "Domain Name System Structure and Delegation" (RFC 1591), "GAC Principles and Guidelines for the Delegation and Administration of Country Code Top Level Domains" and the ccNSO "Framework of Interpretation of current policies and guidelines pertaining to the delegation and redelegation of country-code Top Level Domain Names." As part of the process, Delegation and Transfer reports are posted at <http://www.iana.org/reports>.

What factors the Board found to be significant?

The Board did not identify any specific factors of concern with this request.

Are there positive or negative community impacts?

The timely approval of country-code domain name managers that meet the various public interest criteria is positive toward ICANN's overall mission, the local communities to which country-code top-level domains are designated to serve, and responsive to obligations under the IANA Naming Function Contract.

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

The administration of country-code delegations in the DNS root zone is part of the IANA functions, and the delegation action should not cause any significant variance on pre-planned expenditure. It is not the role of ICANN to assess the financial impact of the internal operations of country-code top-level domains within a country.

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

ICANN does not believe this request poses any notable risks to security, stability or resiliency. This is an organizational administrative function not requiring public comment.

SIGNATURE BLOCK:

Submitted by: Naela Sarras
Position: Director, IANA Operations
Date Noted: 17 April 2019
Email: naela.sarras@icann.org

ICANN BOARD PAPER NO. 2019-05-03-2b

TITLE: **Acceptance of the Second Organizational Review of the RSSAC – Final Report and Feasibility Assessment and Initial Implementation Plan**

PROPOSED ACTION: **For Board Consideration and Approval**

EXECUTIVE SUMMARY:

The Board is being asked to accept the independent examiner's [final report](#) of the second review of the Root Server System Advisory Committee (RSSAC), as well as the RSSAC Review Work Party's¹ [Feasibility Assessment and Initial Implementation Plan](#). The Board is also being asked to instruct the RSSAC to convene an implementation working group to develop a detailed implementation plan for the recommendations, as detailed in the Feasibility Assessment and Initial Implementation Plan. The detailed implementation plan shall be completed within six (6) months from the adoption of this resolution. The implementation working group is to oversee the implementation process of these recommendations once the Board has accepted said detailed implementation plan.

In line with its oversight responsibilities for Organizational Reviews, the Organizational Effectiveness Committee of the Board (OEC) has ensured that the ICANN organization complied with the [Bylaws](#), and has reviewed all relevant materials, including the independent examiner's final report and the RSSAC Review Work Party's Feasibility Assessment and Initial Implementation Plan.

In order to facilitate the implementation of the recommendations, the Board is also being asked to initiate the process for amending the Bylaws to reflect changes to the RSSAC leadership structure in a manner that supports the outcomes of the organizational review. This will hopefully allow for the Bylaws to be updated to reflect an updated leadership

¹ Review working parties (RWPs) serves as liaisons in the organizational review process between the independent examiner, the organizational under review, and ICANN organization. Composition, meeting frequency, decision-making all other administrative and logistical issues related to the work of the group are determined by the organization under review, in this case the RSSAC. The RSSAC's RWP membership and all other relevant information can be found here: <https://community.icann.org/x/rbTDAw>.

structure in advance of the next leadership selection cycle, thereby putting the structure in place at the earliest possible time.

ORGANIZATIONAL EFFECTIVENESS COMMITTEE RECOMMENDATION

In its capacity of overseeing Organizational Reviews, the OEC, having reviewed all relevant materials², recommends that the Board accepts the RSSAC Review independent examiner's [final report](#), and accepts the RSSAC Review Work Party's [Feasibility Assessment and Initial Implementation Plan](#). The OEC also recommends that the Board instruct the RSSAC to convene an implementation working group to develop a detailed implementation plan for the recommendations, as detailed in the Feasibility Assessment and Initial Implementation Plan, including appropriate implementation costing. The detailed implementation plan shall be submitted to the OEC within six (6) months from the adoption of this resolution. Once the Board has accepted said detailed implementation plan, the OEC shall oversee the implementation process of these recommendations. The OEC notes to the Board that the Board's acceptance of the detailed implementation plan is a deviation from the [organizational review process flowchart](#) but this step is in accordance with standard practice for organizational reviews because the Board is exercising its fiduciary responsibility by reviewing and accepting said detailed implementation plan.³

The OEC also recommends that, in support of the review implementation efforts, the ICANN Board of Directors initiate the standard Bylaws amendment process by publishing for public comment the proposed amendment to Article 12, Section 2C of the ICANN Bylaws, which reflects the changes to the RSSAC leadership structure.

