(Scribing starts with meeting in progress)

BRUCE TONKIN: Within that code of conduct, in terms of how we interact with the community and how we manage confidentiality.

One of the first things we discovered when we were at --

(Scribes lose audio)

Conflict-of-interest policy, which is mentioned.

Firstly, where to find it in the bylaws. We have a bylaws article section VI that says no director shall vote on any matter in which he or she has a material and direct financial interest that would be affected by the outcome of the vote.

So that's already in our bylaws.

The conflict-of-interest policy goes further and imposes a duty to disclose. So if a director's circumstances change, and maybe they've changed employment or their employer has changed their area of business, that needs to be disclosed to the board.

The board then determines if this change in employment or working circumstances creates a conflict on any issue. And when -- if it is determined that there is a conflict on a particular issue, then there is a duty to abstain that comes with that.

And we have various enforcement tools. The ultimate enforcement tool for a sitting director is the board with vote the director off the board. So we do have the powers under the bylaws to remove a board director that we find is not complying with the policy.

So the types of situations where a director should abstain from voting is no director shall vote on any matter in which he or she has a material financial interest that will be affected by the vote. So that comes from our bylaws.

No director shall participate in committee or board deliberations on any matter in which there is a material financial interest without first disclosing that conflict and until a majority of the committee or board members present agree on whether and in what manner the board member may participate.

And our present practice has tended to be I guess a couple of options. Probably three options.

One option is that the person sits in the room and doesn't say anything, that they be able to listen to the discussion.

They are still bound by confidentiality so they can't tell anybody about that conversation.

Another practice, if it's seen to be very much a direct interest, is that that person leaves the room and is not able to hear or receive any of the documents that relate to a particular topic.

So to give a specific example, when the board was looking at vertical integration between registries and registrars, I declared up front that I had a conflict on that issue. I did not receive any legal briefing documents on that topic, and I was not in the room when that topic was discussed. And then when it was before the board for a vote, I did not vote.

So that was where -- an example of where it was directly material.

We had another example where a board director was -- had a potential to work on a policy committee of XXX. They did not participate in any discussions on XXX. They sat in the room, they could hear, but they were certainly bound by confidentiality and they were not directly involved in the XXX proposal at that point in time.

But they did declare their conflict and they did abstain from voting on that particular issue.

When a director does abstain for reasons of conflicts, there is also a duty for the director to state that and the reason for their abstention. And that's obviously noted in the notes, and you would have seen I would have done that on XXX because the company I work for is a registrar for XXX amongst many other registrars, and I declared that and noted that in the motion and did not vote.

Financial interest is actually covered fairly broadly in our conflicts policy. So a conflict -- a financial interest exists when a covered person has directly or indirectly through business, investment, or family, an actual or potential ownership or investment interest in or an actual potential compensation arrangement with any entity or individual with which ICANN has or is negotiating a transaction, contract, or arrangement.

So an example of that would be if you were in a position of approving XXX and they had offered you some kind of advisory role after the name would be delegated, then that's an example of a future interest there, and they may not be getting paid today but they may be getting paid in the future. So that could be a potential compensation arrangement that would need to be declared at the time of the discussion. And if the board felt necessary, the board would ask the person to leave the room while that discussion is undertaken.

Family situations could occur, particularly, perhaps, when applying for jobs. So if you knew a family member was applying for a particular job at ICANN, particularly an officer. Company, and the board was going to discuss a CEO or a CFO, if that was to arise, the board member would need to declare that their family member was applying for the role and that they would step out and no longer be involved in the search appointment process.

Compensation is also defined fairly broadly. It's just not cash payment. It also includes gifts or favors. So but if somebody said, "I am not going to pay you anything but I will give you an all-expenses paid trip to Costa

Rica to enjoy that location, that would be an example of a gift or favor that would be inappropriate.

Likewise, if you ran a company or you are running a charity or something, and a commercial party approached you and said, "I'll donate some money to your charity provided that you support us in a particular transaction or particular board discussion, again, any transaction contract arrangement, which includes grants or other donations as well as business arrangements, is covered here.

So it's fairly comprehensive.

Here it's potential conflicts, so this is more where you understand that in the future, somebody has promised you something. You may not be paid or directly involved with them today but there have been some promises made there. So this is a potential conflict that may come up, and you would need to declare that potential conflict.

We also talk about here about a duality of interest by a covered person and a member of a covered person's family with respect to another party to a transaction. So it's not just direct but it can be linked through if your wife was involved or husband or girlfriend or boyfriend was engaged in some business that directly related to ICANN, then there's also a connection there as well.

Close personal relationship is covered here, and if you actually look in the conflicts policy, we have definitions of what's defined as family, which includes your ancestors. I'm not sure whether they are dead or alive but they are at least covered, even if they are speaking from the grave.

So we cover personal relationships and family relationships.

Every year the board members are asked to do a detailed Statement of Interest that's reviewed by the board, and then there is a continuous disclosure requirement, as mentioned earlier, if there are any changes, and those statements of interest are reviewed. And this year we started to undertake the practice of actually posting a summary of those on the ICANN Web site, and on this slide you can see the ICANN Web site

address there. And if people sort of see that there's something that they know about and they think should be disclosed, they are most welcome to approach any board member and say, look, we know that such and such a person has got such and such an arrangement. We're surprised that it's not on the disclosed statements on the ICANN Web site, then notify us and any board member can initiate an investigation within the board.

In our code of conduct we also have a clause with respect to ethics. Board members are expected to adhere to a high standard of ethical conduct and act in accordance with ICANN's core mission and values.

Unethical action or this is important, the appearance of unethical actions are not acceptable.

The code of conduct sets out what our expectations are for board members with respect to loyalty to the organization. And this is often quite important within ICANN because often we have members appointed to the board from different stakeholder organizations. I'm appointed by the GNSO, for example, and Chris Disspain might be appointed by the ccNSO.

Once they take up the role on the board, their role is to look at ICANN as an organization as a whole. They are not actually voting on behalf of their Supporting Organization. They are voting on behalf of ICANN.

So we cover issues here, and obviously about integrity of information that's provided and reporting of information and that everything reported is correct. And in our code of conduct we set out how we manage conflicts, and a key thing here is avoid using information that's learned within the board that's not public. So we often get briefing reports from staff, we might get briefing reports on a legal issue. If these pieces of information are not public, then they must not be shared with anybody outside of the board.

We, in our ethics, we also establish expectations for how we interact with the community. Also how we speak to the media. A board member is not available to speak on behalf of ICANN on any topic they

like. You know, we have the chair of the board speaks on behalf of the board, and the chief executive speaks on behalf of ICANN, the organization.

Obviously, board members can talk about other stuff but they are not out there to say this is what the board's position is on a particular topic.

And we have enforcement mechanisms. And again, the ultimate enforcement mechanism is being able to be removed from the board.

