

2011-12-08 - Board Member Rules on Conflicts of Interest for New gTLDs

- **Category:** Administration and Budget
- **Topic:** Conflicts of Interest Policy for New gTLDs
- **Board meeting date:** 8 December 2011
- **Resolution number:** 2011.12.08.19
- **URL for Board minutes/resolution:** <http://www.icann.org/en/minutes/resolutions-08dec11-en.htm#4>
- **Status:** Completed

Summary

Board adopts new conflicts of interest rules as they relate to the New gTLD Program.

Text

Whereas, ICANN is committed to attaining a higher ethical standard to ensure the legitimacy and sustainability of the multi-stakeholder model.

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, 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 (2011.12.08.19), the Board adopts the following conflicts of interest rules as they specifically apply to the New gTLD Program:

- Any and all Board members who are either knowingly or potentially advising on, or involved in any way with submitting, any new gTLD application:
 - ** Will not vote on that application or any related application;
 - Will not participate in any deliberations about that application or any related application; and
 - Will not receive any information about that application or any related application until such information is made public.
- Any and all Board members who approve any new gTLD application shall not take a contracted or employment position with any company sponsoring or in any way involved with that new gTLD for 12 months after the Board made the decision on the application.
- If deliberations call for expertise about the industry operations, or any other matters, that could be provided by a Board member excluded as a result of these rules, the Board member can be asked to participate in the limited discussion requiring such expertise. Independent experts could be similarly invited to participate in the deliberations. If such expertise is sought, the nature of the discussion and the expert will be identified in the meeting minutes or notes, as applicable.
- In addition to all of the above, all existing conflicts of interest, ethics and conduct requirements continue to apply to all Board members, including the prohibition on using any confidential information obtained while serving on the Board for any other purpose whatsoever.

Implementation Actions

- None

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 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 to help direct the Board members' conduct. Again, it should be noted that this is not meant to supplant or supersede any existing or soon to be additional policies and practices relating to conflicts of interest, conduct or ethical behavior.

Taking this action will positively impact the ICANN community by addressing these issues with urgency, and committing to the highest ethical standards, particularly with respect to the New gTLD Program. Such enhancements are meant to ensure the legitimacy and sustainability of the multi-stakeholder model as enshrined in ICANN. Further, this resolution will should not have any fiscal impact on ICANN or the community. This action will not have any impact on the security, stability and resiliency of the domain name system.

Other Related Resolutions

- Resolutions 2011.10.28.29-2011.10.28.30, directing the President and CEO to provide direction to facilitate Board action concerning Director conflicts of interest in the New gTLD Program, available at: <http://www.icann.org/en/minutes/resolutions-28oct11-en.htm#6>.
- Other resolutions TBD.

Additional Information

- The Conflicts of Interest Policy can be found at: <http://www.icann.org/en/committees/board-governance/coi/>.
- 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.