

Draft Minutes of the  
Special Board Meeting

3 February 2009

A Special Meeting of the ICANN Board of Directors was held via teleconference 3 February 2009 @ 20.00 UTC. Chairman Peter Dengate Thrush promptly called the meeting to order.

In addition to Chairman Peter Dengate Thrush the following Directors participated in all or part of the meeting: Roberto Gaetano (Vice Chairman), Harald Tveit Alvestrand, Raimundo Beca, Steve Crocker, Demi Getschko, Steven Goldstein, Dennis Jennings, Rajasekhar Ramaraj, Rita Rodin Johnston, Jean-Jacques Subrenat, Bruce Tonkin, Katim Touray, Paul Twomey (President and CEO), and David Wodelet. The following Board Liaisons participated in all or part of the meeting: Janis Karklins, GAC Liaison; Ram Mohan, SSAC Liaison; Thomas Narten, IETF Liaison; Thomas Roessler, TLG Liaison; Wendy Seltzer, ALAC Liaison; and Suzanne Woolf, RSSAC Liaison.

Also, the following ICANN Management and Staff participated in all or part of the meeting: John Jeffrey, General Counsel and Secretary; Doug Brent, Chief Operating Officer; Kurt Pritz, Senior Vice President, Services; Paul Levins, Executive Officer and Vice President, Corporate Affairs; Kevin Wilson, Chief Financial Operator; Denise Michel, Vice President, Policy; Diane Schroeder, Director, Board Support; Barbara Roseman, General Operations Manager, IANA; Kim Davies, Manager, Root Zone Services; Rob Hoggarth, Senior Policy Director; Liz Gasster, Senior Policy Counselor, Policy Support; and Craig Schwartz, Chief gTLD Registry Liaison.

**Consent Agenda -- Approval of Minutes / Acceptance of Board Committee Reports**

***Minutes - Approved Resolution (approved by voice vote – unanimous)***

It is, Resolved (2009-02-03-01) that the Minutes of the Special Board Meeting of 11 December 2008 are hereby approved.

***Acceptance of Board Committee Reports – Approved Resolution (approved by voice vote – unanimous) –***

It is, Resolved (2009-02-03-02) that the following Reports from Board Committees are hereby accepted and received by the Board:

A -- Board Governance Committee - 3 December 2008 Minutes, and 7 January 2009 Preliminary Report

B -- Finance Committee - 18 November 2008 Minutes and 13 January 2009 Preliminary Report

C -- IANA Committee – 10 December 2008 Preliminary Report

D -- Public Participation Committee –16 December 2008 Minutes and 14 January 2009 Preliminary Report

E -- Structural Improvements Committee –13 January 2009 Preliminary Report

## **2009-2012 Strategic Plan Approval**

Doug Brent provided an overview of the Strategic Plan, touching on the process, noting that the Staff recommendation is for approval.

Steve Goldstein objected, on the basis that there was not enough detail on post-JPA and where ICANN wants to go long term.

Jean-Jacques noted that he sees Steve's point, but stated that the Strategic Plan has a section on key organizational challenges in post-JPA world. While he would have liked more development on that point, he can understand keeping it low profile for now.

Paul Twomey said that he can understand Steve's comment, and wondered if we could parse the issue into two parts, where we see the organization going, and where we see post-JPA. It is difficult to have great detail with the new administration coming on. We have moved to an on-year, off-year approach. One year we revise last year's plan, the next year we do a full bottom-up plan. With the next Strategic Plan, it will be a full bottom-up approach.

Dennis Jennings indicated that he believes it should be published. Steve Goldstein asked what do we mean by avoiding capture? I have very little confidence that we collectively had really fleshed out the details on where we should be going.

Katim Touray noted that ICANN is too far now in the planning process, maybe we can get this out and deal with some of the other issues with the next Strategic Plan. On globalization, he would prefer use of the word "internationalized" over "globalized". He also noted that "private sector" has particular connotations

Theresa Swinehart provided clarification on the use of the term "internationalization" versus "globalization"

Doug Brent confirmed that the Strategic Plan does not set out a specific plan for JPA transition.