And talking about confidentiality, we expanded beyond just the definition of confidentiality in the code of conduct this year to actually introduce much more detailed guidelines, particularly how to handle information that's on mailing lists. Sometimes you will get something on a board mailing list which is about a hundred e-mails a second, and often you might say is this a public document? Can I share it this with somebody? So our obligation is to first ask. Don't just forward something on that looks like it's public until you have actually confirmed that's in the public domain. And then anything else that's sent to you on a private board list is to remain confidential.

So down at the bottom here we are saying confidential information is basically all nonpublic information related to ICANN.

And by and large, the board has a culture of trying to post everything. So when we see something that's posted to us, most of us have a conversation that says can we make this public? We want to talk about it in the public domain.

The other thing we do is regular board training. Typically, this happens at ICANN retreats, so we -- or board retreats. So we meet just as a board on our own a couple of times a year, and we often run training sessions. We also run training sessions typically at the beginning of the ICANN week, so this week we had a training session on Friday.

At our recent retreat in Santa Monica, we actually went through our requirements for conflicts of interest and confidentiality, and typically what that involves is not just presenting the information like I am doing here but typically a question-and-answer session where board members

can say, "I work for such and such. Would I be conflicted in this situation?" Or my sister does such and such or wife does such and such, or husband or whatever, would that cause a conflict. And we talk about it as a group.

I think Cherine has pointed this out several times this week. It's not enough just to have a document. The key thing is it's actually part of your culture. And the way to make it part of the culture is to talk about it. And that's not just amongst the board but it's between the board and the community here this week. I'm very open to talk to anybody that has any questions on this topic, and explain how I would react to any particular situation that you can come up with.

Okay. So that's what we have today. So sometimes I have heard this week is that we don't have anything and why don't you have anything. It's hard to answer that question because we already have something. So that's partly this session is to explain it is fairly comprehensive on both conflicts as well as ethics and confidentiality. But we also have a requirement in our policy that we review in annually. And we identified back in March in the Risk Committee that with the new gTLD process coming in next year, that we really need to do not just a sort of internal review of the policies but we actually need to get very thorough independent experts to tell us what their view is on our policy.

So at this point, I will -- I might cover a couple of these slides and then I will go across to John Jeffrey who is managing the process of getting advice. Or is it Rod? Okay.

But really, I think this is the key. We've really asked the staff to help the board to develop what we're referring to here as the gold standard. So we want to enhance our policy to address perceptions of conflicts. We want to enhance and improve the code of conduct. Might even mean that we call it an ethics policy or we call it something else, and really push to be the gold standard of ethical practices.

So at this point I will hand across to Rod because Rod and his team are managing this process.

ROD BECKSTROM:	Thank you, Bruce. I almost started talking into this, and that wouldn't have been very effective.

I'm really glad that all of you have come here to join this important session. So I thought I would talk about some of the enhancement work that we have that's under way.

There's obviously many different initiatives that need to be taken inside the organization as well as on the board, and also within the community so that we all continue our practices in this area.

So there is the policy and then there's the practices. So let's step through and look at some of this.

As Bruce mentioned, we want to move towards a gold standard of ethical practices, and so we are always looking to other best practices out there that we can learn from.

The board is having intensive conversations right now to help directors in identifying potential conflicts. This comes up on a regular basis. It came up yesterday with respect to the JAS working group items, and we were talking about the JAS working group and then posing the question of which directors might have a conflict on that issue. And there's, for example, tough questions such as if you work for a large corporation that might or might not apply for a new gTLD, is that a conflict to work on the JAS program? And that's a very indirect question because if you think about it, it only has an impact because the JAS program may create additional applicants, which on average may push the processing of your own application back.

So you could argue in a very indirect method that that could pose a conflict. Or you might not. You might be involved in providing registry services. So there may be some cases that are clear and others that are less clear. But would he have these dialogues on an ongoing basis because the issues are so complex and they are so subtle. And of course each director has a responsibility to understand their own

situation and take responsibility for removing themselves from a discussion or not voting when it's not appropriate.

So the BGC is overseeing a series of these reviews to address the needs of the community right now.

This initiative was started in June with my speech in the Singapore ICANN event when I mentioned we were closing one chapter of the new gTLD program with the approval of the Applicant Guidebook, and we were then moving into implementation. And that was going to set a -- put a whole new set of pressures on the board and the staff on how we conduct ourselves to make sure we're living up to a high standard.

There is a number of three simultaneous tracks that we're doing in the organization right now to move things forward. First is we are having our corporate law firm review our current work documents. And those primary work documents that are all posted online, as Bruce mentioned, include the conflict-of-interest policies, the code of conduct, and also the employee handbooks. And we want to focus on how to best, you know, benchmark those and to look at what our level of performance is.

Secondly, we have hired another law firm which has not historically been involved in ICANN policy issues or specific issues to review our various documentation and to compare them to similarly situated nonprofits so that they can make recommendations for enhancements.

And it was our view that going to a new firm would both provide a fresh perspective and they wouldn't have the history of looking at sort of the specific policy issues and have any slant on it. So we thought it was important that a new group be independent and bring a fresh set of eyes. So that effort has commenced. We have entered into a contract is the law firm and we have them beginning to do that work. That's the second track.

And, actually, it was the recommendations of that second firm that led to enhancing our documents page. If you go to the icann.org documents page, you will find all the key corporate documents posted.

And they pointed out when they started their study, they said, well, you have your documents in different places all over the ICANN Web site. You should have these all on the key page because they are very important governance documents. Most of them are right near the top of that documents page. And there will be more challenging recommendations that are likely to come from this second law firm.

Thirdly, at the recommendation of staff, we discussed with BGC that we thought it was desirable to get an expert group to review ICANN's documents and practices and to make recommendations. And by "expert group," we don't mean a law firm. We mean ethics experts and transparency experts. And we hereby ask the community for any recommendations on world-class firms in this area that you think we should consider. Please feel free to send me an e-mail at Rod.beckstrom@icann.org or John.jeffrey@icann.org or approach any of us and make an introduction, if you'd like, but we are looking for a top-caliber firm. We are already in some discussions with world recognized expert firms in this specific area. And again, that's just to have another fresh set of eyes and experts to look at our overall programs. And they'll look at ICANN in a global sense, and again, look for best practices in other organizations and which we should consider.

We also invite each of you to do that when we put this up for public comment to the extent -- or even beforehand. If there's best practices that you have in your own organizations in particular and you have experiences with, please do share us with them.

And I for example have spent a small amount of time quickly doing a survey of other ecosystem parties to get a sense of what the other e-organizations are that we work with, for example, and to get a sense.

There's obviously different levels of practice out there. There's some groups that don't have very much documented at all. There's some that have policies quite similar to ours. We have not heard of, for example, I've asked the question of do any of the other nonprofit multistakeholder organizations in our community have a revolving door policy, and no one has pointed me to one yet.

We have heard that most do not.

But there may be some that do. But that's the kind of useful information that would be valuable for us to have so we can make an objective analysis of the organization.

So that's the third track that's under way. And we will also be looking at ways to have best practices with the community, because obviously the community is an incredibly important part of the system, both the practices within the community organizations and the practices that we demonstrate within our community. And particularly as community members often become board members or become leaders in the SOs and the ACs, there's a heavy interaction in the overall set of issues that relate to conflicts of interest that involve community members, even when they are not on the board and even when they might not be employed by ICANN.

