

Board Governance Committee Activities Report

1 January 2017 – 30 June 2017¹

Summary:

Completed Activities:

- Reconsideration Request Determinations/Recommendations:
 - Reconsideration Request 16-14 (Fraser Lee/Contractual Compliance Matter)
 - Reconsideration Requests 13-16 and 14-10 (Dot Sport Limited/.SPORT)
 - Reconsideration Request 17-1 (Russ Smith/Contractual Compliance Matter)

- Other Matters:
 - Conduct at ICANN Meetings – Recommendation to Board re: Adoption of the Community Anti-Harassment Policy
 - Recommendation re: Moving Board Governance Committee Reconsideration Responsibilities to a new Board Accountability Mechanism Committee
 - Board Member Skill Sets – Guidance to the NomCom
 - Board Committee Activity Reports
 - Board Member Peer Review Cadence
 - Organizational Effectiveness Committee Charter Amendment

In-Progress Activities:

- Reconsideration Requests Under Consideration:
 - Reconsideration Request 14-30 (Dot Registry/.LLC)
 - Reconsideration Request 14-32 (Dot Registry/.INC)
 - Reconsideration Request 14-33 (Dot Registry/.LLP)
 - Reconsideration Request 16-3 (dotgay LLC/.GAY)
 - Reconsideration Request 16-5 (dotMusic/.MUSIC)
 - Reconsideration Request 16-8 (CPA Australia/.CPA)
 - Reconsideration Request 16-11 (Travel Reservations SRL, Spring McCook, LLC, Minds + Machines Group Limited, Famous Four Media Limited, dot Hotel Limited, Radix FZC, dot Hotel Inc., Fegistry, LLC/.HOTEL)
 - Reconsideration Request 16-12 (Merck KGaA/.MERCK)
 - Reconsideration Request 17-2 (DotMusic Limited/CPE Process Review)
 - Reconsideration Request 17-3 (dotgay LLC/CPE Process Review)

- Other Matters:
 - Community Priority Evaluation Process Review
 - BGC Charter Amendment to Remove Reconsideration Responsibilities
 - Development and recommended approval of charter for proposed new Accountability Mechanisms Committee
 - Recommendation re: 2018 Nominating Committee Chair and Chair-Elect
 - Evaluation re: Standardization of Board Committee Charters
 - Consideration of Board Risk Committee Charter Amendment

¹ This report is intended to capture the activities of the Board Governance Committee (BGC) from January to June 2017. However, because the report was prepared in July 2017, the significant activities that occurred in July 2017 are also captured in the report.

Section I: Completed Activities

Item	Description OF BGC Activity	BGC Completion Date	Accomplishments/Outcome
1. Reconsideration Request 16-14 (Fraser Lee, Contractual Compliance matter)	Request from Fraser Lee seeking reconsideration of the Contractual Compliance department's decision to close Complaint concerning www.ripoffreport.com and the registrar with whom the domain is registered. Complaint was close after investigation demonstrated that there was no violation of the Registrar Accreditation Agreement. Article 4, Section 4.2(k) of the ICANN Bylaws provides that upon receipt of a reconsideration request, the BGC is to review the request "to determine if it is sufficiently stated." On 1 February 2017 , the BGC determined that the Requester had not sufficiently stated a Reconsideration Request as he has failed to demonstrate that he had been materially and adversely affected by the challenged conduct.	1 February 2017	Reconsideration Request 16-14 was denied because the BGC determined that the Reconsideration Request had not been sufficiently stated.
2. Reconsideration Requests 13-16 and 14-10 (dot Sport Limited, .SPORT)	Requests submitted by dot Sport Limited challenging the Expert Determination upholding the community objection filed against the Requestor's application for .SPORT on the grounds that the Expert failed to disclose certain evidence of alleged bias. The BGC and Board previously denied the Requests and the Requestor initiated an Independent Review Process (IRP) against ICANN. The Requestor prevailed in the IRP. As part of its Final Declaration, the IRP Panel recommended that the "Board reconsider its decisions on the Reconsideration Requests, in the aggregate, weighing the new evidence in its entirety against the standard applicable to neutrals as set out in the IBA Conflict Guidelines." On 16 March 2017, the Board accepted the recommendation and directed the BGC to re-evaluate the relevant Reconsideration Requests. On 1 June 2017 , the BGC recommended that Requests 13-16 and 14-10 again be denied.	21 June 2017	On 1 June 2017 , the BGC recommended that Requests 13-16 and 14-10 again be denied. On 21 June 2017, the Board adopted the BGC's further recommendation. (Resolution 2017.06.24.20)
3. Reconsideration Request 17-1 (Russ)	Request submitted by Russ Smith, the named registrant for directorschoice.com , seeking reconsideration of the	24 June 2017	On 1 June 2017 , the BGC recommended that the Board

