

## ICANN BOARD PAPER NO. 2023.10.26.1b

**TITLE:** Board Committee Charter Amendments

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

### **EXECUTIVE SUMMARY:**

As part of its responsibilities, the Board Governance Committee (BGC) is tasked with "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." ([BGC Charter, Sec. II.C.2.](#)) In this role, the BGC has recommended that the Board approve: (i) revisions to Sections I (Purpose) and II (Scope of Responsibilities) of the charters for the Board Accountability Mechanisms Committee (BAMC), BGC, and Organizational Effectiveness Committee (OEC); and (ii) revisions to certain standard provisions (Sections V, VI, VII, and VIII) of all Board Committee charters. The Board is now being asked to approve the BGC's recommendations.

### **BOARD GOVERNANCE COMMITTEE RECOMMENDATIONS:**

The BGC recommends that the Board approve the following charter amendments to align them with current practices: (i) revisions to Sections I (Purpose) and II (Scope of Responsibilities) of the charters for the Board Accountability Mechanisms Committee, Board Governance Committee, and Organizational Effectiveness Committee (attached as Attachments A, K, and M to the Reference Materials); and (ii) revisions to certain standard provisions (Sections V, VI, VII, and VIII) of all Board Committee charters (attached as Attachments A through T to the Reference Materials).

### **PROPOSED RESOLUTION:**

Whereas, the Board Governance Committee (BGC) is tasked with "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." ([BGC Charter, Sec. II.C.2.](#))

Whereas, the BGC has recommended that the Board approve revisions to Sections I (Purpose) and II (Scope of Responsibilities) of the charters for the Accountability Mechanisms Committee, Governance Committee, and Organizational Effectiveness Committee.

Whereas, the BGC has further recommended that the Board approve revisions to certain standard provisions (Sections V, VI, VII, and VIII) of all Board Committee charters.

Resolved (2023.10.26.XX), the Board hereby adopts the amendments to Sections I (Purpose) and II (Scope of Responsibilities) of the charters for the Accountability Mechanisms Committee, Governance Committee, and Organizational Effectiveness Committee.

Resolved (2023.10.26.XX), the Board hereby adopts the amendments to the standard provisions (Sections V, VI, VII, and VIII) of the charters for the Accountability Mechanisms Committee, Audit Committee, Compensation Committee, Executive Committee, Finance Committee, Governance Committee, Organizational Effectiveness Committee, Risk Committee, Strategic Planning Committee, and Technical Committee.

**PROPOSED RATIONALE:**

The Board is addressing this matter to ensure committee charters are up-to-date and reflect the most current governance requirements, the actual practices of each committee, and best practices.

As part of its responsibilities, the BGC is tasked with "periodically review[ing] the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable." ([BGC Charter, Sec. II.C.2.](#)) In this role, the BGC asked each committee to review its charter for the BGC's consideration, which has been done by most committees, not all of which have recommended specific changes. Accordingly, the the BGC has recommended, and the Board has approved revisions to the charters to update the relevant sections of the charters to current practices.

Specifically, as it relates to the substantive amendments to Sections I (Purpose) and II (Scope of Responsibilities), the changes include: (i) incorporating into the BAMC charter a reference to receiving reports on the status of outstanding accountability mechanisms and litigation that involves ICANN or is of interest to ICANN; (ii) incorporating into the BGC charter a reference to other Board groups; and (iii) adding a reference in the OEC charter to the oversight of the Generic Names Supporting Organization Stakeholder Groups/Constituencies Charter amendment processes. With respect to the standard provisions across all Committee charters, the amendments include: (i) adding language to Section V (Voting and Quorum) on the value that non-voting Board Liaisons bring to Committees on which they serve; (ii) in Section VI (Records of Proceedings), updating the timing for creation and distribution of preliminary reports to reflect current practices and targets, (iii) changing Section VII to reflect the need for a Committee Chair to select an alternate if the Chair is unavailable; and (iv) updating the process for Committee self-evaluation in Section VIII (Review).

This action is consistent with ICANN's Mission and is in the public interest as it is important to ensure that the Board Committees are properly tasked with responsibilities, and to ensure oversight over the ICANN organization, as the Board deems appropriate.

This action is not expected to have a direct fiscal impact on ICANN or on the security, stability or resiliency of the domain name system.

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

Submitted By: Amy A. Stathos, Deputy General Counsel  
Date: 2 November 2023  
Email: amy.stathos@icann.org

## REFERENCE MATERIALS – BOARD SUBMISSION NO. 2023.10.26.1c

**TITLE:** Board Committee Charter Amendments

### **Documents**

The following attachment is relevant to the Board’s consideration of the following proposed charter revisions: (i) revisions to Sections I (Purpose) and II (Scope of Responsibilities) of the charters for the Board Accountability Mechanisms Committee (BAMC), BGC, and Organizational Effectiveness Committee (OEC); and (ii) revisions to certain standard provisions (Sections V, VI, VII, and VIII) of all Board Committee charters.

Attachment A is the proposed revised Charter of the Board Accountability Mechanisms Committee in redlined format.

Attachment B is a clean copy of the proposed revised Charter of the Board Accountability Mechanisms Committee.

Attachment C is the proposed revised Charter of the Board Audit Committee in redlined format.

Attachment D is a clean copy of the proposed revised Charter of the Board Audit Committee.

Attachment E is the proposed revised Charter of the Board Compensation Committee in redlined format.

Attachment F is a clean copy of the proposed revised Charter of the Board Compensation Committee in redlined format.

Attachment G is the proposed revised Charter of the Board Executive Committee in redlined format.

Attachment H is a clean copy of the proposed revised Charter of the Board Executive Committee.

Attachment I is the proposed revised Charter of the Board Finance Committee in redlined format.

Attachment J is a clean copy of the proposed revised Charter of the Board Finance Committee.

Attachment K is the proposed revised Charter of the Board Governance Committee in redlined format.

Attachment L is a clean copy of the proposed revised Charter of the Board Governance Committee.

Attachment M is the proposed revised Charter of the Board Organizational Effectiveness Committee in redlined format.

Attachment N is a clean copy of the proposed revised Charter of the Board Organizational Effectiveness Committee.

Attachment O is the proposed revised Charter of the Board Risk Committee in redlined format.

Attachment P is a clean copy of the proposed revised Charter of the Board Risk Committee.

Attachment Q is the proposed revised Charter of the Board Strategic Planning Committee in redlined format.

Attachment R is a clean copy of the proposed revised Charter of the Board Strategic Planning Committee.

Attachment S is the proposed revised Charter of the Board Technical Committee in redlined format.

Attachment T is a clean copy of the proposed revised Charter of the Board Technical Committee.

Submitted By: Amy Stathos, Deputy General Counsel

Date Noted: 13 October 2023

Email: amy.stathos@icann.org

**Board Accountability Mechanisms Committee Charter | As Approved by the Board of Directors on XX month 2023**

Deleted: 23 September 2017

**I. Purpose**

The Board Accountability Mechanisms Committee is responsible for:

- A. Considering and responding to Reconsideration Requests submitted to the Board pursuant to ICANN's Bylaws;
- B. Considering any recommendations arising out of the Independent Review Process (IRP) prior to the recommendation being submitted by the Board;
- C. Considering Ombudsman's "own motion" investigations;
- D. Receiving reports on the status of outstanding accountability mechanisms and litigation; and
- E. Providing ing input on specific matters at the request of the Board.

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**II. Scope of Responsibilities**

- A. **Considering and responding to Reconsideration Requests submitted to the Board pursuant to ICANN's Bylaws.**
  - 1. Article 4, Section 4.2 of ICANN's Bylaws sets forth procedures with respect to requests by the ICANN community for reconsideration of staff and Board action or inaction. The Committee is charged with reviewing and responding to such requests pursuant to the requirements of ICANN's Bylaws.
  - 2. The Committee shall annually report to the Board regarding its actions over that past year as set forth in Article 4, Section 4.2(u) of ICANN's Bylaws.
- B. **Considering matters regarding the Independent Review Process prior to the matters being submitted to the Board for consideration.**
  - 1. Article 4, Section 4.3 of ICANN's Bylaw sets forth procedures for a process for independent third-party review of staff and Board action or inaction that allegedly violated the Articles of Incorporation or Bylaws.
  - 2. The Committee is charged with considering any recommendations arising out of the Independent Review Process prior to the recommendation being submitted by the Board, including recommendations regarding interim

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action or emergency relief if timing permits, and recommendations set forth in an Independent Review Process Panel's Final Declaration.

