ICANN BOARD SUBMISSION NO. 2025.10.30.1abc-Organizational Meeting

TITLE: **Board Leadership and Board Committee Membership and Leadership**

PROPOSED ACTION: **For Board Consideration and Approval**

EXECUTIVE SUMMARY:

As part of its responsibilities, the Board Governance Committee (BGC) is tasked with "[c]reating and recommending to the full Board for approval a slate of nominees for Board Chair, Board Vice Chair, and chairmanship and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year." (BGC Charter, § II.C.) Accordingly, the Board is being asked to review and adopt the BGC's recommendations set forth in the resolutions below.

BOARD GOVERNANCE COMMITTEE RECOMMENDATION: The BGC recommends that the Board approve the Board leadership and Board Committee leadership and membership slate as set out in the resolution below.

PROPOSED RESOLUTIONS:

a. Election of ICANN Board Chair

Resolved (2025.10.30.xx), Tripti Sinha is elected as Chair of the Board.

b. Election of ICANN Board Vice-Chair

Resolved (2025.10.30.xx), Sajid Rahman is elected as Vice-Chair of the Board.

c. Appointment of Membership and Leadership of Board Committees

Resolved (2025.10.30.xx), membership and leadership of the following Board Committees is established as follows:

Accountability Mechanisms Committee

Patricio Poblete (Chair)
Chris Buckridge
Sarah Deutsch
Greg DiBiase
Wes Hardaker
León Sánchez

Audit Committee

Catherine Adeya (Chair)
Greg DiBiase
Raúl Echeberria

Christian Kaufmann
Patricio Poblete
León Sánchez

Compensation Committee –
Tripti Sinha (Chair)
Catherine Adeya
Byron Holland
Christian Kaufmann
Sajid Rahman

Executive Committee
Tripti Sinha (Chair)
Christian Kaufmann
Kurtis Lindqvist
Sajid Rahman

Finance Committee
Sajid Rahman (Chair)
Alan Barrett
Byron Holland
Patricio Poblete
Amitabh Singhal
Tripti Sinha

Governance Committee
Christian Kaufmann (Chair)
Catherine Adeya
Sarah Deutsch
James Galvin
Byron Holland
Sajid Rahman
Miriam Sapiro

Organizational Effectiveness Committee
Chris Buckridge (Chair)
Alan Barrett
Greg DiBiase
Raúl Echeberria
James Galvin
Wes Hardaker
Constance de Leusse

Risk Committee
Wes Hardaker (Chair)
Alan Barrett
Chris Buckridge
James Galvin
Byron Holland
David Lawrence
Miriam Sapiro

Strategic Planning Committee
Amitabh Singhal (Chair)
Alan Barrett

Greg DiBiase
James Galvin
Wes Hardaker
Constance de Leusse
Tripti Sinha

Technical Committee
James Galvin (Chair)
Alan Barrett
Chris Buckridge
Nico Caballero
Raúl Echeberria
Wes Hardaker
David Lawrence
Patricio Poblete

PROPOSED RATIONALE:

Article 7, Section 7.2 and Article 14 of the ICANN Bylaws call for the Board to appoint the Board Chair, Board Vice Chair, and chairs and members of each Board Committee, including filling any vacancies which may occur in these positions during the year. The Board has tasked the Board Governance Committee (BGC) with identifying and recommending the appointments referenced above, and the BGC follows a set of publicly available Procedures in doing so.

The appointment of the Board leadership and Board Committee slates is consistent with ICANN's Mission and is in the public interest as it is important to ensure that the Board and its Committees have the properly skilled expertise to carry forth ICANN's Mission, Commitments and Core Values.

This decision will have no direct fiscal impact on the organization and no impact on the security, stability or resiliency of the domain name system.

This is an Organizational Administrative Function that does not require Public Comment.

Submitted By:	Amy A. Stathos, Deputy General Counsel
Date:	20 October 2025
Email:	amy.stathos@icann.org

ICANN BOARD SUBMISSION NO. 2025.10.30.1d - Organizational Meeting

Confirmation of Officers of ICANN

Resolved (2025.10.30.xx), Kurt Erik “Kurtis” Lindqvist is elected as President and CEO.

Resolved (2025.10.30.xx), John Jeffrey is elected as General Counsel and Secretary.

Resolved (2025.10.30.xx), Xavier Calvez is elected as Senior Vice President, Planning and Chief Financial Officer.

Resolved (2025.10.30.xx), Theresa Swinehart is elected as Senior Vice President, Global Domains and Strategy.

Resolved (2025.10.30.xx), John Crain is elected as Senior Vice President and Chief Technology Officer.

Rationale for Resolutions 2025.10.30.xx – 2025.10.30.xx

Pursuant to Article 15, Section 15.2 of the ICANN Bylaws “[t]he officers of ICANN shall be elected annually by the Board, pursuant to the recommendation of the President or, in the case of the President, of the Chair of the Board. Each such officer shall hold his or her office until he or she resigns, is removed, is otherwise disqualified to serve, or his or her successor is elected.”

