

ICANN 16 OCTOBER 2014 BOARD MEETING
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REFERENCE MATERIALS - BOARD PAPER NO. 2014.10.16.1e

TITLE: Registrars Stakeholder Group Charter Amendments

I. BACKGROUND

The ICANN Bylaws (Article X, Section 5.3) state, "Each Stakeholder Group shall maintain recognition with the ICANN Board." The Board has interpreted this language to require that the ICANN Board formally approve any amendments to the governing documents of Stakeholder Groups (SG) and/or Constituencies in the Generic Names Supporting Organization (GNSO).

In September 2013, the ICANN Board approved a [Process For Amending GNSO Stakeholder Group and Constituency Charters](#) (hereinafter "*Process*"), which establishes four phases to be executed prior to formal adoption of changes to an organizational charter (see Appendix below).

Earlier this year, the Registrars Stakeholder Group (RrSG) of the GNSO approved amendments its governing documents and availed itself of the Board *Process*.

The Structural Improvements Committee (SIC) has ensured that all necessary steps of the *Process* have been satisfied and recommends full Board approval of the RrSG charter amendments at its next meeting. To date:

- 1) The RrSG completed Phase I of the *Process*, voted to amend its governing Charter (previously Bylaws), and formally advised Staff on 25 March 2014 at the ICANN meeting in Singapore.
- 2) As part of its Phase II *Process* responsibilities, Staff reviewed and assessed the proposed changes and advised the SIC that they did not raise any fiscal or liability concerns for the ICANN organization. The Staff submitted to the RrSG additional suggested modifications as discussed in Section IV below.
- 3) The SIC considered the proposed changes and directed Staff to post the amendment documents (clean and redline) to an ICANN Public Comments Forum for community comment.
- 4) The Public Comments period (30 May - 20 June 2014) was completed with no submissions from the ICANN Community.
- 5) The SIC formally resolved on 10 September 2014 to recommend full Board approval of the amendments.

Attached you will find the *Registrars Stakeholder Group Charter* version 5.1 – dated May 2014, which reflects the Registrars' proposed changes in a highlighted font as well as additional edits suggested by ICANN Staff. The additional edits/modifications were shared with and accepted by the RrSG leadership following consultations with ICANN Staff. A clean version of that document is also attached.

II. SUMMARY OF AMENDMENTS

The RrSG has amended its existing Charter¹ to enable its internal processes to reflect the changing nature of the registrars' business. Specific language changes have been made or new sections added to the document to address the capabilities of RrSG members to serve in leadership positions, to clarify the voting rights of RrSG members, and to provide clarity on the voting rights of affiliated RrSG members under common ownership.

Additional amendment provisions address improvements to procedures for streamlined election of officers when there is only one candidate, provisions for existing officers to vacate their office where ownership changes or other circumstances render them ineligible for office, clarification of the directed voting of GNSO Councilors, and clarification of the process for honoring geographic diversity in the make-up of GNSO Council representatives determined by the RrSG.

III. REPORT OF LIABILITY OR FISCAL CONCERNS

Members of the ICANN Policy Development Support and Legal Staff reviewed the proposed Charter amendments. Staff advised the SIC that the proposed changes did not appear to raise any fiscal or liability concerns for the ICANN organization because, in essence, the amendments represent improvements to the RrSG's internal processes and procedures governing leadership positions, organizational membership, voting and geographic diversity, and how they are exercised.

IV. SUGGESTED STAFF MODIFICATIONS

Staff noted that the RrSG Charter amendments were inadvertently made to an obsolete version (2003) of the document and thus originally included a number of inconsistencies with current ICANN Bylaws and the existing GNSO organizational structure. With the permission of the RrSG leadership, Staff carefully reviewed the amended document and recommended a number of terminology and other non-substantive changes that are annotated in the attached document. Those changes were made available for SIC review and during the community Public Comment Forum. No community comments were submitted in response to the solicitation.

V. RECOMMENDATION

Now that all steps of the Charter Amendment process have been fully satisfied, the SIC recommends approval of the changes by the full ICANN Board at its next meeting.

SIGNATURE BLOCK:

Submitted by:	David Olive; Robert Hoggarth
Position:	VP-Policy Development; Senior Director – Policy and Community Engagement
Date Noted:	26 September 2014
Email:	policy-staff@icann.org

¹ The RrSG accepted Staff's recommendation to replace the term "Bylaws" with "Charter" to conform with all other such GNSO structure documents.

Registrars Stakeholder Group Charter

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Charter Definitions

For purposes of this document, the following definitions shall apply:

“Affiliate” means a person or entity that, directly or indirectly, through one or more intermediaries, Controls, is controlled by, or is under common control with, the person or entity specified.

“Affiliated Registrar” is another Accredited registrar that is an Affiliate of Registrar.

“Applicable Registrar Family” means, with respect to Affiliated Registrars, such Affiliated Registrar as a group.

“Control” (including the terms “controlled by” and “under common control with”) means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person or entity, whether through the ownership of securities, as trustee or executor, by serving as an employee or a member of a board of directors or equivalent governing body, by contract, by credit arrangement or otherwise.

Any disputes regarding these definitions would be resolved by a unanimous decision of the Executive Committee, and absent a unanimous decision, would be resolved by a majority vote of the membership. Any such decision by the Executive Committee should be promptly communicated to the membership.

1. Constitution

- 1.1. The Registrars Stakeholder Group of ICANN’s Generic Name Supporting Organization (GNSO) is constituted according to Article X, Section 5 (1)(b) of the Bylaws of the Internet Corporation for Assigned Names and Numbers.
- 1.2. The purpose of the Registrars Stakeholder Group is to represent the views and interests of professional domain name registrars within ICANN's Supporting Organizations and other relevant ICANN bodies in all matters and issues of its responsibility according to the procedures set forth in the ICANN Bylaws.
- 1.3. For the purposes of this document, the term "ICANN-Accredited Registrar" shall mean those companies, individuals or entities that have been accredited by ICANN to act as Registrars. For the purpose of establishing credentials for any purposes described by these bylaws, the Registrars Stakeholder Group shall defer to the authoritative list of Accredited Registrars maintained by ICANN. This list can be found at <http://www.icann.org/registrars/accredited-list.html>.
- 1.4. The Registrars Stakeholder Group shall neither act as a Registrar Trade Association nor represent collective registrar views or interests in any other forum than those noted in section 1.2 of this document.
- 1.5. The Registrars Stakeholder Group shall refrain from facilitating, promoting or otherwise knowingly allowing collusion or other forms of anti-competitive behavior by member registrars.

2. Membership

- 2.1. Eligibility - Only ICANN Accredited Registrars are eligible for membership in the Registrars Stakeholder Group ("Members"). In keeping with the selective membership criteria of other GNSO Constituencies, the Registrars Stakeholder Group represents the interests of a specific sector, specifically those of ICANN Accredited Registrars. Therefore to avoid conflicts of interest, this typically excludes entities whose primary relationship with ICANN is as a TLD Registry Operator.
- 2.2. Registered Representative - Upon obtaining membership in the Registrars Stakeholder Group, the Member shall designate a Registered Representative who will act as a representative of the firm and have the authorization to speak and vote on behalf of the Member concerning Registrars Stakeholder Group matters. Each Member shall only appoint one such representative. Only the Registered Representative will be allowed to vote or speak formally on behalf of the Member. The Member may change its appointed Registered Representative at any time with notice to the Registrars Stakeholder Group Secretary.
- 2.3. Non-Registered Representatives - Each Member may appoint additional representatives to the Registrars Stakeholder Group. These additional representatives will be known as "Non-Registered Representatives". There shall be no limit as to the number of Non-Registered Representatives that a Member may appoint. Non-Registered Representatives will be afforded the same privileges as Observers; however the participation of Non-Registered Representatives will not be limited as per section 2.7 of these bylaws.
- 2.4. Publication of Membership - Contact details for each Member, and Registered Representatives shall be published on the Registrars Stakeholder Group web site. This publication will constitute the formal membership of the Registrar Stakeholder Group. Only Representatives listed in this publication will be able to vote or otherwise fully participate in the business of the Registrars Stakeholder Group unless the Member has appointed a new representative per Section 2.2 and 2.3 of this Charter.
- 2.5. The Registrars Stakeholder Group may levy reasonable dues on the Members, based on an annual budget approved by a majority vote of the Members, to recoup the cost of providing services to Members. Members that have not paid dues for 60 days or more after such dues are published on the Registrars Stakeholder Group mailing list will not be eligible to vote, sponsor an Elected Member, or to appoint Registered or Non-Registered Representatives.
 - 2.5.1. Services to Members may be defined from time to time by the Registrars Stakeholder Group Executive Committee or the Member.
 - 2.5.2. Unanticipated expenditures in excess of 10% of the approved annual budget shall be subject to approval by a majority vote of the Members.
- 2.6. Transparency - The Registrars Stakeholder Group, when appropriate, feasible, and not contrary to the best interests of the Registrars Stakeholder Group or its Members, shall endeavor to make its activities open to the public.
- 2.7. Observers – Registrars Stakeholder Group meetings and deliberations are open to Observers pursuant to section 2.6. The Executive Committee of the Registrars Stakeholder Group may, in its sole discretion, choose to suspend any observer's access to Registrars Stakeholder Group meetings and deliberations for portions of, or for the entire duration of meetings and

deliberations, if the Executive Committee deems that having observers present is inappropriate, not feasible or contrary to the best interests of the Registrars Stakeholder Group. Any such actions will be noted in the minutes or official record of the meeting or deliberations.

3. Organization and Structure

- 3.1. Registrars Stakeholder Group Composition - The Registrars Stakeholder Group shall consist of:
 - 3.1.1. Members, consisting of all ICANN Accredited Registrars as defined in Section 1.3, that have paid all associated dues and fees in full;
 - 3.1.2. Four Elected Officers, including a Chairman, Secretary, Treasurer, and Vice Chair & Technology Officer (“Vice Chair”) with the functions described in Section 3.4. Collectively, these officers comprise the Registrars Stakeholder Group Executive Committee (the "Executive Committee");
 - 3.1.3. Three GNSO Council Representatives; and
 - 3.1.4. Registrars Stakeholder Group Working Group Representatives.
- 3.2. Elected Representatives
 - 3.2.1. The term "Elected Members" shall mean all representatives as described in section 3.1.2, 3.1.3 and 3.1.4.
 - 3.2.2. For the purpose of this document, the term "Elected Officer" shall only mean the positions of Registrars Stakeholder Group Chair, Secretary, Treasurer and Vice Chair as described in Section 3.1.2
 - 3.2.3. The term "Registrars Stakeholder Group Representatives" shall only mean representatives as described in Sections 3.1.3 and 3.1.4.
 - 3.2.4. Elected Members will act impartially, treat all registrars equivalently and be accountable to the Registrars Stakeholder Group for the conduct of the Registrars Stakeholder Group's business.
- 3.3. Term of Office.
 - 3.3.1. The term of office of an Elected Officer is one year. An Elected Officer may only serve three consecutive terms for the same position. The term of a Registrars Stakeholder Group Representative varies depending on the position.
 - 3.3.2. The term of a GNSO Council Representative is two years. A GNSO Council Representative may only serve two consecutive terms for the same position.
 - 3.3.3. The term of a Working Group Representative shall be equal to the duration of the Working Group that they have been appointed to, or two years, whichever comes first. There are no limits to the number of consecutive terms that a Working Group Representative may be re-elected to.
 - 3.3.4. Limits on Officers from Same Member

No more than one Registered or Non-Registered representative from the same Member, or affiliated entity, shall simultaneously serve on the Executive Committee or an RrSG-elected representative on an ICANN Committee or any other RrSG-elected position that may be

created in the future. This does not prohibit an elected member from subsequently serving as the RrSG-elected representative for NomCom, GNSO or any other future ICANN Committee.

3.3.5 Limits on Elected RrSG-designated Representatives for ICANN Committees such as NomCom and GNSO from Same Member.

No more than one Elected Registered or Non-Registered representative from the same Member, or affiliated entity, shall simultaneously serve on the NomCom or GNSO or any other future electable RrSG or ICANN Committee position.

3.4. Duties of Office. The Elected Officers and their duties are described as follows:

3.4.1. The Chair, who shall:

- 3.4.1.1. Act as a neutral facilitator of Registrars Stakeholder Group meetings and teleconferences, provide Registrars Stakeholder Group leadership and act as spokesperson for the Registrars Stakeholder Group;
- 3.4.1.2. Facilitate the development of Registrars Stakeholder Group consensus on various issues, as appropriate;
- 3.4.1.3. Represent the Registrars Stakeholder Group on Registrars Stakeholder Group policies and other items that have been deemed to be the official position of the Registrars Stakeholder Group by the Membership; and
- 3.4.1.4. Report activities of interest and importance to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days.

3.4.2. The Secretary, who shall:

- 3.4.2.1. Take, maintain and publish in a timely manner minutes of Registrars Stakeholder Group meetings and facilitate communications of the Registrars Stakeholder Group;
- 3.4.2.2. Encourage new registrars to join the Registrars Stakeholder Group;
- 3.4.2.3. Monitor, report and make recommendations regarding legislation and regulations affecting the registrar community;
- 3.4.2.4. Manage the Registrars Stakeholder Group web site as appropriate; and
- 3.4.2.5. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days.

3.4.3. The Treasurer, who shall:

- 3.4.3.1. Manage Registrars Stakeholder Group bookkeeping and accounting;
- 3.4.3.2. Report on a monthly basis to the Registrar Stakeholder Group regarding the state of the Registrars Stakeholder Group budget;
- 3.4.3.3. Report on a quarterly basis to the Registrars Stakeholder Group the list of the Registrars Stakeholder Group Members in good standing;
- 3.4.3.4. Make recommendations for and prepare an annual Registrar Stakeholder Group budget;
- 3.4.3.5. Act as liaison with ICANN's finance department and/or other appointed budget committee;
- 3.4.3.6. Collect dues and fees; and

- 3.4.3.7. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days.
- 3.4.4. The Vice Chair & Technology Officer, who shall:
 - 3.4.4.1. Monitor and report to the Registrars Stakeholder Group on technical issues relating to the domain name system, including registries' compliance with registry service level agreements;
 - 3.4.4.2. Monitor developments within the Internet Engineering Task Force (IETF), and other technical developments, as appropriate;
 - 3.4.4.3. Facilitate the development of Registrars Stakeholder Group consensus on technology issues;
 - 3.4.4.4. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days; and
 - 3.4.4.5. Act as Chairperson in situations when the Chairperson is temporarily unavailable to do so.
- 3.5. The Elected Members and their duties are described as follows:
 - 3.5.1. Three GNSO Council Representatives, who shall, under the general direction of the Executive Committee;
 - 3.5.1.1. Act as Registrars Stakeholder Group representatives and not as those of their respective entities or organizations. As far as it is practical, GNSO Council representatives shall consult on all relevant matters and decisions with the Registrars Stakeholder Group;
 - 3.5.1.2. If unable to participate in a scheduled GNSO Council meeting or call, provide a proxy to another Registrars Stakeholder Group GNSO Council Representative and notify the GNSO Council Secretariat, and forward a copy of the notice to the Secretary of the Registrars Stakeholder Group. The Registrars Stakeholder Group Secretary shall endeavor to receive all relevant proxies twenty-four (24) hours prior to a GNSO Council meeting; and
 - 3.5.1.3. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every thirty (30) days.
 - 3.5.2. Working Group Representatives, who shall, under the general direction of the Executive Committee:
 - 3.5.2.1. Represent the interests and position(s) of the Registrars Stakeholder Group in various working groups and industry fora as specified by and per guidance from the Executive Committee;
 - 3.5.2.2. Consult with the Members on an ongoing basis to ensure that the consensus views of the Registrars Stakeholder Group Members are appropriately tabled for consideration by the working group or forum;
 - 3.5.2.3. Track the relevant issues to ensure that the Registrars Stakeholder Group position and consensus view remain appropriate and timely; and
 - 3.5.2.4. Report activities of interest and importance to the Registrars Stakeholder Group on a regular basis, but no less than every thirty (30) days.
 - 3.5.2.5. Elected Representatives shall not have a role in the governance of the Registrars Stakeholder Group except as Members.

