

COMMENTS OF REGISTRIES STAKEHOLDER GROUP
On Revisions to Conflicts of Interest Policy and Bylaws to Allow Board to Consider
Compensation for Director Services

Date: October 2, 2011

Issue Document URL: <http://www.icann.org/en/public-comment/bylaws-amend-vi-coi-policy-01sep11-en.htm>

This statement on the issue noted above is submitted on behalf of the gTLD Registries Stakeholder Group (RySG). The statement that follows represents a consensus position of the RySG as further detailed at the end of the document. The RySG statement was arrived at through a combination of RySG email list discussion and RySG meetings (including teleconference meetings).

In the Request for Public Comment on the Proposed Recommendations of the Accountability and Transparency Review Team (ATRT), the team recommended that ICANN:

“5. Follow the recommendations of the Boston Consulting Group and expeditiously implement the compensation scheme for Board Directors.”¹

The Final Recommendations of the ATRT support this as follows:

“Compensation of directors is an issue closely associated with the theme of developing the ICANN Boards’ experience and collective skill-set and has been the subject of independent review, Board Governance Committee discussion and ongoing Board consideration. To date, only compensation for the Board Chair has been decided. In order to help guide and structure the future process for improving the Board’s operations, it is critical that the matter of remuneration be resolved promptly.”²

The RySG supports the recommendations of the ATRT for compensation of all ICANN Board Directors and believes that the rationale expressed in Recommendation 5 is an important factor in developing the effectiveness of the Board.

¹ <http://www.icann.org/en/reviews/affirmation/atrt-proposed-recommendations-20oct10-en.pdf> , page 2

² <http://www.icann.org/en/reviews/affirmation/atrt-final-recommendations-31dec10-en.pdf> , p. 19.

In order to implement this recommendation, RySG supports revision of the Conflicts of Interest Policy in order to allow the Board to consider compensation-related issues, and revision of the Bylaws in order to allow Directors to receive compensation if recommended.

RySG Level of Support

1. Level of Support of Active Members: Supermajority

1.1. # of Members in Favor: 11

1.2. # of Members Opposed: 0

1.3. # of Members that Abstained: 0

1.4. # of Members that did not vote: 3

2. Minority Position(s): N/A

General RySG Information

- Total # of eligible RySG Members³: 15
- Total # of RySG Members: 14
- Total # of Active RySG Members⁴: 14
- Minimum requirement for supermajority of Active Members: 10
- Minimum requirement for majority of Active Members: 8
- # of Members that participated in this process: 14
- Names of Members that participated in this process: 14
 1. Afiliias (.info & .mobi)
 2. DotAsia Organisation (.asia)
 3. DotCooperation (.coop)
 4. Employ Media (.jobs)

³ All top-level domain sponsors or registry operators that have agreements with ICANN to provide Registry Services in support of one or more gTLDs are eligible for membership upon the “effective date” set forth in the operator’s or sponsor’s agreement (RySG Charter, Article II, RySG Membership, Sec. A). The RySG Charter can be found at

http://www.gtldregistries.org/sites/gtldregistries.org/files/Charter_for_RySG_6_July_2011_FINAL.pdf

⁴ Per the RySG Charter, Article II, RySG Membership, Sec.D: Members shall be classified as “Active” or “Inactive”. An active member must meet eligibility requirements, must be current on dues, and must be a regular participant in RySG activities. A member shall be classified as Active unless it is classified as Inactive pursuant to the provisions of this paragraph. Members become Inactive by failing to participate in three consecutively scheduled RySG meetings or voting processes or both. An Inactive member shall continue to have membership rights and duties except being counted as present or absent in the determination of a quorum. An Inactive member immediately resumes Active status at any time by participating in a RySG meeting or by voting.

5. Fundació puntCAT (.cat)
 6. ICM, Inc. (.xxx)
 7. Museum Domain Management Association – MuseDoma (.museum)
 8. NeuStar (.biz)
 9. Public Interest Registry - PIR (.org)
 10. RegistryPro (.pro)
 11. Societe Internationale de Telecommunication Aeronautiques – SITA (.aero)
 12. Telnic (.tel)
 13. Tralliance Registry Management Company (TRMC) (.travel)
 14. VeriSign (.com, .name, & .net)
- Names & email addresses for points of contact
 - Chair: David Maher, dmaher@pir.org
 - Vice Chair: Keith Drazek, kdrazek@verisign.com
 - Secretariat: Cherie Stubbs, Cherstubbs@aol.com
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