EN

TORONTO – ICANN BOARD Meting
Thursday, October 18, 2012 – 18:30 to 19:30
ICANN - Toronto, Canada

NANCY LUPIANO:	Ladies and gentlemen, if you will please take your seats, we will start our meeting shortly.
	Once again, if you will be kind enough to take your seats, we will be starting shortly.
STEVE CROCKER:	Are we ready?
	We have two formal board meetings back to back here, the first covering the items on our agenda regular business, and then because this is the annual general meeting, it brings to a close this Board.
	Excuse me.
	We have some changes in Board membership. You will see a couple of people depart and one person arrive.
	Excuse me. My throat....
	And we'll take care of the business of formulating and organizing the new board and the pieces of business associated with that, followed by the best part which is a small party downstairs where the alcohol will be.
	So we begin.

The ICANN Board is now in session with a formal board meeting.

Let me ask each member to speak to note who is in attendance here.

Let me start at the far end there.

KUO-WEI WU: Kuo-Wei Wu.

RAY PLZAK: Ray Plzak.

RAM MOHAN: Ram Mohan.

MIKE SILBER: Mike Silber.

THOMAS ROESSLER: Thomas Roessler.

RAMARAJ: Ramaraj.

JUDITH VAZQUEZ: Judith Vazquez.

EN

THOMAS NARTEN: Thomas Narten.

CHERINE CHALABY: Cherine Chalaby.

SEBASTIEN BACHOLLET: Sebastien Bachollet.

SUZANNE WOOLF: Suzanne Woolf.

BERTRAND DE LA CHAPELLE: Bertrand De La Chapelle.

GEORGE SADOWSKY: George Sadowsky.

GONZALO NAVARRO: Gonzalo Navarro.

HEATHER DRYDEN: Heather Dryden.

BILL GRAHAM: Bill Graham.

CHRIS DISSPAIN: Chris Disspain.

BRUCE TONKIN: Bruce Tonkin.

FADI CHEHADE: Fadi Chehade.

STEVE CROCKER: Steve Crocker.

I believe we have a quorum.

All right. We have on the agenda for this meeting the following items. For approval, revised process of handling requests for removal of cross-ownership restrictions on operators of existing gTLDs. The next item is approval of ICANN language service policy and procedures, the third item is revised governance guidelines to be approved. We will then have a discussion but not for approval of the status of the WHOIS recommendation, and we will close with action on the review team final report on security, stability, and resiliency of the DNS.

I'd like to ask Cherine to read the resolution for the approval of the revised process for handling requests for removal of cross-ownership restrictions on operators of existing gTLDs.

CHERINE CHALABY: Thank you, Steve.

Whereas, on 20 June 2011, the Board approved the process for handling request for removal of cross-ownership restrictions of existing gTLDs.

Whereas when the process for handling request for removal of cross-ownership restriction of existing gTLDs was approved in June 2011, it deferred application of it to existing registry operators with respect to seeking removal of cross-ownership restrictions as to their own registries in order to provide time to discuss the process with competition authorities.

Whereas, ICANN has undertaken discussions with and explained the revised process to competition authorities that had expressed interest and ICANN has received no further inquiries from those authorities.

Resolved, 2012.10.18.xx the proposed revised process for handling request for removal of cross-ownership restrictions of existing gTLDs as posted on 16 May 2012 is approved as revised.

STEVE CROCKER: Thank you.

Do we have any discussion that needs to take place?

Ray.

RAY PLZAK: I second.

STEVE CROCKER: Yes, Ray tries to keep me to adhere to the formal Roberts rules of order.

So the motion has been moved and seconded. Any discussion?

Thank you.

Let me ask for a vote.

All in favor?

That's good.

All opposed?

Any abstentions?

BRUCE TONKIN: Yes, I abstain. Bruce Tonkin.

STEVE CROCKER: Bruce Tonkin abstains. As standard practice, we ask if they'd like to make a statement in explanation. It's not required.

BRUCE TONKIN: Thank you, Steve.

I'm not aware of any current conflict with respect to that resolution, but as my employer is a registrar, there could be a future change if ownership requirements so I don't want to create a future -- perception of a future benefit for that resolution.

STEVE CROCKER: Thank you very much.

So the motion passes. Thank you all.

Let me move on to the next and ask Sebastien the language service policies resolution.