The Chairman noted that we have to avoid the trap of making the Strategic Plan too Operational.

Jean-Jacques Subrenat made a point about the clear difference between interpretation and translation, and I think you mean both.

Harald Alvestrand indicated that he thinks this plan should go forward now. I think we should have the fundamental discussions, and we should have them in July.

Approved Resolution – (Approved by a voice vote 14 affirmative, 1 negative and no abstentions)

Whereas, ICANN's July 2009 through June 2012 Strategic Plan builds on the work of the previous plan, and is based on input from the ICANN Board of Directors, through consultation with the community through workshops held in multiple ICANN meetings, and through public forums on the ICANN website.

Whereas, the 2009-2012 Strategic Plan describes nine strategic initiatives, and principal objectives and specific outcomes for these initiatives.

Whereas, the strategic objectives in the plan will form the framework around which the July 2009 through June 2010 Operational Plan and the associated budget are constructed. Whereas, members of the community have been very generous with their time and the Board appreciates the work that they have done.

It is hereby resolved (2009-02-03-03) the Board approves the July 2009- June 2012 Strategic Plan, and directs the President and staff to move forward with the community-based operational planning process based on the strategic objectives as set forth in the plan.

It was approved unanimously except for a “no” vote from Steve Goldstein, and stated his reasons indicating that the Strategic Plan as proposed does not adequately address the future of ICANN.

#### **IDN ccTLD Fast Track Update:**

Tina Dam noted that the Board paper was for information and a briefing on staff implementation. She explained that the draft implementation plan was posted in Cairo for public comment and that Staff is preparing a revised version of the plan based on comments received. Tina noted that ICANN did not receive many public comments during the period, which ran through 7 January 09, but did get a lot of important ones all on module 7, which are the main issues needing resolution. Staff will post a number of papers before Mexico with proposed solutions and wanted Board to be aware of that. The papers for Mexico are expected to be posted in the next two weeks.

Tina explained that the first major issue is the proposed agreement with ICANN and ccTLDs. She indicated that there is a draft proposal based on public comments and outreach efforts, which is a lightweight agreement. The second issue is related to financial considerations. Tina explained that there is a proposal to ask for application fee and annual contributions to ICANN. The third issue is the

development of a process to solve contention between the fast track process and new gTLD applications that are identical or confusingly similar.

Tina informed that Board that a number of other pieces of information will also be posted, including RFI replies and a paper on variance. Tina explained that a couple of countries, in their RFI replies, asked for more than one string. Staff will conduct a comparison of public comments against changes in revised implementation plan, and that will also be posted. Not all of the material will be posted on same day as each will be posted as it is completed.

Tina noted that the best thing that could happen from Mexico is to get community consensus on of these proposals. The expectation is that we will get a good vetting of the proposed agreement and proposed fee structure in Mexico.

The Chairman asked if Janis Karklins had questions, because the Chairman understood that the GAC members were not in favor of contracts or fees. The Chairman found it interesting, therefore, that we are moving that way.

Janis Karklins noted that he is listening very carefully.

Jean-Jacques Subrenat noted that the second bullet of the Executive Summary in the paper on this topic states that it is anticipated that IDN ccTLD applications will include a processing fee. He heard that some ccTLDs thought it was a sovereign right to have a ccTLD. Accordingly, it was not about the amount of the fee, but the principle of having it at all.

Tina explained that staff understands that some of the community wants no fee and others want a higher fee than what staff is proposing. In trying to achieve a compromise, we did propose a lower fee and a more lightweight agreement than what is proposed for the new gTLD program. Further, in terms of fees to recover costs, those might be hard to recover with the fees proposed, but they may balance out with the cost recovery on the new gTLD applications.

The Chairman noted that the last time the ccNSO really looked at this was in Bucharest. The principle adopted there was that the ccTLD managers were committed to paying cost of what it takes to run IANA. That principle is still there. And they were also committed to pay a share of general overhead of ICANN.

Tina went on to explain that the annual fee or contribution is set up as percentage of revenue. So, if there is no financial benefit of having the IDN ccTLD, then no bar to obtaining one because of prohibitive annual fee.