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Smith, Contractual Compliance Matter)	<p>Contractual Compliance (CC) department's decisions to close: (1) his WHOIS Service Level Agreement (SLA) Complaint concerning the domain name; and (2) his follow-up complaint expressing his dissatisfaction with the handling of his WHOIS SLA Complaint. The Requestor essentially asked ICANN to produce or compel Verisign to produce historical WHOIS data for directorschoice.com. ICANN's CC department reviewed the WHOIS SLA Complaint and concluded that: (i) the Registrar Accreditation Agreement (RAA) does not require registrars to provide historical WHOIS data; (ii) the RAA does not apply to registry operators; and (iii) no other ICANN contractual obligation or any established policy requires registry operators to maintain and provide historical WHOIS data. The Requestor then submitted another complaint (Complaint Ticket), expressing his dissatisfaction with the handling of his WHOIS SLA Complaint and again asked ICANN to provide, or compel Verisign to provide, the historical WHOIS data for directorschoice.com. The CC department again determined, and informed the Requestor that the WHOIS SLA Complaint "did not implicate a breach of an ICANN policy or agreement." The Requestor claimed that making historical WHOIS data publicly available was required under the 2009 Affirmation of Commitments, the RAAs, and the Registry Agreements. The Requestor claimed that the WHOIS SLA Complaint was closed "without consideration of material information" in violation of Article 4, Section 2(c)(ii) of ICANN's Bylaws.</p> <p>After the BGC determined that the Request was sufficiently stated, they submitted the Request to the Ombudsman, who recused himself pursuant to Article 4, Section 4.2(l)(iii) of the Bylaws. On 1 June 2017, the BGC considered Request 17-1 and recommended that Reconsideration be denied because the CC department considered all material information when</p>		again deny Request 17-1. On 24 June 2017, the Board adopted the BGC's Recommendation on Request 17-1. (See Resolution 2017.06.24.21)

Item	Description OF BGC Activity	BGC Completion Date	Accomplishments/Outcome
	it closed the WHOIS SLA Complaint.		
4. Conduct at ICANN Meetings	The BGC recommended that the Board direct the Organization to retain an expert with experience in drafting and implementing relevant anti-harassment policies to assist in the development of a Community anti-harassment policy/procedure to be followed at ICANN Public meetings.	16 March 2017	The Board adopted the BGC's recommendation, and posted a proposed Community Anti-Harassment Policy for Public Comment . Following review of public comment, on 16 March 2017, the Board adopted the Community Anti-Harassment Policy. (See Resolution 2017.03.16.12)
5. Recommendation to Move Board Governance Committee's Reconsideration Responsibilities to new Board Accountability Mechanism Committee	As part of the annual review of its Charter , the BGC concluded that in order to devote sufficient time to its governance duties, it might be more appropriate if a different Board committee handled the Reconsideration responsibilities while the BGC retains its core governance duties. Accordingly, and following significant discussion, the BGC recommended that the Board take all steps necessary to create a new Board Accountability Mechanism Committee.	21 July 2017	As moving of the BGC's Reconsideration responsibilities to a new Board Committee involved a Fundamental Bylaws change, on 3 February 2017, the Board approved the initiation of the Fundamental Bylaws amendment process. (See Resolutions 2017.02.03.17 – 2017.02.03.19 .) Following that process, on 18 May 2017, the Board approved the proposed Fundamental Bylaws changes. On 27 June 2017, the Approval Action Community Forum was convened to discuss the proposed Fundamental Bylaws revisions. On 21 July 2017, the EC Administration notified ICANN that the proposed Fundamentals Bylaws changes were approved by the following