**C. Considering the Ombudsman's proposals for "own motion" investigations.**

1. Should the Ombudsman believe starting an investigation on his/her "own motion" would be appropriate, the Ombudsman will request authority to do so from the BAMC.
2. The BAMC shall determine, based on the information provided by the Ombudsman and any information it obtains on its own, whether such an "own motion" investigation is sanctioned and thus whether or not the Ombudsman is authorized to proceed with that investigation.

**D. Receiving reports on the status of outstanding Accountability Mechanisms and Litigation.** The Committee is charged with receiving reports on the status and understanding the nature and breadth of ongoing accountability mechanisms and litigation that involves ICANN or is of interest to ICANN.

**E. Providing input on specific matters at the request of the Board.** The BAMC shall consider and provide input on matters referred by the Board.

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**III. Composition**

The Committee shall be comprised of at least three but not more than seven voting 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.

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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 Accountability Mechanisms 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 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 (7) days unless the Chair changes that time period. However, the period must be a minimum of two (2) days and a maximum of seven (7) 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 (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members within seven working days, to the extent feasible and appropriate, and meeting minutes shall be posted promptly following approval by the Committee.

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

## VII. Committee Chair Alternate

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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.

Deleted: Board Accountability Mechanisms Committee shall maintain a succession plan for the Committee which includes identifying the experience, competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.

## VIII. Review

The Board Accountability Mechanisms 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 Board Accountability Mechanisms Committee may also be reviewed as part of any independent review of the Board and its Committees.

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# **Board Accountability Mechanisms Committee Charter | As Approved by the Board of Directors on XX month 2023**

## **I. Purpose**

The Board Accountability Mechanisms Committee is responsible for:

- A. Considering and responding to Reconsideration Requests submitted to the Board pursuant to ICANN's Bylaws;
- B. Considering any recommendations arising out of the Independent Review Process (IRP) prior to the recommendation being submitted by the Board;
- C. Considering Ombudsman's "own motion" investigations;
- D. Receiving reports on the status of outstanding accountability mechanisms and litigation; and
- E. Providing input on specific matters at the request of the Board.

## **II. Scope of Responsibilities**

- A. **Considering and responding to Reconsideration Requests submitted to the Board pursuant to ICANN's Bylaws.**
  - 1. Article 4, Section 4.2 of ICANN's Bylaws sets forth procedures with respect to requests by the ICANN community for reconsideration of staff and Board action or inaction. The Committee is charged with reviewing and responding to such requests pursuant to the requirements of ICANN's Bylaws.
  - 2. The Committee shall annually report to the Board regarding its actions over that past year as set forth in Article 4, Section 4.2(u) of ICANN's Bylaws.
- B. **Considering matters regarding the Independent Review Process prior to the matters being submitted to the Board for consideration.**
  - 1. Article 4, Section 4.3 of ICANN's Bylaw sets forth procedures for a process for independent third-party review of staff and Board action or inaction that allegedly violated the Articles of Incorporation or Bylaws.
  - 2. The Committee is charged with considering any recommendations arising out of the Independent Review Process prior to the recommendation being submitted by the Board, including recommendations regarding interim

action or emergency relief if timing permits, and recommendations set forth in an Independent Review Process Panel's Final Declaration.

**C. Considering the Ombudsman's proposals for "own motion" investigations.**

1. Should the Ombudsman believe starting an investigation on his/her "own motion" would be appropriate, the Ombudsman will request authority to do so from the BAMC.
2. The BAMC shall determine, based on the information provided by the Ombudsman and any information it obtains on its own, whether such an "own motion" investigation is sanctioned and thus whether or not the Ombudsman is authorized to proceed with that investigation.

**D. Receiving reports on the status of outstanding Accountability Mechanisms and Litigation.** The Committee is charged with receiving reports on the status and understanding the nature and breadth of ongoing accountability mechanisms and litigation that involves ICANN or is of interest to ICANN.

**E. Providing input on specific matters at the request of the Board.** The BAMC shall consider and provide input on matters referred by the Board.

### **III. Composition**

The Committee shall be comprised of at least three but not more than seven voting 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 Accountability Mechanisms 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 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 (7) days unless the Chair changes that time period. However, the period must be a minimum of two (2) days and a maximum of seven (7) 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 (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members 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 Accountability Mechanisms 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 Board Accountability Mechanisms Committee may also be reviewed as part of any independent review of the Board and its Committees.

## Audit Committee Charter | As Approved by the Board of Directors on XX month 2023

Deleted: 2 November 2017

### I. Purpose

The Audit Committee ("Committee") of the Board of Directors ("Board") of ICANN is responsible for:

- A. Recommending the selection of independent auditors to the Board.
- B. Receiving and reviewing status reports from independent auditors as required and recommended.
- C. Receiving, reviewing and forwarding to the Board the annual financial report of ICANN's operations and financial position, the related footnotes, and the accompanying independent auditors' report.
- D. Overseeing ICANN's internal financial and accounting controls and procedures, which are designed to promote compliance with accounting standards, and applicable laws and regulations.

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### II. Scope of Responsibilities

- A. Recommending the selection of independent auditors to the Board.
  - 1. The Committee will recommend to the Board of Directors the selection of ICANN's independent auditors and the annual fees to be paid for services rendered by the independent auditors.
  - 2. The Committee will review the proposed audit plan(s) developed the independent auditors.
  - 3. The Committee will periodically review the performance, qualifications and independence of the independent auditors, and recommend to the Board any proposed retention or discharge of the independent auditors.
- B. Receiving and reviewing status reports from independent auditors as required and recommended.
- C. Receiving, reviewing and forwarding to the Board the annual financial report of the independent auditors.
  - 1. The Committee will review ICANN's annual financial statements and reports as required by law and ICANN's Bylaws.

2. The Committee will review and discuss the required communication from the independent auditor in relationship to the reliance on internal controls and the comments on those internal controls, if any.
  3. The Committee will forward to the Board and recommend acceptance of ICANN's audited annual financial statements and reports and the annual financial management letter of the independent auditors, including Committee comments, if any.
- D. Overseeing ICANN's internal financial and accounting controls and procedures designed to promote compliance with accounting standards, and applicable laws and regulations.
1. The Committee will periodically review ICANN's system of internal financial and accounting controls, including its financial risk assessment and financial risk management policies, including any relevant insurance coverage, and make recommendations for changes, if any.
  2. The Committee will monitor the performance of ICANN's accounting and financial reporting process, internal financial controls and financial audits.
  3. The Committee will oversee ICANN's compliance with generally accepted accounting principles for nonprofit organizations, and with any legal or regulatory requirements related to: (i) ICANN's accounting and financial management systems; and (ii) ICANN's financial reports.
  4. The Committee will oversee investigations resulting from reports of questionable accounting or financial matters or financially-related fraud concerns, including receiving management reports about calls made to the anonymous reporting hotline pursuant to the ICANN whistleblower policy, as those calls relate to the reporting of concerns as enumerated above.

In addition, the Committee may perform other duties or responsibilities, if any 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 voting Board members, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. All Committee members must be voting Directors. The Committee may be comprised of members who serve on the Finance Committee but members who serve on the



Finance Committee shall not comprise 50 percent or more of the Audit Committee. The Committee members shall not include the President and Chief Executive Officer of ICANN organization. The members of the Committee shall serve at the discretion of the Board.

The Committee shall have access to financial expertise, preferably through the inclusion on the Committee of at least one voting Director with the requisite level of financial expertise as deemed acceptable by the Board.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the voting members of the Committee by majority vote of the full Committee membership. The Committee Chair may not be a member of the Finance Committee.

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 Committee shall meet at least four times per year, 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 (7) days unless the Chair changes that time period. However, the period must be a minimum of two (2) days and a maximum of seven (7) 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.

#### VI. Records of Proceedings

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

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

#### VII. [Committee Chair Alternate](#)

Deleted: Succession Plan

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](#).