4. Registrars Stakeholder Group Processes

- 4.1. The Executive Committee may divide its duties and responsibilities among the Members as it sees fit and conduct its business as it finds necessary. Responsibilities of the Executive Committee shall include:
 - 4.1.1. Coordinators; Sub-Committees. The Executive Committee may appoint "Coordinators" charged with functional supervision of activities such as membership.
 - 4.1.2. Management of Registrars Stakeholder Group Facilities. The Executive Committee shall be responsible for the management of Registrars Stakeholder Group property and equipment.
 - 4.1.3. Annual Budget. The Executive Committee shall prepare and present an annual budget to the Members for approval and submit it for review by the Membership 30 days prior to a vote by the Members.
 - 4.1.4. Policy Recommendations. The Executive Committee shall be charged with broadly considering Registrars Stakeholder Group policies and making appropriate recommendations to the Members.
 - 4.1.5. Standing Committees. The Executive Committee shall appoint, direct, and coordinate the work of all of its standing administrative committees, except those appointed directly by ICANN or the GNSO.
 - 4.1.6. Conventions, Conferences, and Meetings. The Executive Committee may authorize Registrar Stakeholder Group conventions, conferences, and meetings and approve their dates and locations.
 - 4.1.7. Long-term Registrars Stakeholder Group Operating Plan. The Executive Committee shall have oversight responsibility for the implementation of the Long-term Registrar Stakeholder Group Operating Plan.
- 4.2. Meetings
 - 4.2.1. The Registrars Stakeholder Group meetings should be held, as far as possible, in conjunction with scheduled ICANN meetings. In addition, the Registrars Stakeholder Group may hold other meetings at other times as the Registrars Stakeholder Group sees fits. At all times, forty-five (45) days advance notice will be provided to Members of any upcoming meeting.
 - 4.2.2. Final agendas for the meetings should, by all reasonable efforts, be made available to the Registrars Stakeholder Group no less than twenty-one (21) days prior to the meeting.
 - 4.2.3. Physical and teleconference meetings of the Executive Committee, Elected Representatives, committees and other organizational units of the Registrars Stakeholder Group shall conduct their business in accordance with Robert's Rules of Order (<http://www.rulesonline.com>).
- 4.3. Eligibility for Elected Office
 - 4.3.1. Any representative of any ICANN recognized gTLD Registry in the possession of, or with access to, Registry Proprietary Information or Registry Sensitive Information, as defined in the relevant ICANN/Registry contract is ineligible to represent the Registrars Stakeholder Group as a whole, either as an Elected Officer of the Registrars Stakeholder Group, as an Elected Representative, or as a participant on or delegate to a council or other GNSO or ICANN

committee, working group, or panel, for a period of one year since the last receipt of such information;

4.3.2. Only Registered Representatives of Members in good standing are eligible to be nominated to stand as a candidate for any Registrars Stakeholder Group election. Non-Registered Representatives of Members in good standing are also eligible to be nominated to stand as candidates for Registrars Stakeholder Group election to offices covered by Section 3.1.4.

4.3.3. Only Registered Representatives of Members in good standing may make nominations for any election of any Elected Member.

4.3.4. Each of the GNSO Council Representatives should be from separate geographic region in accordance with ICANN's Bylaws.

4.3.5. One nominee - In cases where one nomination has been made and accepted as of the closing of the nomination process (see Section 7.3-Rules of Procedure), the Registrars Stakeholder Group shall hold an election per such section. If the candidate does not receive at least 50% of the votes cast, such candidate shall not be declared the winner and the Registrars Stakeholder Group will open a second election process for such position(s).

4.3.6. Potential Conflicts with another Stakeholder Group (SG)

If a Member serves as a registrar with no unaffiliated third-party registrants, or is under common ownership with an entity that in the last 12 months: has voted in another ICANN SG or any Constituency of another SG; or holds a signed Registry contract with ICANN that includes an exemption from the Registry Operator Code of Conduct (Specification 9 of the 2013 standard registry contract) that prohibits a Registry to directly or indirectly show any preference or provide any special consideration to any registrar with respect to operational access to registry systems and related registry services, unless comparable opportunities to qualify for such preferences or considerations are made available to all registrars on substantially similar terms and subject to substantially similar conditions; then their Registered or Non-Registered representatives shall not be eligible to hold office in the RrSG for the Executive Committee, NomCom, or GNSO, or any other future electable RrSG position. In addition, a Voting Member cannot have a representative who is also a voting member or represents a voting member in another SG.

Any disagreement regarding whether an individual is eligible to hold office shall be decided by a majority vote of the RrSG.

4.3.7. Mandated Resignation of Officer, NomCom, or GNSO Representative

If an elected individual for any position elected by the RrSG ceases to be eligible to serve in office for any reason, including but not limited to section 3.3.4, section 4.3, notice from ICANN, or due to termination of the Officer's or Representative's association with their associated Member, they should tender their resignation immediately and a special election should be held within 30 days of such notice for a replacement to complete the remainder of the term. The Executive Committee may request that the resigning individual continue to serve in their position until a replacement is elected. The resigning individual may also stand for the special election, if nominated and seconded according to the standard election procedures.

Any disagreement regarding whether a member is still eligible to serve in any elected position shall be decided by a majority vote of the RrSG.

4.4. Quorum.

4.4.1. Unless specified otherwise within these Bylaws, a meeting or teleconference with a majority of the Executive Committee, Elected Representatives or any committee of the Registrars Stakeholder Group in attendance shall constitute a quorum. An affirmative vote of at least one half plus one of all ballots cast, provided the total number of those voting is not less than ten percent of the total number of voting Members to a minimum of ten Members, in favor of an amendment is necessary for adoption.

4.5. Voting.

4.5.1. All voting of the Registrars Stakeholder Group shall be undertaken according to the applicable provisions of Section 7-Rules of Procedure, which are determined in accordance with the following provisions:

4.5.1.1. The Executive Committee shall cause the proposed ballot to be published for review and comment by the Membership prior to undertaking a vote on a substantive issue or election of a candidate. This review period shall take place for at least a three-day period and shall end at least two days before the ballots are to be cast.

4.5.1.2. The Registrars Stakeholder Group shall use online voting systems to facilitate participation in the business of the Registrars Stakeholder Group.

4.5.1.3. Affiliated Members under common ownership shall have only one vote. Only Members in good standing shall have voting rights. If two or more active Members come under common ownership, then they shall only have one vote from that point on, without regard to RrSG fees already paid.

Any disagreement regarding whether a member is under common ownership with another Member shall be decided by a majority vote of the RrSG.

4.5.1.4. The Registrars Stakeholder Group shall endeavor to provide a standard seven (7) day voting period.

4.5.1.5. Non-payment by any Member of required Registrars Stakeholder Group fees for a period of sixty (60) days or more after the due date of such fees will result in the automatic suspension of the Member's voting privileges, until such time as the Treasurer determines that the Registrars Stakeholder Group fees have been paid in full. The Treasurer will provide notice of such suspension to the Member at least 5 days prior to the suspension taking effect.

4.5.2 Eligibility for Voting

If a Member serves as a registrar with no unaffiliated third-party registrants, or is under common ownership with an entity that in the last 12 months: has voted in another ICANN SG; or holds a signed Registry contract with ICANN that includes an exemption from the Registry Operator Code of Conduct (Specification 9 of the 2013 standard registry contract) that prohibits a Registry to directly or indirectly show any preference or provide any special consideration to any registrar with respect to operational access to registry systems and related registry services, unless comparable opportunities to qualify for such preferences or considerations are made available to all registrars on substantially similar terms and subject to

substantially similar conditions; then, their Registered or Non-Registered representatives shall not be eligible to vote in the RrSG.

Any disagreement regarding whether a member is eligible for voting shall be decided by a majority vote of the RrSG.

4.5.3 Fast Track Motions for Single-Candidate Elections

If there is an election with a single nominated candidate, then the Rules of Procedure for Fast Track Motions (Section 7.2) may be applied to said election process.

4.6. Conflict of Interest.

4.6.1. Any person nominated to be an Elected Member must declare potential conflicts of interest as follows:

4.6.1.1. To the effect that such person has not been in possession of any Registry Proprietary or Sensitive Information during the 12 months prior to the announcement of any election that they have been nominated as a candidate in; and

4.6.1.2. Disclosure of any conflict of interest, including contracts of employment or personal services to a Member, any member of another ICANN Registrars Stakeholder Group, or other Observer to the Registrars Stakeholder Group. Such positions shall include, but not be limited to: officer, director, consultant, or employee.

4.6.1.3. The timing of such declarations is prior to the commencement of the election process, and every six months after the election of such person. A statement of disclosure must also be made promptly at any other time that such Elected Member has reason to believe that a conflict has arisen, such person has become in possession of any Registry Proprietary or Sensitive Information, or such person has reasonable cause to know either circumstance is likely to occur within 30 days.

4.6.1.4. The disclosure shall be forwarded to the Secretary of the Registrars Stakeholder Group, who shall immediately publish it to the Registrar Stakeholder Group website and the Registrars Stakeholder Group mailing list.

4.6.1.5. Such person shall recuse him or herself from any decision or vote on a matter giving rise to such conflict.

4.6.1.6. Failure to complete any such declaration will be deemed sufficient basis for the Registrars Stakeholder Group Executive Committee to invalidate the election or appointment of the candidate.

4.7. Vacation of Office. The office of an Elected Member shall be automatically vacated if:

4.7.1. An Elected Member resigns. The resignation shall be deemed effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later;

4.7.2. A resolution that the Elected Member be removed from office is passed by two-thirds (2/3) of the voting Members pass in accordance with Section 7-Rules of Procedure;

4.7.3. A Member recalls its designation of such Elected Member as its Registered Representative; or

4.7.4. An Elected Member does not participate for three consecutive scheduled meetings or conference calls, or five scheduled meetings or conference calls in any one term.

- 4.7.5. An exception may be allowed if the Elected Member had provided adequate notice, as appropriate under the circumstances, as determined by a majority of the Executive Committee, and such Member's continued service to the Registrars Stakeholder Group is deemed to be important, not equally fulfilled by another available Registered Representative, and the majority of the Executive Committee has a reasonable belief that such Elected Member will be available for the forthcoming meetings.
- 4.7.6. If an Elected Member cannot be located for whatever reason up to 48 hours prior to a scheduled meeting or conference call, the Executive Committee may designate such Elected Member's proxy to another Elected Member at the same level (i.e., Elected Officer or Elected Representative). Where the Elected Member is the only representative of the Registrars Stakeholder Group on such matter, the Executive Committee may designate a substitute from the Registrars Stakeholder Group for such meeting or call only for the duration of such meeting or call.
- 4.7.7. Provided that if any vacancy shall occur for any reason, an election to fill the vacancy shall occur and that said election will be for the remainder of the Term un-served by such Elected Officer, GNSO Council Representative, or Working Group Representative, as the case may be. At the end of such Term, an election will be held. Such appointee will be eligible to stand for election and the service of such Term remainder shall not be deemed to be one of the consecutive Terms allowed for any Elected Representative under Subsection 3.3 of this Charter.
- 4.7.8. Elections shall proceed according to Section 7-Rules of Procedure.
- 4.7.9. Vacation of Office
- Notwithstanding the reasons for vacating an office, an officer shall hold office until a successor is elected or until the officer dies, resigns, is removed, becomes disqualified or is elected by the RrSG to another office, or if the member that the officer represents is suspended or terminated.
- 4.7.10. Members are allowed to formally abstain during any vote. Formal abstentions are counted solely as part of the total votes cast but are not counted as a vote against the motion.
- 4.8 Geographic Diversity
- 4.8.1. At the start of the election cycle, the Secretary shall declare the geographic region of the offices that are not up for election.
- 4.8.2. There will first be a call of nominations for candidates from ICANN geographic regions not represented in the last two election cycles.
- 4.8.3. After the first round of nominations, a second nomination round will be conducted, this time open to any candidates from any geographic region.
- 4.9 Voting by GNSO Councilors
- Elected GNSO Councilors must vote as directed by the Executive Committee of this stakeholder group if such direction is provided. The Executive Committee must also communicate all such Councilor direction to the membership and include its reasoning for such.

5. Funding

- 5.1. The Registrars Stakeholder Group Members shall arrange any necessary finance for the Registrars Stakeholder Group in a manner to be agreed by the Registrars Stakeholder Group.

6. Bylaws Amendments

- 6.1. Amendments to this Charter shall be made by ballot of the Members. They may be proposed by the Executive Committee or by petition. A copy of such proposed amendment or amendments, if lawful, and a ballot shall be made available to each Member in good stand at least thirty (30) days before the date designated for counting the ballots. Balloting shall be in accordance with Section 7-Rules of Procedure.
- 6.2. A vote of at least two thirds of all ballots cast, provided the total number of those voting is not less than forty percent (40%) of the total number of voting Members or at least twenty (20) Members, whichever number is larger, in favor of an amendment is necessary for adoption. Voting Members shall be notified as soon as practicable by notice in a publication going to all Members in good standing.
- 6.3. Amendments to this Charter (see Section 8.0) shall take effect thirty (30) days after adoption, but if by amendment Elected Members are changed in status or the number of Elected Members is reduced, each Elected Member shall continue to serve until the term expires.

7. Rules of Procedure

- 7.1 Motions: While any issue may be discussed for an unlimited amount of time on the list, in meetings, or by phone, the following is the formal process for Members to vote on issues, proposals, and positions.
 - 7.1.1 The proponent of a motion shall submit it to the Stakeholder Group mailing list. Such motion generally would include: (a) a substantive description of a new or changed policy, amendment to the Registrar Stakeholder Group Charter or other policy documents; or (b) a position of support for or opposition to a report, policy, or any other matter before the Elected Members of the Stakeholder Group.
 - 7.1.2 The motion must have three endorsements in order to proceed to formal discussion. Solicitation of endorsements in support of the motion may be secured via the Registrar Stakeholder Group mailing list.
 - 7.1.3 The Stakeholder Group Secretary will publish the motion and call for discussion no later than 48 hours after receiving the motion from the proponent and the three endorsements.
 - 7.1.4 Discussion of the motion will be held open on the Stakeholder Group list for no less than 14 days. The Chair will moderate the discussion on the list or at any meeting or call, as applicable.
 - 7.1.5 During such time, amendments may be put forward by electronic communication to the Secretary. The Secretary will accept and publish any amendment formally to the Stakeholder Group list for the Members' consideration only if such amendment is endorsed by a second Member, and such endorsement is communicated by electronic communication to the Secretary and to the Stakeholder Group list.

