

**RIR Governance Document Version 2:
Summary of Differences and Rationale for Changes
("Summary")**

On 14 April 2025, we, the NRO NC, published a first draft of the new RIR Governance Document (the "Document"). A community consultation and ICANN Public Comment process was held from 14 April 2025 until 27 May 2025, during which many members of the Internet community provided valuable feedback on the draft. We then carefully reviewed all community feedback and used that feedback to inform our drafting of a second version of the Document, which we published on 28 August 2025 as part of a second consultation and ICANN Public Comment process.

This Summary explains the major differences between the two versions. It also explains why certain suggestions, while thoughtful and interesting, did not make their way into the second draft. We would like to thank everyone who took the time to review the first draft and provide input.

Sincerely,

The NRO NC

Changes and Rationales

Preamble

Feedback: We received feedback that the preamble should be expanded to provide more context for the Document and to set forth the overarching goals of the Document.

Changes: We revised the Document to briefly describe the nature of the global Internet numbers registry system and to set forth several high-level goals of the Document.

Relevant Sections: Preamble

Implementation Procedures

Feedback: We received feedback that the Document should provide more detailed procedures around various provisions - for example, how audits will proceed, what qualifies as "good corporate governance procedures," or how data sharing between RIRs should be handled.

Response: We did not think it appropriate to try to develop detailed procedures and parameters for every provision in the Document. Rather, for some parts of the Document, the obligation is stated in a general manner, and it will be necessary for the RIRs to jointly come up with more detailed procedures. However, when we communicated that fact to the community in various meetings and discussions, some members of the community suggested that the Document should at least note that the RIRs will create such procedures.

Changes: We added a new section that explains that the RIRs and ICANN may jointly develop specific procedures to implement the Document (“Implementation Procedures”). And to address any potential concerns that the Implementation Procedures, which will not be subject to the same drafting and consultation process as the Document, could be used to override the Document, we clarified that the Implementation Procedures cannot contradict or override any terms of the Document.

Relevant Section: 1.3

Recognition (Approval Threshold)

Background: The first version of the Document required all existing RIRs to recommend in favor of recognizing a candidate RIR in order for the proposal for recognition to proceed to ICANN for final approval or rejection.

Feedback: A number of commenters criticized the requirement for unanimity among the existing RIRs, expressing concern that a single RIR could withhold its recommendation for inadequate or illegitimate reasons.

Response: We discussed and considered at length whether to require a lower approval threshold for recognition. But the issue we kept returning to was that once an entity becomes an RIR, the stability and smooth functioning of the Internet numbers registry system requires each RIR to closely collaborate with all other RIRs, essentially entering into business relationships with each. And it is conceivable that an existing RIR might need to object to recognizing a new RIR because it might be unlawful for that RIR to conduct business with the new RIR under the laws of its jurisdiction. Permitting a candidate RIR to be recognized over the dissent of an existing RIR could put the dissenting RIR in a difficult legal position.

Changes: To balance against both risks (the risk that an RIR might object for inadequate or illegitimate reasons versus the risk that it might object because it would be unlawful for it to do business with the candidate RIR), we created a new “Recognition Review” process. Under that process, if the RIRs do not unanimously recommend recognizing the candidate RIR, the candidate RIR may lodge an objection with ICANN. ICANN must then appoint a qualified independent third party to review the proposal for recognition. If the independent third party finds that any RIR has made any material error of fact or provided inadequate justification with respect to its recommendation, it will refer the proposal back to the RIRs for reconsideration. The RIRs are not required to reach a different recommendation on reconsideration. However, if upon reconsideration only a single RIR continues to object to recognizing the candidate RIR, the candidate RIR may lodge a final objection with ICANN. And if the independent third party thereafter determines that the sole dissenting RIR is still making any material error of fact or providing inadequate justification, and if the candidate RIR otherwise satisfies all the requirements for recognition, then the dissenting RIR’s recommendation can be disregarded, and the proposal can proceed to ICANN for final approval or rejection. These circumstances, thus, allow for the possibility of recognition without unanimity (that is, upon the recommendation of all RIRs minus one).