Deleted: Audit Committee shall maintain a succession plan for the Committee which includes identifying the experience, competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.

#### VIII. Review

The Board Audit Committee shall also 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.

**Moved down [1]:** 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 shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.¶

**Deleted:** 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 shall also be formally reviewed as part of the periodic independent review of the Board and its Committees.¶

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**Deleted:** any suggestions for changes to this Charter as identified through the self-evaluation process.

# Audit Committee Charter | As Approved by the Board of Directors on XX month 2023

## I. Purpose

The Audit Committee ("Committee") of the Board of Directors ("Board") of ICANN is responsible for:

- A. Recommending the selection of independent auditors to the Board.
- B. Receiving and reviewing status reports from independent auditors as required and recommended.
- C. Receiving, reviewing and forwarding to the Board the annual financial report of ICANN's operations and financial position, the related footnotes, and the accompanying independent auditors' report.
- D. Overseeing ICANN's internal financial and accounting controls and procedures, which are designed to promote compliance with accounting standards, and applicable laws and regulations.

## II. Scope of Responsibilities

- A. Recommending the selection of independent auditors to the Board.
  - 1. The Committee will recommend to the Board of Directors the selection of ICANN's independent auditors and the annual fees to be paid for services rendered by the independent auditors.
  - 2. The Committee will review the proposed audit plan(s) developed the independent auditors.
  - 3. The Committee will periodically review the performance, qualifications and independence of the independent auditors, and recommend to the Board any proposed retention or discharge of the independent auditors.
- B. Receiving and reviewing status reports from independent auditors as required and recommended.
- C. Receiving, reviewing and forwarding to the Board the annual financial report of the independent auditors.
  - 1. The Committee will review ICANN's annual financial statements and reports as required by law and ICANN's Bylaws.

2. The Committee will review and discuss the required communication from the independent auditor in relationship to the reliance on internal controls and the comments on those internal controls, if any.
  3. The Committee will forward to the Board and recommend acceptance of ICANN's audited annual financial statements and reports and the annual financial management letter of the independent auditors, including Committee comments, if any.
- D. Overseeing ICANN's internal financial and accounting controls and procedures designed to promote compliance with accounting standards, and applicable laws and regulations.
1. The Committee will periodically review ICANN's system of internal financial and accounting controls, including its financial risk assessment and financial risk management policies, including any relevant insurance coverage, and make recommendations for changes, if any.
  2. The Committee will monitor the performance of ICANN's accounting and financial reporting process, internal financial controls and financial audits.
  3. The Committee will oversee ICANN's compliance with generally accepted accounting principles for nonprofit organizations, and with any legal or regulatory requirements related to: (i) ICANN's accounting and financial management systems; and (ii) ICANN's financial reports.
  4. The Committee will oversee investigations resulting from reports of questionable accounting or financial matters or financially-related fraud concerns, including receiving management reports about calls made to the anonymous reporting hotline pursuant to the ICANN whistleblower policy, as those calls relate to the reporting of concerns as enumerated above.

In addition, the Committee may perform other duties or responsibilities, if any 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 voting Board members, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. All Committee members must be voting Directors. The Committee may be comprised of members who serve on the Finance Committee but members who serve on the

Finance Committee shall not comprise 50 percent or more of the Audit Committee. The Committee members shall not include the President and Chief Executive Officer of ICANN organization. The members of the Committee shall serve at the discretion of the Board.

The Committee shall have access to financial expertise, preferably through the inclusion on the Committee of at least one voting Director with the requisite level of financial expertise as deemed acceptable by the Board.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the voting members of the Committee by majority vote of the full Committee membership. The Committee Chair may not be a member of the Finance Committee.

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 Committee shall meet at least four times per year, 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 (7) days unless the Chair changes that time period. However, the period must be a minimum of two (2) days and a maximum of seven (7) 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.

**VI. Records of Proceedings**

A preliminary report with respect to actions taken at each meeting (whether electronic, telephonic or in-person) of the Committee, shall be recorded and distributed to committee members 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 Audit Committee shall also 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.



# Charter of the Compensation Committee of the Board | As approved by the Board of Directors on XX month 2023

Deleted: 2 November 2017

## I. Purpose

The Compensation Committee of the Board of Directors ("Board") of ICANN is responsible for:

- A. Assisting and advising the Board with regard to its responsibility for the oversight of the corporation's compensation framework, particularly the study and evaluation of appropriate compensation mechanisms and criteria;
- B. Recommending for approval by the full Board appropriate compensation levels and arrangements for officers of the corporation appointed in accordance with the Bylaws;
- C. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance-based compensation levels for the President and Chief Executive Officer (CEO);
- D. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance-based compensation levels for the Ombudsman; and
- E. Performing any other duties or responsibilities delegated to the Committee by the Board from time to time.

## II. Scope of Responsibilities

- A. Assisting and advising the Board with regard to its responsibility for the oversight of the corporation's compensation framework, particularly the study and evaluation of appropriate compensation mechanisms and criteria.
  - 1. The Committee will seek advisement and counsel from professionals with expertise in compensation arrangements for U.S.-based nonprofit tax exempt corporations, including with respect to corporations possessing a global employee base.
  - 2. Based on expert advice, the Committee will recommend an overall compensation philosophy for the corporation consistent with ICANN's Bylaws, nonprofit public benefit status, global employee base, complexity and volume of activities, and overall mission.
  - 3. The Committee will advise the President and CEO to help ensure that the compensation structure of the corporation informs

appropriate performance targets for senior management and employees generally.

- B. Recommending for approval by the full Board appropriate compensation levels and arrangements for officers of the corporation appointed in accordance with the Bylaws.
1. The Committee shall seek advisement and counsel from professionals with expertise in compensation arrangements for U.S.-based nonprofit tax exempt corporations, including comparable compensation data, that takes into consideration corporations with nonprofit public benefit status, a global employee base, complexity and volume of activities similar to ICANN, and ICANN's overall mission, among other relevant factors.
  2. Based on expert advice, the Committee shall recommend to the full Board appropriate compensation levels for the President and CEO that is designed to qualify for the rebuttable presumption of reasonableness under laws and regulations applicable to ICANN as a non-profit public benefit corporation.
  3. Based on expert advice, and in consultation with the President and CEO, the Committee shall recommend to the full Board appropriate compensation levels for officers of the corporation other than the President and CEO appointed in accordance with the Bylaws that are designed to qualify for the rebuttable presumption of reasonableness under laws and regulations applicable to ICANN as a non-profit public benefit corporation.
  4. The Committee shall strategize upon, and recommend corporate goals and objectives relevant to the compensation of the President and CEO.
  5. The Committee shall review and advise the full Board on any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any officer of the corporation appointed in accordance with the Bylaws.
  6. The Committee shall review and advise with respect to any severance or other termination payments proposed to be made to any officer of the corporation appointed in accordance with the Bylaws.
  7. The Committee shall review and discuss with the Board plans for officer development and corporate succession plans for the President and CEO and other officers of the corporation appointed in accordance with the Bylaws.

- C. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance-based compensation levels for the President and CEO.
  - 1. The Committee shall recommend target goals for performance based compensation of the President and CEO. In recommending performance based compensation targets each year for the President and CEO, the Committee will consider appropriate performance metrics in the furtherance of ICANN's mission and core values, as well as any specific management objectives set by the Board.
  - 2. The Committee will, at the end of each year, evaluate the performance of the President and CEO in light of those corporate goals and objectives and recommend the appropriate level of performance-based compensation. The Committee will document each year the basis for the Committee's recommendations and conclusions for Board consideration.
- D. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance compensation levels for the Ombudsman.
- E. Performing 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 current ICANN 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. In order to take advantage of the rebuttable presumption of reasonableness available under applicable law and regulations, each Committee member shall be independent and free from any relationships or conflicts of interest with respect to the corporation or ICANN staff that may impair, or appear to impair, the director's ability to make independent judgments regarding compensation policies. In addition, desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits, and human resources, as well as the achievement of diversity in experience, culture and viewpoints among Committee members.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the voting 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 Compensation 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 (7) days unless the Chair changes that time period. However, the period must be a minimum of two days and a maximum of seven (7) 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 (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members within seven working days, to the extent feasible and appropriate, and meeting minutes may be posted 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 Compensation 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.

