

**ICANN BOARD OF DIRECTORS' CODE OF CONDUCT– ANNUAL REPORT
2010 AGM –2011 AGM
Approved by BGC on 30 November 2011**

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/committees/board-governance/bod-code-of-conduct-01oct08-en.pdf>). 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.

It should be noted, however, that ICANN is committed to attaining a higher ethical standard to ensure the legitimacy and sustainability of the multi-stakeholder model. To that end, and recognizing the concerns raised by the community on these issues, ICANN is undertaking multiple external reviews of its existing Conflicts of Interest Policy, Code of Conduct and other conflicts and ethics practices. As the Board recently resolved (<http://www.icann.org/en/minutes/resolutions-28oct11-en.htm#6>), ICANN’s objective is to meet the following timeline, as much as possible, with respect to a complete review of these processes:

- Research and analysis, and initial review by BGC - fourth quarter 2011
- Public Comment postings by January 2012
- Summaries provided to BGC for consideration and discussion, and any required revisions in February 2012
- Board approval in March 2012

In addition, the Board will soon be taking specific steps with respect to potential conflicts of interest relating to the new generic Top Level Domain (gTLD) Program.

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.