PROPOSED RESOLUTION:

² Relevant materials include: Independent examiner's [final report](#) and presentation to the OEC (8 January 2019); RSSAC Review Work Party's [Feasibility Assessment and Initial Implementation Plan](#) and presentation to the OEC (8 January 2019); [public comments](#) and [summary report](#) of public comment proceeding on the [draft final report](#); and feedback on the [assessment report](#).

³ An update to the [flow chart](#) and [handbook](#) will be made in the standard process of reviewing and updating the ICANN process documentation.

Whereas, the second Organizational Review of the RSSAC commenced in September 2017, in accordance with the ICANN Bylaws, [Article 4, Section 4.4](#).

Whereas, the independent examiner that conducted the second RSSAC Review produced an [assessment report](#) that was published for [public consultation](#) on 27 February 2018, a [draft final report](#) that was published for [public comment](#) on 1 May 2018 and a [final report](#), containing six (6) principal recommendations and nine (9) supplementary recommendations, that was [published](#) on 10 July 2018.

Whereas the ICANN community provided input via public comment on the [draft final report](#).

Whereas, the RSSAC [Review Work Party](#), serving as a liaison between the RSSAC, the independent examiner and the Organizational Effectiveness Committee of the Board (OEC), analyzed the independent examiner's recommendations for feasibility and usefulness, considered provisional budget implications, and anticipated resources to propose a prioritized implementation timeline.

Whereas, the RSSAC Review Work Party drafted a [Feasibility Assessment and Initial Implementation Plan](#) in which it indicated support for four (4) principal recommendations in the [final report](#), including one (1) with modifications, and three (3) supplementary recommendations, [including one \(1\) with modifications](#). The RSSAC [Review Work Party](#) did not support two (2) principal recommendations and six (6) supplementary recommendations.

Whereas, the RSSAC [approved](#) the Feasibility Assessment and Initial Implementation Plan on 2 October 2018.

Whereas, the OEC received briefings from the independent examiner on its [final report](#) and the RSSAC [Review Work Party](#) on its [Feasibility Assessment and Initial Implementation Plan](#) during the OEC meeting on 8 January 2019. The OEC also sought clarification from the RSSAC Review Work Party on its response to certain findings of the independent examiner.

Whereas, the OEC considered the final report, the Feasibility Assessment and Initial Implementation Plan, and the [public comment input](#) in order to reach a recommendation to the Board for how to proceed with the second RSSAC Review. The OEC recommended that the Board accepts both the RSSAC Review independent examiner's final report and the RSSAC Review Work Party's Feasibility Assessment and Initial Implementation Plan. The OEC also recommended that the Board instruct the RSSAC to convene an implementation working group to develop a detailed implementation plan for the recommendations, as detailed in the Feasibility Assessment and Initial Implementation Plan, within six (6) months from the adoption of this resolution. The detailed implementation plan shall also contain appropriate implementation costing. The OEC further recommends to the Board that the implementation working group is to oversee the implementation of these recommendations, once the Board has approved said detailed implementation plan, including appropriate implementation costing.

Whereas, this organizational review identified issues of succession, which the RSSAC recommends and the RSSAC proactively addressed these concerns by proposing clarifications to its leadership structure, approving a change to its Operational Procedures in March 2019 that modify the RSSAC leadership structure to consist of one RSSAC Chair and one RSSAC Vice Chair rather than two RSSAC Co-Chairs.

Whereas, Article 12 Section 2C of the ICANN Bylaws references the RSSAC leadership structure.

Resolved (2019.05.03.XX), the Board acknowledges the independent examiner's hard work and thanks them for producing a comprehensive set of recommendations to improve the RSSAC's effectiveness, transparency, and accountability.

Resolved (2019.05.03.XX), the Board acknowledges the work and support of the RSSAC [Review Work Party](#) during the review process, as well as its [Feasibility Assessment and Initial Implementation Plan](#) that was approved by the RSSAC on 2 October 2018 and guided the OEC's recommendation to the Board. The Board thanks the RSSAC [Review Work Party](#) for its efforts.