SEBASTIEN BACHOLLET: Thank you, Mr. Chair.

Whereas, on 15 February 2008, the ICANN Board approved the accountability framework and principles, link follow.

Whereas, the language services policy and procedures document was created to formalize the principles that guide all language-related services was submitted for public comment.

Whereas, ICANN has completed a thorough review of the comments received.

Whereas, the ICANN language services policy and procedures are regularly reviewed under guidance of the Board Public Participation Committee PPC and changes will be considered as part of the upcoming budget and operational planning cycles.

Resolved, the Board adopts the ICANN language services policy and procedures as outlined in the ICANN language services policy and procedures document.

End.

STEVE CROCKER: Thank you.

I'll interpret that as you moving the motion as well. Do I have a second?

Kuo. Thank you.

Is there any discussion?

Sebastien.

SEBASTIEN BACHOLLET: Thank you.

I think that when you talk about services, language services, it is very important to use them. Therefore, I would like to take the advantage of this to thank the interpreters who are here and for the first time during -- they are here for the six languages of the United Nations. It is an enhancement that is considerable compared to what has been done with ICANN until now.

I would like also to insist that in the document, a lot of the questions that were asked this afternoon during the public forum, when it comes to the translation of the document, the approval of the documents are included in this specific program because I think that not everybody has read it. I think that everybody will say the positive consequences on the work, on the organization, on the world -- on the international level.

I would like to thank also the staff which -- who has worked on this in a very, very important manner. Christina and -- Christina and Nick. Thank you so much.

Thank you very much.

STEVE CROCKER: An important comment that we should use it, and also an important element that we should seek to measure how much it gets used.

Any other comments? Any other discussion?

All right. Let me ask for votes in favor.

All in favor?

Thank you.

Any opposed?

I see none opposed.

Any abstentions?

Motion carries unanimously.

Thank you very much.

Next motion has to do with revised governance guidelines. Bruce, let me ask you to read this.

BRUCE TONKIN: Thank you, Steve.

This is, I guess, the final step in the review that we've been undertaking over the last few months this year on our ethics policies, so the resolution reads:

Whereas, the third stage of a three-stage review called for an international expert panel to evaluate ICANN's conflicts of interest and ethics regimes and to make recommendations on how they can approved.

Whereas, during the first two phases of the review, ICANN approved modifications to the conflict-of-interest policy, Code of Conduct, and expected standards of behavior, and adopted new governance guidelines in order to promote superior ethics, integrity, and transparency in ICANN's deliberative processes.

Whereas, the international expert panel recommendations have been incorporated into the recently adopted governance guidelines along with some additional comments that the panel suggested should be added for clarification.

Whereas, the Board Governance Committee has reviewed the suggested revisions, considered the comments provided, and recommends that the Board proofs the revised guidelines.

Whereas the Board is committed to continue making improvements and enhancements to ICANN's conflict-of-interest and ethics regimes and recognizes that the relevant documents and practices may be further revised when further recommendations are made and accepted.

So here is the resolved piece. Resolved, the Board adopts the revised governance guidelines but recognizes that this is not the end. The Board will regularly continue to evaluate both ICANN staff and board members to ensure that ICANN is operating to the highest ethical standards.

Thank you. Is there a second?

Ray. Good.

Any discussion?

I'd like to insert myself here. At the end of the first paragraph, there is a question about whether that's the correct word.

So the end of the first paragraph reads "to evaluate ICANN's conflicts-of-interest and ethics regimes and to make recommendations on how they can be approved.   I think the intended wording there is "improved." So as a matter of form, let me offer a friendly amendment.

I'll accept that as a friendly amendment. Thank you.

STEVE CROCKER: And I know Ray will be happy if we go through the full cycle here.

So I offer that as an amendment to the resolution, and is there a second?

Thank you, Chris.

Any discussion?

All in favor?

Any opposed?

Any abstentions?

The amendment carries, and now we'll go to the vote on the -- or any other discussion about the resolution?

And now we'll take that vote.

All in favor?

Thank you.

Any opposed?

Any abstentions?

Thank you very much.

We now have revised governance guidelines approved here.

The next order of business is a discussion about the state of affairs on the reviews, with particular attention to the WHOIS. I'd like a slide put up that we have prepared for this. Is that available? There it goes. Good.