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# Charter of the Compensation Committee of the Board | As approved by the Board of Directors on XX month 2023

## I. Purpose

The Compensation Committee of the Board of Directors ("Board") of ICANN is responsible for:

- A. Assisting and advising the Board with regard to its responsibility for the oversight of the corporation's compensation framework, particularly the study and evaluation of appropriate compensation mechanisms and criteria;
- B. Recommending for approval by the full Board appropriate compensation levels and arrangements for officers of the corporation appointed in accordance with the Bylaws;
- C. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance-based compensation levels for the President and Chief Executive Officer (CEO);
- D. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance-based compensation levels for the Ombudsman; and
- E. Performing any other duties or responsibilities delegated to the Committee by the Board from time to time.

## II. Scope of Responsibilities

- A. Assisting and advising the Board with regard to its responsibility for the oversight of the corporation's compensation framework, particularly the study and evaluation of appropriate compensation mechanisms and criteria.
  - 1. The Committee will seek advisement and counsel from professionals with expertise in compensation arrangements for U.S.-based nonprofit tax exempt corporations, including with respect to corporations possessing a global employee base.
  - 2. Based on expert advice, the Committee will recommend an overall compensation philosophy for the corporation consistent with ICANN's Bylaws, nonprofit public benefit status, global employee base, complexity and volume of activities, and overall mission.
  - 3. The Committee will advise the President and CEO to help ensure that the compensation structure of the corporation informs

appropriate performance targets for senior management and employees generally.

- B. Recommending for approval by the full Board appropriate compensation levels and arrangements for officers of the corporation appointed in accordance with the Bylaws.
1. The Committee shall seek advisement and counsel from professionals with expertise in compensation arrangements for U.S.-based nonprofit tax exempt corporations, including comparable compensation data, that takes into consideration corporations with nonprofit public benefit status, a global employee base, complexity and volume of activities similar to ICANN, and ICANN's overall mission, among other relevant factors.
  2. Based on expert advice, the Committee shall recommend to the full Board appropriate compensation levels for the President and CEO that is designed to qualify for the rebuttable presumption of reasonableness under laws and regulations applicable to ICANN as a non-profit public benefit corporation.
  3. Based on expert advice, and in consultation with the President and CEO, the Committee shall recommend to the full Board appropriate compensation levels for officers of the corporation other than the President and CEO appointed in accordance with the Bylaws that are designed to qualify for the rebuttable presumption of reasonableness under laws and regulations applicable to ICANN as a non-profit public benefit corporation.
  4. The Committee shall strategize upon, and recommend corporate goals and objectives relevant to the compensation of the President and CEO.
  5. The Committee shall review and advise the full Board on any proposed employment agreement with, and any proposed severance or retention plans or agreements applicable to, any officer of the corporation appointed in accordance with the Bylaws.
  6. The Committee shall review and advise with respect to any severance or other termination payments proposed to be made to any officer of the corporation appointed in accordance with the Bylaws.
  7. The Committee shall review and discuss with the Board plans for officer development and corporate succession plans for the President and CEO and other officers of the corporation appointed in accordance with the Bylaws.

- C. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance-based compensation levels for the President and CEO.
  - 1. The Committee shall recommend target goals for performance based compensation of the President and CEO. In recommending performance based compensation targets each year for the President and CEO, the Committee will consider appropriate performance metrics in the furtherance of ICANN's mission and core values, as well as any specific management objectives set by the Board.
  - 2. The Committee will, at the end of each year, evaluate the performance of the President and CEO in light of those corporate goals and objectives and recommend the appropriate level of performance-based compensation. The Committee will document each year the basis for the Committee's recommendations and conclusions for Board consideration.
- D. Recommending for approval by the full Board appropriate base compensation levels, performance metrics and performance compensation levels for the Ombudsman.
- E. Performing 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 current ICANN 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. In order to take advantage of the rebuttable presumption of reasonableness available under applicable law and regulations, each Committee member shall be independent and free from any relationships or conflicts of interest with respect to the corporation or ICANN staff that may impair, or appear to impair, the director's ability to make independent judgments regarding compensation policies. In addition, desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits, and human resources, as well as the achievement of diversity in experience, culture and viewpoints among Committee members.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the voting 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 Compensation 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 (7) days unless the Chair changes that time period. However, the period must be a minimum of two days and a maximum of seven (7) 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 (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members within seven working days, to the extent feasible and appropriate, and meeting minutes may be posted 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 Compensation 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.

## Executive Committee Charter | As approved by the Board of Directors on XX month 2023

Deleted: 2 November 2017

### I. Purpose

The Executive Committee is responsible for:

Exercising all the powers of the Board in the oversight of the management of the business and affairs of the Corporation, including, without limitation, financial matters so that the Board retains the ability to act through the Executive Committee between formal Board meetings if deemed necessary.

### II. Scope of Responsibilities

- A. To the extent permitted by law, the Committee shall exercise all the powers of the Board during the interval periods between regular Board meetings when the Board is unavailable or unable to meet.
- B. The Committee shall not have the authority to adopt, amend or repeal any provision of the Bylaws or take any other action which has been reserved for action by the full Board pursuant to the Bylaws, a resolution of the Board or which the Committee is otherwise prohibited by law to take.

### III. Composition

The Executive Committee shall be comprised of at least the Board Chair, the Board Vice-Chair and the Chief Executive Officer, and may include one other voting Board Director, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. The members of the Committee shall serve at the discretion of the Board.

The Board Chair shall serve as Committee Chair.

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee shall have the authority to appoint 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 Executive Committee will not have regularly scheduled meetings. The Executive Committee shall meet 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.

**VI. Records of Proceedings**

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

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After each Executive Committee meeting where action has been taken, the Executive Committee shall provide notice to the full Board via email of the actions taken by the Executive Committee immediately after the meeting and shall provide a report to the full Board of Directors with a report of actions taken, for Board receipt and acknowledgment at the next regularly-scheduled meeting of the full Board.

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 Executive 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 every three years 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.

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# **Executive Committee Charter | As approved by the Board of Directors on XX month 2023**

## **I. Purpose**

The Executive Committee is responsible for:

Exercising all the powers of the Board in the oversight of the management of the business and affairs of the Corporation, including, without limitation, financial matters so that the Board retains the ability to act through the Executive Committee between formal Board meetings if deemed necessary.

## **II. Scope of Responsibilities**

- A. To the extent permitted by law, the Committee shall exercise all the powers of the Board during the interval periods between regular Board meetings when the Board is unavailable or unable to meet.
- B. The Committee shall not have the authority to adopt, amend or repeal any provision of the Bylaws or take any other action which has been reserved for action by the full Board pursuant to the Bylaws, a resolution of the Board or which the Committee is otherwise prohibited by law to take.

## **III. Composition**

The Executive Committee shall be comprised of at least the Board Chair, the Board Vice-Chair and the Chief Executive Officer, and may include one other voting Board Director, as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. The members of the Committee shall serve at the discretion of the Board.

The Board Chair shall serve as Committee Chair.

The Committee may choose to organize itself into subcommittees to facilitate the accomplishment of its work. The Committee shall have the authority to appoint 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 Executive Committee will not have regularly scheduled meetings. The Executive Committee shall meet 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.

**VI. Records of Proceedings**

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

After each Executive Committee meeting where action has been taken, the Executive Committee shall provide notice to the full Board via email of the actions taken by the Executive Committee immediately after the meeting and shall provide a report to the full Board of Directors with a report of actions taken, for Board receipt and acknowledgment at the next regularly-scheduled meeting of the full Board.

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 Executive 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 every three years 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.



## Finance Committee Charter | As approved by the ICANN Board of Directors on XX month 2023

Deleted: 2 November 2017

### 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**

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

**VII. Committee Chair Alternate**

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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.

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**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.

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# Finance Committee Charter | As approved by the ICANN Board of Directors on XX month 2023

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- 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.

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  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.
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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.