Resolved (2019.05.XX.XX), the Board accepts the [final report](#) from the independent examiner.

Resolved (2019.05.XX.XX), the Board accepts the [Feasibility Assessment and Initial Implementation Plan](#).

Resolved (2019.05.XX.XX), the Board directs the RSSAC to convene an RSSAC review implementation working group that drafts a detailed implementation plan of the recommendations, as detailed in the Feasibility Assessment and Initial Implementation Plan, including appropriate implementation costing.

Resolved (2019.05.XX.XX), the detailed implementation plan shall be submitted to the Board as soon as possible, but no later than six (6) months after the adoption of this resolution. The implementation plan should contain a realistic timeline for the implementation, a definition of desired outcomes, an explanation of how the implementation addresses underlying issues identified in the final report, and a way to measure current state as well as progress toward the desired outcome. The working group shall also work with the ICANN organization to include expected budgetary implications for each of the implementation steps into its detailed implementation plan. The implementation plan shall incorporate a phased approach that allows for easy-to-implement and least costly improvements to be implemented first, with those items with more significant budget implications to be addressed later in the implementation process.

Resolved (2019.05.XX.XX), the Board directs the RSSAC Review implementation working group to oversee the implementation process, once the Board has accepted the detailed implementation plan. Any budgetary requests resulting from the implementation shall be made in line with the ICANN organization's annual budgeting processes.

Resolved (2019.05.XX.XX), The Board directs the RSSAC review implementation working group to provide the OEC with implementation reports every six (6) months on progress against the implementation plan, including, but not limited to, progress toward metrics detailed in the implementation plan and use of allocated budget.

Resolved (2019.05.XX.XX), the Board directs the ICANN President and CEO, or his designee, to publish for public comment the proposed amendments to Article 12 Section 2C of the ICANN Bylaws that reflect the changes to the RSSAC leadership structure.

PROPOSED RATIONALE:

Why is the Board addressing the issue?

To ensure ICANN's multistakeholder model remains transparent and accountable, and to improve its performance, ICANN conducts Organizational Reviews of its Supporting Organizations, Advisory Committees (other than the Governmental Advisory Committee) and the Nominating Committee, as prescribed in [Article 4, Section 4.4](#) of its Bylaws. The second RSSAC Review commenced in September 2017. The independent examiner conducting the review produced a [final report](#) that was published in July 2018. The RSSAC [Review Work Party](#), based on its detailed review of the independent examiner's final report, prepared its [Feasibility Assessment and Initial Implementation Plan](#).

Independent Examination

Interisle Consulting Group, LLC was [appointed](#) as the independent examiner for the RSSAC Review in September 2017, in accordance with ICANN's procurement process that involved ICANN organization personnel and the Organizational Effectiveness Committee of the Board (OEC), which is responsible for overseeing the organizational review process. During its work, Interisle reviewed relevant documentation, conducted 48 interviews with members of the RSSAC, the wider ICANN community, the ICANN Board and the ICANN organization, and gathered 39 individual responses to its online survey. In addition, Interisle held regular meetings with the RSSAC [Review Work Party](#) throughout the review, including public meetings at [ICANN61](#) and [ICANN62](#). A [draft final report](#) was published for public comment, following the standard ICANN process. Interisle hosted a community [webinar](#) on the [draft final report](#).

The RSSAC [Review Work Party](#) provided direct feedback to Interisle on initial drafts of the draft [assessment report](#) and the [draft final report](#). Interisle considered the feedback

and incorporated those elements that it deemed appropriate based on its independent role and professional judgement.

On 10 July 2018, Interisle published its [final report](#). The final report included a narrative of underlying issues identified by the independent examiner, and six (6) principal recommendations and nine (9) supplementary recommendations designed by the independent examiner as proposals to address those issues.

RSSAC Review Work Party/RSSAC Input

The RSSAC raised concerns about the scope and factual correctness of some of the findings in the independent examiner's [assessment report](#), as well as the tone related to public opinion and quotes used in the report (see [RSSAC032](#)).

The RSSAC was critical of the draft final report. Notably, the RSSAC raised concerns about the scope, framing and transparency of the review, and the scope of a number of recommendations although it welcomed some recommendations, in particular those related to the RSSAC Caucus (see [RSSAC036](#)).