As I mentioned at the GAC meeting, I set some very clear expectations from staff with respect to new gTLD applications, and the goal of that is to tighten up our practices. When we were developing policies and when we were developing the Applicant Guidebook with the rule sets, that necessitated very heavy interaction between ICANN staff members and the board and the community.

However, as the policy process was closed and as the Applicant Guidebook rule settle process was closed and improved in Singapore, a new chapter comes. And ICANN as an organization is going to be receiving applications for new gTLDs, some of which will have very significant seven-figure values.

And the pressures on information flow because of that economic value are very great.

And so I began making a number of decisions together with the General Counsel and the rest of the team such as the decision not to have the individuals involved in processing new gTLDs to be attending the road show events. Because why would we want to encourage direct personal contacts in informal social settings between the staff members

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processing applications and the parties seeking to have their applications be successful? It simply presents clear potential pressures and conflicts. So that was a first decision. No one from the application processing team on the road I should further mention that we have kept the new gTLD application processing team in a separate location in Marina Del Rey and I have never visited that location. And that's an intentional step that I took because I wanted to signal to the other employees how independent that process really needed to be. With the upcoming move, we will move them into the same facility, but under a separate -- in a separate security zone. So that the -- there's a separation of information even within our offices to show how seriously we're taking this.

And then, of course, we had the discussion about meals and drinks and the fact that it's not appropriate for our staff members, any staff members, to be accepting free meals, drinks, or other gifts from new gTLD -- from prospective new gTLD applicants. And so we had that discussion here before this week kicked off. We'd conceptually talked about it following Singapore and different internal discussions, how do we change our practices at our public meetings so that we segregate certain activities and we make sure that conflicts are not experienced. So the new rules for staff are, that the legal counsel helped to develop is, you cannot accept a meal or drink from a new gTLD applicant and if you're going out to -- then the question becomes you might be going out to dinner with many people from the community and how do you handle that? And we told the staff members, the first thing is, you can simply tell the waiter when they're coming to the table there's going to be some separate bills and you're going to have a separate bill. Secondly, in a worst case, pay for the dinner. Pay for the dinner for other parties and submit it to ICANN. Now, that shouldn't be a general practice but particularly if you're with -- with say three ICANN staff members and there's someone from the community associated with potential applicant, then pay for their dinner but do not accept a dinner from them. And this is very similar to the policies that are -- that are used in many governments and other bodies. Certainly I was used to these kind of guidelines when I worked for the US Federal Government. So that was a second step that we took.

A third step was to coach our staff to not have individual discussions with prospective new gTLD application -- applicants. Only do so in the presence of another ICANN staff member. And document that interaction and that discussion. And, you know, some people reacted initially, you know, with saying geez, this seems very Draconian, but the reality is conflict of interest is about reducing the conflicts and is about avoiding the situations that can present those conflicts or put pressures on individuals. So those are examples of some of the steps we took with respect to new gTLD applicants in particular which as such a large economic program puts specific types of pressure on the organization. It may be different than many of the other pressures that we have.

I don't know if I'm going to talk about timeline and completion, Bruce, or would you like to talk about time –

BRUCE TONKIN: I'll be happy to.

ROD BECKSTROM: Okay, I'll hand it back to you then.

BRUCE TONKIN: I'll see what's on the slide.

[Laughter]

See what it says. Let's see. Okay. So the goal is to -- to adopt an update to our conflicts of interest and code of conduct and ethics and confidentiality policies at the -- by the meeting in Costa Rica. And so the steps here obviously we're in the research and collecting information phase. The intent is to have a proposed document for posting in January of next year. And then the summaries obviously of those -- of that public comment will be reviewed and, you know, revised policies to be published in February with the aim to get Board approval in March.

So that -- that's our timeline for dealing with the general update to our policies.

I also want to talk about another approach that we -- we're undertaking and you've seen that with the CEO search. Under the CEO search that's obviously covered by our existing policies which are comprehensive. But we wanted to take the additional step, because there were concerns because obviously people could see that people sitting up here, there's parties that might potentially have some of the skills that we've talked about in previous sessions that we're seeking in the CEO and so, you know, there would be the assumption that the reason why such-and-such a Board member wants to ensure that that skill is a criteria is because they're planning to go apply. So we made a statement which is a public Board resolution that none of the Board directors or liaisons would be applying for the role of CEO and nor would they take the role should it be offered to them. So that was just making a very clear, broad line rule around their personal involvement as an applicant or the candidate.

There's obviously things that go beyond that so which is then covered by our conflicts policy. So if a family member of a Board director was found to be putting their head in the hat, then the Board director would need to declare that and the Board would deal with that through its existing policies.

With respect to new gTLDs, it's a similar issue where, you know, we have a conflicts policy but people are still a bit uncertain as to how that would be applied in specific detail with respect to new gTLDs. And so as I stated in the GAC meeting on Tuesday, certainly for a Board member that declares that up front that they have a conflict of interest with respect to their involvement with one or more of the applicants for a new gTLD, that they would not receive any confidential information and they would not see any information until it's publicly posted. They would also not be in the room for any Board discussions on that -- on any of the TLDs, not just ones they're involved in but any of them, and naturally they would not vote on the acceptance of a new gTLD. So we're hopeful to have some resolution to that effect this week, just to

set those rules out. And then just as Rod has been setting rules for how staff need to conduct themselves during this period, the plan is also to consider a similar set of rules for those Board directors that declare themselves not conflicted in any way, but likewise those Board directors would also need to start thinking about the rules that Rod has imposed on the staff which is similar, like we had a Board director shouldn't go and get paid to go to dinner or Board director shouldn't get, you know, a donation to their charity or any of those other things. So we want to be very clear on that and be able to make very clear statements to the community before the application process starts.

So at that point, I would like to open up the floor to public comments on any of the matters that we've presented today. Rod?

ROD BECKSTROM: And one -- I just want to provide one quick clarification comment. I kept referring to potential new gTLD applicants and I should more broadly refer to parties with economic interest in new gTLDs including the registry service providers, lawyers, consultants that are pursuing that business that may be related to applications as well.

BRUCE TONKIN: Yes. And I think there's also a degree of obligation on members of the community when you're interacting with the staff or Board and you start to engage them on some topic of new gTLDs. If you are a consultant or you are involved you should declare that before you start that conversation, just on fairness on both sides because many Board directors or staff don't know necessarily who you are or what you do. But, you know, if you're having a drink with them in a bar or something and you work for a law firm that is actually providing advice, you should declare that. Yeah, go ahead Marilyn.

MARILYN CADE: Thank you. My name is Marilyn Cade. I welcome the opportunity to make two kinds of comments to you. And the first one -- sorry -- is going to be -- the first one is going to be more about the community and

our own understanding of our own conflicts and what ethics and integrity mean for us, wherever we work or participate in ICANN. I happen to chair the business constituency which is a great honor for me but it's also a great learning experience for me as I look at what restructuring of the community will look like with the implications of the new gTLD program. Within my own constituency we will be initiating an internal discussion about what it will mean if large numbers of brands decide to operate a registry which is likely to be a niche or boutique part of their business. But still, that will bring them or a part of their company into a contractual relationship with ICANN. So we will be examining this ourselves.