- 7.1.6 During this period of consideration, the proponent of the motion may accept one or all of the amendments as friendly, and modify her or his motion accordingly. Any friendly amendments will be withdrawn and not considered separately.
- 7.1.7 Any Member can call for a vote after the 14-day period post-publication.
- 7.1.8 The Secretary will create and publish the ballot. The ballot will remain open for inspection and possible amendment or correction for 72 hours prior to the vote.
- 7.1.9 The ballot will allow for a vote on each of: (a) the original motion; and (b) any unfriendly amendments (as deemed by the proponent).
- 7.1.10 The Secretary will call the vote no less than 2 days after the end of the ballot inspection period and keep it open for no less than 7 days, but no more than 21 days. In exceptional circumstances as determined by a majority vote of the Stakeholder Group Executive Committee, however, the Secretary may shorten or extend the period to vote upon proper notice to the voting members via the constituency mailing list or other similar means. Other than as stated in Section 7.2 below, in no event will a vote be open less than 3 business days or longer than 30 days.
- 7.1.11 All Members who are eligible to vote pursuant to Section 4.5.2 of the Charter and are registered to vote prior to the call for the vote are eligible to cast a ballot.
- 7.1.12 The motion and any unfriendly amendment will be deemed as adopted by an affirmative vote of more than 50% of the votes cast. In case of a tie the motion or any unfriendly amendment shall be deemed to be defeated.
- 7.1.13 In case of a motion with multiple choices or options, the choice or option receiving the greatest number of votes shall be deemed adopted.
- 7.1.14 Notwithstanding Sections 12 and 13 above, if in any vote fewer than the larger of (a) 10% of those Members registered to vote or (b) 10 Members registered to vote actually vote (which total shall include votes cast for and against the motion, and any abstentions), such vote will be deemed defeated. In such cases, upon a majority vote of the Stakeholder Group Executive Committee, a revote on the same ballot shall take place.
- 7.1.15 For all votes, the results of specific ballots cast by Members shall not be made visible to other Members until the ballot has completed and the vote is closed.
- 7.2 Fast Track Motions
 - 7.2.1 Notwithstanding the above, certain motions may receive “Fast Track” treatment.
 - 7.2.2 Requests for Fast Track treatment may be made by any Member at any scheduled meeting of the Stakeholder Group or electronically on the Stakeholder Group list and must include a written justification supporting the Fast Track treatment.
 - 7.2.3 Fast Track treatment only is available in exigent circumstances. Exigent circumstances exist if following the standard timing of a motion in Section I above would dramatically harm the value or effectiveness of the motion and it would not have been reasonable to have foreseen the need for such a motion at a time when a Section 7.1 motion was viable. For example, the Stakeholder Group may need to respond quickly to an unforeseen request of a third party, such as ICANN, the Stakeholder Group may want to issue a position statement on a matter that

mandates fast action, or the Stakeholder Group must address a policy issue through a Fast Track motion because it would have been impossible to have addressed the issue through a Section 7.1 motion.

- 7.2.4 A motion may be considered to be Fast Track only upon a majority vote of the Stakeholder Group Executive Committee. In considering whether to approve Fast Track treatment, the Executive Committee should consider the justification for the treatment, only grant it in exceptional circumstances, and provide a written summary of its rationale in approving it.
- 7.2.5 Motions to amend the Registrars Stakeholder Group Charter are ineligible for Fast Track treatment.
- 7.2.6 Any motion receiving Fast Track treatment made at an in-person meeting must also be published on the Stakeholder Group list prior to a vote.
- 7.2.7 Fast Track motions must have 5 endorsements to proceed to a vote.
- 7.2.8 After discussion, a vote will be called on a Fast Track motion by the Chair of the Stakeholder Group or Vice Chair if the Chair is unavailable. The timing of the vote must be announced on the Stakeholder Group list and all Members, who are eligible to vote pursuant to Section 4.5.2 of the Charter and are registered to vote prior to the call for the vote, may vote regardless or not if they are present at an in-person meeting. The call for the vote on the Stakeholder Group list must occur at least six hours prior to the end of the vote.
- 7.2.9 Fast Track motions and any unfriendly amendment thereto will be deemed as adopted by an affirmative vote of two-thirds or more of the votes cast.
- 7.2.10 Notwithstanding paragraph 7.2.9 above, if in any vote on a Fast Track motion fewer than the larger of (a) 33% of those Members registered to vote or (b) 18 Members registered to vote actually vote (which total shall include votes cast for and against the motion, and any abstentions), such vote will be deemed defeated.
- 7.2.11 If a Fast Track motion is defeated, it may be made again to the Stakeholder Group using the standard motion procedures in Section 7.1 above.
- 7.2.12 The voting results of all Fast Track motions will be published on the Stakeholder Group list, including specific ballots cast by Members.
- 7.3 Elections: While any candidate may be discussed on the list, in meetings, or by phone, the following is the formal process for Members to vote on candidates for Elected Office.
 - 7.3.1 Whenever a position opens requiring the election of a Member, the Stakeholder Group Chair shall call for an election and the Secretary shall accept nominations for a period of no less than 7 days.
 - 7.3.2 Any Member in good standing may nominate a candidate by submitting such candidate's name to the Stakeholder Group mailing list.
 - 7.3.3 Each nomination must be seconded by at least one additional Member in good standing. The nominee must accept the nomination and provide a conflict of interest statement before the later of the close of the nomination period or 2 days from the date of the nomination, in order for the nomination to be valid. Seconding a nomination, accepting a nomination and providing

a conflict of interest statement must be conveyed by electronic means to the Stakeholder Group Secretary.

- 7.3.4 Once the nomination period has closed, The Stakeholder Group Secretary will publish the list of nominees and call for a discussion of the candidates. The discussion of the candidates will last for a period of time specified in each case by the Secretary, but no longer than 7 days.
- 7.3.5 Upon close of the discussion of candidates, the Secretary will create and publish the ballot. The ballot will remain open for inspection and possible correction for 72 hours prior to the vote and will only include the names of such candidates who have met the requirements of Section 7- Rules of Procedure and all other applicable Charter provisions.
- 7.3.6 The ballot will allow for a vote on each of the nominees.
- 7.3.7 The Secretary will call the vote no less than 2 days after the end of the ballot inspection period, and other than in exceptional circumstances as deemed by a majority vote of the Stakeholder Group Executive Committee, will keep it open for no less than 7 days, but no more than 14 days. In the case of an exceptional circumstance as deemed by a majority vote of the Stakeholder Group Executive Committee, the Secretary will notify the Voting Members at the time the ballot is published and will keep the vote open no less than 3 business days.
- 7.3.8 All Members who are eligible to vote pursuant to Section 4.5.2 of the Charter and are registered to vote prior to the call for the vote are eligible to cast a ballot.
- 7.3.9 For the election of Officers, GNSO Council Representatives, and GNSO Working Group Representatives, the candidate(s) receiving a majority of the votes cast (which total shall include votes cast for all candidates and any abstentions) shall be declared the winner. In the case where no candidate receives a majority of the votes cast, there shall be a run-off between the two candidates receiving the greatest number of votes. The winner of the run-off shall be the candidate receiving the greatest number of votes. If the run-off election results in a tie vote, then the election shall be decided by the Chair of the Stakeholder Group in office on the day prior to the run-off election. If the Chair of the Stakeholder Group is a candidate in the run-off election, however, the Vice Chair of the Stakeholder Group in office on the day prior to the run-off election shall decide. If the Chair and the Vice Chair are both candidates in the run-off election, then the Secretary of the Stakeholder Group in office on the day prior to the run-off election shall decide.
- 7.3.10 For the election of all other positions, the candidate(s) receiving the greatest number of votes shall be declared the winner. In case of a tie, there shall be a run-off election. The winner of the run-off shall be the candidate receiving the greatest number of votes. If the run-off election results in a tie vote, then the election shall be decided by the Chair of the Stakeholder Group in office on the day prior to the run-off election. If the Chair of the Stakeholder Group is a candidate in the run-off election, however, the Vice Chair of the Stakeholder Group in office on the day prior to the run-off election shall decide. If the Chair and the Vice Chair are both candidates in the run-off election, then the Secretary of the Stakeholder Group in office on the day prior to the run-off election shall decide.
- 7.3.11 Notwithstanding Sections 7.3.9 and 7.3.10 above, if in any election fewer than the larger of (a) 10% of those Members registered to vote or (b) 10 Members registered to vote actually vote

(including any abstentions), such election will be deemed null and void and of no effect, and a revote on the same ballot shall take place.

7.3.12 For all votes, the results of specific ballots cast by Members shall not be made visible to other Members until the ballot has closed.

7.4 General

7.4.1 If there is any conflict between Section 7-Rules of Procedure and Sections 1-6 of the Charter, the latter provisions shall govern.

7.4.2 Defined terms shall have the meanings set forth in this Charter.

8. Approved Charter Amendment Tracking Log

Version	Date	Name	Description
3.0	17 Apr 2003		Bylaws of the ICANN GNSO Registrar Constituency Version 3, Revision 0, Draft 0
4.0	24 Feb 2009	Tim Ruiz	Stakeholder Group Transitional Charter submitted to ICANN Board for approval
4.1	22 Jun 2009	Structural Improvements Committee (SIC)	Revisions per ICANN Board
4.2	30 Jul 2009	Structural Improvements Committee (SIC)	Additional revisions approved by ICANN Board
5.0	25 Sep 2013	Michele Neylon, Chair	<ul style="list-style-type: none"> • Address capabilities of members to serve in leadership positions • Clarify voting rights of RrSG members • Provide clarity regarding ability of affiliated members under common ownership to vote • Streamline election of officers when there is only one candidate • Provisions for existing officers to vacate their office where ownership changes or other circumstances render them ineligible for office • Clarification of the directed voting of GNSO Councilors
5.1	27 May 2014	ICANN Staff Recommendations approved by Michele Neylon, Chair	<ul style="list-style-type: none"> • Incorporation of Rules of Procedure (previously separate) into Charter as Section 7 • Added Amendments Tracking Log (Section 8), Table of Contents, and page numbering

Registrars Stakeholder Group Charter

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Charter Definitions

For purposes of this document, the following definitions shall apply:

“Affiliate” means a person or entity that, directly or indirectly, through one or more intermediaries, Controls, is controlled by, or is under common control with, the person or entity specified.

“Affiliated Registrar” is another Accredited registrar that is an Affiliate of Registrar.

“Applicable Registrar Family” means, with respect to Affiliated Registrars, such Affiliated Registrar as a group.

“Control” (including the terms “controlled by” and “under common control with”) means the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of a person or entity, whether through the ownership of securities, as trustee or executor, by serving as an employee or a member of a board of directors or equivalent governing body, by contract, by credit arrangement or otherwise.

Any disputes regarding these definitions would be resolved by a unanimous decision of the Executive Committee, and absent a unanimous decision, would be resolved by a majority vote of the membership. Any such decision by the Executive Committee should be promptly communicated to the membership.

1. Constitution

- 1.1. The Registrars Stakeholder Group of ICANN’s Generic Name Supporting Organization (GNSO) is constituted according to Article X, Section 5 (1)(b) of the Bylaws of the Internet Corporation for Assigned Names and Numbers.
- 1.2. The purpose of the Registrars Stakeholder Group is to represent the views and interests of professional domain name registrars within ICANN's Supporting Organizations and other relevant ICANN bodies in all matters and issues of its responsibility according to the procedures set forth in the ICANN Bylaws.
- 1.3. For the purposes of this document, the term "ICANN-Accredited Registrar" shall mean those companies, individuals or entities that have been accredited by ICANN to act as Registrars. For the purpose of establishing credentials for any purposes described by these bylaws, the Registrars Stakeholder Group shall defer to the authoritative list of Accredited Registrars maintained by ICANN. This list can be found at <http://www.icann.org/registrars/accredited-list.html>.
- 1.4. The Registrars Stakeholder Group shall neither act as a Registrar Trade Association nor represent collective registrar views or interests in any other forum than those noted in section 1.2 of this document.
- 1.5. The Registrars Stakeholder Group shall refrain from facilitating, promoting or otherwise knowingly allowing collusion or other forms of anti-competitive behavior by member registrars.

2. Membership

- 2.1. Eligibility - Only ICANN Accredited Registrars are eligible for membership in the Registrars Stakeholder Group ("Members"). In keeping with the selective membership criteria of other GNSO Constituencies, the Registrars Stakeholder Group represents the interests of a specific sector, specifically those of ICANN Accredited Registrars. Therefore to avoid conflicts of interest, this typically excludes entities whose primary relationship with ICANN is as a TLD Registry Operator.
- 2.2. Registered Representative - Upon obtaining membership in the Registrars Stakeholder Group, the Member shall designate a Registered Representative who will act as a representative of the firm and have the authorization to speak and vote on behalf of the Member concerning Registrars Stakeholder Group matters. Each Member shall only appoint one such representative. Only the Registered Representative will be allowed to vote or speak formally on behalf of the Member. The Member may change its appointed Registered Representative at any time with notice to the Registrars Stakeholder Group Secretary.
- 2.3. Non-Registered Representatives - Each Member may appoint additional representatives to the Registrars Stakeholder Group. These additional representatives will be known as "Non-Registered Representatives". There shall be no limit as to the number of Non-Registered Representatives that a Member may appoint. Non-Registered Representatives will be afforded the same privileges as Observers; however the participation of Non-Registered Representatives will not be limited as per section 2.7 of these bylaws.
- 2.4. Publication of Membership - Contact details for each Member, and Registered Representatives shall be published on the Registrars Stakeholder Group web site. This publication will constitute the formal membership of the Registrar Stakeholder Group. Only Representatives listed in this publication will be able to vote or otherwise fully participate in the business of the Registrars Stakeholder Group unless the Member has appointed a new representative per Section 2.2 and 2.3 of this Charter.
- 2.5. The Registrars Stakeholder Group may levy reasonable dues on the Members, based on an annual budget approved by a majority vote of the Members, to recoup the cost of providing services to Members. Members that have not paid dues for 60 days or more after such dues are published on the Registrars Stakeholder Group mailing list will not be eligible to vote, sponsor an Elected Member, or to appoint Registered or Non-Registered Representatives.
 - 2.5.1. Services to Members may be defined from time to time by the Registrars Stakeholder Group Executive Committee or the Member.
 - 2.5.2. Unanticipated expenditures in excess of 10% of the approved annual budget shall be subject to approval by a majority vote of the Members.
- 2.6. Transparency - The Registrars Stakeholder Group, when appropriate, feasible, and not contrary to the best interests of the Registrars Stakeholder Group or its Members, shall endeavor to make its activities open to the public.
- 2.7. Observers – Registrars Stakeholder Group meetings and deliberations are open to Observers pursuant to section 2.6. The Executive Committee of the Registrars Stakeholder Group may, in its sole discretion, choose to suspend any observer's access to Registrars Stakeholder Group meetings and deliberations for portions of, or for the entire duration of meetings and

deliberations, if the Executive Committee deems that having observers present is inappropriate, not feasible or contrary to the best interests of the Registrars Stakeholder Group. Any such actions will be noted in the minutes or official record of the meeting or deliberations.

3. Organization and Structure

- 3.1. Registrars Stakeholder Group Composition - The Registrars Stakeholder Group shall consist of:
 - 3.1.1. Members, consisting of all ICANN Accredited Registrars as defined in Section 1.3, that have paid all associated dues and fees in full;
 - 3.1.2. Four Elected Officers, including a Chairman, Secretary, Treasurer, and Vice Chair & Technology Officer (“Vice Chair”) with the functions described in Section 3.4. Collectively, these officers comprise the Registrars Stakeholder Group Executive Committee (the "Executive Committee");
 - 3.1.3. Three GNSO Council Representatives; and
 - 3.1.4. Registrars Stakeholder Group Working Group Representatives.
- 3.2. Elected Representatives
 - 3.2.1. The term "Elected Members" shall mean all representatives as described in section 3.1.2, 3.1.3 and 3.1.4.
 - 3.2.2. For the purpose of this document, the term "Elected Officer" shall only mean the positions of Registrars Stakeholder Group Chair, Secretary, Treasurer and Vice Chair as described in Section 3.1.2
 - 3.2.3. The term "Registrars Stakeholder Group Representatives" shall only mean representatives as described in Sections 3.1.3 and 3.1.4.
 - 3.2.4. Elected Members will act impartially, treat all registrars equivalently and be accountable to the Registrars Stakeholder Group for the conduct of the Registrars Stakeholder Group's business.
- 3.3. Term of Office.
 - 3.3.1. The term of office of an Elected Officer is one year. An Elected Officer may only serve three consecutive terms for the same position. The term of a Registrars Stakeholder Group Representative varies depending on the position.
 - 3.3.2. The term of a GNSO Council Representative is two years. A GNSO Council Representative may only serve two consecutive terms for the same position.
 - 3.3.3. The term of a Working Group Representative shall be equal to the duration of the Working Group that they have been appointed to, or two years, whichever comes first. There are no limits to the number of consecutive terms that a Working Group Representative may be re-elected to.
 - 3.3.4. **Limits on Officers from Same Member**

No more than one Registered or Non-Registered representative from the same Member, or affiliated entity, shall simultaneously serve on the Executive Committee or an RrSG-elected representative on an ICANN Committee or any other RrSG-elected position that may be

created in the future. This does not prohibit an elected member from subsequently serving as the RrSG-elected representative for NomCom, GNSO or any other future ICANN Committee.