In its [Feasibility Assessment and Initial Implementation Plan](#), the RSSAC [Review Work Party](#) agreed with some of the issues raised in the [final report](#) but noted its concerns with two (2) principal recommendations and six (6) supplementary recommendations. The RSSAC [Review Work Party](#) provided a detailed rationale of its concerns in the [Feasibility Assessment and Initial Implementation Plan](#).

Input from ICANN Community

In addition to the responses collected by Interisle through interviews and online surveys and through the public consultation on the [assessment report](#), during the [public comment](#) on the [draft final report](#), eight (8) comments were submitted; two (2) authored by individual contributors, and six (6) by organizations, including the RSSAC (see [summary report](#) of public comment proceeding).

Outside of the RSSAC, other contributors to the public comment proceeding from the ICANN community were less critical of the draft final report, particularly welcoming

recommendations pertaining to modifying RSSAC membership criteria. For example, the Non-Commercial Stakeholder Group noted that: “we firmly support diversity in the operation and membership of RSSAC in an open and transparent manner.” The Business Constituency (BC) noted: “[t]he BC agrees with the recommendation that RSSAC membership be opened to non-RSO anycast instance providers, and to public DNS resolvers and provisioning side interested parties such as TLD registries and the ccNSO. This would foster diversity and enrich the depth of its advice to ICANN Board.”

OEC and Board Considerations and Actions

The OEC, as the ICANN Board committee overseeing organizational reviews, reviewed all relevant documents pertaining to the RSSAC review in detail. Specifically, it considered the [final report](#) and the [Feasibility Assessment and Initial Implementation Plan](#) and received presentations and input from the independent examiner and the RSSAC [Review Work Party](#), respectively.

The Board notes the concerns raised during the [public comment](#) on the [draft final report](#), and in the [Feasibility Assessment and Initial Implementation Plan](#). The OEC reached out to the RSSAC Review Work Party Co-Chairs, asking for clarification regarding the RSSAC Review Work Party’s response to the independent examiner’s findings 1 and 1a, as detailed in the Feasibility Assessment and Initial Implementation Plan.

The RSSAC Review Work Party Co-Chairs replied to the OEC, reiterating that the RSSAC Review Work Party does not support the independent examiner’s findings 1 and 1a, as detailed the final report. The Co-Chairs added that the RSSAC membership model has become much more diverse as a result of the RSSAC Caucus model, which in turn introduced as a result of the first RSSAC review.

Having considered the RSSAC position, the Board believes that the RSSAC has demonstrated accountability and transparency in this organizational review process. Furthermore, the Board believes that the [Feasibility Assessment and Initial Implementation Plan](#) provides an appropriate response to the issues raised by the independent examiner during the review. Implementing the RSSAC Review Work Party-

proposed improvements will be a significant step in assuring the post-review RSSAC is able and capable to fulfil its Bylaws-mandated role and responsibilities.

In order to confirm that the RSSAC proceeds appropriately, the Board is directing the RSSAC to convene an implementation working group to provide it with an expanded implementation plan, including a concise overview of the current state for each of the RSSAC Review Work Party's implementation proposals, a clearly defined goal of the implementation objectives, appropriate implementation costing, prioritization and resource implications, and a methodology of how to measure implementation progress on an ongoing basis. The Board believes that these metrics will help ensure an accountable and transparent implementation process, leading to meaningful, budget-conscious improvements to further enhance the RSSAC's crucial role of advising the ICANN Board and community on matters relating to the operation, administration, security, and integrity of the root server system, as outlined in its [charter from the ICANN Bylaws](#).

Generally, the Board notes the importance of the organizational review process, as defined in Bylaws Section 4.4. The OEC and the ICANN organization implemented some changes to the organizational review process for all reviews convened after the second At-Large Review: Organizational reviews now consist of two phases, with the first phase focusing solely on an assessment of the entity under review. The second phase, which begins once substantial agreement is reached on the assessment between the independent examiner and the entity under review, then focuses on developing recommendations for improvements. This two-phased approach helps bolster the organizational review process and the accountability of the organizations under review.

The Board notes the concerns raised by the RSSAC regarding the Organizational Reviews process generally, and its five (5) recommendations regarding future Organizational Reviews (see [RSSAC041](#)).

