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Sent: Thu 1/8/2009 12:30 PM
Subject: Comments of COA and Internet Committee of INTA

The Coalition for Online Accountability (COA), and the Internet Committee of the International Trademark Association (INTA), jointly submit these comments regarding proposed by-laws changes that eliminate the ICANN Board's Conflicts of Interest Committee and transfer that committee's responsibilities to the Board Governance Committee. See <http://www.icann.org/en/announcements/announcement-09dec08-en.htm>.

INTA is a 130 year-old worldwide not-for-profit membership association of more than 5,800 organizations, from more than 190 countries, dedicated to the support and advancement of trademarks and related intellectual property as elements of fair and effective national and international commerce. INTA has served as a leading voice for trademark owners in the development of cyberspace, including as a founding member of the GNSO Intellectual Property Constituency (IPC) of ICANN. COA consists of nine leading copyright industry companies, trade associations and member organizations of copyright owners. These are the American Society of Composers, Authors and Publishers (ASCAP); the Business Software Alliance (BSA); Broadcast Music, Inc. (BMI); the Entertainment Software Association (ESA); the Motion Picture Association of America (MPAA); the Recording Industry Association of America (RIAA); the Software and Information Industry Association (SIIA); Time Warner Inc.; and the Walt Disney Company. COA is a member of the Intellectual Property Constituency of ICANN's Generic Names Supporting Organization (GNSO). COA and its participants have engaged actively in many aspects of ICANN's work since the inception of the organization.

On October 1, 2008, the Board directed the Conflicts of Interest (COI) Committee to "review and consider public comments ... in reviewing possible changes to the COI policy." Resolution 2008.10.01.03. This action was taken in response to concerns expressed by COA and INTA that the existing ICANN conflicts policy, now nearly a decade old, was in need of review, and that this should be a top priority for the ICANN Board in its corporate governance activity. See <http://forum.icann.org/lists/bcoc/msg00002.html>; and <http://forum.icann.org/lists/bcoc/msg00003.html>; see also <http://www.icann.org/en/minutes/minutes-01oct08.htm> (preamble to Resolution 2008.10.01.02 stating that "the Board Governance Committee has found merit in comments submitted" by COA and INTA). However, COA and INTA are not aware that the COI committee has yet taken up this task.

Now the Board proposes to abolish the committee which it recently directed to "review possible changes to the COI policy." COA and INTA take no position on the merits of the reorganization of Board committees proposed in the December 9 announcement. However, we are concerned that review of the COI policy be accorded a top priority among the Board's corporate governance tasks, whether that review is undertaken by the COI committee (in accordance with the Board's October resolution) or by the Board Governance Committee (if the COI committee is abolished). We urge the Board to report to the community on the status of this review, including when public comments on any proposed changes will be solicited, and to dispel any impression that the review may be delayed by the reorganization of Board committees.

Thank you for considering our views.

Respectfully submitted,
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