

Internet Corporation for Assigned Names and Numbers

Board of Directors' Code of Conduct

(Adopted on _____, 2012)

The Board of Directors (the "Board") of the Internet Corporation for Assigned Names and Numbers ("ICANN") has adopted the following Code of Conduct ("Code") for its [voting directors \("Directors"\) and non-voting liaisons \("Liaisons", collectively with the Directors, the "Board membersMembers"\)](#). This Code is intended to focus Board [membersMembers](#) on areas of ethical risk, provide guidance to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, foster a culture of honesty and accountability, deter wrongdoing and promote fair and accurate disclosure and financial reporting. The Code is not intended to override any applicable laws or any obligations pursuant to ~~ICANN~~[ICANN's Bylaws, Conflicts of Interest Policy, Governance Guidelines or any other applicable policies](#).

No code can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles and not absolute directives. Generally, however, the goal is to ensure that ICANN Board [membersMembers](#) strive to foster ICANN's Mission and Core Values in an ethical manner. ICANN Mission and Core Values set forth below can also be found in Article I of ICANN's Bylaws at <http://www.icann.org/general/bylaws.htm#I>.

MISSION

ICANN's mission is to coordinate, at the overall level, the global Internet's systems of unique identifiers, and in particular to ensure the stable and secure operation of the Internet's unique identifier systems. Specifically, ICANN:

1. Coordinates the allocation and assignment of the three sets of unique identifiers for the Internet, which are
 - a. Domain names (forming a system referred to as "DNS");
 - b. Internet protocol ("IP") addresses and autonomous system ("AS") numbers; and
 - c. Protocol port and parameter numbers.
2. Coordinates the operation and evolution of the DNS root name server system.
3. Coordinates policy development reasonably and appropriately related to these technical functions.

CORE VALUES

In performing its mission, the following core values should guide the decisions and actions of ICANN:

1. Preserving and enhancing the operational stability, reliability, security, and global interoperability of the Internet.
2. Respecting the creativity, innovation, and flow of information made possible by the Internet by limiting ICANN's activities to those matters within ICANN's mission requiring or significantly benefiting from global coordination.
3. To the extent feasible and appropriate, delegating coordination functions to or recognizing the policy role of other responsible entities that reflect the interests of affected parties.
4. Seeking and supporting broad, informed participation reflecting the functional, geographic, and cultural diversity of the Internet at all levels of policy development and decision-making.
5. Where feasible and appropriate, depending on market mechanisms to promote and sustain a competitive environment.
6. Introducing and promoting competition in the registration of domain names where practicable and beneficial in the public interest.
7. Employing open and transparent policy development mechanisms that (i) promote well-informed decisions based on expert advice, and (ii) ensure that those entities most affected can assist in the policy development process.
8. Making decisions by applying documented policies neutrally and objectively, with integrity and fairness.
9. Acting with a speed that is responsive to the needs of the Internet while, as part of the decision-making process, obtaining informed input from those entities most affected.
10. Remaining accountable to the Internet community through mechanisms that enhance ICANN's effectiveness.
11. While remaining rooted in the private sector, recognizing that governments and public authorities are responsible for public policy and duly taking into account governments' or public authorities' recommendations.

These core values are deliberately expressed in very general terms, so that they may provide useful and relevant guidance in the broadest possible range of circumstances. Because they are not narrowly prescriptive, the specific way in which they

apply, individually and collectively, to each new situation will necessarily depend on many factors that cannot be fully anticipated or enumerated; and because they are statements of principle rather than practice, situations will inevitably arise in which perfect fidelity to all eleven core values simultaneously is not possible. Any ICANN body making a recommendation or decision shall exercise its judgment to determine which core values are most relevant and how they apply to the specific circumstances of the case at hand, and to determine, if necessary, an appropriate and defensible balance among competing values.

CODE OF CONDUCT

A. General Statement of Expectation

Each ~~Director and Liaison~~ (“Board ~~member~~”) Member is expected to adhere to a high standard of ethical conduct and to act in accordance with ICANN’s Mission and Core Values. The good name of ICANN depends upon the way Board ~~members and staff~~ ~~members~~ Members conduct business and the way the public perceives that conduct. Unethical actions, or the appearance of unethical actions, are not acceptable. Board ~~members~~ Members are to be guided by the following principles in carrying out their responsibilities. Note, however, that this Code summarizes such principles and nothing in this Code should be considered as limiting duties, obligations or legal requirements with which the Board ~~members~~ Members must comply.

