

## ICANN BOARD OF DIRECTORS' CODE OF CONDUCT– ANNUAL REPORT 2012 AGM –2013 AGM

### **Introduction:**

The Board of Directors (the “Board”) of the Internet Corporation for Assigned Names and Numbers (“ICANN”) adopted a Code of Conduct (“Code”) for its Board members (see <http://www.icann.org/en/groups/board/governance/code-of-conduct>). The Code is intended to focus Board members on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, foster a culture of honesty and accountability, deter wrongdoing and promote fair and accurate disclosure and financial reporting. The Code is not intended to override any applicable laws or any obligations pursuant to ICANN Bylaws.

In accordance with section II.D. of the Board Governance Committee’s charter, this Annual Report sets out the Board members’ formal compliance with the Code of Conduct, including any breaches and corrective action taken by the Committee. Completing this Annual Report is a formal requirement and is only meant to address the formal processes that have been followed in line with the existing Code of Conduct.

### **Report:**

#### A. General Statement of Expectation

There have been no formal reports of non-compliance with this provision.

#### B. Integrity of Records and Public Reporting

There have been no formal reports of non-compliance with this provision.

#### C. Conflicts of Interest

There have been no formal reports of non-compliance with this provision.

#### D. Corporate Opportunities

There have been no formal reports of non-compliance with this provision.

#### E. Confidentiality

There have been no formal reports of non-compliance with this provision.

#### F. Board Interaction with Internet Community and Media

There have been no formal reports of non-compliance with this provision.