We'll be launching it as an internal discussion and it will, I think, help us to think about our own ethics and integrity which I consider a broader term. We will also address conflicts of interest and how we think we should deal with them and I think that will help us as we contribute to the larger discussion. That is the close of my first point. Which is more in the form of an announcement.

My second point is that I'm not sure today that I feel comfortable that any of us understand what our conflicts are in all cases. And I think we need to spend a little time thinking that through a little more clearly.

BRUCE TONKIN: Yeah, let me just respond to that, Marilyn, on the part at least of the Board. It's about having a very active discussion about that. Actually encouraging. What we experienced just yesterday for the JAS discussion as Rod said, is people would say I do this, what do you think? And the group as a whole says whether they think that's a conflict or not. It's pretty much getting that conversation happening.

MARILYN CADE: I'd just like to make one small follow-up. I've been present in discussions within the community and I think sometimes including staff and Board members when people think that if they're not getting paid for something that means it's not -- there's no conflict. There can be

conflicts and violations of ethics and integrity when there is no exchange of funds.

BRUCE TONKIN: Absolutely agree. In fact, that's in our conflicts policy, as you'll see. It's not just compensation but it's other non-remuneration. The example I gave is that if someone says, I'm going to make you a prince or a lord and of course there's no compensation for it. But, you know, obviously that would be prestigious and could be an incentive. So it's not just paid but it's also unpaid incentives.

BRIAN CUTE: Brian Cute with Public Interest Registry. I missed the first few minutes of the session so if anything I say was already hit on, I apologize. I want to say first that I'm very encouraged the Board is clearly very focused on this issue. It's an important issue. And the staff has clearly begun to take very strong initiatives to address this and I applaud that and the community is here to work with the Board and the staff going forward.

One thing I want to underscore, though, and in terms of some of the work that's underway, the research, in particular some of the -- I think there's one strain of research that's going to look at comparative rules with other not- for-profits. I want to underscore that I think in one fundamental way that may provide good information but it really misses the mark. And the mark here is that ICANN is a coordinator of a global public resource. And ICANN is to exercise its role in the public interest. ICANN is very unique in that way. That's a saying that should be across the door when everyone walks in in the morning and it's through that filter that all of this work has to be done.

With respect to the revolving door policy issue which is top of mind for many people, I think --

With respect to the revolving door policy issue, which is top of the mind for many people -- Let me also note before I go there. I also appreciate the fact, Bruce, that you walked us through what's on the books because one thing I looked in the ATRT exercise is that we all don't

know what's on the books. And there is quite a lot there, and it is important to walk the community through what's on the books.

With respect to revolving door policy, which is a very top-of-mind issue right now, I would like to suggest strongly that the board take a close look at adopting a revolving door policy. If you look at the literature, there is a number of different benchmarks and frameworks. There is a fair amount of consistency across them. At a high level, revolving door policies can be tailored so they don't prohibit members of a board or senior staff from taking jobs in industry or industry members from coming into a board or into senior staff positions. The ability for ICANN as an ecosystem to benefit from the intelligence and technical understanding and expertise from the community is very important ongoing.

There are cooling-off period benchmarks that can be looked at. And I know this then begs the question of: What is lobbying? And, indeed, ICANN's ecosystem is very complex. It is going to take a lot of learning with all of us together to sort those things out. I urge the board to strongly consider adopting a rational revolving door policy to address those specific issues.

Lastly, with respect to the revolving door policy issues and the recent event of the chairman's departure, what was interesting to me on the screen was the ethics standard of there shouldn't be an appearance of unethical conduct. That's very important. You can have a standard where you shall not violate conflicts of interest. But having an appearance of an ethical conduct is a very high bar. Judges use this bar. And to my mind, the failure of the recent event may just be that there's rules on the books, but there's also an ethical analysis that has to be done in certain situations above and beyond the rules on the books.

And that's the standard that ICANN has to hold itself to. So I applaud the work. The community is ready to work with you. And let's move forward.

BRUCE TONKIN: Thank you, Brian.

I will let Rod respond to some of that, and he may also get some advice from general counsel on some of your specific points about what organizations we're looking at and also what our plans are with respect to analyzing options for what's being referred to here as "revolving door."

ROD BECKSTROM: Thank you. Thank you, Brian.

And I'm sure, as you noted in my remarks on Monday, I feel very strongly that ICANN is here in the global public interest. We're not here for the domain name business. That's one group of stakeholders that have a stake in what we do, and we have to look above and beyond that to the global public interest in anything and everything that we do. So thank you for reiterating that critical statement.

And I would like to ask JJ to expand the question of what kinds of organizations might we be looking at and the process we might be approaching since he is managing all of that directly as general counsel.

JOHN JEFFREY: Having to talk to that, I think it is very important that the reason we broke down the views into three groups is particularly so we can focus on different areas.

Brian brought up a very important point. The revolving door policy is something that we need to review, but we have to review it in the context of ICANN's existence. ICANN having been formed in California as a public non-profit and with the global public interest in mind has rules that apply to it relating to this under California law. So one of the reasons we're looking to our current set of documents is to see how we could evolve policies such as that and how they can apply to the existing documents as well as taking somebody that's not in the ICANN space and looking at other non-profits, selecting from best practices across

those, to see if there are ways we can use other practices from other organizations.

For example, Brian, we'd be very interested in what PIR does. So if you have information about that, that's exactly the kind of thing that we'd love to have. We'll share it with our law firms, or we can give you the information to send it directly to them.

Beyond that, we don't want to just look at non-profits in the United States but we really want to look at international organizations that have global interests in mind and how those can be applied to our model. And it's very important that we do that in the context of the model because the multistakeholder model being fairly unique, applying just a corporate standard doesn't work. We really need to look at how broader sets of organizations do that. And the board's been very clear in their direction on this.

BRUCE TONKIN: One other comment I'll make, I've heard various comments made about this week, again -- and also in the GAC session -- about enforcement and penalties and things. Certainly, there could be some things we can do in employment agreements. There could be some things we could do that we ask directors to sign up to certain obligations.

But the other mechanism, I guess, is ethics and reputation. And so even without sort of putting it into a contract, whether it is the staff or director, we can still establish as a community -- and it is all of us -- what we think is the expectation with respect to what are the ethics of a staff member leaving the organization and joining someone.

And those ethics obligations should apply to both sides, right? So, you know, the community -- if you are a employer and you're employing someone, you should be conscious of what those ethics guidelines are for this community. So if we're saying we may not be able to restrict a certain person leaving a company or the board, but then if you are employing, you also have that obligation. It is not acceptable – if this community thinks, let's say, there was a 12-month period of not leaving

the staff to an organization that's a contracting party or if you didn't vote on new gTLDs -- sorry, if you did vote on new gTLDs and then two weeks later you ended up working for a new gTLD, those things would -- hopefully there is some degree of peer sanction here both for the individual involved but also the company that's involved. I think we have to look at ethics, not just what's written in the contract.