Relevant Section: 2.3(a)

Recognition (Material Improvement)

Background: The criteria set forth in Section 3.1 are necessary conditions for a candidate RIR to be recognized, but they are not sufficient. That is, a candidate RIR may not be recognized unless it meets all of those criteria, but just because a candidate RIR meets all of the criteria does not mean it will automatically be entitled to recognition. As set forth in Section 2.5 (Coordination Limitation), because each additional RIR will increase the complexity of the Internet numbers registry system, as each RIR will need to work with the new RIR and vice-versa, the number of RIRs in the Internet numbers registry system is expected to remain small.

Changes: To clarify when a candidate RIR might not be recognized, despite otherwise meeting all the necessary criteria for recognition, we added a new clause to Section 3.1, which explains that a candidate RIR will only be recognized if doing so would materially improve the functioning of the Internet numbers registry system relative to the then-existing state of affairs.

Relevant Sections: 2.5, 3.1(f)

Derecognition

Background: The first version of the Document permitted a proposal for derecognition to be submitted by any RIR (or group of RIRs) or at least 25% of the members of the RIR that is the subject of the proposal.

Feedback: Some members expressed the concern that 25% of an RIR's membership is too high of a threshold such that coordinating that many members might be difficult to achieve in practice. We also considered the fact that different RIRs may have very different member counts, partially because they may have different criteria for when a person or entity may become a voting member.

Changes: We modified the derecognition procedures to permit a proposal to be submitted by either 25% of the relevant RIR's total members or 2,000 members, whichever is lesser. We also added some requirements to benefit the affected RIR during the derecognition process. In particular, the proposal for derecognition must include the reasons why the RIR should allegedly be derecognized and must identify the specific provisions of the Document that the RIR is allegedly failing to comply with. In addition, the affected RIR must be given an opportunity to publicly respond to the claims being made against it before the other RIRs make their recommendations in favor of or against derecognition.

Good Faith / ICANN Role

Feedback: Some members of the community expressed concern that the RIRs might act out of self-interest or otherwise not act in the best interests of the Internet numbers registry system in recommending against a candidate RIR or recommending in favor of derecognizing an existing RIR.

Changes: We addressed these concerns in two ways. First, since ICANN sits outside of the RIR system and is intended to ensure fairness by serving as a neutral third party with expertise in Internet governance under the Document, we expanded ICANN's role. In particular, in the second version of the Document, if a candidate RIR objects to the fact that the RIRs do not recommend recognizing it, ICANN is obligated to publish the objection and the results of any recognition review. In addition, ICANN is now empowered to bring its own proposal for derecognition, ICANN may initiate an ad hoc audit of any RIR, and ICANN must agree before an emergency continuity may be initiated (more on that topic below). Second, we added a general duty of good faith and fair dealing under the Document, which applies to both ICANN and the RIRs.

Relevant Sections: 2.3(b), 2.4, 2.8, 5.1

Emergency Continuity

Feedback: It was suggested that the possibility of derecognition was not a sufficient mechanism to ensure that the Internet numbers registry system continued to operate without interruption because there could be situations in which an RIR is only temporarily unable to provide its RIR services due to circumstances beyond its control (for example, due to a natural disaster) and therefore derecognition might not be appropriate. Moreover, even if there is a need to derecognize an RIR and a successful effort to do so, that process could take a long time, and an entire region could be left without RIR Services in the meantime. It was suggested that the Document could require the establishment of an emergency operator, an entity that is able to quickly and temporarily take over if an RIR is struggling to provide stable and reliable RIR Services, similar to ICANN'S Emergency Back-end Registry Operator (EBERO) mechanism.

Changes: We added a new article that provides for the possibility of an "emergency continuity." If an RIR is unable to adequately provide its RIR services, whether due to circumstances within or outside of its control, and if the other RIRs and ICANN unanimously agree, they may authorize an emergency operator to temporarily provide the affected RIR services. It is expected that all the RIRs and ICANN will collaborate to establish one or more emergency operators (which could be an RIR itself) shortly after the Document is adopted and before any RIR experiences any difficulty that would necessitate transferring RIR services to the emergency operator. However, the precise details for establishing an emergency operator and the timeline for doing so are implementation details that may be set forth in the Implementation Procedures rather than in the Document. To ensure that the emergency continuity process does not become a substitute for the more formal derecognition process, the Document provides a number of procedural steps and protections, including a requirement to engage in advance with the affected RIR and its community (where reasonably possible), a requirement to publish the reasons for the emergency continuity and to initiate a community engagement process, and a requirement to publish a report afterward detailing the circumstances and accepting community feedback on the report. In addition, an emergency continuity may not exceed 90 days unless it is renewed by going through all of the same steps that were required to initiate the emergency continuity in the first place.