# Board Governance Committee Charter |As approved by the ICANN Board of Directors on XX month 2023

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## I. Purpose

The Board Governance Committee is responsible for:

- A. Assisting the Board to enhance its performance;
- B. Leading the Board in periodic review of its performance, including its relationship with ICANN's Chief Executive Officer;
- C. Creating and recommending to the full Board for approval a slate of nominees for Board Chair, Board Vice Chair, Chair and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year; and overseeing the creation and membership of Board Working Groups, Board Caucuses, and other Board groups;
- D. Oversight of compliance with ICANN's Board of Directors' Code of Conduct;
- E. Administration of ICANN's Conflicts of Interest Policy;
- F. Recommending to the Board corporate governance guidelines applicable to ICANN as a global, private sector corporation serving in the public interest;
- G. Recommending to the Board a nominee for the Chair of the Nominating Committee and a nominee for the Chair-Elect of the Nominating Committee; and
- H. Coordinating the dynamic development of the Board priorities and their associated deliverables, and monitoring progress against the set priorities.

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## II. Scope of Responsibilities

- A. Assisting the Board to enhance its performance.
  - 1. The Committee will serve as a resource for Directors in developing their full and common understanding of their roles and responsibilities as Directors as well as the roles and responsibilities of ICANN. The Committee will provide guidance and assistance in orienting new Directors as the Board's

membership evolves. It will help reinforce the Board's commitment to adhere to its Bylaws and Core Values.

2. The Committee will encourage the development of effective tools, strategies, and styles for the Board's discussions. The Committee will periodically review tools, templates, and guidelines for Board preparatory materials and reports.
  3. The Committee will work closely with the Chair and Vice-Chair of the Board and the President and Chief Executive Officer (CEO) of ICANN.
- B. Leading the Board in its periodic review of its performance, including its relationship with the ICANN President and CEO.
1. The Committee will develop a thoughtful process for the Board's self-analysis and evaluation of its own performance and undertake this process at least every two years. The Committee will consider, as appropriate, any external input that speaks directly to the performance of the Board.
  2. The Committee will develop a sound basis of common understanding of the appropriate relationship between the Board and the President and CEO under the Bylaws. From time to time it will review and advise on the effectiveness of that important relationship.
  3. The Committee will serve as a resource to Directors and the [President and CEO](#) by stimulating the examination and discussion of facts and analysis to complement anecdotal and other information acquired by individual directors from members of the community. In this way the Committee will assist the Board to distinguish among systemic problems, chronic problems, and isolated problems and will focus the Board's attention to both facts and perceptions.
- C. Creating and recommending to the full Board for approval a slate of nominees for Board Chair, Board Vice Chair, Chair and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year; and overseeing the creation and membership of Board Working Groups, Board Caucuses, and other Board groups.
1. In accordance with the Board Governance Committee Procedures for Board Nominations posted on the Committee webpage, the Committee will: (a) in advance of the Annual General Meeting (AGM) create for Board approval a new slate of nominees to serve on each committee for the upcoming year; (b) fill any vacancies that arise during the year; and (c) recommended to the Board committee appointments for Board members beginning their terms on a date other than at AGM.

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2. The Committee shall oversee the creation and membership of Board Working Groups, Board Caucuses, and other Board groups.
  3. The Committee shall periodically review the charters of the Board Committees, including its own charter and work with the members of the Board Committees to develop recommendations to the Board for any charter adjustments deemed advisable.
  4. The Committee may serve as a resource for the President and CEO and Directors who are considering the establishment of new committees.
  5. The Committee shall periodically review the participation of Board members across Board Committees, Working Groups, Caucuses and other Board groups. The Committee shall also recommend adjustments to the composition of any of these groups, as necessary to ensure that: (1) the workload of Board members is appropriately balanced across the Board; and (2) the Board groups have the right mix of skills and expertise among Board members to accomplish their respective goals.
- D. Oversight of compliance with ICANN's Board of Directors' Code of Conduct.
1. The Committee shall be responsible for oversight and enforcement with respect to the Board of Directors' Code of Conduct. In addition, at least annually, the Committee will review the Code of Conduct and make any recommendations for changes to the Code to the Board.
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- E. Administration of ICANN's Conflicts of Interest Policy.
1. The Committee shall review the annual conflicts of interest forms required from each Directors and Liaisons and shall consider any and all conflicts of interest that may arise under the Conflicts of Interest Policy.
  2. The Committee shall periodically review the Conflicts of Interest Policy and consider whether any modifications should be made to the policy to improve its effectiveness.
- F. Recommending to the Board corporate governance guidelines applicable to the ICANN as a global, private sector corporation serving in the public interest.
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- G. Recommending to the Board a nominee for the Chair of the Nominating Committee and a nominee for the Chair-Elect of the Nominating Committee.
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# **Board Governance Committee Charter |As approved by the ICANN Board of Directors on XX month 2023**

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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 (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members 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 Governance Committee shall conduct a self-evaluation of its activities on an annual basis and may recommend to the full Board changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. Performance of the Board Governance Committee may also be reviewed as part of any independent review of the Board and its Committees.

# Organizational Effectiveness Committee Charter - Proposed Updates February 2023 (Redline)

## I. Purpose

A. The Organizational Effectiveness Committee ("OEC" or "Committee") of the ICANN Board is responsible for the following areas related to Organizational and Specific Reviews:

1. The review and oversight of all periodic reviews mandated by Article 4, Section 4.4 of ICANN's Bylaws or any replacement or revisions to that Section of the Bylaws (Organizational Reviews), which are aimed at enhancing ICANN's overall effectiveness, and achieving specific organizational objectives, structural relevance and effectiveness.
2. The review and oversight of all Specific Reviews mandated by Section 4.6 of ICANN Bylaws or any replacement or revisions to that section of the Bylaws, which are aimed at reviewing ICANN's execution of commitments relating to: Accountability and Transparency; Security, Stability and Resiliency; Competition, Consumer Trust and Consumer Choice; and Registration Directory Service.
3. The review and oversight of policies, processes, and procedures relating to the Organizational and Specific Reviews.
4. The development and maintenance of a Review Framework for Organizational and Specific Reviews, which is subject to Board approval that encapsulates the policies, processes, and procedures applicable to the conduct of the Organizational and Specific Reviews.

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B. The OEC shall use the Organizational and Specific Reviews to help assess whether ICANN has made progress in achieving key organizational objectives and commitments and whether its organizational structure is effective and relevant to its mission. The OEC shall issue recommendations towards enhancing ICANN's overall organizational effectiveness.

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C. The OEC is responsible for the review and oversight of the Periodic and Special IANA Naming Function Reviews (IFRs) mandated by Article 18 of ICANN Bylaws or any replacement or revisions to that article of the Bylaws, which are aimed at reviewing PTI's performance under the IANA Naming Function Contract.

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- D. [The OEC is responsible for the review and oversight of the Generic Names Supporting Organization \(GNSO\) Stakeholder Groups/Constituencies \(SG/Cs\) Charter amendment process.](#)

## II. Scope of Responsibilities

The following activities are set forth as a guide for fulfilling the OEC's responsibilities. The OEC is authorized to carry out these activities and other actions reasonably related to the OEC 's purposes or as assigned by the Board from time to time:

- A. Review, and recommend changes as warranted to streamline and standardize, where possible, ICANN's policies, processes and procedures governing the Organizational and Specific Reviews.
- B. Oversee the conduct of the Organizational and Specific Reviews as described in the Review Framework.
- C. Oversee work of the independent consulting firm/s engaged for the Organizational Reviews, including the quality and content of the independent consulting firm's work product and all necessary follow-up.
- D. [\[Deleted\]](#)
- E. Regularly report to the full Board with respect to the Committee's activities.
- F. Oversee the conduct of the IFRs as described in the ICANN Bylaws.
- G. Oversee the implementation of review recommendations resulting from the Organizational, Specific and IFR Reviews and regularly report to the full Board on the implementation status.
- H. [When appropriate, identify for the ICANN Board Governance Committee the need for a Board Caucus Group to support the OEC and the Board in furthering substantive discussions and Board input on matters within the OEC's purview.](#)

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**Deleted:** Create and populate Working Groups for ICANN Board directed Ad Hoc Reviews, if and when deemed necessary. The members of the Working Groups are chosen among present and past Board Directors and Liaisons;

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**Deleted:** Coordinate the work of the Working Groups for ICANN Board-directed Ad Hoc Reviews, and evaluate the recommendations coming from the review process.