The organizational review process is an iterative process and the Board hopes that all parts of the ICANN community will continue to work productively to understand the unique roles and viewpoints that each SO/AC brings to ICANN, to its policy

development work and cross-community efforts, and we look forward to the next iteration of reviews to continue refinement and process improvement.

What is the proposal being considered?

The proposal being considered is for the Board to accept the independent examiner’s final report and the Feasibility Assessment and Initial Implementation Plan. The Board is also to direct the RSSAC to convene an implementation working group to draft a detailed implementation plan, to oversee the implementation of the recommendations as detailed in the RSSAC Review Work Party in its Feasibility Assessment and Initial Implementation Plan, and to submit every six (6) months a written report to the OEC detailing the implementation progress.

The Board is also considering initiating the standard Bylaws amendment process through directing the posting of Bylaws amendments for public comment. These Bylaws amendments address some of the findings from the final report and have been identified by the RSSAC as important to have in place for its implementation efforts.

What significant materials did the Board review?

The Board has considered the relevant Bylaws provisions, the independent examiner’s final report, the RSSAC Review Work Party’s Feasibility Assessment and Initial Implementation Plan, and community feedback on the independent examiner’s assessment report and draft final report, and took onboard the OEC’s considerations in making this recommendation.

Are there positive or negative community impacts?

This Board action is expected to have a positive impact on the community as it supports the continuing process of facilitating periodic review of ICANN’s Supporting Organizations and Advisory Committees, as mandated the Bylaws. Moreover, the implementation of the recommendation will lead to improved transparency, accountability, and effectiveness of the RSSAC.

The posting for public comment of the proposed Bylaws amendments is expected to have a positive community impact, as the RSSAC has identified its hope that the Bylaws amendment process can be completed in advance of its next leadership selection cycle, to allow the improvements to be implemented more expeditiously.

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

This Board action may have fiscal implications, which will be catalogued in the forthcoming detailed implementation plan, which in itself will be subject to a future Board consideration. The detailed implementation plan shall outline how any budgetary requirements are going to be incorporated into future ICANN budgeting cycles.

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

This Board action is not expected to have a direct effect on security, stability or resiliency issues relating to the DNS.

How is this action within ICANN's mission and what is the public interest served in this action?

The Board's action is consistent with ICANN's commitment pursuant to section 4 of the Bylaws to ensure ICANN's multistakeholder model remains transparent and accountable, and to improve the performance of its supporting organizations and advisory committees.

This action will serve the public interest by fulfilling ICANN's commitment to maintaining and improving its accountability and transparency.

Is public comment required prior to Board action?

The independent examiner's draft final report was published for [public comment](#). No additional public comment prior to Board action is required.

Submitted by: Theresa Swinehart

Position: Senior Vice President, Multistakeholder Strategy and Strategic Initiatives

Date: _____ 2019

Email: theresa.swinehart@icann.org

ICANN BOARD PAPER NO. 2019.05.03.2c

TITLE: **FY20 Operating Plan and Budget and FY20 Five-Year Operating Plan Update Approval**

PROPOSED ACTION: **For Board Consideration and Approval**

EXECUTIVE SUMMARY:

As required by Section 22.4 (a) of the Bylaws, on 17 December 2018 the Internet Corporation for Assigned Names and Numbers (ICANN) organization posted for public comment a draft FY20 ICANN Operating Plan and Budget and draft FY20 ICANN Five-Year Operating Plan Update. In addition, other consultations were held with ICANN organization, Board and community members. All of the received comments have been taken into consideration, and where appropriate and feasible, have been incorporated into a final draft FY20 ICANN Operating Plan and Budget and final draft FY20 ICANN Five-Year Operating Plan Update. Further, per section 3.9 of each of the three currently effective Registrar Accreditation Agreements, and as needed to develop the budget, the Board must establish the Variable Accreditation Fee that the Registrars are required to pay. The Registrar Variable Fees are set forth in the FY20 Operating Plan and Budget.

The Board is now being asked to approve the ICANN FY20 Operating Plan and Budget and the FY20 ICANN Five-Year Operating Plan Update. A Board decision that is the subject of a rejection power by the Empowered Community (EC) becomes effective 28 days after the ICANN Secretary notification to the EC of Board approval, absent any rejection process being initiated. Once in effective, the ICANN FY20 Operating Plan and Budget and the FY20 ICANN Five-Year Operating Plan Update will posted on ICANN's website.