So I want to cover two or three points on this one overly complicated sort of overly complicated slide. It's overly complicated because of the facts, not because of the staff work.

We have the Affirmation of Commitments that requires a series of reviews. Accountability and transparency was the first one; WHOIS policy; security, stability, and resiliency of the DNS. And there's another one yet to come after the new gTLD program has been in place, and then these get repeated. We're on the threshold of setting up the next Accountability and Transparency Review Team.

The highly visible portions of the process revolve around the work that the review team does, and in particular, the recommendations that they provide us.

When one steps back and looks at the entire sequence, it's quite a lengthy sequence and there are some very key important steps that take place that don't have the same level of visibility, and I want to take this moment to focus attention on them.

So the early parts are selection of review team and formulating of the charge to the review team, followed by the work that the review team does, and then their submission.

Those are the first three out of eight steps.

There then comes a public comment period, and two more steps that have the lowered visibility that I was referring to. One is the internal assessment that is absolutely necessary to take the recommendations from the review team and understand the feasibility, the cost, the -- what the mechanisms would be, who would be responsible for the implementation of each of the recommendations.

And the next step is the formal decision process from the -- by the Board, and that includes not only the assessment from the staff but cross-checking with other parts of the community, making sure that we are fully cognizant of the impact of what we're committing to, and then making a decision.

Embedded in that is the potential of selecting some or all of the recommendations or even making adjustments to the recommendations with, of course, a very, very strong bias in favor of accepting the recommendations as written. So it is not a small matter to vary from it, but it is potential.

And there then follows an implementation period which is usually a substantial period of time, and then a wrap-up to assess and make sure that we have followed through and we can close the process out.

Where we are. So in the accountability and transparency, we are now in the very late stages of implementation, and the WHOIS policy, the review process, the comment period has ensued.   We have the assessment. We have inputs from there. And we are learning from the inputs that we're getting from other parts of the community, with particular attention to the comments from the Security and Stability Advisory Committee that there is complexity here that needs to be taken into account and careful judgments to be made.

We're also very conscious that there are time commitments involved; that we have a limited period of time in which to initiate action.

The submission is noted there as 11 May 2012. That's the third box on the middle line, and six months from that is the requirement for the

Board to take some sort of action. That is 11 November. It will press us, actually, a bit. This is a tense period of time as we finish up this meeting and we have a number of people involved in going to the IGF in Baku. But we will take some action.

Most likely, we will partition the set of recommendations and try to move forward with those that we can and take some more time to be very deliberate and careful about the remainder actions.

So that is the major part of the discussion. The third review is the security, stability, and resiliency of DNS review, which we will take formal action on immediately, next item on our agenda.

Let me take the step of asking not only if there are comments that other board members want to make, but it's not really standard practice or appropriate, but I'm willing to take extremely brief questions from the audience.

Ray?

RAY PLZAK: Thank you, Steve.

This is not a comment on this report as much as it is a comment coming from the ASO, the other constituency.

When the Board met with the ASO this week and we discussed this particular report with them, they noted that they had no comments on this report. But what they said was is that when this work is completed, they were going to take this report and put it into their policy processes

in the five regional registries so that if those regional registries thought that there was some policy work that needed to be done, it would be done based upon this report.

STEVE CROCKER: Yes. It's, I think, very important to understand that the scope of WHOIS generally is broader and includes more than just the gTLD space as one of the aspects.

Bruce.

All right.

So the ground rules here are questions for clarification as opposed to argumentation or statements.

MARILYN CADE: Thank you, Steve. It's Marilyn Cade, I actually just wanted to ask you, would you just restate, when you said you might -- I sort of thought you said you might be -- I would say sort of moving, different recommendations into buckets and there would be different timing, sort of something like -- Is that what you were saying? That first of all, the Board will decide what's going to go into implementation, and then you may take things in stages?

STEVE CROCKER: We -- We're wrestling, to be quite straightforward and direct about it, we're wrestling with two forces here. One is we want to move forward

with everything that we can, and we want to do it as quickly as possible. We want to be responsive to the recommendations.

That said, as has been described in quite vivid terms this week, this problem, the WHOIS, has been around for a long time and has some very knotty, thorny issues and has affected quite a bit. It has very broad impact across a number of areas.