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**Deleted:** , and, where necessary, coordinating and convening a Board Caucus Group for any substantive discussions and Board input into those IFRs...

## III. Relationships with Other ICANN Structures

There shall be a designated ICANN staff member responsible for support of all functions of the Committee. In carrying out its responsibilities, the Committee shall consult with all relevant and affected parties regarding all pertinent aspects of the Reviews specified herein.

## IV. 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.

## **V. Meetings**

### **A. Regularly Scheduled Meetings**

The Committee shall meet at least three times per year, or more frequently as it deems necessary to carry out its responsibilities. The schedule of these meetings will be established at the beginning of the calendar year. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Regularly scheduled meetings shall be noticed at least one week in advance, unless impracticable, in which case the notice shall be as soon as practicable.

### **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.

**VI. 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.](#)

**VII. Records of Proceedings**

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

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A report of the activities of the Committee shall be prepared and published semiannually.

**VIII. [Committee Chair Alternate](#)**

Deleted: Succession Plan

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.](#)

Deleted: Committee shall maintain a succession plan for the Committee which includes identifying the experience, competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.

**IX. Review**



The Board Organizational Effectiveness 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.

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# Organizational Effectiveness Committee Charter - Proposed Updates XX month 2023

## I. Purpose

- A. The Organizational Effectiveness Committee ("OEC" or "Committee") of the ICANN Board is responsible for the following areas related to Organizational and Specific Reviews:
  - 1. The review and oversight of all periodic reviews mandated by Article 4, Section 4.4 of ICANN's Bylaws or any replacement or revisions to that Section of the Bylaws (Organizational Reviews), which are aimed at enhancing ICANN's overall effectiveness, and achieving specific organizational objectives, structural relevance and effectiveness.
  - 2. The review and oversight of all Specific Reviews mandated by Section 4.6 of ICANN Bylaws or any replacement or revisions to that section of the Bylaws, which are aimed at reviewing ICANN's execution of commitments relating to: Accountability and Transparency; Security, Stability and Resiliency; Competition, Consumer Trust and Consumer Choice; and Registration Directory Service.
  - 3. The review and oversight of policies, processes, and procedures relating to the Organizational and Specific Reviews.
  - 4. The development and maintenance of a Review Framework for Organizational and Specific Reviews, which is subject to Board approval that encapsulates the policies, processes and procedures applicable to the conduct of the Organizational and Specific Reviews.
- B. The OEC shall use the Organizational and Specific Reviews to help assess whether ICANN has made progress in achieving key organizational objectives and commitments and whether its organizational structure is effective and relevant to its mission. The OEC shall issue recommendations towards enhancing ICANN's overall organizational effectiveness.
- C. The OEC is responsible for the review and oversight of the Periodic and Special IANA Naming Function Reviews (IFRs) mandated by Article 18 of ICANN Bylaws or any replacement or revisions to that article of the Bylaws, which are aimed at reviewing PTI's performance under the IANA Naming Function Contract.

- D. The OEC is responsible for the review and oversight of the Generic Names Supporting Organization (GNSO) Stakeholder Groups/Constituencies (SG/Cs) Charter amendment process.

## **II. Scope of Responsibilities**

The following activities are set forth as a guide for fulfilling the OEC's responsibilities. The OEC is authorized to carry out these activities and other actions reasonably related to the OEC 's purposes or as assigned by the Board from time to time:

- A. Review, and recommend changes as warranted to streamline and standardize, where possible, ICANN's policies, processes and procedures governing the Organizational and Specific Reviews.
- B. Oversee the conduct of the Organizational and Specific Reviews as described in the Review Framework.
- C. Oversee work of the independent consulting firm/s engaged for the Organizational Reviews, including the quality and content of the independent consulting firm's work product and all necessary follow-up.
- D. Regularly report to the full Board with respect to the Committee's activities.
- E. Oversee the conduct of the IFRs as described in the ICANN Bylaws.
- F. Oversee the implementation of review recommendations resulting from the Organizational, Specific and IFR Reviews and regularly report to the full Board on the implementation status.
- G. When appropriate, identify for the ICANN Board Governance Committee the need for a Board Caucus Group to support the OEC and the Board in furthering substantive discussions and Board input on matters within the OEC's purview.

## **III. Relationships with Other ICANN Structures**

There shall be a designated ICANN staff member responsible for support of all functions of the Committee. In carrying out its responsibilities, the Committee shall consult with all relevant and affected parties regarding all pertinent aspects of the Reviews specified herein.

## **IV. 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.

## **V. Meetings**

### **A. Regularly Scheduled Meetings**

The Committee shall meet at least three times per year, or more frequently as it deems necessary to carry out its responsibilities. The schedule of these meetings will be established at the beginning of the calendar year. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Regularly scheduled meetings shall be noticed at least one week in advance, unless impracticable, in which case the notice shall be as soon as practicable.

### **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.

**VI. 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.

**VII. Records of Proceedings**

A preliminary report with respect to actions taken at each meeting (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members 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 semiannually.

**VIII. 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.

**IX. Review**

The Board Organizational Effectiveness 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.

## Risk Committee Charter | As approved by the ICANN Board of Directors on XX month 2023

Deleted: 22 July 2021

### I. Purpose

The Risk Committee of the ICANN Board is responsible for the assessment and oversight of policies implemented by ICANN designed to manage ICANN's risk profile, including the establishment and implementation of standards, controls, limits and guidelines related to risk assessment and risk management, including but not limited to financial, technical, legal and operational risks and other risks concerning ICANN's reputation and ethical standards.

### II. Scope of Responsibilities

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes as may be assigned by the Board from time to time:

- A. Oversight of risk management for ICANN as an organization, including the following activities:
  - 1. Reviewing and advising on the ICANN risk management framework and associated policies, plans, programs, and reporting relating to risk management;
  - 2. Monitoring the effectiveness of the risk management framework;
  - 3. Oversight of the significant non-financial risk exposure for ICANN and steps taken to monitor and control such exposure;
  - 4. Staying informed on conditions at ICANN in order to identify potential future risks and advise on plans for addressing these risks as appropriate;
  - 5. Reviewing other areas of risk concentration as appropriate, including coordinating with other committees of the Board which review risk, as well risks identified arising from the work of the ICANN community; and
  - 6. Reviewing and providing oversight to the Risk Appetite Statement, and assessing the alignment and compliance of the Statement with the org Risk Register and the ICANN Strategic Plan.
- B. Oversight of operational activities relating to risk management including reviewing information and monitoring the effectiveness of risk management activities such as:

1. The effectiveness of the technology utilized by ICANN focusing on Info and Cyber Security;
  2. The adequacy of ICANN's business continuity policies; and
  3. Addressing changes in the Internet ecosystem (technology, business environment, community, etc.) that may be material to ICANN operations.
- C. Informing and advising the Board on the outcomes of these oversight areas, the Committee recommendations and assessment of those outcomes, if any, as well as other reporting deemed appropriate by the Committee.

### **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.

The Committee shall have a Chair and may have a co-Chair or vice-Chair. Unless a Committee Chair/co-Chair/vice-Chair is appointed by the full Board, the members of the Committee may designate its Chair/co-Chair/vice-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 Committee shall meet at least three times per year, or more frequently as it deems necessary to carry out its responsibilities. The schedule of these meetings will be established at the beginning of the calendar year. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Regularly scheduled meetings shall be noticed at least one week in advance, unless impracticable, in which case the notice shall be as soon as practicable.

#### **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 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. Recording of Proceedings

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

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following approval by the Committee.

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

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**VII. Committee Chair Alternate**

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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.

Deleted: Board Risk Committee shall maintain a succession plan for the Committee which includes identifying competencies and personal characteristics required to meet the leadership needs of the Committee. The Committee shall annually review the succession plan to ensure that it meets the needs of the Committee.

**VIII. Review**

The Board Risk 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.

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# **Risk Committee Charter | As approved by the ICANN Board of Directors on XX month 2023**

## **I. Purpose**

The Risk Committee of the ICANN Board is responsible for the assessment and oversight of policies implemented by ICANN designed to manage ICANN's risk profile, including the establishment and implementation of standards, controls, limits and guidelines related to risk assessment and risk management, including but not limited to financial, technical, legal and operational risks and other risks concerning ICANN's reputation and ethical standards.