BOARD FINANCE COMMITTEE (BFC) RECOMMENDATION:

The BFC has recommended, after careful consideration of the public comments received and the corresponding responses, that the Board approve the FY20 ICANN Operating Plan and Budget and the FY20 ICANN Five Year Operating Plan Update.

PROPOSED RESOLUTION:

Whereas, the draft FY20 ICANN Operating Plan and Budget and FY20 ICANN Five Year Operating Plan Update were posted for public comment in accordance with the Bylaws on 17 December 2018.

Whereas, comments received through the public comment process were discussed by Board members and ICANN organization during a public session at ICANN 64 with representatives of the bodies that submitted those public comments to help ensure the comments were adequately understood and appropriate consideration was given to them.

Whereas, the public comments received were considered to determine required revisions to the draft FY20 ICANN Operating Plan and Budget and the draft FY20 ICANN Five-Year Operating Plan Update.

Whereas, in addition to the public comment process, ICANN organization actively solicited community feedback and consultation with the ICANN Community by other means, including public sessions at ICANN 64.

Whereas, at each of its recent regularly scheduled meetings, the Board Finance Committee (BFC) has discussed, and guided ICANN organization on the development of the final FY20 ICANN Operating Plan and Budget and final FY20 ICANN Five-Year Operating Plan Update.

Whereas, the BFC evaluated and recommended approval of the Supporting Organization (SO) and Advisory Committee (AC) additional budget requests in a meeting on 24 April 2019.

Whereas, the BFC met on 24 April 2019, to review and discuss suggested changes resulting from public comment and consultations, as well as the final ICANN FY20 Operating Plan and Budget and final FY20 ICANN Five Year Operating Plan Update, and recommended that the Board adopt the FY20 ICANN Operating Plan and Budget and FY20 ICANN Five Year Operating Plan Update.

Whereas, per section 3.9 of the 2001, 2009 and 2013 Registrar Accreditation Agreements, respectively, the Board is to establish the Registrar Variable Accreditation Fees, which must be established to develop the annual budget.

Whereas, the description of the Registrar fees, including the recommended Registrar Variable Accreditation Fees, for FY20 has been included in the FY20 ICANN Operating Plan and Budget.

Resolved (2019.05.03.xx), the Board adopts the FY20 ICANN Operating Plan and Budget, including the FY20 ICANN Caretaker Budget that would be in effect until the Board decision becomes effective.

Resolved (2019.05.03.xx), the Board adopts the FY20 ICANN Five Year Operating Plan Update.

PROPOSED RATIONALE:

In accordance with Section 22.4 of the ICANN Bylaws, the Board is to adopt an annual budget and publish it on the ICANN website. On 17 December 2018, drafts of the FY20 ICANN Operating Plan and Budget and the FY20 ICANN Five Year Operating Plan Update were posted for public comment. The Public Technical Identifiers (PTI) Board approved the PTI Budget on 20 December 2018, and the PTI Budget was received as input into the FY20 IANA Budget.

The published draft FY20 ICANN Operating Plan and Budget and the FY20 IANA Budget were based on numerous discussions with members of ICANN Organization and the ICANN Community, including extensive consultations with ICANN Supporting Organizations, Advisory Committees, and other stakeholder groups throughout the prior several months.

The comments received from the public comment process resulted in some revisions to the 17 December 2018 draft FY20 ICANN Operating Plan and Budget. In addition, the following consultation activities were carried out:

- 01 August 2018 and 02 August 2018 – Community webinar on the FY20 Planning Schedule

- 13 March 2019, the comments received through the public comment process were discussed by Board members and ICANN organization members during a public session on public comments at ICANN 64 with representatives of the ICANN bodies that submitted them to help ensure the comments were adequately understood and appropriate consideration was given to them.
- In addition to the public comment process, ICANN actively solicited community feedback and consultation with the ICANN Community by other means, including public sessions at ICANN 64.