Bruce Tonkin noted that, based on discussions with GAC members and the questions raised, he thinks it is important to set out costs first, and then suggest alternative models and seek public feedback. He would like the GAC and the ccs to engage in how they would pay the fees and suggest different alternatives. This was discussed

in the BFC, and it was clear that calculating revenue is complicated, because organization could say it is only charging \$1 for domain names, but requiring registrant to have hosting model that costs \$100.00. Bruce reiterated revenue is hard to measure.

The Chairman agreed and noted that tracking revenue implies that ICANN may start auditing.

Dennis Jennings stated that he assumes the finance committee will have opportunity to look at the facts on the costs and make recommendations.

The Chairman noted that the BFC will do the BFC's job on this issue.

Janis Karklins thanked Tina and staff members involved in this work and noted that what is now proposed goes in the right direction and corresponds with what the GAC requested from staff in Cairo. He stated that the GAC did ask to see the draft documentation on responsibilities, which he hopes will be published soon. Janis Karklins believes that the GAC will look at it carefully and believes progress was made in Cairo regarding a draft. In this spirit, he stated, the content of the document will allow the GAC to continue its discussions and hopefully reach agreement on substance of the document. When it comes to the other five documents mentioned, he asked why they were not shared with the Board.

Tina stated that they were not shared for economy purposes. The complete gist of each is described in text of Board paper, but Tina stated that we would be happy to share latest version of financial contribution memo that lays out application fee at cost recovery method and 5% revenue model.

Janis Karklins noted that he has seen the latest draft, and in his personal view, there is an up front "No" from the GAC. He stated that the way it is presented does not entice them to start discussions, so it needs to be looked at carefully before it is published. He then asked when the other papers will be published and whether there any other issues the Board needs to know. Janis Karklins also asked about the status of the IDNA protocol revision.

Tina noted that the document of responsibilities is the first one ready for publication. She stated that it is hard to get everything to the Board and also be ready for public posting for Mexico. The papers are proposals and drafts meant to elicit community discussion and collaboration in Mexico. If there are others, in addition to the fee memo that the Board specifically wants to see she is happy to take that up.

Tina stated that no revision to the IDNA protocol would be posted. There is a statement that the protocol must be fulfilled. We are taking clear notice that revisions are not completed and may not be before either TLD process goes live. She then asked if there is any specific concern on IDNA protocol or other matters.

Janis Karklins asked whether provision of one paper, but not the other five was intentional or just by accident. He stated that with all five at least they would have full picture and would take time to read them and be informed before the meeting. Otherwise, he does not consistency with staff informing Board on one of the most important issues for 2009. He also noted that it is important to see them before they are published.

Paul Twomey stated that Janis Karklins is exactly right. He suggested that we share papers via the list and ask for feedback on the list with quick turnaround.

Tina stated that staff will re-cast financial consideration paper and circulate. She also noted that there is close to a final draft on the contention issue paper, which she will send to the Board. She noted that the RFI replies overview is included in Board paper and all except those listed as confidential will be posted. Tina stated that she will distribute draft of paper on variance and stated that the last paper she will distribute will be the implementation plan.

Bruce thought, that it is important to point out that 36 expressed interested in 26 languages.

Katim Touray stated that he wanted to add more weight to the argument for cost recovery from ccTLDs. We need to make it clear that there is value being added by ICANN. But how do you value that added services. He noted that ICANN needs to build a case. He pointed out that we need to ensure that all countries are listed in proper geographic regions.

### **SSAC/RSSAC Stability Study – Approved Resolution - (approved by voice vote – unanimous)**

Doug Brent described a proposal, which outlined work done previously on root zone infrastructure (IPv6, DNSSEC, IDNs, new gTLDs). Questions have been raised through the new gTLD process asking for more information on root zone scalability. There is an important need to have a report back to the Board on these changes in aggregate.

The Report calls on SSAC and RSSAC to conduct a joint study, with staff support. He looked to comment from Steve Crocker to comment further.

Steve Crocker provided a bit of background on the question of the size of the root. There is surprisingly little information on this. One of the goals here ought to be to try to document questions to keep questions from coming up again and again. One of the goals is a comprehensive study, to advance the state of the discussion broadly.