We want to make sure that we do not lose the opportunity that is in front of us to make the -- whatever changes may be necessary or to set in motion appropriate examinations and planning to make the qualitative changes for this at this point in time.

And so we're trying to balance the obligation to be responsive and to give full weight in respect to the report, which is very much the case; and, on the other hand, to really have a historic moment here. And I think we have the possibility of bringing many members of the community together and restructuring the dialogue a little bit.

So it's that twofold thing. And to put it in the terms that you put it, Marilyn, to -- that may result in selecting some recommendations and moving them forward and extending the time at which we're evaluating and considering the remainder of the recommendations. And I don't have in my head a list of which recommendations fall into which bucket at the moment, and this wouldn't be the right moment to have that discussion.

Bruce.

BRUCE TONKIN:	Thank you, Steve. Now that you've sort of explained the process that we're using, I thought I would just give a bit of an update to the community on current thinking on WHOIS policy recommendation, specifically.

I guess the context that we're looking at in WHOIS is we're reviewing the recommendations, and we're also considering their implementation in the context of a lot of activity actually already underway on aspects of these recommendations.

There are studies underway on various as expects of WHOIS, there's a negotiation underway between the ICANN staff and the registrars with respect to the revised Registrar Accreditation Agreement, and that incorporates various aspects of the WHOIS report. There's technical work underway relating to IDNs and how the internationalization data could be standardized in WHOIS.

So there's a lot of moving parts, I guess.

What we've tried to do, then, is sort of group the topics into three areas. The first area and, in fact, the first priority that's the first recommendation of the WHOIS Review Team report was treating the topic as a strategic priority. And certainly the Board has been considering this in its last few workshops. We spent an hour or so on this on Saturday and another hour yesterday. So certainly our view is that this area does need to be a strategic priority.

We're specifically identifying the different types of WHOIS, so there's gTLD WHOIS, there's ccTLD WHOIS, there's Regional Internet Registry WHOIS. So there's actually a number of types.

The view is that specifically with respect to the gTLD WHOIS, we've taken note of the advice that we've received from the Security and Stability Advisory Committee and we're looking specifically at policy work around the topic of clearly defining a policy that defines the purpose of domain name registration data and how it should be used. So we agree with this report that we need to do some policy work in clearly defining that.

The aim is that we will -- the CEO is planning to put together a team of people that will help work on that, and at the very least produce a straw man proposal that could be used as input into the GNSO policy development process.

A second area is one generally under the topic of communications. A number of the recommendations in the report -- such as outreach, data access, common interface, detailed and comprehensive plans, annual status reports -- fit into the general area of communications, and this is where we recognize that WHOIS is a complex area. We need one place that clearly defines for the community where to get information on IP address registries, where to get information from particular ccTLD WHOISs, where to get information from a thick gTLD WHOIS registry, how to find information from thin gTLD WHOIS registries. So we're actually talking about more than 1,000 WHOIS services just in that description alone.

We need some place that defines where this information is. We need one place where you can submit accuracy reports or at least find out how to submit accuracy reports, and one place that indicates where to provide policy input.

So we need a communications plan that picks up the different recommendations in the SSAC report, but done in a cohesive way rather than in a piecemeal way.

And finally, the other categories around generally the topic of compliance. The current regime requires users that are registering domain names to submit accurate information, and there's a requirement that registrars investigate reports of inaccuracy. And so some of these recommendations are various -- variants of a process to improve that process end to end. And again, that's a topic that the staff will be coming up with a proposal to see how we improve that process.

And I think other aspects there that are in there that -- I think there's a comment about making this a part of the CEO's incentives, or as Fadi mentioned earlier today, he will be setting out for the community what his priorities are, and I certainly expect this will be one of those.

So I just wanted to share generally our current thinking. We are working through these.

We have a deadline to approve the WHOIS -- or approve an action plan by the 11th of November. So certainly in the next few weeks you would expect to see final resolution on this issue.

STEVE CROCKER: Thank you very much, Bruce. Thank you.

All right. So as you can see, we're taking this quite seriously.

The last resolution on this agenda is on security, stability, and resiliency of the DNS. Ram, would you read the resolution?

RAM MOHAN: Sure, Steve.

Whereas on 13 September 2012, the Board thanked the security, stability, and resiliency of the DNS review team for its final report.