Item	Description OF BGC Activity	BGC Completion Date	Accomplishments/Outcome
			Decisional Participants: ASO, At-Large Advisory Committee, CCNSO, GNSO, GAC. https://www.icann.org/en/system/files/correspondence/eca-to-jeffrey-21jul17-en.pdf
6. Board Member Skill Sets – Guidance to NomCom	The BGC discussed the skill sets that should be included in the guidance to the NomCom for Board member selection, including skill sets/attributes outside the normal skill sets. On 9 March 2017, ICANN Board Guidance to NomCom on Important Skills for Board Members was transmitted to the NomCom and is published at https://www.icann.org/en/system/files/files/icann-board-nomcom-guidance-09mar17.pdf .	9 March 2017	BGC provided skill sets guidance to NomCom and identified additional skill sets, separate from the normal guidance material that may be helpful to the NomCom’s selection process. The resulting document Guidance from the ICANN Board to the Nominating Committee was transmitted to the NomCom and is published at https://www.icann.org/en/system/files/files/icann-board-nomcom-guidance-09mar17.pdf .
7. Board Committee Activity Reports	At its 18 October 2016 meeting, the BGC discussed methods for handling the Board Committee Activity Reports that are submitted by the Board Committees twice per year. The BGC recommended to the Board that the Board Committee Activity Reports be publicly posted.	3 February 2017	On 3 February 2017, per Resolution 2017.02.03.15 , the Board approved the publication of the Board Committees Activity Reports, which are to be posted every six months on the Board Activity pages of the ICANN website. https://www.icann.org/resources/pages/committees-activity-2017-03-29-en
8. Board Member Peer Review	The BGC evaluated the different cadence options for peer evaluations for Board members. The BGC agreed that	25 June 2017	The BGC agreed that conducting a review at 12 months after a

Item	Description OF BGC Activity	BGC Completion Date	Accomplishments/Outcome
Cadence	conducting a review at 12 months after a Board member's first term, and then every 18 months thereafter would provide the most meaningful feedback for Board members.		Board member's first term, and then every 18 months thereafter would provide the most meaningful feedback for Board members.
9. Organizational Effectiveness Committee Charter Amendment	On 3 March 2017 , the BGC agreed to recommend that the Board adopt the OEC Charter amendments to include the responsibility of overseeing specific reviews in addition to organizational reviews.	16 March 2017	On 16 March 2017, the Board approved the proposed revisions to the OEC charter. (Resolution 2017.03.16.07)