Second, we need to look at memory impact on root servers. There is quite a few questions on scaling up of provisioning process, not only impact on root servers, but

on DoC, ICANN and VeriSign. Some aspects are related to the rate of change. On the look-up side, what is the traffic load on the root zone. There is a next level of subtlety, on the error models. We should develop a comprehensive picture of all of this.

We've been having more urgent discussions. This will require a funded effort, and this may require more than one consultant. This would be overseen by a steering committee, overseeing by SSAC, RSSAC and staff. Then there's also the question on what time scale we can operate on. I think middle of May is understandable but may not be achievable. We'll see how well we can go.

The Chairman asked whether SSAC and RSSAC to jointly conduct a study. Is that really what we want? Do we really need to look at capacity of root server system to address this? My concern is that we frame these questions properly to meet our needs.

Bruce Tonkin indicated that Steve has given a good description of the scaling issues. I think we have to be careful with respect to new gTLDs, I just want to have the context, the long term scaling issues.

Suzanne Woolf indicated that the issues were the right one's. it's the right question to ask, and there are some organizational challenges about the study, but it will help establish a baseline. We need a baseline and ICANN needs to document that the baseline has been constructed.

The Chair noted that If doesn't state that it will look at staff and operational issues in the anticipation of 10,000 new TLDs.

Katim Touray noted that he wanted to support the call for the study.

Doug Brent noted that this is the opportunity to get an authoritative statement from SSAC and RSSAC on these issues in aggregate.

Suzanne Woolf noted that from RSSAC's perspective, there have been multiple times we've been asked about expansion, up until recently the policy portion had not distilled down to enough to be able to ask the right questions

Bruce Tonkin, noted that he I wonder if the last sentence in the second to last paragraph can be updated. Can we put some sort of scale in the sentence. The study should address changes in scale to the root zone system that result from a substantial increase in the capacity of the current system".

Suzanne Woolf asked whether it makes sense to pass the resolution, and not include the letter in the resolution

Paul Twomey noted that there has been thinking about scaling in the fee planning for the new gTLD process. Bruce Tonkin moved and Demi Getschko seconded the following resolution of the issue.

Whereas, over a short period of time, significant changes to root zone operations are anticipated, including the still-recent addition of IPv6 records to the root, and planned implementation of DNSSEC, IDNs, new cc IDNs, and new generic top level domains.

Whereas, the aggregate impact of these anticipated changes should be formally analyzed for impacts on scalability and stability.

It is hereby resolved (2009-02-03-04) the Chairman of ICANN's Board communicate with the Chairpersons of SSAC and RSSAC and ICANN President to request an overall root zone stability study a letter setting out some of the following points that should be addressed:

Various important technology and policy initiatives related to the root zone and root zone operations are now coming to fruition. These include the still-recent addition of IPv6 access to root services, and the planned addition of Internationalized Domain Names at the root level, signing the root zone with DNSSEC technology, new country code IDN top level domains, and new generic top level domains.

ICANN has conducted a number of efforts to understand the potential security and stability impacts of these changes individually. The RSSAC and SSAC jointly issued an analysis of adding IPv6 records to the root in 2007 (see <http://www.icann.org/committees/security/sac018.pdf> and IANA's report at <http://www.iana.org/reports/2008/root-aaaa-announcement.html>). The addition of IDNs to the root has been the subject of significant advance planning, and an extended real-world testbed (see for example SSAC's report at <http://www.icann.org/committees/security/sac020.pdf>, and IANA's report at <http://www.iana.org/reports/2007/testetal-report-01aug2007.html>). DNSSEC has benefited from extensive root zone test bed experience and been extensively analyzed though not specifically for the root (see for example <http://www.net.informatik.tu-muenchen.de/~anja/feldmann/papers/dnssec05.pdf>, and the RSTEP report on PIR's DNSSEC implementation at <http://www.icann.org/registries/rsep/rstep-report-pir-dnssec-04jun08.pdf>). Finally, an ICANN staff paper on root zone impact of new TLDs was published for public comment in February, 2008 (see <http://icann.org/topics/dns-stability-draft-paper-06feb08.pdf>); this document was based in part on conversations with SSAC and RSSAC members, though not adopted/approved by either committee.