The annual appointment of the Officers is consistent with ICANN's Mission and is in the public interest as it is important to ensure that the organization identifies individuals who assume the duty and responsibility for managing the organization and carry forth ICANN’s Mission, Commitments and Core Values.

This decision will have no direct fiscal impact on the organization and no impact on the security, stability or resiliency of the domain name system.

This is an Organizational Administrative Function that does not require public comment.

ICANN BOARD PAPER NO. 2025.10.30.2abc

TITLE:	**PTI Resolutions for the Sole Member**
PROPOSED ACTION:	**For Board Consideration and Approval**

EXECUTIVE SUMMARY:

As the sole member of Public Technical Identifiers (PTI), ICANN has certain governance obligations that it must meet on an annual basis. These include convening an annual meeting of the member, selecting Board members (when needed) and annually naming the PTI President. The ICANN Board typically engages in these annual member responsibilities at its annual Organizational Meeting. This year, there are two seats open for appointment to the PTI Board, as well as the sole member's requirement to appoint the PTI President.

ICANN PRESIDENT & CEO RECOMMENDATION:

The ICANN President & CEO, in his delegated role of making sure ICANN meets it obligations to PTI, recommends the Board to convene the Annual Meeting of the Member of PTI and re-appoint Kim Davies as the PTI President, and elect Lise Fuhr, the Nominating Committee's selectee, as a PTI Director, as well as re-elect John Crain as an ICANN-selected Director.

PROPOSED RESOLUTIONS:

Annual Meeting of the Member

Resolved (2025.10.30.xx), the ICANN Board confirms that this meeting is the Annual Meeting of the Member of Public Technical Identifiers ("PTI").

a. **Election of PTI President**

Whereas, pursuant to Section 7.2 of the PTI Bylaws, ICANN as the sole member is required to annually elect a President of PTI.

Resolved (2025.10.30.xx), the ICANN Board, in its role as sole member of PTI, hereby re-elects Kim Davies as the President of PTI.

b. Election of PTI Board Members

Whereas, ICANN, in its role as sole member of PTI, has the obligation to elect all members of the PTI Board in accordance with Article 5 of the PTI Bylaws.

Whereas, the term for Seats 1 and 3 of the PTI Board are up for election.

Whereas, the Nominating Committee selected Lise Fuhr to serve in Seat 1 of the PTI Board for the term beginning at the end of this meeting of the Member and ending at the end of the annual meeting of the Member in 2028, pursuant to Section 5.5.1.1 of the PTI Bylaws.

Whereas, ICANN organization recommends that John Crain, ICANN's Senior Vice President & Chief Technology Officer, serve for another term in Seat 3 of the PTI Board, for the term beginning at the end of this meeting of the Member and ending at the end of the annual meeting of the Member in 2028, pursuant to Section 5.5.1.3 of the PTI Bylaws.

Whereas, Tobias Sattler's term in Seat 1 of the PTI Board comes to a close at the end of this meeting of the Member.

Whereas, there are no other changes to the composition of the PTI Board.

Resolved (2025.10.30.xx), ICANN, in its role as sole member of PTI, elects Lise Fuhr to serve in Seat 1 of the PTI Board and re-elects John Crain to serve in Seat 3 of the PTI Board, with terms ending at the end of the annual meeting of the Member in 2028.

Resolved (2025.10.30.xx), ICANN, in its role as sole member of PTI, thanks Tobias Sattler for his service to PTI and wishes him well in his future endeavors.

PROPOSED RATIONALE:

The resolutions taken here today fulfill ICANN's responsibility, as the sole member of PTI, to annually elect the President of PTI and elect Directors to the Board. The regular election of a PTI President and elections of Directors will allow the PTI Board to continue its work.

The election of the PTI President and Board directors are taken fully in line with the obligations as set forth in the PTI Bylaws, and respectful of the community's recommendations of the proposed composition of the Board.

These actions confirm ICANN's continued commitment to its Bylaws' obligations surrounding the performance of the IANA Functions that are contracted to PTI. This also directly serves ICANN's mission to ensure the stable and secure operations of the Internet's unique identifiers, and serves the public interest in the continued stable performance of the IANA functions.

None of the actions taken today are anticipated to have any impact on the security, stability or resiliency of the DNS, though PTI is essential to ICANN's security, stability and resiliency work. There are resource implications in supporting PTI, which are reflected in the PTI, IANA and ICANN Budgets.

The appointment of the PTI President and the appointment of the PTI Board are Organizational Administrative Functions for which public comments were not necessary.

Signature Block:

Submitted by: Kurtis
Lindqvist

Position: President and Chief
Executive Officer

Date Noted: 17 October 2025