Lesley?

LESLEY COWLEY: Thanks, Bruce. Lesley Cowley from Nominet, dot uk registry and also ccNSO chair. Thank you for this session. It's welcomed and it is very timely. And as you will be aware, there's a number of members of the community who have a strong interest in this area.

The board will also be aware that the cc community has a strong interest in the strategic plan, and I'd like to put those two things together. So in the current draft strategic plan, one of the pillars is around a healthy Internet governance ecosystem. And below that is an objective around world-class accountability and transparency. And that's particularly linked, as we'll be aware, to the ATRT recommendations.

I'd like to suggest that the board perhaps consider adding world-class corporate governance to that objective, which, I think, would signal a very strong commitment from both ICANN and the ICANN community to reach that standard.

ROD BECKSTROM: Thank you, Lesley. And I think as you know, the strategic planning process will be an open community process. And I think we'll consider you've submitted a candidate for a change of the document. And I hope that you and others that would support that concept will continue to advocate that amongst the various priorities. Thank you.

LESLEY COWLEY:	Thank you. And also, of course, we have lots of corporate governance trials and tribulations we can use to inform you, too. Thank you.
BRUCE TONKIN:	We have an online comment if you want to go ahead.
FILIZ YILMAZ:	Yes, Filiz Yilmaz from ICANN. I have two remote commenters with questions. First one is Steve Metalitz. Will the independent law firm decide which are the similarly striated non-profits with which ICANN policies will be compared? And what criteria will be used to select those organizations? I will -- will public sector organizations also be used for comparison?
ROD BECKSTROM:	JJ, go ahead.
JOHN JEFFREY:	Yes, I think we answered that, in part, in response to Brian's question. The goal is for the independent law firm to help us find comparables in the non-profit space, and we also think that the independent experts group should focus on other types of organizations as well.
	Was there two parts to that?
BRUCE TONKIN:	Go ahead, Filiz.
FILIZ YILMAZ:	I will read the second question on behalf of Kieren McCarthy. I understand the conflicts policy regarding staff and not accepting anything from gTLDs applicants, but I am concerned that you are ignoring the vital community aspect of ICANN. From experience as an ICANN staffer, I know that we solved countless issues with a few drinks in the bar during meetings. And by getting to know people better over

meals was a crucial part of being effective in the job. It strikes me that you've gone too far with the restrictions. I'd like to see the community aspect of ICANN given at least equal weight to legal fears. Thank you.

ROD BECKSTROM: It is not a question of whether a staff member can have a meal or not. It is who pays for it. It is a clear conflict issue. ICANN should pay for it or the staff member, not someone who has an interest in the business.

JJ, can you expand, please?

JOHN JEFFREY: I think we should elaborate even more. It is not to stop community dialogue with staff. That's a very important part.

It is to stop individual staff members meeting with applicants so that there is no question about whether they're acting appropriately. Really want to have those dialogue -- we want that dialogue to continue. We think it is a very important part of coming to these meetings and participating in the community discussions.

But we also want to make sure that we're providing both a protection to you when you are having those meetings and with staff members that are present.

BRUCE TONKIN: Thank you. Yes?

SALANIETA TAMANIKAIWAIMARO: Good afternoon, everyone. I'm Salanieta Tamanikaiwaimaro based in Fiji and I'm in the APRALO. If I could just make a friendly suggestion in relation to the comment on economic interests as opposed to the gTLD applicant. I understand the need for more broader term to be able to encompass. If I could just allow me to make a suggestion because interests are far much more than economic. Of course, you have pecuniary, economic, legal, equitable, proprietary

interests and so forth. If I could just suggest to the board in terms of when you are discussing corporate governance mechanisms and how you're going to prioritize interests and that sort of thing. And I understand for the ICANN ecosystem, that in itself is a complex task. And I do not in any way envy the legal counsels who are going to be developing the policies for that.

But if you could just sort of factor that in the broader interests and how you're going to prioritize that. And I'd also like to congratulate you for the excellent work you're doing in terms of moving into enhanced corporate governance mechanisms. Thank you.

BRUCE TONKIN: Thank you.

Yes, please?

RENNIE FRITCHIE: Rennie Fritchie, chair of Nominet. I would like to recognize a huge amount of work that has been done and is already in place. In listening today, what's missing for me is the spirit that underpins why something is being done. When lawyer after lawyer after lawyer is brought in to look at things, they look in a transactional way. It depends whether -- what's intended is to stop people doing wrong or to engender trust and confidence. And the spirit of how this is undertaken has to be about, I think, spirit of trust and confidence as well as stopping people doing wrong.

I have the scars upon my back of talking to someone senior in a government who once said to me, "Rennie, it doesn't matter if we get to the wrong place so long as we got there in the right way." So I think the direction of travel and the spirit in which the travel is taken has to have some heart and flexibility as well as all the legalistic and important things that you are already undertaking. Thank you.

ROD BECKSTROM: Thank you for sharing that. And I can tell you the spirit is in me, and that's why I brought this up in June and that's why we're working on issues that seem as trivial as who pays for a Coke or a hamburger because that's where the rubber hits the road. It is where do we put the values into practice.

I think you are absolutely right. It is all about the spirit of things.

And, also, when people refer to things that happened this summer in suggesting that some are concerned that someone may have done something wrong, I want to point out the policies are there. The question is whether the policies were followed, which really gets to your point, because it is about values and ethics and living up to what's there more than papering the planet with more codes of conduct and conflict of interest paragraphs.

I thank you for raising that critical point. It is really about how all of us live up to it. It is not just how the ICANN staff lives up to it. It is not just how much the ICANN board lives up to it. It is how much all of us in the room live up to it. Because each of you, many of you are engaged in this industry. And you are present at the meals or at the events when we need your help to implement these new guidelines in different ways to make the organization better.

We can't do it alone. We need your help. And it really demands reciprocity in terms of the integrity and the ethics.

So thank you very much for your excellent point. I agree wholeheartedly.

BRUCE TONKIN: Sebastien, you wish to speak on this topic?

SEBASTIEN BACHOLLET: Thank you.

(Scribes not receiving French translation.)

Okay. It seems I can't speak in French because the transcript will not go through in French. And I will speak in English. And my trouble here is that we heard -- And thank you for this input from Anglo-Saxon country participant. And I would like very much to ask the other participant to give their thought because I am not sure the laws, the cultures of the way of doing business is the same.

I know that we are in the Californian law. But I am -- we need to implement internationally. It is why I think it's very important that one of the teams that will be scrutiny of what we are doing will be a real international team.

The second point, I hope that we will not arrive in ICANN where – as don't with writing for the hell where (using non-English phrase).

BRUCE TONKIN: Sebastien, you can actually speak in your native language, if you wish. I believe they are now ready for you.

SEBASTIEN BACHOLLET: That's okay. I start in English. Sorry about that.