Given that these changes – IPv6 records in the root zone, DNSSEC, IDNs, and new TLDs (country code and generic) – have not been analyzed for their combined impact on root zone operations, the ICANN Board requests the SSAC and RSSAC



jointly conduct a study analyzing the impact to security and stability within the DNS root server system of these proposed implementations. The analysis should address the implications of initial implementation of these changes occurring during a compressed time period. ICANN must ensure that potential changes in the technical management of the root zone and scope of activity at the TLD level within the DNS will not pose significant risks to the security and stability of the system. The study should address the capacity and scaling of the root server system to address a stressing range of technical challenges and operational demands that might emerge as part of the implementation of proposed changes.

The ICANN Board requests the Committee develop a terms of reference for the Study and appoint a steering committee to guide the effort by 28 February 2009.

The Board further requests the study involve direct participation by senior ICANN technical staff involved with its planned implementations of these activities and to provide necessary support to implement aspects of this study under terms and with ultimate approval of the advisory committees. Additionally, the Board seeks to ensure the process for establishing the study terms, design and implementation will address the technical and operational concerns regarding expanding the DNS root zone that have been expressed on this topic. The Board seeks study findings and recommendations by 15 May 2009.

### **GNSO Council Term Limits – Approved Resolution (approved by voice vote – unanimously)**

#### **GNSO Improvements / Implementation:**

Denise Michel stated that this| has been a pending issue for some time, and asked Liz Gasster to present the issue.

Liz Gasster stated that currently there is no limit to the number of consecutive terms that a GNSO council member may serve, but that in November 2006 the council passed a resolution endorsing a two-term limit. She noted that at the time that GNSO council recommended term limits, there was an agreement to defer a decision while the BGC considered GNSO improvements. The BGC GNSO Improvements Report that was approved by the Board did include term limits. The Board is being asked to consider whether GNSO council member term limits should be adopted now, in the future, or not at all. Staff's recommendation is that the Bylaws be revised to include a two consecutive term limit for GNSO council members. Liz Gasster noted that while there are differing views in public comments about current implementation of term limits, staff thinks that it would make sense to put term limits in place now given that the GNSO is restructuring and a new council will be put in place in June.

Steve Goldstein moved that the Board accept the resolution for GNSO council term limits and thanked Liz Gasster for a succinct presentation.

Raimundo Beca recalls that the GNSO working group said that GNSO council term limits should be studied in connection with other Supporting Organizations. He thinks it would be strange if one Supporting Organization council has term limits and the other does not. He does not think there was final resolution on this issue in the final working group report.

Bruce asked about the practical impact. While some council members have served for quite some time, some of the constituencies wanted continuity managing change between models and so wanted the council members to remain in place. He asked if staff thought that some council members want to serve another term.

Liz Gasster responded that it varies by individuals and constituencies. Registrars and registries support adoption of term limits while a few members of the IPC and the BC have voiced concern that GNSO Improvements should not be done via piecemeal recommendations.

Liz Gasster summed up discussion stating that staff believes that since review has been completed and both council and Board, via approval of the GNSO Improvements report, have approved term limits, it was appropriate to move ahead. She also noted that there has not been an analysis on how many have been on council for more than two terms.

The Chair asked if any Board members on the GNSO re-structuring working group thought there were any conflicts.

Roberto did not think so, but Raimundo reiterated that he thinks the final recommendations of WG mentioned discussing the matter with other Supporting Organizations.

The Chair asked if he could vote for this resolution as it but then and call for other Supporting Organizations to start considering term limits.

Steve Goldstein moved that resolution be adopted as drafted by staff and Katim Touray seconded.

The chair pointed out that there are alternative resolution and asked which Steve was proposing be adopted. Steve read the one he moved on.

The Chair asked for discussion and Dennis Jennings expressed concern that if this is imposed immediately that it could be disruptive.

Denise Michel stated that the GNSO council adopted the resolution two years ago, that the Board vote and implementation was been delayed, but that the GNSO council has reinforced its support for the resolution. Denise also noted that passing the resolution now would allow the council to factor term limits into the re-

structuring and that delaying it further would have a bigger impact.

