

2011-10-28 - Review of ICANN Conflicts of Interest Policy and Ethics

- **Category:** Administration and Budget
- **Topic:** Review Conflicts of Interest Policy
- **Board meeting date:** 28 October 2011
- **Resolution number:** 2011.10.28.29-2011.10.28.30
- **URL for Board minutes/resolution:** <http://www.icann.org/en/minutes/resolutions-28oct11-en.htm#6>
- **Status:** Completed

Summary

Board directs the President and CEO to provide direction to facilitate Board action concerning Director conflicts of interest in the New gTLD Program.

Text

Whereas, ICANN seeks to attain a higher ethical standard to ensure the legitimacy and sustainability of the multi-stakeholder model as enshrined in ICANN.

Whereas, ICANN's current corporate governance documents, as set out at <http://www.icann.org/en/documents/governance/>, include a Conflicts of Interest Policy and Board Code of Conduct (including ethical guidelines and confidentiality provisions).

Whereas, it is crucial to have strengthened rules and practices in place as ICANN embarks on the New gTLD Program.

Whereas, ICANN is undertaking multiple external reviews of its existing Conflicts of Interest Policy, Code of Conduct and other conflicts and ethics practices.

Whereas, ICANN's objective is to meet the following timeline:

- 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

Whereas, while awaiting specific recommendations for enhancements to ICANN's policies and practices, ICANN is committed to demonstrating that it will treat decisions approving any new gTLD application in an ethical manner and with care to avoid even an appearance of a conflict of interest.

Resolved (2011.10.28.29), the Board is working on a statement of how Directors interested in specific new gTLD applications will be restricted from participation in the deliberations and decisions regarding the New gTLD Program.

Resolved (2011.10.28.30), the Board directs the President and CEO to provide direction on a clearly-defined proposal to facilitate the Board's taking further action on such a statement at the 8 December 2011 meeting of the Board.

Implementation Actions

- Provide direction on a clearly-defined proposal to facilitate Board's taking action concerning Director conflicts of interest in the New gTLD Program.
 - Responsible entity: President and CEO
 - Due date: 8 December 2011
 - Completion date: 8 December 2011

Rationale

Over the past several months, ICANN has placed a strong emphasis on the need for enhancing ICANN's policies relating to conflicts of interest, ethics, confidentiality and an overall code of conduct. During the Singapore meeting, the President and CEO identified such issues as crucial given that the New gTLD Program was entering into a new phase with Board approval, which was taken on 20 June 2011. In addition, the community has been calling for a thorough review of these policies. Accordingly, ICANN has determined that it should strive to achieve a Gold Standard in both the documentation of policies and the adherence to policies relating to conflicts of interest ethics, confidentiality and code of conduct.

In order to achieve the Gold Standard that ICANN has determined to achieve, ICANN is undertaking multiple external reviews of its conflicts and ethics practices. First, our corporate law firm is reviewing our current working documents, including our "Conflicts of Interest Policies", "Code of Conduct" and "Employee Handbooks," to enhance the focus on best practices for conflicts and ethics. Second, a new independent law firm (not involved in ICANN processes) is reviewing ICANN's documentation, comparing ICANN to similarly situated non-profits and making recommendations for enhancements. Third, ICANN is contracting with an international expert group to review ICANN's documents and practices and to make recommendations. This group will focus on ICANN's global function and the best practices of other international organizations.

While awaiting specific recommendations for enhancements to ICANN's policies and practices, ICANN is committed to demonstrating that it will treat decisions relating to approving any single new gTLD application in an ethical manner and with care to avoid even the appearance of a conflict of interest. Accordingly, ICANN has passed this resolution and will take further action in December 2011.

Taking this action will positively impact the ICANN community by addressing these issues with urgency, and committing to continue these enhancements to ensure the legitimacy and sustainability of the multi-stakeholder model as enshrined in ICANN. Further, this resolution will have a fiscal impact to the extent that ICANN is required to pay the expert reviewers. This action will not have any impact on the security, stability and resiliency of the domain name system.

Other Related Resolutions

- Resolution 2011.12.08.19, adopting new conflicts of interest rules as they relate to the New gTLD Program, available at: <http://www.icann.org/en/minutes/resolutions-08dec11-en.htm>.
- Other resolutions TBD.

Additional Information

- The Conflicts of Interest Policy can be found at: <http://www.icann.org/en/committees/board-governance/coi/>.
- Board Statements of Interest are available at <http://www.icann.org/en/groups/board/sois>.
- The resolution does not address funding for the items identified therein.

Explanatory text does not modify or override Resolutions. See [Board Resolutions Page](#) for more information.

Note: The "Add Comment" box below is for sharing information about implementation of this resolution. Off-topic comments will be removed.