Section II: In-Progress Activities

Item	Description of BGC Activity	Target Completion Date	Status
<p>1. Reconsideration Requests 14-30, 14-32, 14-33 (Dot Registry LLC, .LLC/.INC./.LLP)</p>	<p>In Resolution 2016.09.15.15, the Board directed the BGC to re-evaluate Requests 14-30, 14-32, and 14-33 in light of the Dot Registry IRP Panel’s Final Declaration and “the issues identified therein with respect to the BGC’s actions in evaluating these Reconsideration Requests.” Further, in Resolution 2016.09.17.01, the Board directed the President and CEO, or his designees to undertake a review of the process by which staff interacted with the CPE provider, both generally and specifically with respect to the CPE reports issued the by the CPE provider (Review). At its 18 October 2016 meeting, the BGC discussed potential next steps regarding the Review. Among other things, the BGC noted that certain complainants have requested access to the documents that the CPE panels used to form their decisions and, in particular, the independent research that the panels conducted. The BGC decided to request from the CPE provider the materials and research relied upon by the CPE panels in making determinations with respect to certain pending CPEs. This material is currently being collected as part of the Review. On 26 April 2017, the BGC Chair notified the Requestor that the BGC’s consideration of the pending Reconsideration Requests have been placed on hold pending completion of the Review. (See Letter from C. Disspain to All Concerned Parties dated 26 April 2017.)</p>	<p>TBD</p>	<p>The Review is being conducted by FTI Consulting Inc.’s Global Risk and Investigations Practice and Technology Practice in two parallel tracks. The first track focuses on gathering information and materials from the ICANN organization, including interviews and document collection. This work was completed in early March 2017. The second track focuses on gathering information and materials from the CPE provider. This work is still ongoing. The BGC will re-evaluate Requests 14-30, 14-32, and 14-33 following completion of the Review.</p>