3.3.5 Limits on Elected RrSG-designated Representatives for ICANN Committees such as NomCom and GNSO from Same Member.

No more than one Elected Registered or Non-Registered representative from the same Member, or affiliated entity, shall simultaneously serve on the NomCom or GNSO or any other future electable RrSG or ICANN Committee position.

3.4. Duties of Office. The Elected Officers and their duties are described as follows:

3.4.1. The Chair, who shall:

- 3.4.1.1. Act as a neutral facilitator of Registrars Stakeholder Group meetings and teleconferences, provide Registrars Stakeholder Group leadership and act as spokesperson for the Registrars Stakeholder Group;
- 3.4.1.2. Facilitate the development of Registrars Stakeholder Group consensus on various issues, as appropriate;
- 3.4.1.3. Represent the Registrars Stakeholder Group on Registrars Stakeholder Group policies and other items that have been deemed to be the official position of the Registrars Stakeholder Group by the Membership; and
- 3.4.1.4. Report activities of interest and importance to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days.

3.4.2. The Secretary, who shall:

- 3.4.2.1. Take, maintain and publish in a timely manner minutes of Registrars Stakeholder Group meetings and facilitate communications of the Registrars Stakeholder Group;
- 3.4.2.2. Encourage new registrars to join the Registrars Stakeholder Group;
- 3.4.2.3. Monitor, report and make recommendations regarding legislation and regulations affecting the registrar community;
- 3.4.2.4. Manage the Registrars Stakeholder Group web site as appropriate; and
- 3.4.2.5. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days.

3.4.3. The Treasurer, who shall:

- 3.4.3.1. Manage Registrars Stakeholder Group bookkeeping and accounting;
- 3.4.3.2. Report on a monthly basis to the Registrar Stakeholder Group regarding the state of the Registrars Stakeholder Group budget;
- 3.4.3.3. Report on a quarterly basis to the Registrars Stakeholder Group the list of the Registrars Stakeholder Group Members in good standing;
- 3.4.3.4. Make recommendations for and prepare an annual Registrar Stakeholder Group budget;
- 3.4.3.5. Act as liaison with ICANN's finance department and/or other appointed budget committee;
- 3.4.3.6. Collect dues and fees; and

- 3.4.3.7. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days.
- 3.4.4. The Vice Chair & Technology Officer, who shall:
 - 3.4.4.1. Monitor and report to the Registrars Stakeholder Group on technical issues relating to the domain name system, including registries' compliance with registry service level agreements;
 - 3.4.4.2. Monitor developments within the Internet Engineering Task Force (IETF), and other technical developments, as appropriate;
 - 3.4.4.3. Facilitate the development of Registrars Stakeholder Group consensus on technology issues;
 - 3.4.4.4. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every ninety (90) days; and
 - 3.4.4.5. Act as Chairperson in situations when the Chairperson is temporarily unavailable to do so.
- 3.5. The Elected Members and their duties are described as follows:
 - 3.5.1. Three GNSO Council Representatives, who shall, under the general direction of the Executive Committee;
 - 3.5.1.1. Act as Registrars Stakeholder Group representatives and not as those of their respective entities or organizations. As far as it is practical, GNSO Council representatives shall consult on all relevant matters and decisions with the Registrars Stakeholder Group;
 - 3.5.1.2. If unable to participate in a scheduled GNSO Council meeting or call, provide a proxy to another Registrars Stakeholder Group GNSO Council Representative and notify the GNSO Council Secretariat, and forward a copy of the notice to the Secretary of the Registrars Stakeholder Group. The Registrars Stakeholder Group Secretary shall endeavor to receive all relevant proxies twenty-four (24) hours prior to a GNSO Council meeting; and
 - 3.5.1.3. Report activities of interest and import to the Registrars Stakeholder Group on a regular basis, but no less than every thirty (30) days.
 - 3.5.2. Working Group Representatives, who shall, under the general direction of the Executive Committee:
 - 3.5.2.1. Represent the interests and position(s) of the Registrars Stakeholder Group in various working groups and industry fora as specified by and per guidance from the Executive Committee;
 - 3.5.2.2. Consult with the Members on an ongoing basis to ensure that the consensus views of the Registrars Stakeholder Group Members are appropriately tabled for consideration by the working group or forum;
 - 3.5.2.3. Track the relevant issues to ensure that the Registrars Stakeholder Group position and consensus view remain appropriate and timely; and
 - 3.5.2.4. Report activities of interest and importance to the Registrars Stakeholder Group on a regular basis, but no less than every thirty (30) days.
 - 3.5.2.5. Elected Representatives shall not have a role in the governance of the Registrars Stakeholder Group except as Members.

4. Registrars Stakeholder Group Processes

- 4.1. The Executive Committee may divide its duties and responsibilities among the Members as it sees fit and conduct its business as it finds necessary. Responsibilities of the Executive Committee shall include:
 - 4.1.1. Coordinators; Sub-Committees. The Executive Committee may appoint "Coordinators" charged with functional supervision of activities such as membership.
 - 4.1.2. Management of Registrars Stakeholder Group Facilities. The Executive Committee shall be responsible for the management of Registrars Stakeholder Group property and equipment.
 - 4.1.3. Annual Budget. The Executive Committee shall prepare and present an annual budget to the Members for approval and submit it for review by the Membership 30 days prior to a vote by the Members.
 - 4.1.4. Policy Recommendations. The Executive Committee shall be charged with broadly considering Registrars Stakeholder Group policies and making appropriate recommendations to the Members.
 - 4.1.5. Standing Committees. The Executive Committee shall appoint, direct, and coordinate the work of all of its standing administrative committees, except those appointed directly by ICANN or the GNSO.
 - 4.1.6. Conventions, Conferences, and Meetings. The Executive Committee may authorize Registrar Stakeholder Group conventions, conferences, and meetings and approve their dates and locations.
 - 4.1.7. Long-term Registrars Stakeholder Group Operating Plan. The Executive Committee shall have oversight responsibility for the implementation of the Long-term Registrar Stakeholder Group Operating Plan.
- 4.2. Meetings
 - 4.2.1. The Registrars Stakeholder Group meetings should be held, as far as possible, in conjunction with scheduled ICANN meetings. In addition, the Registrars Stakeholder Group may hold other meetings at other times as the Registrars Stakeholder Group sees fits. At all times, forty-five (45) days advance notice will be provided to Members of any upcoming meeting.
 - 4.2.2. Final agendas for the meetings should, by all reasonable efforts, be made available to the Registrars Stakeholder Group no less than twenty-one (21) days prior to the meeting.
 - 4.2.3. Physical and teleconference meetings of the Executive Committee, Elected Representatives, committees and other organizational units of the Registrars Stakeholder Group shall conduct their business in accordance with Robert's Rules of Order (<http://www.rulesonline.com>).
- 4.3. Eligibility for Elected Office
 - 4.3.1. Any representative of any ICANN recognized gTLD Registry in the possession of, or with access to, Registry Proprietary Information or Registry Sensitive Information, as defined in the relevant ICANN/Registry contract is ineligible to represent the Registrars Stakeholder Group as a whole, either as an Elected Officer of the Registrars Stakeholder Group, as an Elected Representative, or as a participant on or delegate to a council or other GNSO or ICANN

committee, working group, or panel, for a period of one year since the last receipt of such information;

- 4.3.2. Only Registered Representatives of Members in good standing are eligible to be nominated to stand as a candidate for any Registrars Stakeholder Group election. Non-Registered Representatives of Members in good standing are also eligible to be nominated to stand as candidates for Registrars Stakeholder Group election to offices covered by Section 3.1.4.
- 4.3.3. Only Registered Representatives of Members in good standing may make nominations for any election of any Elected Member.
- 4.3.4. Each of the GNSO Council Representatives should be from separate geographic region in accordance with ICANN's Bylaws.
- 4.3.5. One nominee - In cases where one nomination has been made and accepted as of the closing of the nomination process (see Section 7.3-Rules of Procedure), the Registrars Stakeholder Group shall hold an election per such section. If the candidate does not receive at least 50% of the votes cast, such candidate shall not be declared the winner and the Registrars Stakeholder Group will open a second election process for such position(s).

4.3.6. Potential Conflicts with another Stakeholder Group (SG)

If a Member serves as a registrar with no unaffiliated third-party registrants, or is under common ownership with an entity that in the last 12 months: has voted in another ICANN SG or any Constituency of another SG; or holds a signed Registry contract with ICANN that includes an exemption from the Registry Operator Code of Conduct (Specification 9 of the 2013 standard registry contract) that prohibits a Registry to directly or indirectly show any preference or provide any special consideration to any registrar with respect to operational access to registry systems and related registry services, unless comparable opportunities to qualify for such preferences or considerations are made available to all registrars on substantially similar terms and subject to substantially similar conditions; then their Registered or Non-Registered representatives shall not be eligible to hold office in the RrSG for the Executive Committee, NomCom, or GNSO, or any other future electable RrSG position. In addition, a Voting Member cannot have a representative who is also a voting member or represents a voting member in another SG.

Any disagreement regarding whether an individual is eligible to hold office shall be decided by a majority vote of the RrSG.

4.3.7. Mandated Resignation of Officer, NomCom, or GNSO Representative

If an elected individual for any position elected by the RrSG ceases to be eligible to serve in office for any reason, including but not limited to section 3.3.4, section 4.3, notice from ICANN, or due to termination of the Officer's or Representative's association with their associated Member, they should tender their resignation immediately and a special election should be held within 30 days of such notice for a replacement to complete the remainder of the term. The Executive Committee may request that the resigning individual continue to serve in their position until a replacement is elected. The resigning individual may also stand for the special election, if nominated and seconded according to the standard election procedures.

Any disagreement regarding whether a member is still eligible to serve in any elected position shall be decided by a majority vote of the RrSG.

4.4. Quorum.

4.4.1. Unless specified otherwise within these Bylaws, a meeting or teleconference with a majority of the Executive Committee, Elected Representatives or any committee of the Registrars Stakeholder Group in attendance shall constitute a quorum. An affirmative vote of at least one half plus one of all ballots cast, provided the total number of those voting is not less than ten percent of the total number of voting Members to a minimum of ten Members, in favor of an amendment is necessary for adoption.

4.5. Voting.

4.5.1. All voting of the Registrars Stakeholder Group shall be undertaken according to the applicable provisions of Section 7-Rules of Procedure, which are determined in accordance with the following provisions:

4.5.1.1. The Executive Committee shall cause the proposed ballot to be published for review and comment by the Membership prior to undertaking a vote on a substantive issue or election of a candidate. This review period shall take place for at least a three-day period and shall end at least two days before the ballots are to be cast.

4.5.1.2. The Registrars Stakeholder Group shall use online voting systems to facilitate participation in the business of the Registrars Stakeholder Group.

4.5.1.3. **Affiliated Members under common ownership shall have only one vote. Only Members in good standing shall have voting rights. If two or more active Members come under common ownership, then they shall only have one vote from that point on, without regard to RrSG fees already paid.**

Any disagreement regarding whether a member is under common ownership with another Member shall be decided by a majority vote of the RrSG.

4.5.1.4. The Registrars Stakeholder Group shall endeavor to provide a standard seven (7) day voting period.

4.5.1.5. Non-payment by any Member of required Registrars Stakeholder Group fees for a period of sixty (60) days or more after the due date of such fees will result in the automatic suspension of the Member's voting privileges, until such time as the Treasurer determines that the Registrars Stakeholder Group fees have been paid in full. The Treasurer will provide notice of such suspension to the Member at least 5 days prior to the suspension taking effect.

4.5.2 Eligibility for Voting

If a Member serves as a registrar with no unaffiliated third-party registrants, or is under common ownership with an entity that in the last 12 months: has voted in another ICANN SG; or holds a signed Registry contract with ICANN that includes an exemption from the Registry Operator Code of Conduct (Specification 9 of the 2013 standard registry contract) that prohibits a Registry to directly or indirectly show any preference or provide any special consideration to any registrar with respect to operational access to registry systems and related registry services, unless comparable opportunities to qualify for such preferences or considerations are made available to all registrars on substantially similar terms and subject to

substantially similar conditions; then, their Registered or Non-Registered representatives shall not be eligible to vote in the RrSG.

Any disagreement regarding whether a member is eligible for voting shall be decided by a majority vote of the RrSG.

4.5.3 Fast Track Motions for Single-Candidate Elections

If there is an election with a single nominated candidate, then the Rules of Procedure for Fast Track Motions (Section 7.2) may be applied to said election process.

4.6. Conflict of Interest.

4.6.1. Any person nominated to be an Elected Member must declare potential conflicts of interest as follows:

4.6.1.1. To the effect that such person has not been in possession of any Registry Proprietary or Sensitive Information during the 12 months prior to the announcement of any election that they have been nominated as a candidate in; and

4.6.1.2. Disclosure of any conflict of interest, including contracts of employment or personal services to a Member, any member of another ICANN Registrars Stakeholder Group, or other Observer to the Registrars Stakeholder Group. Such positions shall include, but not be limited to: officer, director, consultant, or employee.

4.6.1.3. The timing of such declarations is prior to the commencement of the election process, and every six months after the election of such person. A statement of disclosure must also be made promptly at any other time that such Elected Member has reason to believe that a conflict has arisen, such person has become in possession of any Registry Proprietary or Sensitive Information, or such person has reasonable cause to know either circumstance is likely to occur within 30 days.

4.6.1.4. The disclosure shall be forwarded to the Secretary of the Registrars Stakeholder Group, who shall immediately publish it to the Registrar Stakeholder Group website and the Registrars Stakeholder Group mailing list.

4.6.1.5. Such person shall recuse him or herself from any decision or vote on a matter giving rise to such conflict.

4.6.1.6. Failure to complete any such declaration will be deemed sufficient basis for the Registrars Stakeholder Group Executive Committee to invalidate the election or appointment of the candidate.

4.7. Vacation of Office. The office of an Elected Member shall be automatically vacated if:

4.7.1. An Elected Member resigns. The resignation shall be deemed effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later;

4.7.2. A resolution that the Elected Member be removed from office is passed by two-thirds (2/3) of the voting Members pass in accordance with Section 7-Rules of Procedure;

4.7.3. A Member recalls its designation of such Elected Member as its Registered Representative; or

4.7.4. An Elected Member does not participate for three consecutive scheduled meetings or conference calls, or five scheduled meetings or conference calls in any one term.

- 4.7.5. An exception may be allowed if the Elected Member had provided adequate notice, as appropriate under the circumstances, as determined by a majority of the Executive Committee, and such Member's continued service to the Registrars Stakeholder Group is deemed to be important, not equally fulfilled by another available Registered Representative, and the majority of the Executive Committee has a reasonable belief that such Elected Member will be available for the forthcoming meetings.
- 4.7.6. If an Elected Member cannot be located for whatever reason up to 48 hours prior to a scheduled meeting or conference call, the Executive Committee may designate such Elected Member's proxy to another Elected Member at the same level (i.e., Elected Officer or Elected Representative). Where the Elected Member is the only representative of the Registrars Stakeholder Group on such matter, the Executive Committee may designate a substitute from the Registrars Stakeholder Group for such meeting or call only for the duration of such meeting or call.
- 4.7.7. Provided that if any vacancy shall occur for any reason, an election to fill the vacancy shall occur and that said election will be for the remainder of the Term un-served by such Elected Officer, GNSO Council Representative, or Working Group Representative, as the case may be. At the end of such Term, an election will be held. Such appointee will be eligible to stand for election and the service of such Term remainder shall not be deemed to be one of the consecutive Terms allowed for any Elected Representative under Subsection 3.3 of this Charter.
- 4.7.8. Elections shall proceed according to Section 7-Rules of Procedure.