Loyalty. Board ~~members~~ Members should not be, or appear to be, subject to influences, interests or relationships that conflict with the interests of ICANN. Board ~~members~~ Members shall act so as ~~to~~ protect ICANN’s interests and those of its employees, assets and legal rights, and Board ~~members~~ Members shall serve the interests of ICANN over those of any other person or group or constituency of ICANN.

Care. Board ~~members~~ Members shall apply themselves with seriousness and diligence to participating in the affairs of the Board and its committees and shall act prudently in exercising management oversight of ICANN, and shall be attentive to legal ramifications of his or her and the Board’s actions. Board Members are expected to be familiar with ICANN’s business and the environment in which the company operates, and understand ICANN’s principal business plans, policies, strategies and core values.

Inquiry. Board ~~members~~ Members shall take such steps as are necessary to be sufficiently informed to make decisions on behalf of ICANN and to participate in an informed manner in the Board’s activities. Board Members are expected to attend all meetings of the Board, except if unusual circumstances make attendance impractical.

Prudent Investment. Board ~~members~~ Members shall avoid speculation with ICANN’s assets by giving primary consideration to the probable income and probable safety of ICANN’s capital assets and the relation between ICANN’s assets and its present and future needs.

Compliance with Laws, Rules and Regulations. Board ~~members~~Members shall comply with all laws, rules and regulations applicable to ICANN.

Observance of Ethical Standards. Board ~~members~~Members must adhere to ~~high the~~highest of ethical standards in the conduct of their duties. These include honesty ~~and~~, fairness ~~and integrity~~.

B. Integrity of Records and Public Reporting

Board ~~members~~Members should promote the accurate and reliable preparation and maintenance of ICANN's financial and other records. Diligence in accurately preparing and maintaining ICANN's records allows ICANN to fulfill its reporting obligations and to provide stakeholders, governmental authorities and the general public with full, fair, accurate, timely, understandable, open and transparent disclosure.

C. Conflicts of Interest

Board ~~members should~~Members must act in accordance with the Conflicts of Interest ~~policy~~Policy adopted by the ICANN Board, and as amended from time to time.

D. Corporate Opportunities

Board ~~members~~Members are prohibited from: (a) taking for themselves personally opportunities related to ICANN's business; (b) using ICANN's property, information, or position for personal gain; or (c) competing with ICANN for business opportunities. Board Members shall exercise judgment to avoid the appearance of improper influence when offered opportunities, gifts or entertainment.

E. Confidentiality

Board ~~members~~Members should maintain the confidentiality of information entrusted to them by ICANN and any other confidential information about ICANN, its business, customers or suppliers, which comes to them, from whatever source, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information relating to ICANN, its business, customers or suppliers.

Process surrounding maintenance of confidential information can be found in the Board Governance Committee Code of Conduct Guidelines developed and amended from time to time, as the Board deems appropriate.

F. Board Interaction with Internet Community and Media:

~~4-~~ The Board recognizes that members of the Internet community, ICANN constituency groups and the public at large have significant interests in ICANN's actions and governance and therefore the Board seeks to ensure appropriate communication, subject to concerns about confidentiality.

~~2-~~ The Board notes that the President speaks for ICANN, consistent with applicable policy.

~~3.~~ If comments from the Board to the Internet Community and/or Media on behalf of ICANN are appropriate, they should be reviewed and discussed by the Board in advance, and, in most circumstances, come from the Chair of the Board.

G. Enforcement

Board Members will discuss with the Chair of the Board Governance Committee any questions or issues that may arise concerning compliance with this Code. Breaches of this Code, whether intentional or unintentional, shall be reviewed by ~~such Committee as designated by~~ the Board, ~~which may~~ Governance Committee (excluding any Board Members whose breaches are under review), which, if necessary, shall make recommendations to the full Board for corrective action, ~~if deemed necessary.~~ Review. To the extent appropriate, review of breaches of this Code shall be in accordance with the Board Governance Committee Code of Conduct Guidelines developed and amended from time to time, as the Board deems appropriate. Serious breaches of ~~the~~this Code may be cause for dismissal of the ~~person or persons~~Board Member committing the infraction in accordance with ICANN's Bylaws and applicable law.

H. Affirmation

All Board ~~members~~Members shall read this Code at least annually, and shall certify in writing that they have done so and that they understand the Code.

I. Review ~~and/or Sunset~~

This Code will be reviewed annually by ~~such Committee as designated by~~ the Board, Governance Committee, which shall make recommendations to the full Board regarding changes to or rescinding of the Code.