The Chair asked it would be easier if Board approved the resolution, but indicated that it would not take effect until this year's AGM.

Liz Gasster indicated that it is not anticipated that anyone would be removed from the council as a result of approving term limits.

Steve Goldstein noted that there is an escape clause and the Chair again asked for confirmation that it is not intended to invalidate any current elections.

Bruce stated that he would be more comfortable if the term limits took effect from AGM.

Harald Alvestrand suggested adding a whereas clause that it is not intended to shorten the current terms of current council members. The chair then reiterated that no current council member term should be affected and that the application of term limits takes effect from the 2009 AGM of ICANN. He asked if Staff had any adverse reaction.

Liz Gasster asked whether the chair was suggesting that the clock starts ticking at the 2009 AGM such that those who have already served two terms could serve one more or if it can be applied retroactively to for those people who have already served two terms. The Chair indicated that it was the former.

All present except Raimundo voted in favor of the following, as he believes we need to look for uniform system for all Supporting Organizations.

Whereas, the GNSO Council recommended term limits for GNSO Council members in November 2006; and

Whereas, the ICANN Board approved the recommendation of term limits for GNSO Council members as part of its approval of the GNSO Improvements Report on 26 June 2006; and

Whereas an amended bylaws provision establishing term limits has been posted and public comments solicited and duly considered by the Board; and

Whereas the Board finds that term limits will enhance inclusiveness and enable more people to become involved in Council activities.

It is hereby resolved (2009-02-03-05.01) that the Board approves a modification to the ICANN Bylaws, Article X, Section 3, which shall take effect following the end of the ICANN Board's 2009 Annual General Meeting, to prohibit a GNSO Council member from serving more than two consecutive terms. Moreover, a former Council member must remain off the GNSO Council for one full term prior to serving any

subsequent term. It is further resolved that an exception is permitted in a “special circumstance” (such as with respect to geographic diversity requirements, where no alternative representative is available to serve), in which case a Council member may serve one additional term. A “special circumstance” is approved by majority vote of the GNSO Council.

### **Role of Individual Users in the GNSO - (approved by voice vote - unanimous)**

Denise Michel explained that the Board passed a resolution asking for a consensus recommendation by 13 February 2009 on the treatment of individual users that can be supportive of and not duplicative of ALAC. The ALAC, through a letter from the chair and the At-Large in North America, is seeking extension of time to continue working on consensus recommendations. Denise noted that last week the GNSO council passed a resolution to that effect and is working with ALAC community to resolve issues. Staff asks that the Board support the GNSO council’s request for an extension to 20 February 2009 to present its recommendations. While the 13th is the deadline for translations for Mexico, Denise recommended that the Board agree to the extension.

The Chair thanked Denise and asked if there was any discussion.

Steve Goldstein moved to extend time to 20 February 2009 and Roberto Gaetano RG seconded the motion.

The Chair stated that staff should add to the resolution that the Board thanks the GNSO council for its on-going efforts.

All present voted in favor of the resolution to provide the extension to 20 February, with addition suggested by the chair.

Whereas, the Board has received varying recommendations on registrant and user involvement in the GNSO, and the issue of how to incorporate the legitimate interests of individual Internet users in constructive yet non-duplicative ways remains an open issue that affects GNSO restructuring.

Whereas, on 11 December 2008 the Board requested that members of the GNSO community work with members of the ALAC/At-Large community and representatives of potential new "non-commercial" constituencies to jointly develop a recommendation for the composition and organizational structure of a Non-Commercial Stakeholder Group that does not duplicate the ALAC and its supporting structures, yet ensures that the gTLD interests of individual Internet users (along with the broader non-commercial community) are effectively represented within the GNSO. The Board requested that this recommendation should be submitted, no later than 24 January 2009, for consideration by the Board.

Whereas members of the community are working on this request, and the GNSO Council, ALAC and NARALO have requested an extension of the deadline to 20 February 2009 for submitting a recommendation to the Board.

It is hereby resolved (2009-02-03-05.02) that the Board requests that a consensus recommendation (or recommendations, if no consensus is reached) be submitted to the Board by 20 February 2009 for consideration.