Affected Sections: 4.1(m), 5.1, 5.2, 6.3, 6.4

Ongoing Commitments

We revised the Document to strengthen the ongoing commitments required of each RIR in the following ways:

Independence: We separated the Independence requirement into two separate commitments. RIRs must be financially independent, which means that they may not depend on any governments or private parties to provide their RIR services, other than neutrally administered fees collected from members and/or resource holders. RIRs must also be operationally independent, which means that no government or private party may have undue control or undue influence of their RIR services. (Affected Sections: 4.1(a), 4.1(b)).

Transparency: We expanded the Transparency obligation to require each RIR's governing body to provide mechanisms for its members to ask questions, provide input, and receive timely and meaningful responses to legitimate questions. (Affected Section: 4.1(k)).

Dispute Resolution: We added a new requirement for RIRs to provide a dispute resolution mechanism. (Affected Section: 4.1(q)).

Audits: The first version of the Document stated only that RIRs must participate in periodic and ad hoc audits but did not specify how frequently periodic audits would occur. The second version of the Document states that each RIR must undergo a period audit no less frequently than once every three years. Also, the first version of the Document required ICANN to conduct an ad hoc audit of an RIR if the other RIRs agreed, by unanimous decision, to request such an audit. The second version of the Document requires ICANN to conduct an ad hoc audit if initiated by a majority of the other RIRs, 25% of the members of the identified RIR or 2,000 of its members (whichever is lesser), or ICANN. (Affected Sections: 2.4, 4.2).

Rectification

Background: The first version of the Document stated that if an amendment to the Document would conflict with an RIR's existing practices, the affected RIR would be given a grace period to become compliant. But the Document did not prescribe a fixed or minimum grace period for any such amendments.

Feedback: It was suggested that the Document provide a baseline timeline or grace period that a non-compliant RIR must be given to rectify any conflicts created by an amendment. Otherwise, the rectification process could be uncertain or result in disproportionate action against one or more RIRs.

Response: We certainly understand the concern, and a minimum grace period would be ideal. But we remain concerned that any fixed or minimum grace period would be arbitrary. The time needed for rectification will likely depend on many factors and will be difficult to predict in advance, and thus it would not be workable to specify a fixed or

minimum grace period in the Document itself (rather than in each amendment). With respect to the possibility of disproportionate action, we note that Section 2.8 requires ICANN and all RIRs to act in good faith, and Section 7.1 requires unanimous agreement for any amendment (which would specify the relevant grace period), making the likelihood that any RIR will be disproportionately impacted unlikely.

Changes: To address concerns about uncertainty, we revised the Rectification section to require the grace period to be specified in any amendment. We also revised the section to provide a clear three-year grace period for any new obligations that may arise when the Document is adopted. However, it should be noted that this three-year grace period pertains only to the initial adoption of the Document. If the Document is amended in the future, the grace periods associated with those amendments will be specified in the amendments themselves.

Affected Section: 7.2

Periodic Review

Changes: The first version of the Document required the NRO and ICANN to periodically assess whether to review (and potentially amend) the Document every ten years. In the second version, this period has been shortened to every five years.

Affected Section: 7.3

Other Issues Raised

Although we received many thoughtful and interesting suggestions on a diverse set of issues, we were not able to incorporate every suggestion we received. In this section, we address why some of the suggestions we received were either **not incorporated** or only **partially incorporated** into the second version of the Document.

ICANN's Role

Feedback: ICANN should not take precedence over regional community processes.

Response: This Document does not provide ICANN with precedence over all or even most regional community processes. Section 2.1 of the Document specifies the roles and responsibilities of the RIRs, the IANA functions operator, and ICANN. Each RIR is responsible for providing RIR services to its service region (Section 2.1(a)). ICANN provides overarching coordination for the Internet numbers registry system, including oversight of the IANA functions operator, facilitation of global policy development in collaboration with the RIRs, and other related tasks as agreed with the RIRs (including the responsibilities set forth in the Document) (Section 2.1(d)).