All comments received in all manners were considered in developing the final FY20 ICANN Operating Plan and Budget and the FY20 ICANN Five Year Operating Plan Update. Where feasible and appropriate these inputs have been incorporated into the final FY20 ICANN Operating Plan and Budget and the FY20 ICANN Five Year Operating Plan Update proposed for adoption.

In addition to the day-to-day operational requirements, the FY20 ICANN Operating Plan and Budget includes the FY20 new gTLD budget items and amounts allocated to various FY20 budget requests received from community leadership. The FY20 ICANN Operating Plan and Budget also discloses financial information on the New gTLD Program, relative to expenses, funding and net remaining funds. Further, because the Registrar Variable Accreditation Fee is key to the development of the budget, the FY20 ICANN Operating Plan and Budget sets out and establishes those fees, which are consistent with recent years, and will be reviewed for approval by the Registrars.

The FY20 Operating Plan and Budget and the FY20 Five Year Operating Plan Update, all will have a positive impact on ICANN in that together they provide a proper framework by which ICANN will be managed and operated, which also provides the basis for the organization to be held accountable in a transparent manner.

This decision is in the public interest and within ICANN's mission, as it is fully consistent with ICANN's strategic and operational plans, and the results of which in fact allow ICANN to satisfy its mission.

This decision will have a fiscal impact on ICANN and the Community as is intended. This should have a positive impact on the security, stability and resiliency of the domain name system (DNS) with respect to any funding that is dedicated to those aspects of the DNS.

This is an Organizational Administrative Function that has already been subject to public comment as noted above.

Submitted By: Xavier Calvez, Chief Financial Officer

Date Noted: 03 May 2019

Email: xavier.calvez@icann.org

**ICANN BOARD OF DIRECTORS
SUBMISSION NO. 2019.05.03.2e**

TITLE: **Public Comment on Root Server System Evolution**

PROPOSED ACTION: **For Board Consideration and Approval**

EXECUTIVE SUMMARY:

As part of the ICANN Board’s consideration of “RSSAC037: A Proposed Governance Model for the DNS Root Server System” (RSSAC037), ICANN org prepared a “Concept Paper on a Community-Driven Process to Develop a Final Model Based on RSSAC037” (Concept Paper). The Concept Paper outlines a community-driven process to develop a final model for the Root Server System (RSS) to be led by the Root Server System Governance Working Group (GWG). To launch the work of the GWG, ICANN org has developed a draft charter and operating procedures and a draft work plan. RSSAC037, the Concept Paper, and the draft charter and operating procedures and draft work plan for the GWG are ready for Public Comment.

BOARD TECHNICAL COMMITTEE RECOMMENDATION:

The ICANN Board Technical Committee recommends that the ICANN Board approve ICANN org to publish for Public Comment RSSAC037, the Concept Paper, the draft charter and operating procedures and draft work plan for the GWG.

PROPOSED RESOLUTION:

Whereas, the ICANN Bylaws establish the Root Server System Advisory Committee (RSSAC) with the role to advise the ICANN community and ICANN Board of

Directors on matters relating to the operation, administration, security, and integrity of the Internet's Root Server System.

Whereas, the RSSAC published "RSSAC037: A Proposed Governance Model for the DNS Root Server System" (RSSAC037) proposing five functions to provide governance, accountability, and transparency for the Root Server System.

Whereas, the ICANN Board, through its Board Technical Committee, oversaw the development of a "Concept Paper on a Community-Driven Process to Develop a Final Model Based on RSSAC037," (Concept Paper) proposing a model based on the RSSAC037.

Whereas, the Concept Paper proposed a community-driven process to develop a final model to be led by the Root Server System Governance Working Group (GWG).

Whereas, ICANN org developed a draft charter and operating procedures and a draft work plan for the GWG and ICANN org to launch the work of evolving the RSS.

Resolved (2019.05.03.XX), the ICANN Board of Directors directs the ICANN President and CEO, or his designee, to publish for Public Comment RSSAC037, the Concept Paper, the draft charter and operating procedures and draft work plan for the GWG.

PROPOSED RATIONALE:

Following the Internet Assigned Numbers Authority (IANA) stewardship transition, the RSSAC set out to develop an initial framework to evolve the Root Server System (RSS). In June 2018, RSSAC published its proposed governance model for the RSS and the Root Server Operators in "RSSAC037: A Proposed Governance Model for the DNS

Root Server System” (RSSAC037). The RSSAC037 Model calls for five functions to provide governance, accountability, and transparency for the RSS.