It was not in Spanish. It was maybe in Italian, more certainly in Latin. I will leave any hope you who will answer.

And I think -- my last point is that I hope that we will put as much effort to have the behavior of the applicant at the level of what we want to have the board do.

And when I say that, it's not just in the relation with people. It's also when they will apply, what they will do, where they will compete, and how they will compete with others because this behavior, as for the moment, the program is built more for people who have money than for others. So the point of view will be very important.

Thank you very much.

ROD BECKSTROM: Sebastien, thank you for raising that excellent point.

Just to share with the group here, we're speaking with groups that are international experts on best practices in conflicts of interest and ethics. We are not looking at those based in any one country or region.

So vehement agreement. Thank you.

BRUCE TONKIN: Yes, go ahead, please.

BRET FAUSETT: My name is Bret Fausett. And I wanted to thank you for the rules you have announced for staff and the board members. I think there is great value in having clarity around that.

Speaking as an applicant and an advisor to applicants in the upcoming TLD process, though, I think the reality is that people in this room can help applicants very little at this point.

The people that may be subject to lobbying are Ernst & Young, KPMG. I'm wondering how the conflict of interest roles you have adopted to your own staff are going to flow down to the evaluators who will be in the decision-making positions.

ROD BECKSTROM: Good point. I think downstream is as important as well as where we are, which I think is also important.

JJ, can you fill us in, please?

JOHN JEFFREY: It is definitely an important point. It is something that the new gTLD team has been talking to when they talk to all the new groups that are

contracting with us. It is certainly requirements that will be placed downstream as well.

BRUCE TONKIN: Yes, thanks.

                       Judith?

JUDITH VAZQUEZ: I appreciate Sebastien's point about ethics and how it's practiced in other countries. In the Philippines, we're not one to look at pages on a Web site or a piece of paper. In the Philippines, it is as simple as a (non-English phrase), a sensitivity, to what is sensitive to others.

                       And there has been truly a failure in the practice of someone. Peter was not sensitive to the sensitivities of our community. It is practice that is important. How we communicate that we are polite, that we listen, that we don't exchange with a condescending tone, all of this, this practice is important in keeping ICANN and the multistakeholder community connected. Thank you.

BRUCE TONKIN: Just something I should probably have raised, but we certainly have services in French. I know that's probably the native language of this country. So if you wish to make a public comment, at least in French -- I'm not sure what other languages we are supporting, but at least in French, please feel free to do so.

AMADEU ABRIL i ABRIL: Am I supposed to speak in French? No problem there.

                       Anyway, a couple of words. In my culture, not buying a Coke has nothing to do with ethics. Has to do with mindless parentalism.

Dakar perhaps different, Rod. But a Coke? A burger? You don't buy burgers, people. If you want to buy their soul, you buy at least real food apparently.

[Laughter]

And I can give you some advice on that later on.

Lawyers and lawyers, a couple people have said -- I'm a lawyer, don't tell the lawyers whether something is good or wrong. Just ask them what are the rules.

So here the problem is that again spirit, wisdom, finesse. We need common sense. We need these things. And the problem as a practical example is because we had some examples of bad taste being exhibited in a very public forum, we have a reaction. And now, you know, we cannot buy a Coke which, you know, I'm very glad to know that I will be invited from now on. I will leave the credit card at home in the next meeting.

I will sit by Rod Beckstrom or Steve or whoever is next to me and just say, "new gTLDs" so you pay!

But now we have -- we have the reverse situation. Lobbying is done. Nobody has prevented me from lobbying. We all come here to be lobbying for one solution or another. It is done openly very often. Now, it's about, for instance, helping applicants.

Now the situation is the reverse. Can you clarify for me -- there is a missing document here. Oh, I cannot talk to you. Please send an e-mail to this address. This is the reaction we got twice this week. We cannot talk to people that's helping new applicants. Even for something like, Where is the document that is supposed to be here? Is there a mistake? That's my fault. No, no, no. We shouldn't be talking, not just buying Cokes.

Please don't become an overly fanatic parental organization simply because some members of the community have done something wrong.

BRUCE TONKIN: I will let Rod respond.

ROD BECKSTROM: Thank you, Amadeu. I will let John Jeffrey, our general counsel respond.
                         Thank you.

JOHN JEFFREY: Thank you for raising that because that's a very good question. One of
                         the responses that some of the community members are getting about
                         specific questions relating to the applicant guidebook this week is
                         guided by the instructions that staff has been provided. And the goal is
                         not to cut off the dialogue but to make sure that every applicant,
                         whether they are at the meeting or they have a one-on-one with staff is
                         getting the same information.

                         So the reason that we're asking people when they're submitting
                         comments about the applicant guidebook to put it to the specific Web
                         addresses, that we've built a team that's available to take those
                         questions and make sure that the answers are getting out. And we
                         want to make sure that the answers are getting out to everybody fairly
                         the same way. You shouldn't get a distinct advantage because you
                         asked a staff member in the hallway what it means. You should submit
                         that to an address that allows us to answer the whole community the
                         same way.

                         So that's the reason, Amadeu, you may have gotten that answer on a
                         specific thing. It probably relates to the question which was probably a
                         darned good one that you asked.

BRUCE TONKIN: Thank you. Now take a couple of online comments, Filiz.

FILIZ YILMAZ: Thank you, Bruce.

MIKE SILBER: Can I ask? JJ, if you wouldn't mind clarifying because the comment that was made then that wasn't challenged. Amadeu made the comment that somebody did something wrong. I wouldn't mind if you could just respond to that statement he made as to whether there has been a finding that anybody did anything wrong.

JOHN JEFFREY: I'm certainly not here today to speak to any specific allegations, and I didn't hear one made in his statement.

We're talking around -- very vaguely around some accusations that have been made, but there has been no specific contention. And I don't think it is appropriate to address it. If someone asks a question about that, I will address it.

BRUCE TONKIN: Ray?

RAY PLZAK: If I could real quick.

John, could you also address the notion about the ability of the person who is being subject to these rules being able to understand what the rules are and not have to go through a complex matrix and so forth, that nature of it, the impact it has on a person that has to make those decisions?

JOHN JEFFREY: Not sure I quite understood the question. Do you mind rephrasing it?

RAY PLZAK: Do I have to make a decision that it is a hamburger and a Coke, or do I have to make a decision that I can't do this? I mean, the rule is -- this

person has to apply this rule, interpret this rule. Could you speak upon that aspect of any conflicts of rules?

JOHN JEFFREY: Sure. Different organizations set those kind of standards at different places. And we thought the simplest way to deal with it was to make a very strict rule. If you set it at $50 or 50 something else in a different currency, how do you know that the staff member's applying that correctly? It is allowing interpretation.

It is a lot easier to say, we don't need you to pay for drinks and dinner in order to have a discussion with you. We are happy to go to dinner with you, but we want to make sure we are making it fair. That's really what it is about. The rule is made simple at a zero level, so it is very clear to anyone applying it exactly what it means.

BRUCE TONKIN: Bertrand, I think you had a comment.