Whereas, the Board requested that the President and CEO instruct staff to consider the public comments and community input, assess the recommendations, evaluate the potential implementation paths for each recommendation, and provide the Board with guidance and advice on the final report, including, where appropriate, potential implementation plans and budgets, by the ICANN Toronto meeting.

Whereas, staff has provided an initial implementation plan, finding that the 28 recommendations in the final report are feasible and implementable.

Resolved, the Board accepts the final report of the security, stability, and resiliency of the DNS review team and instructs the President and CEO to proceed with implementation of the 28 recommendations.

STEVE CROCKER: Thank you very much.

I believe we node to ask for somebody to move this. Sebastien. Thank you.

And second? Ray.

You're very fast there, Ray. That's good.

RAY PLZAK: I don't want to stand between you and the alcohol.

STEVE CROCKER: Absolutely.

[Laughter]

It's been moved and seconded. Is there any discussion?

All in favor.

Any opposed?

Any abstentions?

It's been passed unanimously, which is excellent.

And that brings this session of the Board to a close.

Fadi, I understand you have to leave? And so thank you.

We will immediately reconstitute ourselves in the second session, and I'll note for the record that Fadi will not be with us.

Taking care of business.

FADI CHEHADE: Yes.

STEVE CROCKER: Thank you.

So I note that Ramaraj and Thomas Roessler have stepped down.

Don't go far.

Olga, would you join us?

[Applause]

We will immediately reconstitute ourselves in the second session, and I'll note for the record that Fadi will not be with us.

Taking care of business.

FADI CHEHADE: Yes.

STEVE CROCKER: Thank you.

So I note that Ramaraj and Thomas Roessler have stepped down.

Don't go far.

Olga, would you join us?

[Applause]

We are in that exquisitely uncomfortable state of having no structure to ourselves.

FADI CHEHADE: I was sent back.

STEVE CROCKER: You were sent back.

So this is the initial meeting of the new Board. We are without officers at all. I'll ask Bruce to take over the proceedings on behalf of us as a disorganized group and help us through the bootstrap process.

BRUCE TONKIN: Thank you, Steve.

The first item is the election of the Board chair for the coming year.

The Board Governance Committee has recommended to the Board appointing Steve Crocker, and so I'll just read the resolution that it's resolved Steve Crocker is elected as chair of the Board. And I can ask for a seconder for that motion.

I have Cherine.

I think we could probably pass this motion by acclamation.

[Applause]

STEVE CROCKER: Back in charge again. Thank you. Thank you. Just on a personal note, it's -- everybody here works real hard and the business of chairing is pleasurable in many respects, arduous in some respects and fulfilling in the sense of being of service, first and foremost, to my colleagues on the board and then more generally, of course, to ICANN and to the community. The amount of teamwork that's permeated and been infused throughout this board for my entire tenure has been extremely rewarding. This is a first-class operation and just one that we feel fulfilled about and that you should feel proud of.

Next order of business is the election of the board vice chairman. And I will do this myself, if I can flip pages fast enough. Oh, there's -- I see, it is quick and right to the point.

Resolved -- so this again comes out of the Board Governance Committee slate: Resolved, Bruce Tonkin is elected as vice chairman of the board.

Do I have a second? Sebastien. And any discussion? All those in favor?

[Applause]

We simply won't tolerate any objections or abstentions.

Let me ask Bruce for you to take over the next one, the appointment of board membership committees. This comes out of your fine work on the Board Governance Committee.

BRUCE TONKIN: The Board Governance Committee has recommended to the board the following appointments as members of board committees. So it is

Resolved, membership of the following board committees is established as follows.

Let's see. These are in alphabetical order. Starting with the Audit Committee, Erika Mann as chair, Bill Graham, Olga Madruga-Forti, Gonzalo Navarro and Judith Vazquez.

For compensation, George Sadowsky as chair, Steve Crocker, Ray Plzak and Bruce Tonkin.

Executive committee, Steve Crocker as chair, Fadi Chehade, Cherine Chalaby and Bruce Tonkin.

Finance, Cherine Chalaby as chair, Sebastien Bachollet, Chris Disspain, George Sadowsky.

Governance, Bruce Tonkin as chair, Cherine Chalaby, Chris Disspain, Bertrand de La Chapelle, Ram Mohan, Ray Plzak and Mike Silber.