Since then, the ICANN Board, through the Board Technical Committee, oversaw the development of a “Concept Paper on a Community-Driven Process to Develop a Final Model Based on RSSAC037” (Concept Paper) as part of the ICANN Board’s consideration of RSSAC037. In the Concept Paper, the ICANN Board proposes a model (Concept Model) based on the RSSAC037. The Concept Model would establish three new groups: The Root Server System Governance Board, the Root Server System Standing Committee, and the Root Server Operator Review Panel. In addition to these groups, ICANN org would manage Financial and Secretariat Functions.

The Concept Paper also outlines a community-driven process to develop a final model for the RSS. There are three phases: Design, Consultation, and Implementation. During the implementation phase, there are two tracks. The Root Server System Governance Working Group (GWG) would lead the Structural Track to develop a final model, and ICANN org would lead the Administrative Track to plan for implementation of a final model. To launch this work, ICANN org has developed a draft charter and operating procedures and draft work plan for the GWG.

RSSAC037, the Concept Paper, and the draft charter and operating procedures and the draft work plan for the GWG provide a starting point for discussions in the ICANN community about evolving the RSS.

Supporting the evolution of the RSS contributes to the commitment of ICANN to strengthen the security, stability, and resiliency of the DNS. Evolving the RSS will result in significant changes to the ICANN community and ICANN org. The

community-driven process to develop a final model envisions considerable work and commitment of resources. Any budgetary and financial implications will be handled through ICANN processes that ensure accountability and transparency.

This action is within ICANN's mission as it is within ICANN's role of facilitating and coordinating the evolution and operation of the DNS root server system. It is in the public interest in that it supports the enhancement and evolution of the DNS.

Submitted by:	Akinori Maemura
Position:	Chair, ICANN Board Technical Committee
Date Noted:	24 April 2019
Email and Phone Number	akinori.maemura@board.icann.org

Directors and Liaisons,

Attached below please find Notice of date and time for a Regular Meeting of the ICANN Board.

03 May 2019 – Regular Meeting of the ICANN Board of Directors - at 10:00 TRT / 07:00 UTC. This Board meeting is estimated to last approximately 60 minutes.

<https://www.timeanddate.com/worldclock/fixetime.html?msg=Regular+Meeting+of+the+ICANN+Board+-+Istanbul+Board+Retreat&iso=20190503T10&p1=107&ah=1>

Some other time zones:

**03 May 2019 – 12:00 am PDT Los Angeles
03 May 2019 – 03:00 am EDT Washington, D.C.
03 May 2019 – 09:00 am CEST Brussels
03 May 2019 – 04:00 pm JST Tokyo**

REGULAR MEETING OF THE ICANN BOARD

Consent Agenda

- Approval of Board Meeting Minutes
- March 2021 ICANN Meeting Venue Contracting
- June 2021 ICANN Meeting Venue Contracting
- ITI Vendor Contracting Approval
- Legal Expense Disbursement
- Organizational Effectiveness Committee Leadership Change
- Revisions to Board Governance Committee Charter
- Appointment of Nominating Committee Chair-Elect for remainder of 2019 term
- Approval of Guidelines for the Implementation of Internationalized Domain Names Version 4.0
- Approval of the CIIDRC as a Provider of Uniform Domain-Name Dispute-Resolution Policy (UDRP) Service

- Revision of Bylaws re SSAC term limits on leadership

Main Agenda

- Transfer of the .TR (Turkey) top-level domain
- Acceptance of the Second Organizational Review of the RSSAC – Final Report and Feasibility Assessment and Initial Implementation Plan
- Adoption of the Operating Standards for Specific Reviews
- FY20 Operating Plan and Budget and the Five-Year Operating Plan Update
- GAC Advice: Kobe Communiqué (March 2019)
- Public Comment on Root Server System Evolution
- AOB

MATERIALS – You can access the Board Meeting materials, when available, in Google Drive here:

Contact Information Redacted

If you have trouble with access, please let us know and we will work with you to assure that you get access to the documents.

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.

**John Jeffrey
General Counsel & Secretary, ICANN**

John.Jeffrey@icann.org

Contact Information Redacted