

ICANN BOARD SUBMISSION NO. 2022.09.22.abc-Organizational Meeting

TITLE: **Board Leadership and Board Committee Memberships 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 below:

Board Chair: Tripti Sinha

Board Vice-Chair: Danko Jevtović

Membership and Leadership of Board Committees:

- Accountability Mechanisms Committee
 - León Sánchez (Chair)
 - Alan Barrett
 - Becky Burr
 - Edmon Chung
 - Sarah Deutsch
 - Patricio Poblete
 - Katrina Sataki
- Audit Committee
 - Sajid Rahman (Chair)
 - Alan Barrett
 - Chris Chapman
 - Sarah Deutsch
 - Katrina Sataki
- Compensation Committee
 - Tripti Sinha (Chair)
 - Sarah Deutsch

- Danko Jevtović
- Christian Kaufmann
- Executive Committee
 - Tripti Sinha (Chair)
 - Sarah Deutsch
 - Danko Jevtović
 - Göran Marby
- Finance Committee
 - Danko Jevtović (Chair)
 - Harald Alvestrand
 - Becky Burr
 - Edmon Chung
 - Avri Doria
 - León Sánchez
- Governance Committee
 - Sarah Deutsch (Chair)
 - Becky Burr
 - Edmon Chung
 - Avri Doria
 - Danko Jevtović
 - León Sánchez
 - Matthew Shears
- Organizational Effectiveness Committee
 - Katrina Sataki (Chair)
 - Alan Barrett
 - Chris Chapman
 - Avri Doria
 - Matthew Shears
- Risk Committee
 - Harald Alvestrand (Chair)
 - Chris Chapman
 - James Galvin
 - Wes Hardaker

- Christian Kaufmann
- Patricio Poblete
- Matthew Shears
- Strategic Planning Committee
 - Matthew Shears (Chair)
 - Maarten Botterman
 - Becky Burr
 - Edmon Chung
 - Avri Doria
 - James Galvin
 - Wes Hardaker
 - Christian Kaufmann
 - Sajid Rahman
- Technical Committee
 - Avri Doria (Chair)
 - Harald Alvestrand
 - Alan Barrett
 - Edmon Chung
 - James Galvin
 - Wes Hardaker
 - Christian Kaufmann
 - Patricio Poblete

BOARD GOVERNANCE COMMITTEE RECOMMENDATION: The BGC recommends that the Board approve the above identified Board leadership and Board Committee leadership and membership slate.

PROPOSED RESOLUTIONS:

a. Election of ICANN Board Chair

Resolved (2022.09.22.xx), Tripti Sinha is elected as Chair of the Board.

b. Election of ICANN Board Vice-Chair

Resolved (2022.09.22.xx), Danko Jevtović is elected as Vice-Chair of the Board.

c. Appointment of Membership and Leadership of Board Committees

Accountability Mechanisms Committee

León Sánchez (Chair)
Alan Barrett
Becky Burr
Edmon Chung
Sarah Deutsch
Patricio Poblete
Katrina Sataki

Audit Committee

Sajid Rahman (Chair)
Alan Barrett
Chris Chapman
Sarah Deutsch
Katrina Sataki

Compensation Committee

Tripti Sinha (Chair)
Sarah Deutsch
Danko Jevtović
Christian Kaufmann

Executive Committee

Tripti Sinha (Chair)
Sarah Deutsch
Danko Jevtović
Göran Marby

Governance Committee

Sarah Deutsch (Chair)
Becky Burr
Edmon Chung
Avri Doria
Danko Jevtović
León Sánchez
Matthew Shears

Finance Committee

Danko Jevtović (Chair)
Harald Alvestrand
Becky Burr
Edmon Chung
Avri Doria
León Sánchez

Organizational Effectiveness Committee

Katrina Sataki (Chair)

Alan Barrett
Chris Chapman
Avri Doria
Matthew Shears

Risk Committee

Harald Alvestrand (Chair)
Chris Chapman
James Galvin
Wes Hardaker
Christian Kaufmann
Patricio Poblete
Matthew Shears

Strategic Planning Committee

Matthew Shears (Chair)
Maarten Botterman
Becky Burr
Edmon Chung
Avri Doria
James Galvin
Wes Hardaker
Christian Kaufmann
Sajid Rahman

Technical Committee

Avri Doria (Chair)
Harald Alvestrand
Alan Barrett
Edmon Chung
James Galvin
Wes Hardaker
Christian Kaufmann
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 chairmanship and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year. 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
Date: 26 October 2022
Email: amy.stathos@icann.org

ICANN BOARD PAPER NO. 2022.09.22.efg

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 its 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, re-appoint Jia-Rong Low as an ICANN-selected PTI Director, and appoint Tobias Sattler, the Nominating Committee's selectee, as a PTI Director.

PROPOSED RESOLUTIONS:

Annual Meeting of the Member

Resolved (2022.09.22.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 (2022.09.22.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 Tobias Sattler 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 2025, pursuant to Section 5.5.1.1 of the PTI Bylaws.

Whereas, ICANN organization recommends that Jia-Rong Low, ICANN's Vice President, Stakeholder Engagement and Managing Director – Asia Pacific 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 2025, pursuant to Section 5.5.1.3 of the PTI Bylaws.

Whereas, Lise Fuhr'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 (2022.09.22.xx), ICANN, in its role as sole member of PTI, elects Tobias Sattler to serve in Seat 1 of the PTI Board and re-elects Jia-Rong Low to serve in Seat 3 of the PTI Board, with terms ending at the end of the annual meeting of the Member in 2025.

Resolved (2022.09.22.xx), ICANN, in its role as sole member of PTI, thanks Lise Fuhr for her service to PTI and wishes her well in her 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: Goran Marby

Position: ICANN President
and CEO

Date Noted: 19 September
2022