Global Relationships, Bill Graham as chair, Gonzalo Navarro, Bertrand de La Chapelle, Olga Madruga-Forti, Erika Mann, George Sadowsky, Kuo-Wei Wu.

IANA, Kuo-Wei Wu as chair, Bill Graham, Mike Silber, Thomas Narten, Suzanne Woolf.

The New gTLD Program Committee, Cherine Chalaby as chair, Fadi Chehade, Chris Disspain, Bill Graham, Olga Madruga-Forti, Erika Mann, Thomas Narten, Gonzalo Navarro, Ray Plzak, George Sadowsky, Mike Silber, Francisco Da Silva, Judith Vazquez and Kuo-Wei Wu.

Public participation, Sebastien Bachollet as chair, Chris Disspain, Thomas Narten, Kuo-Wei Wu.

Risk, Mike Silber as chair, Steve Crocker, Ram Mohan, Thomas Narten, Gonzalo Navarro, Judith Vazquez, and Suzanne Woolf. Structural improvements, Ray Plzak as chair, Sebastien Bachollet, Bertrand de La Chapelle, Francisco Da Silva, and Judith Vazquez.

Do I have a -- Sorry. Let Steve ask for a seconder for that motion.

STEVE CROCKER: Second? Yes, Ray. Thank you.

Any discussion?

Call for the vote. All those in favor? Thank you.

Any objections -- any nays? Any abstentions? Thank you.

The motion carries. This puts in place the committee structure where an awful lot of the actual work of the board is carried out and you get regular reports of all this.

Next agenda item is confirmation of the officers of ICANN. This is in combination with both the bylaws and specific resolutions that have been passed in the past of identification of specific people in the management structure.

Judith, may I ask you to read this?

JUDITH VAZQUEZ: Confirmation of officers of ICANN. Resolved, Fadi Chehade is elected as President and Chief Executive Officer.

Resolved, Akram Atallah is elected as Chief Operating Officer.

Resolved, John Jeffrey is elected as General Counsel and Secretary.

Resolved, Kurt Pritz is elected as Chief Strategy Officer.

Resolved, Xavier Calvez is elected as Chief Financial Officer.

STEVE CROCKER: Thank you. Is there a second? Kuo.

Any discussion? All those in favor? Thank you.

Any negatives? Any nays?

Any abstentions?

So, thank you. Fadi abstains. Do you want to make a statement?

FADI CHEHADE: It sounds circular, so I will just pass on this.

STEVE CROCKER: Fair enough.

So the motion passes, and we have confirmed the officers of the corporation.

We are now fully up and running as a business again.

We now have a series of thank yous. We have a number of people who are departing community volunteers, although maybe we'll use another term next time.

Chris, can I ask you to read the departing community volunteers?

CHRIS DISSPAIN: Thank you, Steve.

Whereas, ICANN wishes to acknowledge the considerable energy and skills that members of the stakeholder community bring to the ICANN process.

Whereas, in recognition of these contributions, ICANN wishes to acknowledge and thank members of the community when their terms of service on supporting organizations and advisory committees end.

A, At-Large community.

Whereas, the following members of the At-Large are leaving their positions when their terms end: North American Regional At-Large Organization council chair, Beau Brendler. Asian Australian Pacific Islands Regional At-at-large Organizational Council, chair Charles Mok, vice chair Holly Raiche.

At-Large Advisory Committee, member Ganesh Kumar, Edmon Chung, Sergio Salinas Porto have earned the deep appreciation of the board for their terms of service and the board wishes them well in their future endeavors.

Do you want me to do all of them, Steve, or do you want to go through each resolution?   Steve, do you want me to do each resolution separately or read them all of them.

STEVE CROCKER: Yeah, read them all.

CHRIS DISSPAIN: B, the ccNSO council members. Whereas the following members of the Country Code Names Supporting Organization Council are leaving their positions when their terms end: Juhani Juselius, Becky Burr.

Resolved, Juhani Juselius and Becky Burr have earned the deep appreciation of the board for their terms of service and the board wishes them well in their future endeavors.

C, GNSO community members.

Whereas, the following members of the Generic Names Supporting Organization community will be leaving their positions when their terms end.