## **II. Scope of Responsibilities**

The following responsibilities are set forth as a guide for fulfilling the Committee's purposes. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's purposes as may be assigned by the Board from time to time:

- A. Oversight of risk management for ICANN as an organization, including the following activities:
  - 1. Reviewing and advising on the ICANN risk management framework and associated policies, plans, programs, and reporting relating to risk management;
  - 2. Monitoring the effectiveness of the risk management framework;
  - 3. Oversight of the significant non-financial risk exposure for ICANN and steps taken to monitor and control such exposure;
  - 4. Staying informed on conditions at ICANN in order to identify potential future risks and advise on plans for addressing these risks as appropriate;
  - 5. Reviewing other areas of risk concentration as appropriate, including coordinating with other committees of the Board which review risk, as well risks identified arising from the work of the ICANN community; and
  - 6. Reviewing and providing oversight to the Risk Appetite Statement, and assessing the alignment and compliance of the Statement with the org Risk Register and the ICANN Strategic Plan.
- B. Oversight of operational activities relating to risk management including reviewing information and monitoring the effectiveness of risk management activities such as:

1. The effectiveness of the technology utilized by ICANN focusing on Info and Cyber Security;
  2. The adequacy of ICANN's business continuity policies; and
  3. Addressing changes in the Internet ecosystem (technology, business environment, community, etc.) that may be material to ICANN operations.
- C. Informing and advising the Board on the outcomes of these oversight areas, the Committee recommendations and assessment of those outcomes, if any, as well as other reporting deemed appropriate by the Committee.

### **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.

The Committee shall have a Chair and may have a co-Chair or vice-Chair. Unless a Committee Chair/co-Chair/vice-Chair is appointed by the full Board, the members of the Committee may designate its Chair/co-Chair/vice-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 Committee shall meet at least three times per year, or more frequently as it deems necessary to carry out its responsibilities. The schedule of these meetings will be established at the beginning of the calendar year. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Regularly scheduled meetings shall be noticed at least one week in advance, unless impracticable, in which case the notice shall be as soon as practicable.

#### **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 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. Recording of Proceedings**

A preliminary report with respect to actions taken at each meeting (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members 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 Risk 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.

# Board Strategic Planning Committee Charter | As approved by the ICANN Board of Directors on XX month 2023

Deleted: 22 October 2020

## I. Purpose

The Board Strategic Planning Committee of the ICANN Board (the “Committee”) is responsible for 1) supporting the Board in identifying the strategic priorities facing the Board, ICANN org and community and making sure the Board is addressing those priorities; 2) initiating and leading the strategic planning process for ICANN on behalf of the Board, including development and implementation of a review process for adjusting the current strategic plan should the need arise.

## II. Scope of Responsibilities

- A. On at least an annual basis, identification of strategic priorities that the ICANN Board needs to address as part of its workplan.
- B. Coordination with the Board and the committees thereof to confirm that these priorities are being addressed on appropriate and effective timeframes. In addition to coordination across the Board and committees to ensure sufficient monitoring of strategic priorities relevant to any committee of the Board, the following specific coordination is also expected:
  - o Interaction with the Board Finance Committee (BFC): the Committee coordinates with the Finance Committee the oversight of the financial elements of any planning processes or documents.
  - o Interaction with the Board Risk Committee: the Committee coordinates with the BRC the consideration of strategic risks in the strategic planning work of the Board.
- C. Provide oversight to the ICANN organization in its operational work in supporting ICANN’s strategic planning process, as well as the evolution of the planning process. This includes:
  - o Recommending, as needed, that ICANN’s five-year strategic plan be reviewed periodically or on an ad hoc basis outside of the five- year plan window.
  - o Ensuring that appropriate consultation of the community is carried out as required by the ICANN Bylaws, including recommending to the Board additional community consultations, if warranted.
  - o Coordination with the relevant departments or teams within ICANN org that are dedicated to planning activities.
- D. Oversight of the annual strategic outlook (trends) process to identify relevant trends and events that inform ICANN’s strategic planning and prioritization efforts.

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 members. The majority of the Committee members shall be voting Board Directors and the minority shall be Liaisons, as determined and appointed annually by the Board. Each Committee member shall comply with the Conflicts of Interest Policy. The voting Directors shall be the voting members of the Committee. 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 voting 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.

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The Committee shall meet at least three times per year, or more frequently as it deems necessary to carry out its responsibilities. The schedule of these meetings will be established at the beginning of the calendar year. The Committee's meetings may be held by telephone and/or other remote meeting technologies. Regularly scheduled meetings shall be noticed at least one week in advance, unless impracticable, in which case the notice shall be as soon as practicable.

#### **B. Special/Extraordinary Meetings**

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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.

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# Board Strategic Planning Committee Charter | As approved by the ICANN Board of Directors on XX month 2023

## I. Purpose

The Board Strategic Planning Committee of the ICANN Board (the “Committee”) is responsible for 1) supporting the Board in identifying the strategic priorities facing the Board, ICANN org and community and making sure the Board is addressing those priorities; 2) initiating and leading the strategic planning process for ICANN on behalf of the Board, including development and implementation of a review process for adjusting the current strategic plan should the need arise.

## II. Scope of Responsibilities

- A. On at least an annual basis, identification of strategic priorities that the ICANN Board needs to address as part of its workplan.
- B. Coordination with the Board and the committees thereof to confirm that these priorities are being addressed on appropriate and effective timeframes. In addition to coordination across the Board and committees to ensure sufficient monitoring of strategic priorities relevant to any committee of the Board, the following specific coordination is also expected:
  - Interaction with the Board Finance Committee (BFC): the Committee coordinates with the Finance Committee the oversight of the financial elements of any planning processes or documents.
  - Interaction with the Board Risk Committee: the Committee coordinates with the BRC the consideration of strategic risks in the strategic planning work of the Board.
- C. Provide oversight to the ICANN organization in its operational work in supporting ICANN’s strategic planning process, as well as the evolution of the planning process. This includes:
  - Recommending, as needed, that ICANN’s five-year strategic plan be reviewed periodically or on an ad hoc basis outside of the five- year plan window.
  - Ensuring that appropriate consultation of the community is carried out as required by the ICANN Bylaws, including recommending to the Board additional community consultations, if warranted.
  - Coordination with the relevant departments or teams within ICANN org that are dedicated to planning activities.
- D. Oversight of the annual strategic outlook (trends) process to identify relevant trends and events that inform ICANN’s strategic planning and prioritization efforts.

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 members. The majority of the Committee members shall be voting Board Directors and the minority shall be Liaisons, as determined and appointed annually by the Board. Each Committee member shall comply with the Conflicts of Interest Policy. The voting Directors shall be the voting members of the Committee. The members of the Committee shall serve at the discretion of the Board.

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The Board Strategic Planning Committee shall conduct a self-evaluation of its activities on an annual basis and may recommend to the Board

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# Board Technical Committee Charter | As Approved by the Board of Directors on XX month 2023

Deleted: 23 September 2017

## I. Purpose

The Technical Committee of the ICANN Board is responsible for supporting the ICANN Board with oversight of technical work necessary to meet ICANN's mission of ensuring the stable and secure operation of the Internet's unique identifier systems.