<p>2. Reconsideration Request 16-5 (DotMusic Limited, .MUSIC)</p>	<p>Request submitted by dotMusic Limited (and ten other requesters) seeking reconsideration of the Community Priority Evaluation (CPE) panel’s report finding that DotMusic did not prevail in CPE for the .MUSIC string (CPE Report), and ICANN’s acceptance of the CPE Report. Requesters also submitted a DIDP request seeking documents relating to the CPE Report, and asked ICANN to postpone its review of Request 16-5 pending ICANN’s response to the DIDP Request and the BGC’s determination on Reconsideration Request 16-7 (regarding the DIDP Response). The Requestors presented to the BGC at its meeting on 17 September 2016. In Resolution 2016.09.17.01, the Board directed the President and CEO, or his designees to undertake a review of the process by which staff interacted with the CPE provider, both generally and specifically with respect to the CPE reports issued the by the CPE provider (Review). At its 18 October 2016 meeting, the BGC discussed potential next steps regarding the Review of pending Reconsideration Requests pursuant to which some applicants are seeking reconsideration of CPE results. Among other things, the BGC noted that certain complainants have requested access to the documents that the CPE panels used to form their decisions and, in particular, the independent research that the panels conducted. The BGC decided to request from the CPE provider the materials and research relied upon by the CPE panels in making determinations with respect to certain pending CPEs. This material is currently being collected as part of the Review. On 26 April 2017, the BGC Chair notified the Requestors that the BGC’s consideration of the pending Reconsideration Request has been placed on hold pending completion of the Review. (See Letter from C. Disspain to All Concerned Parties dated 26 April 2017.)</p>	<p>TBD</p>	<p>The BGC will evaluate Request 16-5 following the completion of the Review. For additional Information, see Status in Section II.1 above.</p>
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<p>3. Reconsideration Request 16-8 (CPA Australia, .CPA)</p>	<p>Request submitted by CPA Australia seeking reconsideration of the Community Priority Evaluation (CPE) panel’s report finding that CPA Australia did not prevail in CPE for the .CPA string (CPE Report), and ICANN’s acceptance of the CPE Report. In Resolution 2016.09.17.01, the Board directed the President and CEO, or his designees to undertake a review of the process by which staff interacted with the CPE provider, both generally and specifically with respect to the CPE reports issued the by the CPE provider (the Review). At its 18 October 2016 meeting, the BGC discussed potential next steps regarding the Review of pending Reconsideration Requests pursuant to which some applicants are seeking reconsideration of CPE results. Among other things, the BGC noted that certain complainants have requested access to the documents that the CPE panels used to form their decisions and, in particular, the independent research that the panels conducted. The BGC decided to request from the CPE provider the materials and research relied upon by the CPE panels in making determinations with respect to certain pending CPEs. This material is currently being collected as part of the Review. On 26 April 2017, the BGC Chair notified the Requestor that the BGC’s consideration of the pending Reconsideration Request has been placed on hold pending completion of the Review. (See Letter from C. Disspain to All Concerned Parties dated 26 April 2017.)</p>	<p>TBD</p>	<p>The BGC will evaluate Request 16-8 following the completion of the Review. For additional Information, see Status in Section II.1 above.</p>
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<p>4. Reconsideration Request 16-11 (Travel Reservations SRL, Spring McCook, LLC, Minds + Machines Group Limited, Famous Four Media Limited, dot Hotel Limited, Radix FZC, dot Hotel Inc., Fegistry, LLC,.HOTEL)</p>	<p>Request submitted by Travel Reservations SRL, Spring McCook, LLC, Minds + Machines Group Limited, Famous Four Media Limited, dot Hotel Limited, Radix FZC, dot Hotel Inc., and Fegistry, LLC seeking reconsideration of Board Resolutions 2016.08.09.14 – 2016.08.0-9.15 determining that cancellation of Hotel Top-Level Domain S.a.r.l's (HTLD's) application for .HOTEL was not warranted, and directing that HTLD's application for .HOTEL move forward. The Requesters also request a meaningful review of the .HOTEL CPE to ensure consistency. The Requesters presented to the BGC at its 5 December 2016 meeting. In Resolution 2016.09.17.01, the Board directed the President and CEO, or his designees to undertake a review of the process by which staff interacted with the CPE provider, both generally and specifically with respect to the CPE reports issued the by the CPE provider (Review). At its 18 October 2016 meeting, the BGC discussed potential next steps regarding the Review of pending Reconsideration Requests pursuant to which some applicants are seeking reconsideration of CPE results. Among other things, the BGC noted that certain complainants have requested access to the documents that the CPE panels used to form their decisions and, in particular, the independent research that the panels conducted. The BGC decided to request from the CPE provider the materials and research relied upon by the CPE panels in making determinations with respect to certain pending CPEs. This material is currently being collected as part of the Review. On 26 April 2017, the BGC Chair notified the Requestors that the BGC's consideration of the pending Reconsideration Request has been placed on hold pending completion of the Review. (See Letter from C. Disspain to All Concerned Parties dated 26 April 2017.)</p>	<p>TBD</p>	<p>The BGC will evaluate Request 16-11 following the completion of the CPE Process Review. For additional Information, see Status in Section II.1 above.</p>
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<p>5. Reconsideration Request 16-12</p>	<p>Request submitted by Merck KGaA seeking reconsideration of the Community Priority Evaluation (CPE) panel’s report finding that Merck did not prevail in CPE for the .MERCK string (CPE Report), and ICANN’s acceptance of the CPE Report. The BGC has granted Requester’s request to present to the BGC. The Requestor presented to the BGC at its 29 March 2017 meeting.</p> <p>In Resolution 2016.09.17.01, the Board directed the President and CEO, or his designees to undertake a review of the process by which staff interacted with the CPE provider, both generally and specifically with respect to the CPE reports issued the by the CPE provider (Review). At its 18 October 2016 meeting, the BGC discussed potential next steps regarding the Review of pending Reconsideration Requests pursuant to which some applicants are seeking reconsideration of CPE results. Among other things, the BGC noted that certain complainants have requested access to the documents that the CPE panels used to form their decisions and, in particular, the independent research that the panels conducted. The BGC decided to request from the CPE provider the materials and research relied upon by the CPE panels in making determinations with respect to certain pending CPEs. This material is currently being collected as part of the Review. On 26 April 2017, the BGC Chair notified the Requestor that the BGC’s consideration of the pending Reconsideration Request has been placed on hold pending completion of the Review. (See Letter from C. Disspain to All Concerned Parties dated 26 April 2017.)</p>	<p>TBD</p>	<p>The BGC will evaluate Request 16-8 after the completion of the CPE Process Review. For additional Information, see Status in Section II.1 above.</p>
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<p>6. Community Priority Evaluation Process Review</p>	<p>In Resolution 2016.09.17.01, the Board directed the President and CEO, or his designees to undertake a review of the process by which staff interacted with the CPE provider, both generally and specifically with respect to the CPE reports issued the by the CPE provider (the Review). At its 18 October 2016 meeting, the BGC discussed potential next steps regarding the Review of pending Reconsideration Requests pursuant to which some applicants are seeking reconsideration of CPE results. Among other things, the BGC noted that certain complainants have requested access to the documents that the CPE panels used to form their decisions and, in particular, the independent research that the panels conducted. The BGC decided to request from the CPE provider the materials and research relied upon by the CPE panels in making determinations with respect to certain pending CPEs. This material is currently being collected as part of the Review. (See Letter from C. Disspain to All Concerned Parties dated 26 April 2017.)</p> <p>The BGC's consideration of the following Reconsideration Requests is on hold pending the results of the Review: 14-30 (.LLC), 14-32 (.INC), 14-33 (.LLP), 16-3 (.GAY), 16-5 (.MUSIC), 16-8 (.CPA), 16-11 (.HOTEL), and 16-12 (.MERCK).</p>	<p>TBD</p>	<p>The Review is being conducted by FTI Consulting Inc.'s Global Risk and Investigations Practice and Technology Practice in two parallel tracks. The first track focuses on gathering information and materials from the ICANN organization, including interviews and document collection. This work was completed in early March 2017. The second track focuses on gathering information and materials from the CPE provider. This work is still ongoing. Once the underlying information and data collection is complete, FTI anticipates it will be able to inform ICANN of its findings within two weeks.</p>
<p>7. BGC Charter Amendment to Remove Reconsideration Responsibilities</p>	<p>As part of the annual review of its Charter, the BGC concluded that in order to devote sufficient time to its governance duties, it might be more appropriate if a different Board committee handled the Reconsideration responsibilities while the BGC retains its core governance duties. Following the Empowered Community's approval of the Fundamental Bylaws changes required to move the BGC Reconsideration responsibilities to a new Board committee, the BGC Charter will require amendment, which the BGC is currently working on.</p>	<p>TBD</p>	<p>The BGC Charter requires amendment to remove the Reconsideration responsibilities.</p>