4.7.9. Vacation of Office

Notwithstanding the reasons for vacating an office, an officer shall hold office until a successor is elected or until the officer dies, resigns, is removed, becomes disqualified or is elected by the RrSG to another office, or if the member that the officer represents is suspended or terminated.

- 4.7.10. Members are allowed to formally abstain during any vote. Formal abstentions are counted solely as part of the total votes cast but are not counted as a vote against the motion.

4.8 Geographic Diversity

- 4.8.1. At the start of the election cycle, the Secretary shall declare the geographic region of the offices that are not up for election.
- 4.8.2. There will first be a call of nominations for candidates from ICANN geographic regions not represented in the last two election cycles.
- 4.8.3. After the first round of nominations, a second nomination round will be conducted, this time open to any candidates from any geographic region.

4.9 Voting by GNSO Councilors

Elected GNSO Councilors must vote as directed by the Executive Committee of this stakeholder group if such direction is provided. The Executive Committee must also communicate all such Councilor direction to the membership and include its reasoning for such.

5. Funding

- 5.1. The Registrars Stakeholder Group Members shall arrange any necessary finance for the Registrars Stakeholder Group in a manner to be agreed by the Registrars Stakeholder Group.

6. Bylaws Amendments

- 6.1. Amendments to this Charter shall be made by ballot of the Members. They may be proposed by the Executive Committee or by petition. A copy of such proposed amendment or amendments, if lawful, and a ballot shall be made available to each Member in good stand at least thirty (30) days before the date designated for counting the ballots. Balloting shall be in accordance with Section 7-Rules of Procedure.
- 6.2. A vote of at least two thirds of all ballots cast, provided the total number of those voting is not less than forty percent (40%) of the total number of voting Members or at least twenty (20) Members, whichever number is larger, in favor of an amendment is necessary for adoption. Voting Members shall be notified as soon as practicable by notice in a publication going to all Members in good standing.
- 6.3. Amendments to this Charter (see Section 8.0) shall take effect thirty (30) days after adoption, but if by amendment Elected Members are changed in status or the number of Elected Members is reduced, each Elected Member shall continue to serve until the term expires.

7. Rules of Procedure

- 7.1 Motions: While any issue may be discussed for an unlimited amount of time on the list, in meetings, or by phone, the following is the formal process for Members to vote on issues, proposals, and positions.
- 7.1.1 The proponent of a motion shall submit it to the Stakeholder Group mailing list. Such motion generally would include: (a) a substantive description of a new or changed policy, amendment to the Registrar Stakeholder Group Charter or other policy documents; or (b) a position of support for or opposition to a report, policy, or any other matter before the Elected Members of the Stakeholder Group.
- 7.1.2 The motion must have three endorsements in order to proceed to formal discussion. Solicitation of endorsements in support of the motion may be secured via the Registrar Stakeholder Group mailing list.
- 7.1.3 The Stakeholder Group Secretary will publish the motion and call for discussion no later than 48 hours after receiving the motion from the proponent and the three endorsements.
- 7.1.4 Discussion of the motion will be held open on the Stakeholder Group list for no less than 14 days. The Chair will moderate the discussion on the list or at any meeting or call, as applicable.
- 7.1.5 During such time, amendments may be put forward by electronic communication to the Secretary. The Secretary will accept and publish any amendment formally to the Stakeholder Group list for the Members' consideration only if such amendment is endorsed by a second Member, and such endorsement is communicated by electronic communication to the Secretary and to the Stakeholder Group list.

- 7.1.6 During this period of consideration, the proponent of the motion may accept one or all of the amendments as friendly, and modify her or his motion accordingly. Any friendly amendments will be withdrawn and not considered separately.
- 7.1.7 Any Member can call for a vote after the 14-day period post-publication.
- 7.1.8 The Secretary will create and publish the ballot. The ballot will remain open for inspection and possible amendment or correction for 72 hours prior to the vote.
- 7.1.9 The ballot will allow for a vote on each of: (a) the original motion; and (b) any unfriendly amendments (as deemed by the proponent).
- 7.1.10 The Secretary will call the vote no less than 2 days after the end of the ballot inspection period and keep it open for no less than 7 days, but no more than 21 days. In exceptional circumstances as determined by a majority vote of the Stakeholder Group Executive Committee, however, the Secretary may shorten or extend the period to vote upon proper notice to the voting members via the constituency mailing list or other similar means. Other than as stated in Section 7.2 below, in no event will a vote be open less than 3 business days or longer than 30 days.
- 7.1.11 All Members who are eligible to vote pursuant to Section 4.5.2 of the Charter and are registered to vote prior to the call for the vote are eligible to cast a ballot.
- 7.1.12 The motion and any unfriendly amendment will be deemed as adopted by an affirmative vote of more than 50% of the votes cast. In case of a tie the motion or any unfriendly amendment shall be deemed to be defeated.
- 7.1.13 In case of a motion with multiple choices or options, the choice or option receiving the greatest number of votes shall be deemed adopted.
- 7.1.14 Notwithstanding Sections 12 and 13 above, if in any vote fewer than the larger of (a) 10% of those Members registered to vote or (b) 10 Members registered to vote actually vote (which total shall include votes cast for and against the motion, and any abstentions), such vote will be deemed defeated. In such cases, upon a majority vote of the Stakeholder Group Executive Committee, a revote on the same ballot shall take place.
- 7.1.15 For all votes, the results of specific ballots cast by Members shall not be made visible to other Members until the ballot has completed and the vote is closed.
- 7.2 Fast Track Motions
 - 7.2.1 Notwithstanding the above, certain motions may receive “Fast Track” treatment.
 - 7.2.2 Requests for Fast Track treatment may be made by any Member at any scheduled meeting of the Stakeholder Group or electronically on the Stakeholder Group list and must include a written justification supporting the Fast Track treatment.
 - 7.2.3 Fast Track treatment only is available in exigent circumstances. Exigent circumstances exist if following the standard timing of a motion in Section I above would dramatically harm the value or effectiveness of the motion and it would not have been reasonable to have foreseen the need for such a motion at a time when a Section 7.1 motion was viable. For example, the Stakeholder Group may need to respond quickly to an unforeseen request of a third party, such as ICANN, the Stakeholder Group may want to issue a position statement on a matter that

mandates fast action, or the Stakeholder Group must address a policy issue through a Fast Track motion because it would have been impossible to have addressed the issue through a Section 7.1 motion.

- 7.2.4 A motion may be considered to be Fast Track only upon a majority vote of the Stakeholder Group Executive Committee. In considering whether to approve Fast Track treatment, the Executive Committee should consider the justification for the treatment, only grant it in exceptional circumstances, and provide a written summary of its rationale in approving it.
- 7.2.5 Motions to amend the Registrars Stakeholder Group Charter are ineligible for Fast Track treatment.
- 7.2.6 Any motion receiving Fast Track treatment made at an in-person meeting must also be published on the Stakeholder Group list prior to a vote.
- 7.2.7 Fast Track motions must have 5 endorsements to proceed to a vote.
- 7.2.8 After discussion, a vote will be called on a Fast Track motion by the Chair of the Stakeholder Group or Vice Chair if the Chair is unavailable. The timing of the vote must be announced on the Stakeholder Group list and all Members, who are eligible to vote pursuant to Section 4.5.2 of the Charter and are registered to vote prior to the call for the vote, may vote regardless or not if they are present at an in-person meeting. The call for the vote on the Stakeholder Group list must occur at least six hours prior to the end of the vote.
- 7.2.9 Fast Track motions and any unfriendly amendment thereto will be deemed as adopted by an affirmative vote of two-thirds or more of the votes cast.
- 7.2.10 Notwithstanding paragraph 7.2.9 above, if in any vote on a Fast Track motion fewer than the larger of (a) 33% of those Members registered to vote or (b) 18 Members registered to vote actually vote (which total shall include votes cast for and against the motion, and any abstentions), such vote will be deemed defeated.
- 7.2.11 If a Fast Track motion is defeated, it may be made again to the Stakeholder Group using the standard motion procedures in Section 7.1 above.
- 7.2.12 The voting results of all Fast Track motions will be published on the Stakeholder Group list, including specific ballots cast by Members.
- 7.3 Elections: While any candidate may be discussed on the list, in meetings, or by phone, the following is the formal process for Members to vote on candidates for Elected Office.
 - 7.3.1 Whenever a position opens requiring the election of a Member, the Stakeholder Group Chair shall call for an election and the Secretary shall accept nominations for a period of no less than 7 days.
 - 7.3.2 Any Member in good standing may nominate a candidate by submitting such candidate's name to the Stakeholder Group mailing list.
 - 7.3.3 Each nomination must be seconded by at least one additional Member in good standing. The nominee must accept the nomination and provide a conflict of interest statement before the later of the close of the nomination period or 2 days from the date of the nomination, in order for the nomination to be valid. Seconding a nomination, accepting a nomination and providing

a conflict of interest statement must be conveyed by electronic means to the Stakeholder Group Secretary.

- 7.3.4 Once the nomination period has closed, The Stakeholder Group Secretary will publish the list of nominees and call for a discussion of the candidates. The discussion of the candidates will last for a period of time specified in each case by the Secretary, but no longer than 7 days.
- 7.3.5 Upon close of the discussion of candidates, the Secretary will create and publish the ballot. The ballot will remain open for inspection and possible correction for 72 hours prior to the vote and will only include the names of such candidates who have met the requirements of Section 7-Rules of Procedure and all other applicable Charter provisions.
- 7.3.6 The ballot will allow for a vote on each of the nominees.
- 7.3.7 The Secretary will call the vote no less than 2 days after the end of the ballot inspection period, and other than in exceptional circumstances as deemed by a majority vote of the Stakeholder Group Executive Committee, will keep it open for no less than 7 days, but no more than 14 days. In the case of an exceptional circumstance as deemed by a majority vote of the Stakeholder Group Executive Committee, the Secretary will notify the Voting Members at the time the ballot is published and will keep the vote open no less than 3 business days.
- 7.3.8 All Members who are eligible to vote pursuant to Section 4.5.2 of the Charter and are registered to vote prior to the call for the vote are eligible to cast a ballot.
- 7.3.9 For the election of Officers, GNSO Council Representatives, and GNSO Working Group Representatives, the candidate(s) receiving a majority of the votes cast (which total shall include votes cast for all candidates and any abstentions) shall be declared the winner. In the case where no candidate receives a majority of the votes cast, there shall be a run-off between the two candidates receiving the greatest number of votes. The winner of the run-off shall be the candidate receiving the greatest number of votes. If the run-off election results in a tie vote, then the election shall be decided by the Chair of the Stakeholder Group in office on the day prior to the run-off election. If the Chair of the Stakeholder Group is a candidate in the run-off election, however, the Vice Chair of the Stakeholder Group in office on the day prior to the run-off election shall decide. If the Chair and the Vice Chair are both candidates in the run-off election, then the Secretary of the Stakeholder Group in office on the day prior to the run-off election shall decide.
- 7.3.10 For the election of all other positions, the candidate(s) receiving the greatest number of votes shall be declared the winner. In case of a tie, there shall be a run-off election. The winner of the run-off shall be the candidate receiving the greatest number of votes. If the run-off election results in a tie vote, then the election shall be decided by the Chair of the Stakeholder Group in office on the day prior to the run-off election. If the Chair of the Stakeholder Group is a candidate in the run-off election, however, the Vice Chair of the Stakeholder Group in office on the day prior to the run-off election shall decide. If the Chair and the Vice Chair are both candidates in the run-off election, then the Secretary of the Stakeholder Group in office on the day prior to the run-off election shall decide.
- 7.3.11 Notwithstanding Sections 7.3.9 and 7.3.10 above, if in any election fewer than the larger of (a) 10% of those Members registered to vote or (b) 10 Members registered to vote actually vote

(including any abstentions), such election will be deemed null and void and of no effect, and a revote on the same ballot shall take place.

7.3.12 For all votes, the results of specific ballots cast by Members shall not be made visible to other Members until the ballot has closed.

7.4 General

7.4.1 If there is any conflict between Section 7-Rules of Procedure and Sections 1-6 of the Charter, the latter provisions shall govern.

7.4.2 Defined terms shall have the meanings set forth in this Charter.

8. Approved Charter Amendment Tracking Log

Version	Date	Name	Description
3.0	17 Apr 2003		Bylaws of the ICANN GNSO Registrar Constituency Version 3, Revision 0, Draft 0
4.0	24 Feb 2009	Tim Ruiz	Stakeholder Group Transitional Charter submitted to ICANN Board for approval
4.1	22 Jun 2009	Structural Improvements Committee (SIC)	Revisions per ICANN Board
4.2	30 Jul 2009	Structural Improvements Committee (SIC)	Additional revisions approved by ICANN Board
5.0	25 Sep 2013	Michele Neylon, Chair	<ul style="list-style-type: none"> • Address capabilities of members to serve in leadership positions • Clarify voting rights of RrSG members • Provide clarity regarding ability of affiliated members under common ownership to vote • Streamline election of officers when there is only one candidate • Provisions for existing officers to vacate their office where ownership changes or other circumstances render them ineligible for office • Clarification of the directed voting of GNSO Councilors
5.1	27 May 2013	ICANN Staff Recommendations approved by Michele Neylon, Chair	<ul style="list-style-type: none"> • Incorporation of Rules of Procedure (previously separate) into Charter as Section 7 • Added Amendments Tracking Log (Section 8), Table of Contents, and page numbering

REFERENCE MATERIALS - BOARD PAPER NO. 2014.10.16.2b

TITLE: **Introduction of Two-character Domain Names in the New gTLD Namespace**

These Reference Materials provide additional considerations on the release of two-character names in the New gTLD namespace :

- Applicable Registry Agreement Provisions
- Applicable RSEP Consensus Policy and Implementation Procedure
- Details of RSEP request submitted and current status
- Relevant GAC communications
- Precedents in the legacy gTLD Namespace

Applicable Registry Agreement Provisions

As per Specification 5, Section 2 of the 2013 Registry Agreement, two-character labels “*shall be withheld from registration or allocated to Registry Operator at the second level.*” The Registry Agreement further stipulates that such label strings “*may be released to the extent that Registry Operator reaches agreement with the related government and country-code manager of the string as specified in the ISO 3166-1 alpha-2 standard*”. Registry Operators “*may also propose the release of these reservations based on [their] implementation of measures to avoid confusion with the corresponding country codes, subject to approval by ICANN*”.

Applicable RSEP Consensus Policy and Implementation Procedure

In order for Registry Operators to propose the release of two-character labels, subject to ICANN approval, a Registry Services Evaluation Policy (RSEP) request must be submitted. To date, as per the review criteria of the RSEP policy, none of these requests were found to raise significant issues, either with respect to Security or Stability of the DNS, or with respect to Competition.

However, because implementation of each RSEP request requires a material change to the Registry Agreement, each of the required amendments to the contract have been, or are in the process of being posted for Public Comments. Currently, public comments for 194 amendments are closed and have been processed, while public comments for 9 amendments are still to be processed..

Details of RSEP request submitted and current status

Over the last six months, there were 31 active requests for 207 new gTLDs that have been submitted to ICANN, of which 28 requests for 203 new gTLDs have been posted for Public Comment.

