

President and CEO Search Committee Resolution and Rationale

PROPOSED RESOLUTION:

Whereas, ICANN's full-time President and Chief Executive Officer (CEO) resigned effective 21 December 2022.

Whereas, on 21 December 2022, the Board appointed "Sally Costerton to act as ICANN's Interim President and CEO, effective 21 December 2022 through 30 June 2023, and such appointment is to be automatically renewed for six-month terms or until the Board appoints ICANN's org's next full-time President and CEO, or until Ms. Costerton resigns, is terminated, or is otherwise disqualified to serve."

Whereas, the Board has determined to establish a President and CEO Search Committee to help identify candidates for ICANN's next full-time President and CEO. The Board has identified the following Board members to serve as members of that Committee, all of whom have stated without reservation that they are not a candidate for the position of President and CEO, and will not accept such a position even if offered:

Chris Chapman (Chair), Sarah Deutsch (Vice Chair), Tripti Sinha, Becky Burr, Christian Kaufmann, Sajid Rahman, León Sánchez and Katrina Sataki

Resolved (2023.02.27.xx), the Board hereby approves the establishment of the President and CEO Search Committee as a temporary Board Committee, and approves the recommended membership and leadership of that Committee as identified above.

Resolved (2023.02.27.xx), specific items within this resolution shall remain confidential pursuant to Article 3, section 3.5.b of the ICANN Bylaws until such time as it is determined that the information can be publicly released.

PROPOSED RATIONALE:

ICANN's President and Chief Executive Officer (CEO) resigned effective 21 December 2022. On 21 December 2022, the Board appointed "Sally Costerton to act as ICANN's Interim President and CEO, effective 21 December 2022 through 30 June 2023, and such appointment is to be automatically renewed for six-month terms or until the Board appoints ICANN's org's

next full-time President and CEO, or until Ms. Costerton resigns, is terminated, or is otherwise disqualified to serve.” (See <https://www.icann.org/en/board-activities-and-meetings/materials/approved-resolutions-special-meeting-of-the-icann-board-22-12-2022-en#section1.b>.)

The Board is now tasked with selecting ICANN’s next full-time President and CEO, which is key task for any Board of Directors. The establishment of a temporary Board Committee to help facilitate the search for ICANN’s next full-time President and CEO will allow the Board to more easily and efficiently coordinate the search process, with regular reporting from the Committee to the full Board.

This action is within ICANN’s mission and is in the public interest in that establishing a committee to assist the Board in its search for a new full-time President and CEO, which is a required Officer position pursuant to Article 15 of ICANN’s Bylaws, allows the Board to more efficiently fulfill one of its key roles.

The establishment of this temporary Board Committee will not have a financial impact on ICANN, although resources are likely to be required at later points throughout the search process. This action will not have a negative impact on the domain name system.

Establishing the President and CEO Search Committee is an Organizational Administrative Function that does not require public comment.

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