

BOARD GOVERNANCE COMMITTEE RECOMMENDATION:

The Board Governance Committee recommends that the Board establish the New gTLD Program Committee with the membership that the Board determines is appropriate and delegate the legal and decision making authority as set forth in the proposed resolution and charter.

PROPOSED BOARD RESOLUTION:

Resolved (2012.04.10.__), the Board hereby establishes the Board New gTLD Program Committee as follows: (i) the voting members of the Committee will consist of: Rod Beckstrom, Cherine Chalaby, Chris Disspain, Bill Graham, Erika Mann, Gonzalo Navarro, Ray Plzak, R. Ramaraj, George Sadowsky, Mike Silber, and Kuo-Wei Wu; (ii) the liaisons to the Committee will be Heather Dryden and Thomas Roessler; and (iii) the Chair of the Committee will be Cherine Chalaby.

Resolved (2012.04.10.__), the Board hereby delegates to the Board New gTLD Program Committee all legal and decision making authority of the Board relating to the New gTLD Program (for the current round of the Program and as related to the Applicant Guidebook) as set forth in its Charter, which excludes those things that the Board is prohibited from delegating by law, or pursuant to Article XII, Section 2 of the ICANN Bylaws.

Resolved (2012.04.10.__), all members of the New gTLD Program Committee reinforce their commitment to the 8 December 2011 Resolution of the Board (Resolution 2011.12.08.19) regarding Board member conflicts, and specifying in part: “Any and all Board members who approve any new gTLD application shall not take a contracted or employment position with any company sponsoring or in any way involved with that new gTLD for 12 months after the Board made the decision on the application.”

Resolved (2012.04.10.__), the Board directs the CEO to prepare a document setting forth a process for the creation of Board Committees to address future situations where there may be multiple Board members with perceived, potential or actual conflicts of interest on an issue.

PROPOSED RATIONALE:

Through its conflicts of interest statements, including a separate statement as it relates to new gTLDs, the Board has determined that five voting Board members and three liaisons have either actual, potential or perceived conflicts of interest such that they should not participate in any discussions or votes relating to the new gTLD Program.

In order to have efficient meetings and take appropriate actions with respect to the New gTLD Program for the current round of the Program and as related to the Applicant Guidebook, the Board decided to create the “New gTLD Program Committee” in accordance with Article XII of the Bylaws and has delegated decision making authority to the Committee as it relates to the New gTLD Program for the current round of the Program and as related to the Applicant Guidebook.

Establishing this new Committee without conflicted members, and delegating to it decision making authority, will provide some distinct advantages. First, it will eliminate any uncertainty for conflict Board members with respect to attendance at Board meetings and workshops since the New gTLD Program topics can be dealt with at the Committee level. Second, it will allow for actions to be taken without a meeting by the committee. As the Board is aware, actions without a meeting cannot be taken unless done via electronic submission by unanimous consent; such unanimous consent cannot be achieved if just one Board member is conflicted. Third, it will provide the community with a transparent view into the Board’s commitment to dealing with actual, potential or perceived conflicts.

This resolution should have a positive impact on the community and ICANN as a whole as the New gTLD Program Committee will be able to take actions relating to the New gTLD Program for the current round of the Program and as related to the Applicant Guidebook without any question of conflict arising. No fiscal impact is anticipated as a result of this action and there will be no impact on the security, stability no resiliency of the domain name system.

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New gTLD Program Committee Charter

(As approved by the ICANN Board of Directors on ___ March 2012)

I. Purpose

Making strategic and financial decisions relating to ICANN's New generic Top-Level Domain Program (the "New gTLD Program") for the current round of the Program and as related to the Applicant Guidebook.

II. Scope of Responsibilities. In fulfilling its Purpose as set forth above, the New gTLD Program Committee has all the powers of the Board, subject to any limitations in law, the Articles of Incorporation, Bylaws or ICANN's Conflicts of Interest Policy, including, without limitation, the following:

- A. Overseeing Board-level issues and exercising Board-level authority for any and all issues that may arise relating to the New gTLD Program for the current round of the Program and as related to the Applicant Guidebook for which the Board would otherwise have oversight authority;
- B. Approving amendments to, or modification of, the Guidebook and all attachments thereto for which approval would otherwise be required by the Board;
- C. Receiving input or advice from ICANN's Governmental Advisory Committee and other stakeholders, as appropriate, relating to New gTLD applications;
- D. Resolving issues relating to the approval of applications and the delegation of gTLDs pursuant to the New gTLD Program for the current round of the Program; and
- E. Approving the expenditure of resources necessary to administer the New gTLD Program for the current round of the Program and as related to the Applicant Guidebook.

III. Composition

The Committee shall be comprised of all of the voting Board directors who are not conflicted with respect to new gTLDs who the Board approves as Committee members, each of whom shall comply with the Conflicts of Interest Policy. All of the Board liaisons who are not conflicted with respect to new gTLDs and are approved by the Board will serve as liaisons to the Committee, each of whom shall comply with the Conflicts of Interest Policy. Committee members and liaisons must not have any actual, potential or apparent conflict of interest related to the New gTLD Program, as determined by the designated non-conflicted Board Governance Committee members and agreed by the Board. The voting Board

directors shall be the voting members of the Committee. The members of the Committee shall serve at the discretion of the Board. If a Committee member or liaison develops an actual, potential or apparent conflict as to the New gTLD Program, such member shall be deemed to have offered his or her resignation from the Committee or service as a liaison to the Committee.

Unless a Committee Chair is appointed by the 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

The Committee shall meet as frequently as it deems necessary to carry out its responsibilities. The Committee's meetings may be held by telephone and/or other remote meeting technologies. 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, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

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 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. Any action taken by the Committee may be taken without a meeting if all the voting Committee members entitled to vote on the action, individually or collectively, consents in writing to such action in accordance with applicable law.

VI. Records of Proceedings

A preliminary report with respect to actions taken at each meeting (telephonic or in-person) of the Committee shall be recorded and distributed to committee members within two working days or as soon as practicable thereafter, and meeting minutes shall be posted promptly following approval by the Committee.

VII. Review

The Committee shall conduct a self-evaluation of its performance on an annual basis and share a report on such self-evaluation with the full Board and 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 shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.