The 31 active RSEP requests received to date for the release of two-character labels, or domain names, vary in scope :

- 2 requested the release of all two-character names, regardless of whether they appear on the ISO 3166-1 alpha-2 list;
- 26 requested the release of all two-character ASCII labels that do not appear on the ISO 3166-1 alpha-2 list and for which there is no corresponding government or country-code operator; 1 additionally requested two-character numbers and combinations of numbers and letters;
- 1 requested the registration of two-character domains composed of 1 or 2 numeric characters;
- 1 requested the release of all two-letter language identifiers based on the internationally recognized ISO 639-1 and ISO 639-2 lists;
- 1 requested the release of only one specific two-character name

On 12 June 2014, public comment period regarding six RSEP proposals and amendments for the introduction of two-character domain names was opened. The six RSEP proposals are for the following 148 gTLDs: .kred, .best, .ceo, .wiki, .globo, and 143 Donuts, Inc. operated TLDs (Note: Binky Lake, LLC has submitted a RSEP request on behalf of Donuts, Inc. for 143 gTLDs.). The public comment forum for these six requests can be found here: <https://www.icann.org/public-comments/two-char-new-gtld-2014-06-12-en>.

On 8 July 2014, a similar public comment period regarding six more RSEP proposals and amendments for the introduction of two-character domain names was opened. The 6 RSEP proposals are for the following twelve 2 gTLDs: .deals, xn--fjq720a, .city, .xyz, .college, .gop, .trade, .webcam, .bid, .healthcare, .world, and .band. The public comment forum for these six requests can be found here: <https://www.icann.org/public-comments/two-char-new-gtld-2014-07-08-en>.

On 23 July 2014, a similar public comment period regarding seven more RSEP proposals and amendments for the introduction of two-character domain names was opened. The 7 RSEP proposals are for the following 34 gTLDs: .luxury, .wang, xn--3bSt00M, xn--6qQ986B3xL, xn--czRu2D, xn--45Q11C, .build, .ren, .pizza, .restaurant, .gifts, .sarl, xn--55qx5d, xn--io0a7i and 20 TLDs associated with Top Level Domain Holdings Limited. The public comment forum for these seven requests can be found here: <https://www.icann.org/public-comments/two-char-new-gtld-2014-07-23-en>.

On 19 August 2014, a similar public comment period regarding four more RSEP proposals and amendments for the introduction of two-character domain names was opened. The four RSEP proposals are for the following 4 gTLDs: .sohu, .immo, .saarland and .club. The public comment forum for these four requests can be found here: <https://www.icann.org/public-comments/two-char-new-gtld-2014-08-19-en>.

On 12 September 2014, a similar public comment period regarding five more RSEP proposals and amendments for the introduction of two-character domain names was opened. The five RSEP proposals are for the following 5 gTLDs: .jetzt, .global, .neustar, .kiwi, .berlin. The public comment forum for these five requests can be found here: <https://www.icann.org/public-comments/two-char-new-gtld-2014-09-12-en>

Arguments in favor of such introduction point to a limited risk of confusion with country codes given the current use of two-character names in legacy TLDs such as bn.com where BN represent both a major commercial brand as well as the ISO 3166 code for the Sovereign State of Brunei; the potential for new opportunities for brand owners; competition concerns with legacy gTLDs for which registration of these names

is allowed; and precedents in decisions made by ICANN allowing legacy and sponsored gTLDs (.NAME, .CAT, JOBS, .COOP, .MOBI, .BIZ, .PRO, .TRAVEL, .INFO, .TEL, .ASIA, .ORG) to release such name under varying terms.

Public Comments received so far are overwhelmingly in favor of the introduction of two-character domain names in the new gTLD namespace.

Arguments made against such introduction revolve mostly around the potential for user confusion or the necessity to protect existing country codes, as well as protecting country-codes that could be created in the future.

Arguments in favor of such introduction point to a limited risk of confusion with country codes given the current use of two-character names in legacy TLDs such as bn.com where BN represent both a major commercial brand as well as the ISO 3166 code for the Sovereign State of Brunei; the potential for new opportunities for brand owners; competition concerns with legacy gTLDs for which registration of these names is allowed; and precedents in decisions made by ICANN allowing legacy and sponsored gTLDs (.NAME, .CAT, JOBS, .COOP, .MOBI, .BIZ, .PRO, .TRAVEL, .INFO, .TEL, .ASIA, .ORG) to release such name under varying terms.

Relevant GAC communications

The GAC has been considering this matter since the ICANN 49 meeting in Singapore, and has confirmed its intention further discuss at the ICANN 51 meeting in Los Angeles. Recently, in a letter dated 10 September 2014, the GAC informed the ICANN Board that it *“it is indeed the subset of two-character labels consisting of letter-letter combinations that is of concern to the GAC”* and requested *“a pause in granting any exemptions from Specification 5”*, indicating further that this should be *“regardless of whether they are currently used as ccTLDs or not”*.

Precedents in the legacy gTLD Namespace

In 2006, .name requested for a limited release of reserved two-character names which ICANN staff performed an initial technical evaluation, and referred the matter to the Registry Services Technical Evaluation Panel (RSTEP) process. The RSTEP panel

considered the security and stability impacts of the proposal, which focused on unexpected responses being received from the DNS for both existing and non-existing domains, as well as simply user confusion where the idea of two letter second-level domains is unfamiliar. Based on the report of the RSTEP Panel, internal experts and other public comments, there were no significant security and stability issues related to introduction of the proposal, and the board adopted a resolution on 16 January 2007 to authorize ICANN to amend the .name Registry Agreement to implement the proposed Registry Service. Also, from 2007 to 2012, ICANN approved various proposals regarding the release of two-character labels for 11 gTLDs (.jobs, .coop, .mobi, .biz, .pro, .cat, .info, .travel, .tel, .asia, and .org).

Signature Block:

Submitted by: Akram Atallah

Position: President, Global Domains Division

Date Noted: 3 October 2014

Email: akram.atallah@icann.org

REFERENCE MATERIALS - BOARD PAPER NO. 2014.10.16.2c

TITLE: ICANN Strategic Plan for fiscal years 2016 – 2020

BACKGROUND:

Additional background can be found in the Strategic Plan Board paper provided for the Board's September 2014 Istanbul Workshop.

REFERENCE MATERIAL:

Exhibit A: ICANN Strategic Plan for fiscal years 2016 – 2020 (iPDF).

Exhibit B: Redline version of the Strategic Plan

Exhibit C: Summary of, and responses to, public comments on the Draft Strategic Plan (for public posting).

Submitted by: Denise Michel

Position: VP Strategic Initiatives

Date Noted: 26 September 2014

Email: denise.michel@icann.org

Pages 42/93 thru 81/93 Redacted

Updated version as provided to the Board is separately available within the Board Briefing Materials, and the Five-Year Strategic Plan (FY2016-FY2020) as approved is available at <https://www.icann.org/en/system/files/files/strategic-plan-2016-2020-10oct14-en.pdf>

Draft Five-Year Strategic Plan – Responses to Public Comments
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This document contains a summary of the comments received on the [ICANN Draft Five-Year Strategic Plan \(FY16 – FY20\)](#) during the April – June 2014 public comment period (“Comment” column), **and responses to each comment, noting inclusion in the final Strategic Plan or other action, as appropriate** (“ICANN’s Response” column). The comments are summarized in order of submission for each Strategic Plan section, as applicable. General comments are summarized in the “General Comments” section. Even though this summary was drawn up to reflect as accurately and objectively as possible the views expressed by participants, it does not substitute in any way the original contributions.

#	Submitted By	Strategic Plan Section	Comment	ICANN’s Response
General Comments				
1	Policy Staff in Support of the ALAC	General	The ALAC acknowledges the efforts by ICANN to incorporate the various comments from “ ICANN’s Draft Vision, Mission & Focus Areas for a Five-Year Strategic Plan ” in this document and suggests an attempt to summarize the strategic plan on one page be kept.	Strategic Plan format has evolved to make it more user- friendly by adding interactive features and ability to move from summary to detailed information. When the Plan is finalized, ICANN will consider various formats to make the Plan accessible to a global audience.
2	Policy Staff in Support of the ALAC	General	The ALAC wonders if any analysis was done for previous ICANN Strategic Plans as to whether the objectives from prior Strategic Plans were achieved or not.	Previous plans were assessed and factored into the new approach ICANN is taking. The Five-Year Strategic Plan will inform the Five-Year Operating Plan and the related multi-year planning of activities, and these activities will be defined by annual plans and budgets. The progress of work, accomplishments toward goals and effectiveness of strategies will be managed and reported through ICANN’s Management Systems , including through a set of key success factors (KSFs) and key performance indicators (KPIs). These will inform an annual check of the Strategic Plan to validate that the organization is on-track, or that adjustments are needed.
3	Policy Staff in Support of the ALAC	General	The ALAC notes the lack of translated versions of this document from the beginning of this public comment.	Translations were provided and are available for the ICANN Draft Five-Year Strategic Plan (FY16 – FY20) and ICANN’s Draft Vision, Mission & Focus Areas for a Five-Year Strategic Plan . See links to translations .
4	Paul Diaz for RySG	General	The RySG notes that much of the development of this Strategic Plan was done prior to the NTIA announcement regarding the IANA function. As this announcement has resulted in two significant streams of work relating to the IANA Transition and ICANN Accountability, we believe it is important that this be factored into the next iteration of the Strategic Plan to the extent that this is possible, given the timing of the respective processes.	The Strategic Plan has been updated to reflect the work associated with the transition of stewardship of the IANA function. This work is represented by the 4 tracks discussed by ICANN President and CEO. See Key Success Factors for Strategic Goal 2.1 – “Successful transition of the IANA functions stewardship to ICANN as announced by the NTIA” and for Strategic Goal 5.2 – “Shared agreement on an accountability framework for the ICANN community”. The Five-Year Operating Plan will further address the work associated with the transition of stewardship of the IANA function, at the Portfolio level, including key success factors (outcomes), key performance indicators (metrics), dependencies, and phasing over five years (through FY2020).
5	Paul Diaz for RySG	General	With regard to the reference that the “Strategy Panels informed the Plan”, we find this surprising considering that the plan was posted before the comment period ended on the draft reports of the panels.	Community suggested key themes addressed by the Strategic Panels, and these are reflected in the Plan. In general, the Panels’ work produced recommendations that were more Operating in nature and will be considered, as appropriate, (along with public comments), during development of operating plans and other implementation efforts.
6	Paul Diaz for RySG	General	One key focus area is missing: fiscal responsibility. While it is mentioned indirectly in Goal 3.4 it should be a primary focus area, particularly given the exponential	Fiscal responsibility is addressed directly in Goal 3.1 <i>Ensure ICANN’s long-term financial accountability, stability and sustainability</i> . Additionally, a Five-Year Revenue Model and related

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			growth of ICANN’s revenue stream in recent years.	assumptions will be a part of the Five-Year Operating Planning process.
7	Gideon Rop For DotConnectAfrica	General	ICANN has grown and its core mandate, though unchanged, must also evolve and strategize a way forward which preserves the stability of the root as well as expand to suit the globalization concept.	Stability of the root is addressed in Strategic Objective 2 Support a healthy, stable and resilient unique identifier ecosystem.
8	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	General	The SOP WG commends ICANN for strong improvements of the Strategic Plan in terms of structure, clarity and presentation.	This comment has been noted.
9	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	General	<p>The SOP WG views the overall strategic direction as preliminary focused on "continuity". It does not, as yet, take into account some of the key strategic issues ICANN is already facing or may be facing, such as:</p> <ul style="list-style-type: none"> • The impact of the IANA Stewardship Transition Process and the related review of accountability processes on ICANN's structure and business model • The impact the global market trend of decreasing net growth of domain names registrations may have on ICANN (See also the specific comments relating to: Strategic Area 3, Evolution of the domain name marketplace) <p>In the view of the SOP WG these two elements are critical in assessing the strategic direction of travel reflected in the plan, and signal that ICANN is at a critical juncture.</p>	<p>ICANN agrees with ccNSO SOP that the referenced two elements are critical in determining the strategic direction of ICANN and has modified the Strategic Plan to incorporate these elements.</p> <p>For impact of the IANA Stewardship Transition Process and the related review of accountability process – please see response to comment #4.</p> <p>The impact of global market trends of decreasing net growth of domain name registrations is addressed in strategic goal 2.2 Proactively plan for changes in the use of unique identifiers and develop technology roadmaps to help guide ICANN activities.</p>
10	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	General	ICANN is advised to understand the statistics and targets of the activities under its management to be able to measure and report to the community on improvement. Further, the phasing (or time lines) in which these Measures should be achieved also need to be more precise to ensure that the targets are realistic and progress can be measured over time.	ICANN has noted ccNSO SOP comment and has developed a planning framework in which the Five-Year Strategic Plan is complemented by a Five-Year Operating Plan, which details—for each Strategic Objective and Goal—portfolios of key activities, key success factors (outcomes), key performance indicators (metrics), risks, dependencies, and phasing over five years (through FY2020). The new Five-Year planning framework, the ICANN Portfolio Management System and the Dashboard project are all aligned to ensure that ICANN staff is able to measure and report to the community on progress toward meeting its strategic goals. ICANN will plan its work for FY16-FY20 as part of the Five-Year Operating Plan, which will then feed into the one year operating plan and budget.
11	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	General	The WG notes that customer and/or stakeholder satisfaction is not used as a key metric at the level of objectives. In the view of the WG, monitoring of customer and stakeholder satisfaction should be a key metric, specifically for the following objectives: 3.1: measure customer/stakeholder satisfaction with ICANN’s technical services/operations, 4.1: measure stakeholder recognition of ICANN’s role in the (evolving) Internet ecosystem, 4.3: measure stakeholders’ satisfaction with ICANN’s contributions, and, 5.2: measure stakeholders’ satisfaction with ICANN’s ethics, transparency and accountability.	Customer and/or stakeholder satisfaction is included in the Five-Year Operating Plan, in strategic goal 2.3 Support the evolution of domain name marketplace to be robust, stable and trusted as a measure - Satisfaction with ICANN survey scores – targets (to be defined) and trend over time. Additional measures of satisfaction will be developed and implemented as appropriate, based on defined service level agreements.
12	Roelof Meijer For ccNSO Strategic & Operating Planning Working	General	The plan lacks any information about planned resource allocations and key underlying assumptions: to assess and enable feedback about the plan's effectiveness and efficiency at a minimum an estimation of growth rate on each strategic priority in terms of human resources or external costs would be necessary.	Planned resources allocations, fiscal impacts, key underlying assumptions and the means of assessing plan’s effectiveness and efficiency for each goal, in terms of a return on investment will be addressed during the development of subsequent multi-year implementation, Operating and budget plans.