BERTRAND DE LA CHAPELLE: There has been -- Bertrand de La Chapelle. There has been a lot of discussions during this week, including in separate meetings with separate constituencies.

The message that is the foundational message is: This organization, ICANN, is entrusted with a global public mission. It is a steward of a global public resource. And as such, it has a duty of being exemplary in everything that has to do regarding transparency and accountability and conflict of interest of all sorts.

This applies in particular to board members in the current period that is coming, both during the period they are on the board and after.

This has a lot of consequences. And we need to be aware that the fundamental element is an expression that I haven't heard so far which is called a moral compass.

And I want to say that we have here for all the community a dual responsibility. This is not only a responsibility for the board, for the staff. The rules are fine. The rules are necessary. The spirit is the fundamental element.

And in that respect, we have a permanent ethics committee here which is the whole community. We are all individually, board, staff, and others under the constant scrutiny -- and this is good -- of the evaluation of others.

And I have been extremely encouraged by the sensitivity this topic has received in the community in the recent months.

But, things go both ways because these rules apply to interactions between staff and board and members of the community. And so this is also a responsibility for all of you to make sure that those rules are respected. Thank you.

BRUCE TONKIN: Okay. If we can have your comments, Filiz, and then I'll go to Jean-Jacques.

FILIZ YILMAZ: Thank you. Filiz Yilmaz, ICANN staff reading a comment from David Cohen, registrant: In the area of ethics, I would like to ask that the board looks into the existing practices by accredited registrars which are offering alternate root domains for sale which are often confusing with existing gTLDs.

The second question is will the consultants be asked to ask ICANN's current internal structure to avoid conflicts of interest and to see whether changes should be made to ensure the structure will serve the public interest as opposed to ICANN's interest?

ROD BECKSTROM: So the question is about will the consultants look at the internal structure? I can tell you I'm looking at the internal structure, as CEO.

And we, as an executive team, are doing so on an ongoing basis. We made two major structural modifications to the organization to enhance or reduce conflict of interest threats and to strengthen compliance.

The first is that we move the compliance operations out of the stakeholders group, because the stakeholders group is providing services to the very same groups that compliance is supposed to be enforcing rules upon and providing service and providing strong strict compliance functions are quite different.

So, roughly a year ago, I moved the compliance function out of the stakeholder group and put it under the management of the general counsel where it could also cooperate very closely with our legal experts; so that, if and when we needed to take a legal posture or initiate legal action on a compliance front, that we're prepared to do so. So that was one structural move.

Another structural move was moving the new gTLD application processing group out of the stakeholders group. For the same reasons, again, you don't want to be providing the services and providing the daily relationship with the group and then have the same group be processing the applications where the same parties might or might not be successful in their applications.

And so I moved the new gTLD processing group into a different part of the organization and reporting directly to chief operating officer Akram Atallah. Both of those moves were made primarily to draw really bright lines around activities that, in my view, should be separated because of organizational reasons.

There's no other obvious reorganization moves that I can see that are necessary within the staff organization. But I'm -- I and we are very open. So, if you have any suggestions or ideas, please let us know.

Thanks.

BRUCE TONKIN: Thank you, Rod.   Interesting terminologies there.   Because you could read the question two ways. Internal organization could be within the -- I guess, the ICANN staff. Or it could also be within the, you know, GNSO and other structures -- you could read the question different ways.

Certainly, I think the board can -- and the staff can establish ethics that cover those two topics directly through the board.

If we're talking about, you know, should we be looking at this more broadly within the ICANN organization, I think that's perhaps the next step.   And I guess, ultimately, some of these things could result in various bylaws requirements as it relates to the operation of some of our, you know, contributing bodies.   But, you know, I'd hoped, generally, that each of our bodies would perhaps apply the same ethics policy, even if some of the conflicts policies might be different because some of the bodies are, obviously, consisting of stakeholders representing their interests. But, you know, it's a valid question and can be read both ways.

FILIZ YILMAZ: There's actually a follow-up question, if I may ask it, on behalf of Steve Metalitz. Could Rod define "stakeholder group" in this context.

BRUCE TONKIN: That's right.

ROD BECKSTROM: In this context I'm referring to the group that Kurt Pritz runs. We have a group called the stakeholder relations.   And they're responsible for registry and registrar relationship management in the new gTLD space. And also some other relationships -- Kurt, if you're here -- if Kurt's here, I'll let him expand.

The other comment I'll make is there are -- I don't want to sound too definitive on saying there's no other possible organizational areas that should be looked at and considered in terms of realignment.   I think

that, in this process, there may be other things that we learn. And we're very open to that. I don't want to give an impression at all that we feel that the organizational structure is completely locked and no adjustments would be made based upon what we learn from the legal firms and outside experts, but that's not their primary purview.

Akram, do you have any comments on this, on the topic of stakeholder relations?

AKRAM ATALLAH: Not on stakeholder relations. But we're definitely segregating the accounting both in the accounts as well as the managers that would be in charge of the new gTLD accounting. So that's one example of where we separate the duties and we create a separate team to work on the new gTLD.

BRUCE TONKIN: Sorry, John. You wanted to respond as well. No. Okay.

Thank you, Jean-Jacques. It's hard to recognize anybody, actually.

Because everyone's backlit, so all I see is an outline.

JEAN-JACQUES SUBRENAT: Thank you. This is Jean-Jacques Subrenat, former member of the board and currently of the At-Large advisory committee. Three points. The first one is that like Salanieta Tamanaikwaimaro, like Lesley Cowley and others, I would like to commend the leadership of ICANN for putting this question up for a real debate. It was high time.

My second point is to suggest that we have to place the ICANN problem or what has appeared in ICANN in a much larger context.

We are in 2011. And one of the characteristics of this year, actually, is things happening, which some tend to consider with commiseration and others with condescension, I'm speaking about the Occupy Wall Street movement, which has spread all around the world. What is it really

about? It's not really about financial institutions which have failed. It is about the fact that they have been allowed to fail because, at a certain point, the political choice was made that self-regulation was the key of success rather than regulation. That has proven lamentably inefficient, not because the rules were not clear but because, as others before me have pointed out, there was a lack of moral sense. I think this is of the utmost importance.

My third point, I would like to come to what Bertrand De La Chapelle just mentioned. There is a collective responsibility. But, for all intents and purposes, we, the public, we, the community of ICANN, cannot, because we're too numerous, we cannot express this. And we must rely -- we do, in fact, rely on the board for bringing the message to the world. There was an article quite important "The Economist" not long ago in conjunction with the IGF, which put some crucial questions. Who is leading the Internet? I think that the case we have before us of morality, of code of conduct, should be addressed in the most courageous way possible. Otherwise, we will be seen -- and, in fact, there is a risk that we will become more and more just one other corporation which needs to be bailed out. And then, at a certain point, it's just too big to be failed. So that comes back to the taxpayer money.

My third point is actually a suggestion, which I submit to the board. I think that, owing to the wealth of the English language, you have a whole gambit of expressions you could use from firm condemnation, but that's not what I'm suggesting here, to perhaps an expression of regret at some failings or shortcomings in behavior when you come across them.