It further resolved (2009-02-03-05.03) that the Board would like to thank the GNSO Council, ALAC and NARALO for their continuing efforts to reach a consensus recommendation.

**Redelegation of .SO (Somalia) Domain - (approved by voice vote, 11 affirmative votes, no negative votes and three abstentions)**

The information contained in the discussion regarding the redelegation was held in private.

Whereas, the .SO top-level domain is the designated country-code for Somalia.

Whereas, ICANN has received a request for redelegation of .SO to the Ministry of Post and Telecommunications of the Transitional Federal Government of Somalia.

Whereas, ICANN has reviewed the request, and has determined that the proposed redelegation would be in the best interest of the local and global Internet communities.

Whereas, the ICANN Board the board is satisfied with the IANA assessment and believes that the applicant meets the relevant policy criteria.

It is hereby resolved (2009-02-03-06) , that the proposed redelegation of the .SO domain to the Ministry of Post and Telecommunications of the Transitional Federal Government of Somalia is approved.

**Bylaws Provisions Changes – Relating to Request from Nominating Committee - (approved by voice vote – unanimous)**

Whereas, the Nominating Committee has expressed concern that, pursuant to the

Bylaws mandated diversity requirements that no more than five Board members be citizens of any one geographic region, the NomCom is required to count all countries of citizenship for each candidate.

Whereas, the NomCom has noted that the requirement to count all countries of citizenship has caused some selection difficulties each year over the past several years.

Whereas, the NomCom has also expressed concern that the calculation is presently limited to citizenship given that many people have lived for long periods of time in, and represent the interests of, countries in which they may not be citizens.

Whereas, making a diversity calculation pursuant to the ICANN Bylaws as it relates to Board member selection for seats 1 through 14 should be consistent.

Whereas, ICANN has received public comment on the proposed revision.

It is hereby resolved (2009-02-03-07) , that the following proposed revisions to Article VI, Sections 2.2 and 2.3, are approved:

ICANN Bylaws, Article VI, section 2.2:

In carrying out its responsibilities to fill Seats 1 through 8, the Nominating

Committee shall seek to ensure that the ICANN Board is composed of members who in the aggregate display diversity in geography, culture, skills, experience, and perspective, by applying the criteria set forth in Section 3 of this Article. At no time when it makes its selection shall the Nominating Committee select a Director to fill any vacancy or expired term whose selection would cause the total number of Directors (not including the President) from countries in any one Geographic Region (as defined in Section 5 of this Article) to exceed five; and the Nominating Committee shall ensure when it makes its selections that the Board includes at least one Director who is from a country in each ICANN Geographic Region ("Diversity Calculation").

For purposes of this sub-section 2 of Article VI, Section 2 of the ICANN

Bylaws, if any candidate for director maintains citizenship of more than one country, or has been domiciled for more than five years in a country of which the candidate does not maintain citizenship ("Domicile"), that candidate may be deemed to be from either country and must select in his/her Statement of Interest the country of citizenship or Domicile that he/she wants the Nominating Committee to use for Diversity Calculation purposes. For purposes of this sub- section 2 of Article VI, Section 2 of the ICANN Bylaws, a person can only have one "Domicile," which shall be determined by where the candidate has a permanent residence and place of habitation.

ICANN Bylaws, Article VI, section 2.3:

In carrying out their responsibilities to fill Seats 9 through 14, the Supporting

Organizations shall seek to ensure that the ICANN Board is composed of members that in the aggregate display diversity in geography, culture, skills, experience, and

perspective, by applying the criteria set forth in Section 3 of this Article. At any given time, no two Directors selected by a Supporting Organization shall be citizens from the same country or of countries located in the same Geographic Region.

For purposes of this sub-section 3 of Article VI, Section 2 of the ICANN

Bylaws, if any candidate for director maintains citizenship of more than one country, or has been domiciled for more than five years in a country of which the candidate does not maintain citizenship (“Domicile”), that candidate may be deemed to be from either country and must select in his/her Statement of Interest the country of citizenship or Domicile that he/she wants the Supporting Organization to use for selection purposes. For purposes of this sub-section 3 of Article VI, Section 2 of the ICANN Bylaws, a person can only have one “Domicile,” which shall be determined by where the candidate has a permanent residence and place of habitation.