Generic Names Supporting Organization council chair, Stephane van Gelder. Representative appointed by NomCom, Carlos Dionisio Aguirre. Intellectual property constituency representative, David Taylor. NCSG Executive Committee and GNSO Council representatives, Rafik Dammak, William Drake, Mary Wong.

The gTLD registries stakeholder group chair and GNSO Council representative, David Maher.   And the Noncommercial Users

Constituency interim chair and the GNSO Council representative, David Cake.

Resolved, Stephane van Gelder, Carlos Dionisio Aguirre, David Taylor, Rafik Dammak, William Drake, Mary Wong, David Maher and David Cake have earned the deep appreciation of the board for their terms of service and the board wishes them well this their future endeavors.

STEVE CROCKER: Thank you. Is there a second? George. Thank you very much.

Any discussion? Bruce.

BRUCE TONKIN: Thank you, Steve. I can't resist just a special thanks because it is not every day we have a chair of an organization stepping down. I just want to offer a little special thanks there for Stephane van Gelder for chairing the GNSO. I know that's a huge amount of work. There's more activity in that council than anywhere else in ICANN. So I just wanted to single him out, and I'm in support of the motion.

STEVE CROCKER: Yes, indeed. Thank you.

[Applause]

Any further discussion? Thank you. All those in favor? Any opposed? Any abstentions? Thank you.

A personal thanks from me. This is a huge amount of work.

We have two thank yous for departing board members coming. But before we do that, I want to recognize the arrival of two people: Olga Madruga-Forti. I hope I haven't mangled your name too badly.

Welcome. I'm very pleased to see that after we've exposed you to a full-scale retreat and workshop sessions in Los Angeles and another week here you're still here. Welcome. And you will be fully engaged.

Francisco Da Silva is going to fill the TLG seat, Technical Liaison Group, liaison seat. That's a rotating seat. He is unable to join us at this -- in Toronto. But we've had the pleasure of working with him before, and it will be a delight to have him back.

So welcome to both and we continue.

I want to now move to very warm thank yous to Thomas Roessler and Ramaraj.

Thomas Roessler. Whereas, Thomas Roessler was appointed to serve as TLG liaison on the ICANN board in September 2011. Whereas, Thomas previously served as the TLG liaison from 2008-2009.

Whereas, Thomas concludes his term as the TLG liaison to the ICANN board on 18 October 2012.

Whereas, Thomas has served as a member of the Structural Improvements Committee, a member of the New gTLD Program Committee a stalwart member of the board in all other respects. Resolved, Thomas Roessler has earned the deep appreciation of the

board for his term of service, and the board wishes him well in his future endeavors.

I think this one is for affirmation by clapping here.

[Applause]

If you would join me for a minute.

THOMAS ROESSLER: Just thanks a lot. It has been an intense and exciting year. I think the organization looks very differently at the end of this year than it looked at the beginning, and that's a great thing. It's been wonderful to have been part of that. Great collaboration, great collegiality. Thanks a lot. That's all.

[Applause]

STEVE CROCKER: The next resolution is a thank you to Ramaraj. Whereas, Ramaraj was appointed to the ICANN board by the Nominating Committee in October 2006.

And Whereas, Ramaraj was appointed by the Nominating Committee to a second term in the ICANN board in October 2009. And Whereas, Ramaraj concludes his term on the ICANN board on 18 October 2012.

Whereas, Ramaraj has served as a member of the Board Governance Committee, member and chair of the Compensation Committee, member of the Executive Committee, chair of the Finance Committee, a

member of the New gTLD Program Committee, member of the board review working group, member of the CEO search committee 2009, member of the CEO search committee 2012.

Resolved, Ramaraj has earned the deep appreciation of the board for his term of service, and the board wishes him well in his future endeavors.

[Applause]

I have commented more than once on Ramaraj's contributions. He's been a source of knowledge, a source of expertise, a very delicate but pointed councillor giving the right amount of advice at the right time. I consider him a personal friend and mentor, and it's been just an extraordinary pleasure to be in his company.

RAMARAJ: Steve, if I know you were going to say all these nice things, I would have got my wife to this meeting.

[Laughter]

I've been on some of the committees, search committees. This is my third chairman, third CEO. So welcome, Fadi.

And I have tried to contribute by working on committees, finance and all those that you saw.

