

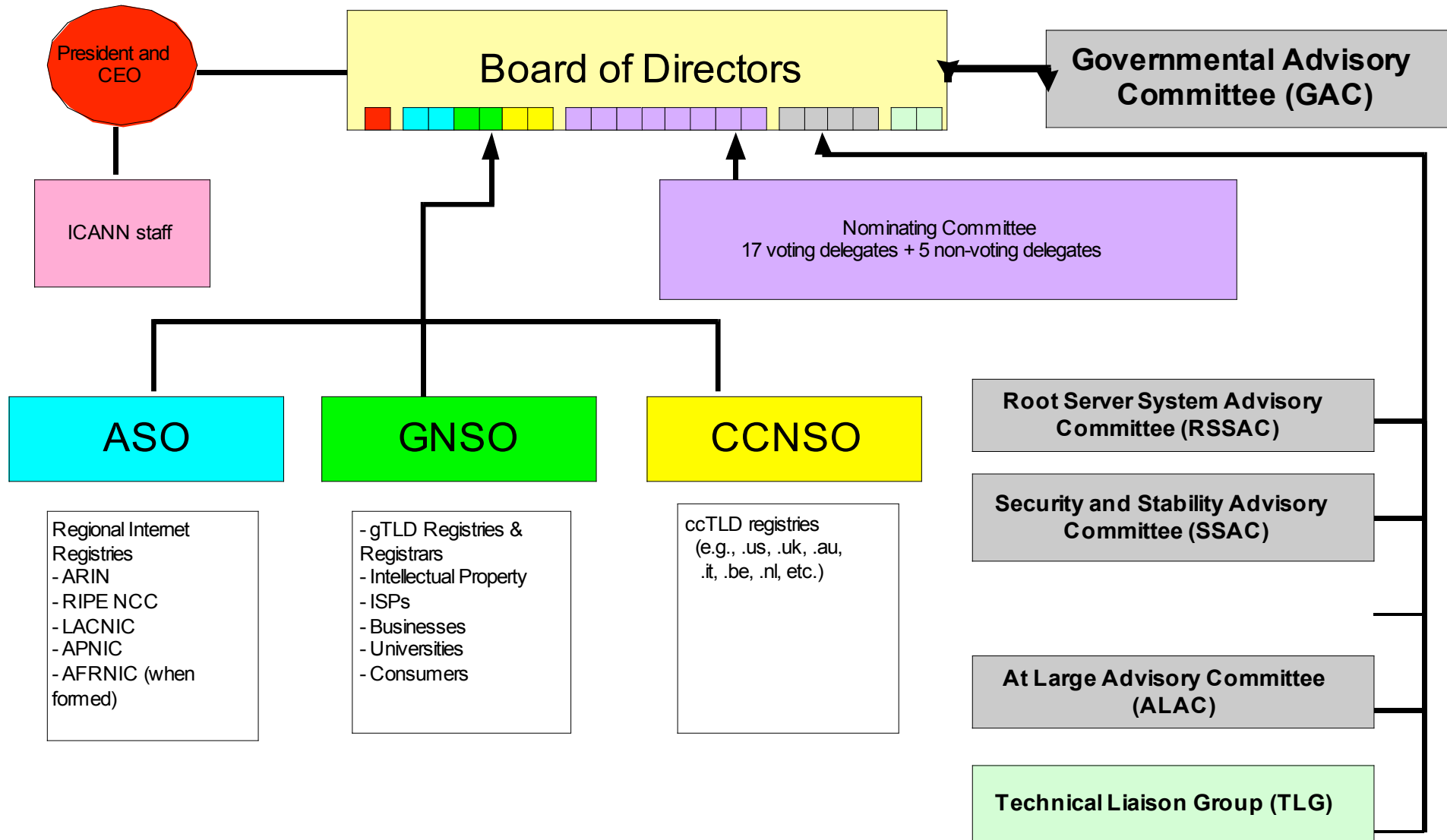
ICANN's Office of the General Counsel

Presented by
John Jeffrey
General Counsel & Secretary

ICANN Legal Department

- John Jeffrey – General Counsel & Secretary
- Daniel Halloran – Deputy General Counsel
- Amy Stathos – Deputy General Counsel
- Samantha Eisner – Senior Counsel
- Diane Schroeder – Director of Board Support
- Robby Markowicz – Executive Assistant
- Two open positions in Brussels and Sydney Office

ICANN Structure



Board Fiduciary Duties

This legal standard for Director's is generally understood to embrace four duties, which directors owe to the organization and its constituencies: (a) a duty of care; (b) a duty of inquiry; (c) a duty of loyalty; and, (d) a duty of prudent investment.

Also, Director's have an affirmative personal obligation to avoid conflicts of interest.

Duty of Care

- The duty of care is best expressed in terms of the seriousness, which each Director brings to his or her responsibilities such as gaining and maintaining familiarity with the business objectives of the organization as well as important business considerations and industry information relevant to the organization's activities, and serving on the same basis on committees to which the Director may be appointed.

Duty of Inquiry

- The duty of inquiry generally requires that a Director take such steps as are necessary to be sufficiently informed to make decisions on behalf of the organization and participate in the Board of Directors' activities.

Duty of Loyalty

- The duty of loyalty generally involves the protection of the organization's interests in its business, properties, assets, employees and legal rights, avoidance of conflicts of interest or self-dealing on the part of Directors, and serving the interests of the organization and not the interests of any other person or group, including a constituency of the organization which caused the Director to be selected.

Duty of Prudent Investment

- Directors of a nonprofit corporation are required, in the management of the organization's investments, to avoid speculation and to comply with any applicable standards in the organization's Articles, Bylaws or the terms of any gift or grant of funds to the organization.

Conflicts of Interest

- The ICANN Bylaws require that ICANN have a conflicts of interest policy applicable to the Board of Directors. The basic elements of that policy are set forth in the Bylaws, and have been elaborated in the Conflicts of Interest Policy.

The Conflicts Policy is on the ICANN website at <http://www.icann.org/committees/coi/coi-policy-04mar99.htm>