<p>8. Recommend that the Board Approve a Proposed Charter for the Board Accountability Mechanisms Committee</p>	<p>Following the Empowered Community's approval of the Fundamental Bylaws changes required to move the BGC Reconsideration responsibilities to the Board Accountability Mechanisms Committee (BAMC), a charter is required as part of the formation of the BAMC, which the BGC is currently working on.</p>	<p>TBD</p>	<p>Following notification by the EC that the proposed Fundamental Bylaws changes have been approved, the next step is for the BGC to consider a recommendation to the Board to approve the proposed charter of the BAMC.</p>
<p>9. 2018 Nominating Committee Chair and Chair-Elect</p>	<p>The BGC approved the posting of the Call for Expressions of Interest (EOI) for leadership the 2018 Nominating Committee Chair and Chair-Elect, which was open from 2 June – 7 July 2017. Five EOI were received. The BGC is currently in the process of scheduling interviews with the candidates.</p>	<p>TBD</p>	<p>The BGC is currently in the process of scheduling interviews with the candidates.</p>
<p>10. Standardization of Board Committee Charters</p>	<p>The BGC has requested that ICANN organization evaluate the Board Committee charters and provide the BGC with a proposal of what elements have become inconsistent and may need to be made uniform again, and which charters need to be amended to include a succession plan requirement.</p>	<p>TBD</p>	<p>The evaluation of the charters for what elements have become inconsistent and may need to be made uniform again, and which charters need to be amended to include a succession plan requirement is currently underway.</p>
<p>11. Board Risk Committee Charter Amendment</p>	<p>The BGC to review and evaluate the Board Risk Committee's proposed revision to its charter and provide a recommendation to the Board.</p>	<p>TBD</p>	<p>The BGC to review and evaluate the Board Risk Committee's proposed revision to its charter and provide a recommendation to the Board.</p>