**Bylaw Revisions Regarding Board Committees- (approved by voice vote – unanimous approved, with one abstention)**

The proposed bylaws revision was introduced by John Jeffrey, there was a short discussion confirming the limited public comments, and the following resolutions was approved by all board members present:

Whereas, on 7 November 2008 the ICANN Board resolved to dissolve the Reconsideration Committee and the Conflicts of Interest Committee, and move the responsibilities of those committees to the Board Governance Committee.

Whereas, the ICANN Bylaws specifically reference that a “Reconsideration Committee” shall handle Reconsideration Requests.

Whereas, the ICANN Bylaws state that a committee is to be designated by the Board to handle matters relating to conflicts of interest, including oversight of a Conflicts of Interest Policy and annual Conflicts of Interest Statements by Board members.

Whereas, ICANN held a 30-day public comment period on the proposed Bylaws revisions.

Resolved (2009-02-03-08) , that the Bylaws be revised to reflect that the Board Governance Committee is the committee that is now responsible for handling matters previously handled by the Reconsideration Committee and the Conflicts of Interest Committee.

The matter was unanimously approved by all board members present except, Jean-Jacques Subrenat, abstained, he noted that the third whereas clause was misleading and flawed.

**Board Governance Committee Recommendation re Appointment of Liaisons to Memberships of Board Committees - (approved by voice vote – unanimous)**

The following resolution was adopted without additional discussion.

Whereas, the Board Governance Committee has confirmed that Board Liaisons should be able to participate as non-voting members on certain Board committees.

Whereas, the IANA Committee has invited Thomas Narten and Suzanne Woolf to join the IANA Committee.

Whereas, the Public Participation Committee has invited Thomas Narten to join the Public Participation Committee.

Whereas, the Board Governance Committee has considered the invitations set for the above and recommends that the Board approve them.

Resolve (2009-02-03-09) , , the Board Governance Committee is reviewing the ongoing roles of Liaisons within Board Committees,

Resolved (2009-02-03-10) , , Thomas Narten is appointed as a non-voting member of the Public Participation Committee.

Resolved (2009-02-03-11) , Thomas Narten and Suzanne Woolf are appointed as non-voting members of the IANA Committee.

**Redelegation of the .BY (Belarus) Domain - (approved by voice vote – unanimous)**

The information contained in the discussion regarding the redelegation was held in private session.

Whereas, the .BY top-level domain is the designated country-code for Belarus.

Whereas, ICANN has received a request for redelegation of .BY to Open Contact Ltd.

Whereas, ICANN has reviewed the request, and has determined that the proposed redelegation would be in the best interest of the local and global Internet communities.

It is hereby resolved (2009-02-03-12) , that the proposed redelegation of the .BY domain to Open Contact Ltd is approved.

**Renewal of .AERO Sponsorship Agreement - (approved by voice vote – unanimous)**



The Chairman asked for questions regarding the papers and postings, and there were none, so that matter was then approved unanimously by voice vote.

Whereas, ICANN staff conducted good-faith negotiations with SITA NV, sponsor for the .AERO sponsored top-level domain, for the renewal of their sponsorship agreement.

Whereas, on 19 December 2008, ICANN announced that negotiations with SITA NV had been completed and posted the proposed .AERO sponsorship agreement and appendices for public comment (see, <http://www.icann.org/en/announcements/announcement-2-19dec08-en.htm>).

Whereas, the proposed renewal agreement is consistent with the other proof-of-concept sTLD agreements (.COOP and .MUSEUM) and those approved in the 2003-04 sTLD round, and that approval of the proposed renewal agreement would be beneficial for the .AERO community, ICANN and the Internet community.

It is hereby resolved (2009-02-03-13), renewal of the .AERO sponsorship agreement is approved, and the President and General Counsel are authorized to take such actions as appropriate to implement the agreement.

**Board Only Session** – Any actions taken during this section remain confidential.

Session Adjourned.