I think it's not sufficient to deal with principles in legislative form, as the chair of the British registry suggested. That is for the future. But I think you also -- it is also your duty to react on the current problem or perceived problem. And my concrete suggestion, Steve, is that perhaps you should, on the name -- in the name of the board, express a degree of regret for any perceived misconduct or whatever the terms you wish to adopt. Because the world is looking at us. And we can either be

viewed in the future as just another Lehman Brothers or truly a not-for-profit organization with the general public interest in mind.

STEVE CROCKER: Jean-Jacques, thank you very much for that. You referred to the wealth of English expressions, so I'll draw on one from a fine English song. A strong preference is to accentuate the positive. I very much understand -- and I think all of us understand your call for an expression of regret.

There is a -- there's complexity and risk associated with that, which I suspect you have a -- as good an understanding of as the rest of us do.

And I don't want to expand on that, except to say that we will be very much better off, in our judgment, looking forward and raising and emphasizing the highest standards of conduct, both formally expressed in our rules and our documents, and informally expressed in our sense of mission and our sense of spirit and our commitment to serve the public interest and a commitment to serve the health of the Internet in addition to our fiduciary responsibilities to ICANN.

Thanks.

BRUCE TONKIN: Thank you, Steve. Take a question from here and a question from there. So starting on that side.

MARTIN BOTTERMAN: Thank you. Martin Botterman, chairman of the public interest registry. First, I 100% agree with that, Steve. It is truly about benefiting from the opportunity to really focus on growing in the ethical behavior. And that's something that's natural in an organization who's growing to its next level of maturity. More interests are there today than there were 10 years ago. It's natural that growth takes place, and we need to use our lessons to benefit from that.

The remark on the benchmark, which I also very much appreciate, John Jeffrey said we look at non-profits and our organization. I would call for

initial look at public interest organizations rather than just non-profit. And that may well be also governments. We don't need to adopt their schemes, but we need to look at that as well.

Last, but not least, I worked for European Commission when the commissions on tariff fell. It had to do with a lot of trouble around internal affairs as well. At that time in the European Commission it led simply to a situation where it was very difficult to do business with the community, to talk and interact. Because people didn't even know whether they could accept a cup of coffee or not any more.

I think that has shifted back towards period where it became very normal again for many businesses to conduct in a normal way without anybody suspecting bribing or unethical situations. I hope we get to that situation very quickly. Thank you.

BRUCE TONKIN: Yes, sir?

>>   I'm going to speak in French. Mr. Jean talked earlier about the work we should do in ethical work. I would like to make a proposal. Because, when there are calls for public comments, all the documents are only in one language. And you're asking for everybody to take part in the discussions. So, therefore, this point is not ethic. And I would ask for the commission, the ethics commission, the commission on ethics put that on its agenda and take that point very seriously, the point of translation. It would be great that ICANN would address that problem, according to the model of multiparty actor. We should hire people within ICANN so the process would be respected. Thank you.

ROD BECKSTROM: Thank you very much for that fair comment. I think what we can look at doing is, clearly, these are legal documents. There has to be one foundation primary language. Unless general counsel opposes, I'm going to suggest we translate our conflict of interest document into the

six U.N. languages. So we'll seek to get that done on a prompt basis, as well as the other key corporate documents such as the code of conduct. Thank you very much for your suggestion, sir.

BRUCE TONKIN: And I think also that the draft document they're asking as well. So, when we get the expert advice and we publish, generally, a draft, I would commit to some translation there.

JOHN JEFFREY: We haven't selected the international expert group. That can be a criteria to make sure we have timely participation in other languages with that report in there and they'll be able to take inputs in other languages.

BRUCE TONKIN: Thank you, John. I think Filiz you had one question. And then Marilyn Cade. And then we'll close.

FILIZ YILMAZ: Filiz Yilmaz, ICANN staff, reading a question on behalf of Kieren McCarthy. "Back in 2007 in response to the One World Trust report, ICANN said it would draw up a whistleblower policy for ICANN staff. That still hasn't been done. Why not?"

JOHN JEFFREY: So, Kieren, I think you were still there when we instituted our whistleblower policy. But, if you weren't, you should know there is an internal staff whistleblower policy in place. It's been in place for some time. And all staff members are informed of it on a regular basis.

STEVE CROCKER: Let me add, on behalf of the board, that not only has it been in place in the staff, but it's been briefed to the board. And we're informed it's

been tested with no notice, no coordination external tests. I think we're in quite good shape.

BRUCE TONKIN: That's good to hear. Marilyn, please.

MARILYN CADE: Thank you. I, first of all, want to join with others in thanking you for doing this public discussion. I think it was clear that in the public forum we were going to spend a significant amount of time on this topic. And pulling it out into its own dedicated session, I think, was very effective and important to do. Thank you for doing that.

I'm going to mention a question that was asked earlier but was not answered. And note that it could be you will want to refer it elsewhere. But I think it is an important question.

The question was asked about why accredited ICANN registrars are able to sell alternate root -- act as registrars for alternate root TLDs.

I will just say, as someone who embraces ICANN's commitment to a single authoritative root, and has dealt with efforts by parties who sell other roots to join the business constituency and rejected those efforts, I am -- I guess I would have thought that, in order to carry the accreditation standard from ICANN, that there would need to be adherence to certain standards. And I would have expected that to be one. You don't have to answer the question here. It might even be more of a stability security issue from the community. But it wasn't answered, and I'd like you to at least dispose of it by saying it will be referred or commented on. Thank you.

ROD BECKSTROM: Thank you for expanding the question and further clarifying. I'm going to have John Jeffrey provide initial response here. Thank you.

JOHN JEFFREY: So I just wanted to make you aware -- and I'm happy to answer the question -- the group within ICANN that's responsible for making sure

that the contracts are enforced have already begun to communicate with registrars about that. The registrars in question that have been presented to us that have that issue already have communications regarding that. And we'll be happy to publish more, if that does not solve the problem.

BRUCE TONKIN: I was going to close the session, but you want to go for it?

STEVE CROCKER: Let me just add a little bit. J.J. has given a -- you know, a formal response with respect to the contracts.

There's a very broad picture here in which registrars engage in lots of businesses. We regulate, if you -- sorry, I'm not allowed to use that word.

Our contracts cover just the registrar business. There's no end of things that registrars might choose to do. Some of them are ill-advised. But it's very, very hard if we can anticipate all of the silly things that they might do. And so, in many cases, good sense and the market have to take care of it. The good news is that the -- this alternate root business has gone nowhere.

BRUCE TONKIN: Thank you, Steve.

At that point I think we're pretty much on time. So I'll close this discussion on conflicts and thank you all for participating and especially the many concrete suggestions that have been made. So thank you all.

[Applause]

I was just going to suggest, I think we're due to start the public forum. But at least the people up here on the board would request a 5-minute intermission before the onslaught.

[Laughter]

STEVE CROCKER: Yeah. Even if you don't need a bio break, take a stretch, stand up, move around.