It was fun working on finance, especially with my business background. It is good to work with the staff and come up with things like budget

improvement and reporting and dashboard. But if you think that I'm going to miss all the ICANN activity, I must tell you, honestly, not really.

I come between L.A. when it is convenient time and Bruce in Melbourne, so it is usually 3:00 a.m. for me, right in the middle in India. But I'm going to miss the good friends I have in the community and on the board. And thank you all for making me a member of this wonderful community. And, guys, have fun. Thank you.

[Applause]

STEVE CROCKER: Thank you. And let me know when I can say these things to your wife as well. Be happy to.

All right. Moving on, the next is the thanks to the 2012 Nominating Committee. I'll ask Bruce to read that.

BRUCE TONKIN: Thank you, Steve. This resolution is to thank the 2012 Nominating Committee which completed its work this week.

Whereas, on the 8th of August, 2011, ICANN appointed Vanda Scartezini as chair of the Nominating Committee and Rob Hall as the chair-elect of the Nominating Committee.

Whereas, the 2012 Nominating Committee consisted of delegates from each of ICANN's constituencies and advisory bodies.

Resolved, the board expresses its deep appreciation to Vanda Scartezini, Rob Hall and all the members of the 2012 Nominating Committee for their dedication, hard work and successful efforts.

STEVE CROCKER: Thank you. Second? George. Appreciate it. Any discussion? Let's just have affirmation by clapping here.

[Applause]

Next comes the thanks to the sponsors. I'm going to read this myself. The board wishes to thank the following sponsors: Verisign, Inc.; Canadian Internet Registration Authority (CIRA), Afilias Limited; .ORG, The Public Interest Registry, Neustar; China Organizational Name Administration Center; China Internet Network Information Center; Beanfield Metroconnect; Iron Mountain; UniForum SA dba the .ZA Central Registry; InterNetX; community.asia; SX Registry; PointQuebec Inc.; PDR Solutions FZC; AFNIC; HiChinda Zhicheng Technology Limited; eNom.com; Donuts Inc.; CentralNic; Ascio; ARI Registry Services, Corp.; ICANNWiki; and our local sponsors, Dial Telecom.

Thank you one and all. Do I have a second? Bill, thank you.

And, again, let me just ask for affirmation by clapping.

[Applause]

Next comes the scribes, interpreters, staff, event and hotel teams of Toronto meeting. And, again, I will read those. The board expressions its appreciation to the scribes, interpreters, technical teams and the

TORONTO

entire ICANN staff for their efforts in facilitating the smooth operation of the meeting. The board would also like to thank the management and staff of the Westin Harbour Castle Toronto for the wonderful facility to hold this event. Special thanks are given to Dwayne Penney, convention and catering services manager.

Sebastien, second. Thank you.

Again, let me just ask for affirmation by clapping.

And, Bill, if you would take the last one, the local hosts of the Toronto meeting.

BILL GRAHAM: I would be pleased to, Steve.

The board wishes to ebbs tend its thanks to the local host organizer, Canadian Internet Registration Authority, Dot CA Registry, for their support. Special thanks are given to Byron Holland, President and CEO, Paul Anderson, chair of the board of directors, Julie Lepine, communications manager and the entire Canadian Internet Registration Authority staff.

The board extends thanks to the honorable Tony Clement, President of the treasury board and minister for the Federal Economic Development Initiative for Northern Ontario, FedNor, for his support and participation during the meeting.

An additional paragraph, the board also extends thanks to Industry Canada for organizing the successful high-level meeting on Monday,

special thanks are given to Marta Morgan, associate deputy minister, Industry Canada, and her staff as well as the Governmental Advisory Committee chair, Heather Dryden.

STEVE CROCKER: Thank you very much. I'm glad that paragraph was in there. I was about to invent it myself on the spot. It is absolutely appropriate.

And I just wanted to add a personal comment that it's been a pleasure -- my pleasure to work with these organizations and with the individuals. I don't think we could ask for more.

Any other comments? Second? Gonzalo, thank you.

Affirmation here.

[Applause]

Heather, I bet you are relieved now that it's all over.

This brings to an end the formal program of ICANN 45 in Toronto and the end of this board meeting.

The fun starts immediately down stairs in Frontenac. It would be my pleasure to buy drinks for everybody. Thank you.

[Applause]

(Meeting adjourned.)