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	Group			
13	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	General	<p>This vision statement contains an inherent contradiction between the words “accountable” and “independent”. In the view of the WG it would greatly benefit from further clarification of the relation between these terms and to whom they apply (Accountable to whom, and, Independent from whom?).</p> <p>Additionally, for ICANN "to be trusted by all stakeholders" is far less ambitious than an alternative form, which would be "serving and advancing the interest of the public". Being trusted is vague and merely passive, a state of perception, and it lacks any indication about the direction ICANN intends to undertake.</p> <p>In the view of the SOP WG the vision statement is work in progress and should be further clarified.</p>	<p>The vision statement has been revised to read: <i>“ICANN’s vision is that of an independent, global organization trusted worldwide to coordinate the global Internet’s systems of unique identifiers to support a single, open globally interoperable Internet. ICANN builds trust through serving the public interest, and incorporating the transparent and effective cooperation among stakeholders worldwide to facilitate its coordination role.”</i></p>
14	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	General	We use this opportunity to strongly urge ICANN (again) to improve its planning and scheduling of this and similar processes, including the related comment periods.	ICANN staff continues to improve and refine its planning process, including a dependable and repeatable schedule of activities and events. A Five-Year Planning Calendar will be developed and published as part of the planning process, clarifying roles and responsibilities and related timing of activities.
15	Thomas Lowenhaupt	General	The Introduction states, "The core value of ICANN is our commitment to the bottom-up, multistakeholder approach." This seems like an incomplete thought. Perhaps "to the decision making process" should be added.	The introduction has been revised for greater clarity.
16	Lasantha De Alwis for Commonwealth Telecommunications Organization	General	The strategic plan appears to be based on the assumption that the current unique identifier system of the Internet will remain as it is, possibly with incremental changes. However the notion that the identifier and routing system may change drastically or a completely new system may come into play, cannot be overlooked. ICANN may wish to provide for such an eventuality as well as the processes for leading, tracking and actively engaging in the development of such new systems.	Strategic Goal 2.2 Proactively plan for changes in the use of unique identifiers and develop technology roadmaps to help guide ICANN activities has been expanded to include research and development associated with the evolution of the unique identifier system. This information will be detailed in the Five-Year Operating Plan, which includes portfolios of work planned in support of strategic goals.
17	Lasantha De Alwis for Commonwealth Telecommunications Organization	General	Though ICANN's mandate is managing the Internet's system of unique identifiers, its influence on the Internet makes ICANN also a key influencer of the way tomorrow's online, and physical, world will be shaped. In that sense the strategic plan may need to take account of the manner in which ICANN will contribute to the end-benefits of the Internet and spell out how that would be leveraged to promote the aims and objectives of the organization.	The comment was noted and has informed the Five-Year Strategic Plan.
18	Lasantha De Alwis for Commonwealth Telecommunications Organization	General	The strategic plan has correctly identified the need to earn the trust of all stakeholders. ICANN could create more opportunities for stakeholder engagement including providing financial support for those who are less endowed. Strengthening intermediary organizations is an economical, yet efficient way to improve inclusiveness. Sensitivity to social, economical, cultural and political issues, whose value is context specific, is a critical component in building trust.	This is addressed, in particular in the following sections of the Five-Year Strategic Plan: 1.1 Further globalize and regionalize ICANN functions; 1.2 Bring ICANN to the world by creating a balanced and proactive approach to regional engagement with stakeholders; and 5.3 Empower current and new stakeholders to fully participate in ICANN activities.
Strategic Objective 1: Evolve and further globalize ICANN				
19	Gideon Rop For	1.0	The increasing user population from a more international and diverse community	This has been addressed in Strategic Objective 1 Evolve and further globalize ICANN.

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	DotConnectAfrica		requires that ICANN continue to evolve its multistakeholder processes and structures both face-to-face and online.	
20	Gideon Rop For DotConnectAfrica	1.0	ICANN should create a “proper awareness” for itself and to ensure that its place in the Internet ecosystem is understood by all. Part of creating this awareness will be the involvement of more young people in the decision making process and for them to be mentored.	This topic is addressed in Strategic Objective 5 Advance ICANN’s global public responsibility within its mission and commitment to the public interest and Goal 5.3 Empower current and new stakeholders to fully participate in ICANN activities.
21	Gideon Rop For DotConnectAfrica	1.0	ICANN must create a proper institutional human resource mechanism to identify individuals with true passion for the advancement of the Internet development, especially from the developing regions of the world. Additionally, ICANN must create proper oversight mechanisms to enable its activities to receive a critical audit at all times.	This topic is addressed in Goal 3.3 Develop a globally diverse culture of knowledge and expertise available to ICANN’s Board, staff and stakeholders and Goal 5.2 Promote ethics, transparency and accountability across the ICANN community. See comment 4 regarding inclusion of the ICANN Accountability process.
22	Gideon Rop For DotConnectAfrica	1.0	ICANN must strengthen the SOs/ACs and <u>continually analyze</u> the Policy Development Process so as to ensure that it meets the challenge of the ever-changing Internet platform.	This topic is addressed in Goal 1.3 Evolve policy development and governance processes, structures and meetings to be more accountable, inclusive, efficient, effective and responsive. Staff is developing a community services inventory to deliver, improve and expand the policy support resources that are available to the community.
23	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	1.0	It is the view of the SOP WG that all 3 objectives are worth pursuing, however they are not at the same level. The SOP WG believes that the third objective (evolving policy-developing and decision-making processes and structures) is an essential feature of the ICANN’s multi-stakeholder approach and makes it different from the other institutions such as the ITU, IGF, NETmundial and IETF.	Five-Year Operating Plan addresses planning elements that clarify how ICANN intends to accomplish its strategic goals, including dependencies and phasing. ICANN has identified strategic risks, which in part address the comment that strategic goals are not at the same level.
24	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	1.1	Internationalization and regionalization of ICANN should not solely imply hiring more international staff and setting up more offices and engagement centers across the globe, but more importantly, should focus on greater global participation in ensuring and overseeing ICANN’s optimal performance.	This is consistent with ICANN’s focus and is reflected in Strategic Objective 1 Evolve and further globalize ICANN. For example, see Key Success Factors defined in Strategic Goal 1.2.
25	Paul Diaz for RySG	1.1	Under ‘Measures’, the fourth bullet should be changed as follows: “Tracking expansion of the Fellowship Program (by region / language; by involvement in ICANN initiatives; by stakeholder area).”	This measure has been included in the Five-Year Operating Plan.
26	Paul Diaz for RySG	1.1	Another useful measure of the Fellowship Program would be to understand how fellowship participants have integrated into the ICANN mainstream of policy development and are engaged in activities. It would also be useful to understand the extent to which ICANN is required to subsidize activities to enable continued participation.	Measures such as this will continue to be refined as part of the Five-Year Operating Plan process.
27	Paul Diaz for RySG	1.1	With regard to “Number of governments and international entities endorsing ICANN’s globalized functions”, this measure is meaningless without a base to start from and an understanding of what is meant by ‘globalized functions’.	The measures for 1.1 were clarified and updated and this comment will be kept in mind as metrics are developed for the operating plans.
28	Paul Diaz for RySG	1.1	Under ‘Phasing’, the first bullet “Year 1: Plan based on gap assessment” - The gap has been known to the community and ICANN for years so it seems odd that it will take another year for planning. This phase should be shortened otherwise ICANN risks being in a perpetual state of assessing gaps and planning when real actions are required.	This comments has been noted. See response to comment #10. Phasing, prioritization and resource allocation will be addressed in the Five-Year Operating Plan.
29	Roelof Meijer For	1.2	The proposed strategic projects within the “Engage Stakeholder Regionally” portfolio	See response to comment #10. Phasing, prioritization and resource allocation will be addressed

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	ccNSO Strategic & Operating Planning Working Group		display a different degree of elaboration and implementation. It is not clear, however, whether they all are subject to deployment of equal volume of attention and resources, specifically with regard to all the regions where regional engagement strategies have been developed. It would therefore be appropriate, both from an effort- and costs - perspective to articulate that the priority is placed either on implementation of the most advanced strategies to build the pool of best practices, or, vice versa, on ongoing projects in the underperforming/underserved regions.	in the Five-Year Operating Plan.
30	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	1.2	The WG also notes that if business (Registrars and Registries) is not diversified geographically, the multi-stakeholder model is not working for everybody, just for developed countries. Thus, one can expect lack of confidence in the model from developing countries.	See response to comment #10. Phasing, prioritization and resource allocation will be addressed in the Five-Year Operating Plan. Geographic spread of participants in ICANN, including accredited Registrars and Registries has been added as Measure within the Five-Year Operating Plan.
31	Paul Diaz for RySG	1.2	Under ‘Measures’, the second bullet “Recognition of ICANN’s international status by X governments, territories or international organizations” - It is unclear what this actually means and how it is linked to Goal 1.2.	See response to comment #10. Phasing, prioritization and resource allocation will be addressed in the Five-Year Operating Plan.
32	Paul Diaz for RySG	1.3	Suggest changing the third bullet under ‘Outcomes’ as follows: “Meeting and engagement program supporting the global bottom-up multistakeholder model.”	The term “bottom-up” was not added in this section because a general definition of the bottom-up processes has been added to the Introduction section of the Strategic Plan.
33	Paul Diaz for RySG	1.3	It is not clear what “identify topics of interest to them” means relative to policy development. It must be recognized that the policy development undertaken within the ICANN construct is generally narrow in focus and in the GNSO impacts the operations of registries and registrars; and within the ccNSO is even more constrained and ultimately non-binding. It is important to ensure that ‘policy’ discussions within ICANN relate to ICANN and are not expanding into the territory of Internet Governance.	The phrase in question has been removed and other edits made in order to clarify.
34	Paul Diaz for RySG	1.3	There seems to be an assumption that policy development is siloed. Those assumptions are not accurate—anyone can join a policy development working group, but as pointed out above, it needs to be recognized that ‘policy topics’ will be narrowly contained. There is definitely a need to improve cross-community collaboration so it would be appropriate to have as an outcome “improve cross community collaboration.”	“Cross-community collaboration” has been added to the first outcome.
35	Paul Diaz for RySG	1.3	The third to last bullet under ‘Measure’ says: “Percentage of consensus recommendations directed to Board by SO/ACs.” This seems to assume that it is always possible to reach consensus, which is a very naïve assumption in the global environment we operate in, especially for highly contentious issues where there are very divergent points of view.	Noted. Measures will continue to be refined as part of the Five-Year Operating Plan process.
36	Paul Diaz for RySG	1.3	The second to last bullet under ‘Measure’ says: “Number of policy recommendations from SO/AC adopted by Board.” To be a meaningful measure, this should be a relative, not an absolute number.	Noted. Measures will continue to be refined as part of the Five-Year Operating Plan process.
37	Paul Diaz for RySG	1.3	This goal should be changed as follows: “Evolve <i>bottom-up multistakeholder</i> policy development and decision-making processes, structures and meetings to be more inclusive, efficient, effective and responsive to the changing needs of our diverse, global stakeholders.”	See response to comment #32.

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Strategic Objective 2: Support a healthy, stable and resilient unique identifier ecosystem				
38	Gideon Rop For DotConnectAfrica	2.0	<p>ICANN must ensure that its own ecosystem is enriched with transparent mechanisms so that it can be trusted an accountable. To achieve this goal, there should be a continuous and progressive analysis into ICANN’s processes and decision-making mechanisms to ensure that they are consistent with acceptable standards.</p> <p>There should be a review of staffing and board composition so as to ensure that the ICANN Board is not affected by any conflicts of interest that would compromise the decisions being more.</p> <p>Mechanisms to audit and sure that public comments have been factored into the actual policy making process should be created.</p>	This topic is addressed within 5.2 Promote ethics, transparency and accountability across the ICANN community.
39	Paul Diaz for RySG	2.0	<p>It is unclear what this objective is serving to address. Is it the purely technical aspect of the operation of the domain name system or is it related to the growth of the domain name industry? We believe it is important when referencing the domain name system that this not be conflated with other terms such as ‘ecosystem’ as this creates the perception of a risk of mission creep beyond names and numbers. Ecosystem has become a ‘catchall’ phrase that is overused and can be misleading.</p>	See revised Strategic Objective 2 and related Strategic Goals for clarification. The introductory narrative for this strategic objective also has been revised and indicates “ICANN will engage stakeholders to help support and plan for the industry’s evolution and empower a global and responsible industry that fosters growth and innovation.”
40	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	2.0	<p>The new uses of domain names, the massive introduction of new top level domains and the importance of IP addresses are all factors that should be carefully monitored and assessed over the next decade.</p>	This comment has been noted. The Five-Year Strategic Plan is complemented by a Five-Year Operating Plan, which details—for each Strategic Objective and Goal—portfolios of key activities, key success factors (outcomes), , key performance indicators (metrics), dependencies, and phasing over five years (through FY2020). The Five-Year Planning Cycle includes a validation step at which point the progress achieved would be checked against original plans and strategies and significant changes in the environment may need to be considered. These considerations may impact the remainder of the Five-Year Planning Cycle, as appropriate.
41	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	2.0	<p>We believe that the preamble contains certain elements which deserve more attention by ICANN and would like to see objectives that seek to deliver:</p> <ul style="list-style-type: none"> • Measures to avoid consumer confusion and ensure protection of their interest; and • Measures to strengthen security mechanisms that may anticipate, prevent and fight misuse of the Internet unique identifiers. 	Noted. These measures will be addressed in the Five Year Operating Plan.
42	Paul Diaz for RySG	2.1	<p>The third to last bullet under ‘Measure’ - It is not clear how measuring the implementation of SSAC Recommendations adopted by the Board is a useful measure, particularly as the Board has no binding authority to compel ccTLD operators to comply with SSAC recommendations.</p>	Noted. Measures will continue to be refined as part of the Five-Year Operating Plan process.
43	Paul Diaz for RySG	2.1	<p>The RSSAC is expected to release a report regarding DNS capabilities and this should be factored into this section when this becomes available.</p>	Noted. The RSSAC report will be considered as appropriate within the Five-Year Operating Plan.
44	Paul Diaz for RySG	2.1	<p>There needs to be some kind of benchmarking attached to these measures with</p>	Benchmarks and metrics are addressed in the Five Year Operating Plan and subsequent annual

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			regard to what constitutes 'healthy, stable and resilient'.	operating plans.
45	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	2.1	We would appreciate clarification of the first sentence that states “Major attack or event results in failure of TLD(s) of substantial size that causes loss of confidence in the administration of the IANA functions, Internet ecosystem or internationalisation of ICANN”. In addition, we suggest that measures of stability and resilience should be included, in order that performance can be benchmarked over time.	Strategic risk has been clarified as follows: “Major attack or event results in failure of the DNS root name server system, TLD(s) of substantial size, routing system, or other significant identifier systems in which ICANN plays a role that causes loss of confidence in the administration of the IANA functions, Internet identifier ecosystem, or internationalization of ICANN.”
46	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	2.2	The text here could usefully explain the kind of roadmaps envisaged. With regard to the risk section, we believe that any mature international organisation should have in place adequate policies and procedures that help to cope with unexpected contingencies that are out of its direct control.	Further details will be included in the Five-Year Operating Plan.
47	Policy Staff in Support of the ALAC	2.2	The ALAC suggests ICANN add a focus on improving the technical universal acceptance of Internationalized Domain Names (IDNs) at the application level.	The Five-Year Operating Plan will include a measure associated with indicators and trends derived from reports of universal acceptance issues.
48	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	2.3	It is suggested that a survey of current levels of trust, robustness and stability could be introduced, which would be used for future year benchmarking over time. With the introduction of the new gTLDs and the launch of many new IDN TLDs in the generic and country code space, the domain name marketplace will need more and more support, not only at the registry and registrar level, but also and mainly at the end user level. The outcome section should take the aforementioned changes into more account and therefore, the achievement should be not only to have a credible and respected industry that is compliant with its responsibilities, but also to have an industry that is able to cope with faster changes and challenges, that is able to meet the multilingual and multicultural needs of the end-users, that is a mirror of a continuously evolving society.	ICANN’s plans call for continuing support for benchmarking survey and metrics efforts that are under way within the community. ICANN will consider additional measures to address ICANN support or facilitation of continuing evolution of the industry, marketplace, and end user needs. ICANN will consider additional measures to address ICANN support or facilitation of continuing evolution of the industry that is able to cope with faster changes and challenges, that is able to meet the multilingual and multicultural needs of the end-users, that is a mirror of a continuously evolving society, within ICANN’s remit.
49	Paul Diaz for RySG	2.3	From the RySG perspective this is a very important objective. ICANN has a responsibility to support the industry it regulates through its compliance function and the Global Domains Division (GDD).	This comment has been noted.
50	Paul Diaz for RySG	2.3	New entrants to the domain name industry, via the new gTLD program, may not be aware of ICANN processes or unwritten rules about best practices and accepted behavior. Further, the base registry agreement for the new gTLDs contains many new requirements that are untested or subject to multiple possible interpretations. ICANN has an education and outreach obligation to these new entrants with regard to ensuring a trusted domain name industry.	This comment has been noted. The Five-Year Operating Plan will include a measurement of: timely delivery of information to new entrants and timely onboarding activities; conduct regular onboarding surveys and surveys of existing Registries.
51	Paul Diaz for RySG	2.3	Reporting on compliance function’s performance against published targets was part of a key recommendation from the WHOIS Policy Review Team in 2012. However, there is no mention of performance targets in ICANN’s WHOIS Implementation Chart nor were they published elsewhere by ICANN.	ICANN Compliance function performance against the targets can be found in the Contractual Compliance Update presentation provided on Wednesday at the ICANN International Meeting. Please refer to slide 8 at this link: file:///Users/maguy.serad/Downloads/presentation-compliance-25jun14-en%20(4).pdf The Five-Year Operating Plan will include additional compliance measurements and targets to account for the new RA scope, as well as trend over time.
52	Paul Diaz for RySG	2.3	We would suggest that measures be identified with regard to confidence in the services provided by the GDD. As the number of registry operators increase exponentially, it is critical that GDD services meet the needs of the registry operators	The Five-Year Operating Plan will include a measure of the ongoing trend of performance relative to Service Level Agreements.