ICANN's ability to intervene in the Internet numbers registry system is limited to ensuring that RIRs actually fulfill their duties to their communities, but ICANN's ability to act in this way still requires ICANN to coordinate and secure consent from the RIRs. These requirements can be seen in the procedures around recognition, derecognition,

audit, and emergency continuity. ICANN cannot unilaterally recognize or derecognize an RIR, nor can it unilaterally initiate emergency continuity procedures. It must collaborate with and secure consent from the RIRs throughout. ICANN can unilaterally initiate an ad hoc audit of an RIR, but the outcome of an audit does not automatically trigger any specific action under the Document. Any derecognition or emergency continuity steps following an audit would require separate action, and completion of those processes requires the participation and consent of the RIRs.

In addition, the ongoing commitments section of the Document (Section 4.1) protects each RIR's accountability to its community in its regional community processes in a number of ways. For example, Section 4.1(g) requires that the majority of an RIR's governing body be elected by its members. Section 4.1(h) requires RIRs to maintain and follow a clearly documented policy development process that is open, transparent, bottom-up, impartial, publicly documented, and numbering community-driven, with mechanisms for all interested parties to participate in number resource policy discussions through publicly archived mailing lists or other suitable discussion fora. Section 4.1(q) requires RIRs to ensure that their members have access to a fair and effective adjudicative mechanism to enforce their rights against the RIR.

Feedback: ICANN should be able to override RIRs in deciding to recognize a new RIR.

Response: Because the other RIRs must coordinate with any new RIR, they need to have a say in any decision to recognize a new RIR. The second version of the Document does provide a mechanism for recognizing a new RIR if only one of the other RIRs continues to object following the recognition review process set forth in Section 2.3(a)(v)(D). This requirement is described in more length above in this Summary under the "Recognition (Approval Threshold)" section.

Feedback: ICANN should be able to act in case of RIR failure.

Response: ICANN can initiate an ad hoc audit and submit a proposal to derecognize an RIR, which starts, but does not complete, the derecognition process. ICANN can also coordinate with the other RIRs to trigger the emergency continuity procedures. No single party can unilaterally change the composition of the Internet numbers registry system, however.

Feedback: RIRs should sign agreements with ICANN similar to those of gTLD operators, incorporating audit, emergency continuity, and timelines for remediation.

Response: The revised Document has incorporated elements of this feedback by providing for audits, emergency continuity procedures, and rehabilitation. However, the Internet numbers registry system is governed differently from the domain name system, with the RIR communities playing a strong role in Internet numbers governance. Requiring RIRs to sign agreements directly with ICANN would mean significantly restructuring the governance of Internet numbers.

Number of RIRs

Feedback: Some commenters raised questions about limiting the number of RIRs, while others wanted more concrete limitations.

Response: The section on coordination limitation (Section 2.5) implicitly recognizes the idea that the number of RIRs may be increased, but it highlights the fact that each additional RIR increases the coordination burden as a whole across the Internet numbers registry system. It therefore seeks a balance between meeting future needs and ensuring that the overall system continues to function efficiently.

Level of Detail Included in Ongoing Commitments Section

Feedback: Some commenters provided feedback that additional details should be included in the Ongoing Commitments section of the Document, either as a general request or referring to specific subsections.

Response: We incorporated some of these suggestions by making specific changes to the Document, as described above in the Ongoing Commitments section of this Summary. However, for some issues, we thought the level of specificity requested was more appropriate for the Implementation Procedures document. A specific Implementation section was added in Section 1.3, which describes the creation and publication of an Implementation Procedures document.

Governance of Sub-Regional Registries

Feedback: RIRs should be encouraged to adopt clear, transparent delegation agreements with sub-regional bodies that include public interest protections and mechanisms for end-user input.

Response: As per Section 2.6(a), sub-regional bodies such as National Internet Registries and Local Internet Registries are not directly bound by the Document. However, Section 2.6(b) does allow an RIR, at its complete discretion, to permit Sub-Regional Registries and the sub-delegation of its number resources to Sub-Regional Registries, provided that any such sub-delegation does not excuse the RIR from its obligations under the Document, including with respect to such sub-delegated number resources.

Internet Number Resource Transfers

Feedback: Some commenters stated that the Document should provide for the “portability” of number resources between RIRs.

Response: Internet number resource transfers and registration requirements are out of scope for the Document. That topic falls within the scope of the number resource policies of individual RIRs and should be addressed with the relevant RIR communities in the appropriate fora. A number of RIRs already allow for the “portability” of number resources between RIRs under certain conditions via the inter-RIR transfer policies adopted by their communities.