

Finance Committee Charter | As approved by the ICANN Board of Directors on 26 October 2023

I. Purpose

The Finance Committee of the Board of Directors ("Board") of ICANN ("ICANN" or the "Corporation") is responsible for:

- A. Providing oversight on the annual budget process of the Corporation;
- B. Reviewing and making recommendations on the annual budget submitted by the President;
- C. Developing and recommending short and long-range strategic financial objectives for the corporation; and
- D. Providing strategic oversight on financial matters for the Corporation.

II. Scope of Responsibilities

- A. Providing oversight on the annual budget process of the Corporation.
 - 1. The Committee will oversee the President and Chief Executive Officer in carrying out the responsibilities under Article XVI, section 4 of the Bylaws with respect to preparation and presentation of the annual budget to the Board, including, where pertinent, the setting of fees and charges as provided in Article XVI, Section 5 of the Bylaws.
 - 2. In consultation with the President, the Committee will oversee establishment of budget tracking and reporting standards as are appropriate to the needs of the Committee and the Board.
- B. Reviewing and making recommendations on the annual budget submitted by the President.
 - 1. The Committee will oversee and make recommendations regarding the annual budget process.
 - 2. The Committee will review the annual budget and make specific recommendations to the Board on its adoption, including where desirable, comments on expense levels, revenue structures, fees and charges, adequacy of proposed funding levels of programs, and adequacy of provision for reserves.
- C. Developing and recommending short and long-range strategic financial objectives for the corporation.

1. The Committee will review and make recommendations to the Board regarding the financing of strategic initiatives of the corporation.
 2. The Committee will undertake a review, at least annually, of the long range financial objectives of the corporation and the ability to sustain the corporation and the accomplishment of its stated mission and programs.
 3. The Committee will report to the Board annually on such objectives, including recommendations for revision as appropriate.
- D. Providing strategic oversight on financial matters for the Corporation.
1. The Committee will review and make recommendations to the Board regarding revenue strategies.
 2. The Committee will review and make recommendations to the Board regarding expense management strategies.
 3. The Committee will review and make recommendations to the Board regarding cash, asset, and liability strategies.

In addition, the Committee may perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

III. Composition

The Committee shall be comprised of at least three, but not more than seven Board members, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. The voting Directors on the Committee shall be the voting members of the Committee and the majority of the Committee members must be voting Directors. The members of the Committee shall serve at the discretion of the Board.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the members of the Committee by majority vote of the full Committee membership.

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee may seek approval and budget from the Board for the appointment of consultants and advisers to assist in its work as deemed necessary, and such appointees may attend the relevant parts of the Committee meetings.

IV. Meetings

A. Regularly Scheduled Meetings

The Board Finance Committee shall meet at least quarterly, or more frequently as it deems necessary to carry out its responsibilities. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Meetings may be called upon no less than forty-eight (48) hours notice by either (i) the Chair of the Committee or (ii) any two members of the Committee acting together, provided that regularly scheduled meetings generally shall be noticed at least one week in advance.

B. Special/Extraordinary Meetings.

Special/extraordinary meetings may be called upon no less than forty-eight (48) hours notice by either (i) the Chair of the Committee or (ii) any two members of the Committee acting together. The purpose of the meeting must be included with the call for the meeting.

C. Action Without a Meeting

1. Making a Motion:

The Committee may take an action without a meeting for an individual item by using electronic means such as email. An action without a meeting shall only be taken if a motion is proposed by a member of the Committee, and seconded by another voting member of the Committee. All voting members of the Committee must vote electronically and in favor of the motion for it to be considered approved. The members proposing and seconding the motion will be assumed to have voted in the affirmative. The action without a meeting and its results will be noted in the next regularly scheduled Committee meeting and will be included in the minutes of that meeting.

2. Timing:

- a. Any motion for an action without a meeting must be seconded by another Committee member within 48 hours of its proposal.
- b. The period of voting on any motion for an action without a meeting will be seven days unless the Chair changes that time period. However, the period must be a minimum of two days and a maximum of seven days.

V. Voting and Quorum

A majority of the voting members of the Committee shall constitute a quorum. Voting on Committee matters shall be on a one vote per voting member basis. When a quorum is present, the vote of a majority of the voting Committee members present shall constitute the action or decision of the Committee. While only Directors can vote or constitute a quorum, the non-voting Board Liaisons on the Committee play an important role and their contributions and views on proposed motions are essential for informed decision-making.

VI. Records of Proceedings

A preliminary report with respect to actions taken at each meeting (telephonic or in-person) of the Committee shall be recorded and distributed to committee members, if feasible, within seven working days, to the extent feasible and appropriate, and meeting minutes shall be posted promptly following approval by the Committee.

A report of the activities of the Committee shall be prepared and published semi-annually.

VII. Committee Chair Alternate

The Committee Chair shall designate a Committee member to serve as an alternate for the Chair in the event that the Chair is unavailable for a meeting, or recuses themselves from presiding over a matter, or is otherwise unavailable to fulfill their role as Chair.

VIII. Review

The Board Finance Committee shall conduct a self-evaluation of its activities on an annual basis and may recommend to the Board Governance Committee changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. The performance of the Committee shall be reviewed annually and informally by the Board Governance Committee. The Board Governance Committee shall recommend to the full Board changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. Performance of the Committee may also be reviewed as part of any independent review of the Board and its Committees.