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			and are subject to measurable performance targets.	
53	Paul Diaz for RySG	2.3	<p>We suggest adding three new bullets under ‘Phasing’ as part of Year 1 scope:</p> <ul style="list-style-type: none"> Develop and publish a code of conduct (modeled on best practices of comparable regulators) and performance targets for ICANN’s compliance function Develop and publish measurable performance targets for the GDD Fund a body (independent of ICANN) to ensure compliance of ICANN’s obligations to the contracted parties and conduct annual audits on compliance and GDD operations <p>We also suggest adding a new bullet under ‘Measure’ as follows:</p> <ul style="list-style-type: none"> Annual audit results showing ICANN’s compliance function and the GDD meeting or exceeding their performance targets 	<p>See Response to comment #10. The Five-Year Operating Plan will include phasing and annual expected outcomes and deliverables developed based on the current status of GDD building out its services. ICANN commits to measure and report on performance relative to Service Level Agreements, which is envisioned as the logical first phase that can reasonably be defined and implemented.</p> <p>Several aspects mentioned in the comment have significant cost implications and ICANN proposes to consider these recommendations in later phases of evolution of GDD Services, based on a structured cost/benefit, Return on Investment type analysis.</p>
54	Lasantha De Alwis for Commonwealth Telecommunications Organization	2.3	ICANN seeks to support the evolution of domain name marketplace to be robust, stable and trusted. In addition, the domain name market place needs to be fair and transparent as well. That requires minimizing challenges and maximizing opportunities for marginalized and less-endowed stakeholders to benefit from the domain name marketplace, including a proportionate reward on account of ownership, as the concept is understood and accepted today.	This comment has been noted.
Strategic Objective 3: Advance organizational, technological and operational excellence				
55	Paul Diaz for RySG	3.0	The RySG strongly supports the introductory paragraph.	This comment has been noted.
56	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	3.0	ICANN’s IANA department used the EFQM excellence framework to improve its operations. There have been several discussions within the SOP WG and at various workshops and other meetings, suggesting that this framework could be used to improve ICANN’s operations in general. We support such an expansion of the use of the EFQM framework, which, in the view of the SOP WG, would be of great value to ICANN (and hence the community) in the current rapidly changing environment.	ICANN agrees that the EFQM framework is a valuable tool for improving operations. One of the portfolios of work supporting the Strategic Objective 3 Advance organizational, technological and operational excellence , and specifically, Goal 3.3 Develop a globally diverse culture of knowledge and expertise available to ICANN’s Board, staff and stakeholders is “Business excellence applying EFQM Standards.” This portfolio can be seen within the Five-Year Operating Plan.
57	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	3.1	Aiming to 99.999% uptime is always a good technical challenge but not a minor financial investment. And it is not always necessary in every technological component. There needs to be a classification of critical services and important (less critical) ones, where five 9’s are not needed.	<p>The Five-Year Strategic Plan outcome has been revised to state:” Top tier global IT infrastructure performing at 99.999% uptime (5 minutes or less of unplanned downtime anywhere in the world, in a year) in FY 2020 through effective resource management and best practices.”</p> <p>Over the course of time, as the catalog of services becomes clearer, ICANN will create a 3-tier classification, with As being 5-9s; and Cs being 3-9s. As appropriate, we will make investments. The details will be addressed within the Five-Year Operating Plan, in phasing and outcomes.</p>
58	Paul Diaz for RySG	3.1	As the operation of the GDD portal and other ICANN technical infrastructure impacts the ability of new gTLD registry operators to meet their contractual obligations and reporting requirements, it would be useful to have specific outcomes identified for ICANN’s internal operations in order to better understand what these are, rather than the blanket statement of “Global IT infrastructure	See response to comment #57.

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			performing at 99.99% uptime ...”. Some of the infrastructure operated by ICANN is more critical than others and this should be recognized and appropriate measures developed.	
59	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	3.2	The Measures and Phases are not clear due to the diverse group of people included in this objective. The strategy aimed for Board Members is very different from that aimed at staff, stakeholders and technical advisors and this should be reflected in the text. At the stakeholder’s level, this objective is very hard to attain, this objective should focus on staff and Board Members. Metrics and timing should be adapted to the different groups involved. Lastly, the retention and training of staff is not a three-year goal or project, but should be a continuous effort from ICANN.	See response to comment #10. Phasing, dependencies, outcomes are addressed within the Five-Year Operating Plan.
60	Paul Diaz for RySG	3.2	Top talent should be recruited through best hiring practices. To this end, we suggest adding a new bullet under ‘Measure’ as follows: Benchmark ICANN’s hiring and recruitment practices against that of comparable global non-profit organizations.	The measure “Benchmark ICANN’s hiring and recruitment practices against that of comparable global non-profit organizations” has been included in the Five-Year Operating Plan.
61	Paul Diaz for RySG	3.3	It became evident in Singapore that the processes by which decisions are made, or should be made, are not well-understood or have a common interpretation. We believe that it is important to evaluate the various processes as contained in the ICANN Bylaws and other documents in order to achieve this goal. Therefore, we suggest the inclusion of an outcome related to understanding processes in order to understanding role clarity.	This comment is noted and will be considered as part of the Five-Year Operating Plan.
62	Paul Diaz for RySG	3.3	The last bullet under ‘Risks’ says: “Conflict caused by differing views of what is the bottom-up approach and when it is / is not appropriate.” It is important to note that the opposite of ‘bottom-up’ is ‘top-down’. Making top-down decisions should only be done in rare cases and with great caution because they can seriously compromise the critical multistakeholder model.	This comment has been noted.
63	Policy Staff in Support of the ALAC	3.3	The ALAC suggests ICANN include a focus on improving the logistical support needed for ICANN’s Board, Staff and the various ACs and SOs	Logistical support to various SOs and ACs is included in Strategic Goal 1.3 Evolve policy development and governance processes, structures and meetings to be more accountable, inclusive, efficient, effective and responsive and is specifically covered in the portfolio “Support Policy Development, Policy Related and Advisory Activities” that is mapped to this strategic goal.
64	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	3.3	Staff, Board and stakeholders have very different roles and progress needs to be measured in different ways and their timings might differ. These differences need to be reflected in the Strategy Plan.	This comment has been noted. The referenced differences will be considered as measures are developed for the Five-Year Operating Plan.
65	Paul Diaz for RySG	3.4	We suggest adding to goal 3.4: “Ensure ICANN’s long-term financial accountability, stability and sustainability while ensuring that value-add justifies the costs incurred.”	The spirit of the comment has been incorporated in the Key Success Factor for Strategic Goal 3.1 “New initiatives are introduced with the full understanding and consideration of financial and organizational impact involved.”
66	Paul Diaz for RySG	3.4	The continued lack of transparency around the financial accounting process has been an ongoing concern for the RySG and we strongly suggest that one more outcome be added: “Provide transparency of budget detail with enough lead time to allow community input to be acted on before Board action.”	See response to comment #14.
67	Paul Diaz for RySG	3.4	We would also note that we believe that ICANN has a public interest responsibility to ensuring that the budget is developed with this consideration in mind, and that	The concept of public interest has been expanded and clarified throughout the Strategic Plan and specifically within Strategic Objective 5 Advance ICANN’s global public responsibility within

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			it is critical that resources are not diverted or wasted in a way that compromises ICANN’s critical mission to ensure the security and stability of the Internet. Therefore we recommend the inclusion of an outcome: ICANN’s budget is managed in the public interest.	its mission and commitment to the public interest and Goal 5.1 Act as a steward of the public interest. The recommended outcome was not included in Strategic Objective 3 because the objectives have been refined to clarify that Objective 3 relates to organizational, technological and operational excellence, while Objective 5 addresses public responsibility within ICANN’s mission and commitment to the public interest.
68	Paul Diaz for RySG	3.4	We definitely agree that “Lack of cost control” is a risk.	This comment has been noted and addressed in the Five-Year Operating Plan.
69	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	3.4	This objective should focus on financial matters and move every Accountability & Transparency matter to the Focus Area no. 5. Furthermore, the metrics are vague. The Measures and Phasing of this particular point should be one of the most clear and solid sections. Clear timings, financial objectives (expected reserves, costs, etc.), clear controls, communication strategy of results and transparency practices need to be laid out.	See response to comment #10.
Strategic Objective 4: Promote ICANN’s role and multistakeholder approach				
70	Paul Diaz for RySG	4.0	This must be done in a bottom-up multistakeholder manner. There is some concern among the RySG that ICANN staff and the Board are being ‘captured’ by Internet Governance issues at the expense of Operating excellence and staying true to ICANN’s narrow remit. With the recent NetMundial meeting and development of IG principles and roadmap now settled and behind us, we do not believe that ICANN should be seen as the ‘defacto’ place for broader IG discussions. We believe that the most effective way for ICANN to be recognized and accepted as the organization responsible for coordination of the Internet’s unique identifiers is to be exemplary in the manner in which this role is undertaken.	See response to comment #32.
71	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	4.0	The objective is “Clarify and establish ICANN’s role...”. The “establish” part is covered, but none of the objectives explains how ICANN will clarify its role vis-à-vis its constituent parts.	The means by which this goal will be accomplished will be refined and explained within the Five-Year Operating Plan. See response to Comment #10.
72	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	4.1	Metrics should measure the outcome, not the means used to get there. It is more important to know if the goals are met than to check if enough effort was spent trying to reach them. Some of the measures specified for this objective are quite general.	See response to Comment #10.
73	Policy Staff in Support of the ALAC	4.1	The ALAC suggests ICANN reword the sentence under Focus Area #4.1 as “Ensure ICANN’s stakeholder groups’ role in the evolving Internet ecosystem is clear, recognized, and well understood worldwide.”	The reference to ICANN’s role is intended to include all aspects of ICANN – stakeholder groups, the Board and staff. Making the suggested change would significantly alter and limit the meaning of this goal.
74	Paul Diaz for RySG	4.2	The most important word in this goal is ‘balanced’. Being proactive in engaging with governments and IGOs is a good idea. But it must always be remembered that governments and IGOs are just a subset of all stakeholders so engagement with them must be balanced with engagement with other stakeholders.	This comment has been noted.
75	Paul Diaz for RySG	4.2	The first bullet under ‘Outcomes’ says: “ICANN’s legitimate role is unquestioned and	The Outcome has been edited: “ICANN’s legitimate role and ability to meet the public’s needs is

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			fully trusted by relevant Internet organizations, governments, international organizations worldwide.” Why are governments and international organizations singled out? ICANN’s role must be judged as legitimate and be fully trusted by other stakeholders as well. The fact that governments and international organizations are singled out gives the impression that they are more important than civil society, businesses, infrastructure providers, users, etc.	unquestioned and fully trusted by relevant Internet organizations, governments, international organizations and stakeholders worldwide.”
76	Lasantha De Alwis for Commonwealth Telecommunications Organization	4.2	ICANN may wish to work actively to dispel the notion of disproportionate influence exerted by some stakeholders. One of the risks identified in 4.2 is the "perception that particular governments and IGOs are inappropriately influencing ICANN's mandate". However the perception that some governments and IGOs are exercising disproportionate influence poses a higher risk.	This comment has been noted.
Strategic Goal 5: Advance ICANN’s global public responsibility within its mission and commitment to the public interest				
77	Gideon Rop For DotConnectAfrica	5.0	There must only be one single functional DNS root in the world. If it is not protected, disintegration of the Internet is not only a possibility, but also an unfortunate reality. ICANN should therefore protect its own role by ensuring that its activities and decision-making mechanisms are beyond public question and doubt. To achieve this goal, ICANN should ensure that there is a structured separation of roles. Specifically, ICANN must ensure that the technical, administrative, and multistakeholder approaches have distinct and yet complimentary roles.	This comment has been noted.
78	Paul Diaz for RySG	5.0	The terms ‘public responsibility’ and ‘public interest’ are difficult to define because they vary significantly by across jurisdictions and interest groups. That is why it is very critical that efforts to define these terms and implement this objective be done in a fully bottom-up multistakeholder way.	This comment has been noted.
79	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	5.0	The SOP WG welcomes this strategic priority in that it intends to clarify and explain ICANN's role. However, its description remains quite vague. For instance, it remains unclear what responsibility framework means, and what it will deliver. The general description of the priority should be rephrased to clarify that it plans to address some fundamental misunderstandings about ICANN's narrow mission, and how it is kept aligned with the interest of the public.	See revisions made to Strategic Objective 5 of the Five-Year Strategic Plan that address this concern.
80	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	5.0	This section could also be improved by relying on generally accepted notions such as corporate social responsibility (CSR). CSR strategies are a useful framework for identifying priorities when an organization intends to address the needs of stakeholders outside of its customers. Areas such as responsible employer policies, underserved regions support or minimizing environmental impact could be developed within this framework.	This comment has been noted.
81	Paul Diaz for RySG	5.1	Public interest is difficult to define; but to this goal it leaves the question open of ‘act as a steward of the public interest’ of what? of the management of the domain name system, or world peace?	The outcome has been clarified: “The ICANN community’s decision and policy-making structures and processes are driven by a clear understanding of the public interest, including a healthy unique identifier system and marketplace.”
82	Roelof Meijer For ccNSO Strategic & Operating	5.1	We recommend to take a more open approach to further work on the topic, as it could lead to a significant reform, and impact the whole Strategic Plan.	Additional details and planning elements will be addressed in the Five-Year Operating Plan.

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	Planning Working Group			
83	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	5.2	This specific part of the Strategic Plan, while welcome in its principle, seems disconnected from current related developments (enhancing ICANN’s Accountability and the IANA Stewardship Transition). Noting that ICANN’s accountability is considered part of ICANN's vision statement, this part of the Plan clearly does not meet expectations yet. It gives the impression that ICANN only expects minor changes to its accountability (and governance) mechanisms.	This section has been modified to identify evolution of and/or incorporation of new accountability mechanisms. Further details are available within the Five-Year Operating Plan.
84	Paul Diaz for RySG	5.2	<p>We definitely agree with the first ‘Outcome’ shown: “Shared agreement on what accountability means in the context of ICANN.” In that regard, true accountability must involve both internal and external (independent) accountability. We therefore suggest adding two new bullets under ‘Risks’ as follows:</p> <ul style="list-style-type: none"> • Failure to identify or enforce non-compliance with accountability and transparency processes. • Tension between public interest accountability and corporate and legal accountability. <p>To address those risks, we suggest adding a new bullet under ‘Measure’ as follows:</p> <ul style="list-style-type: none"> • Employ an Ethics Counsel reporting directly to the Governance Committee of the ICANN Board 	Further details will be included in the Five-Year Operating Plan. Given the development of the ICANN Accountability Process (see Announcement), outcomes, measures, dependencies and phasing of this work will continue to evolve and will be updated as appropriate within the Five-Year Operating Plan.
85	Roelof Meijer For ccNSO Strategic & Operating Planning Working Group	5.3	We note a discrepancy between this section's title and the outcomes and measures proposed. In our view the focus of the activities under this objective should be to increase participation from developing countries. Therefore this section of the strategic plan should be aligned with this legitimate goal.	Further details will be included in the Five-Year Operating Plan. For example, measures have been expanded to include: “- Regular measurement of percentage of increase in participation of people from developing countries and communities and from other under-represented groups. - Measure of the increasing impact of the Fellowship and related programs on engagement of under-represented countries and communities.”