## II. Scope of Responsibilities

The following activities are set forth as a guide for fulfilling the Committee's responsibilities. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's Board-level strategic oversight of the following technical matters/ purposes, or as assigned by the Board from time to time:

- A. Ensure that ICANN organization has an appropriate technical roadmap, consistent with ICANN's strategy;
- B. Explore and make recommendations on technical issues that require Board intervention;
- C. Recommend resolutions to the Board along with sufficient background information and analysis to further the technical work of the ICANN organization;
- D. Provide input on specific items at the request of the Board or ICANN organization;
- E. Identify or evaluate opportunities to work with other standards or information organizations to facilitate the interoperability of the Internet's unique identifier systems;
- F. Facilitate the Board's gaining a deeper understanding of general technical issues impacting the security, stability and resiliency of the Internet's unique identifier systems;
- G. Coordinate the Board's review and response relating to advice from the Security and Stability Advisory Committee and the Root Server System Advisory Committee;
- H. Provide analysis to the Board on technical issues related to maintenance or harmonization that are raised by Board members, Board committees, ICANN organization, the Technical Experts Group or other Advisory bodies;

- I. Ensure portfolio of technical programs and major projects as identified by the Board or ICANN organization (including community-driven initiatives) are in line with ICANN Strategy and the current updated technical roadmap by answering questions such as:
  - 1. What major technical programs or initiatives should ICANN be doing or funding?
  - 2. Does ICANN organization have the right number of technical programs/projects/teams (too many, too few)?
  - 3. Are there major technical program/project/team initiatives that ICANN should be working on that it isn't?
  - 4. Is the scope of each agreed major technical program and project initiative right?
  - 5. Are there major technical programs/projects/products/teams that should be closed or discontinued?
- J. Lead and coordinate the Board's engagement with the Technical Experts Group; and
- K. Provide guidance on appropriate governance and standards development processes by answering questions such as:
  - 1. What should be the process for approving a new major technical program or team?
  - 2. What should be the process for (re-) prioritizing a major technical program/project/team?
- L. Periodically review IT tools made available to Board members for Board activities, and review recommendations for change based upon the evolution of both Board member needs and evolution of IT tools.

### III. Composition

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(see <http://www.icann.org/en/committees/coi/coi-policy-04mar99.htm>.)



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**ICANN BOARD SUBMISSION No. 2023.10.26.1c**

**TITLE:** **Transfer to Supplemental Fund for Implementation of Community Recommendations**

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

**EXECUTIVE SUMMARY:**

The Board is being asked to approve a transfer from the Operating Fund to the Supplemental Fund for Implementation of Community Recommendations (SFICR).

Per the ICANN Investment Policy ([ICANN Investment Policy](#)), the Operating Fund is set at a target level necessary to fund a minimum of three months expected operating expenses. In addition, the SFICR is an ICANN fund that is to be used as is deemed useful to support projects that are multi-year and focus on community recommendations that are approved by the Board but do not fit within the annual budget.

**ICANN ORGANIZATION AND BOARD FINANCE COMMITTEE (BFC) RECOMMENDATIONS:**

Both ICANN organization and the BFC recommend that the Board approve the transfer of US\$20,000,000 from the Operating Fund to the SFICR.

**PROPOSED RESOLUTION:**

Whereas, the Operating Fund includes the funds used for ICANN's day-to-day operations and must contain enough funds to cover a minimum of three months of ICANN's operating expenses.

Whereas, a Supplemental Fund for Implementation of Community Recommendations (SFICR) allows ICANN to segregate resources in support of increasing the capacity of the organization to address projects that are multi-year and focus on community recommendations that are approved by the Board but do not fit within the annual budget.

Whereas, periodically, if excess funds exist in the Operating Fund after an allocation to the Reserve Fund has been considered or decided, an allocation to the SFICR will be considered based on the project needs identified.

Whereas, the Operating Fund as of 30 June 2023, contained excess funds.

Whereas, both ICANN organization and the Board Finance Committee have recommended that the Board approve a US\$20,000,000 transfer to the SFICR from the Operating Fund excess for FY23.

Resolved (2023.10.26.xx), the Board approves the transfer of US\$20,000,000 from the Operating Fund to the SFICR.

**PROPOSED RATIONALE:**

As part of ICANN's Investment Policy, the Operating Fund should be at a level of funds to cover a minimum of three months of ICANN organization's operating expenses.

The SFICR establishes segregated resources in support of increasing the capacity of ICANN to address activities and projects that are multi-year and focus on community recommendations that are approved by the Board but do not fit within the annual budget. If the Operating Fund contains excess after an allocation to the Reserve Fund has been considered or decided, an allocation to the SFICR will be determined based on the project needs identified.

As of 30 June 2023, there was excess in the Operating Fund of at least US\$24,000,000, and both ICANN org and the Board Financing Committee recommended that US\$20,000,000 should be transferred to the SFICR.

This action is consistent with ICANN's mission and is in the public interest that ICANN uses the SFICR to fund projects, as approved by the Board, when the size, complexity, and length of the projects create a challenge to be solely funded by recurring funding.

This action will not have a direct financial impact on ICANN, and will not have an 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:	Xavier Calvez
Position:	SVP, Planning and CFO
Date Noted:	28 September 2023
Email:	<a href="mailto:xaver.calvez@icann.org">xaver.calvez@icann.org</a>

**ICANN BOARD PAPER NO. 2023.10.26.1d**

**TITLE:** ERP Provider Renewal

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

**EXECUTIVE SUMMARY:**

ICANN has utilized the same ERP provider since December 2016. The ERP is critical for managing day to day business activities for Accounting, Procurement, Human Resources and Financial Reporting. Over the last seven years, ICANN has made improvements to the ERP to maximize original investment. The current ERP provider meets ICANN's needs with no major issues identified. The organization is now seeking contracting approval for a Confidential Negotiation Information with its current ERP provider. Because the proposed contract renewal will exceed US\$500,000, pursuant to ICANN's Contracting and Disbursement Policy the Board is required to approve entering into, and making disbursements pursuant to, the contract.

**ICANN ORGANIZATION AND BOARD FINANCE COMMITTEE (BFC)**

**RECOMMENDATION (Subject to BFC Approval):**

Both ICANN organization and the BFC recommend that the Board authorize the Interim President and CEO, or her designee(s), to take all necessary actions to enter into, and make disbursement in furtherance of, the Confidential Negotiation Information with ICANN's current ERP provider.

**PROPOSED RESOLUTION:**

Whereas, ICANN has an established need to renew a contract with an ERP provider.

Whereas, the Board Finance Committee has reviewed the financial implications of contract renewal with ICANN's current ERP provider and has considered alternatives.

Whereas, both the organization and the Board Finance Committee have recommended that the Board authorize the Interim President and CEO, or her designee(s), to take all actions necessary to execute a Confidential Negotiation Information with ICANN's current ERP provider and make all necessary disbursements pursuant to that contract.

Resolved (2023.10.26.XX), the Board authorizes the Interim President and CEO, or her designee(s), to take all necessary actions to <sup>Confidential Negotiation Information</sup> with ICANN's current ERP provider and make all necessary disbursements pursuant to that contract.

Resolved (2023.10.26.XX), specific items within this resolution shall remain confidential for negotiation purposes pursuant to Article 3, section 3.5(b) of the ICANN Bylaws until the Interim President and CEO determines that the confidential information may be released.

**PROPOSED RATIONALE:**

ICANN's ERP provides an integrated solution under a single system of record improving systems capacity, global reporting and analysis capability, leading to improved productivity and cross-functional efficiencies, and enhanced internal controls. On average, the minimum time to get optimal value out of an ERP is considered to be 10 years. Currently ICANN is at the seven year mark with its current ERP provider. At this point a new ERP implementation would require significant cost and effort, and would be premature. Renewal with the current ERP provider will continue to provide a stable solution for the organization. Further, ICANN's current ERP Provider is a Gartner Magic Quadrant\* Leader in Cloud ERP.

After thorough analysis, negotiations, and an adjustment to the number of licenses with the supplier, the organization has negotiated a new, <sup>Confidential Negotiation Information</sup> with the current ERP provider with a total cost of <sup>Confidential Negotiation Information</sup> Rationale Text Superseded

The Board reviewed the organization's and the Board Finance Committee's recommendations for contracting and disbursement authority for the contract renewal with the current EP provider.

Taking this action fits squarely within ICANN's mission and the public interest in that it ensures that payments of large amounts for one invoice to one entity are reviewed and evaluated by the Board if they exceed a certain amount of delegated authority through

ICANN's Contracting and Disbursement Policy. This ensures that the Board is overseeing large disbursements and acting as proper stewards of the funding ICANN receives from the public.

There will be a financial impact on ICANN to renew the Oracle Cloud ERP contract. This impact is currently included in the FY24 Operating Plan and Budget.

This action will not have a direct impact on the security, stability and resiliency of the domain name system.

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

Submitted by:	Ashwin Rangan and Xavier Calvez
Position:	SVP, Engineering and CIO and SVP, Planning and Chief Financial Officer
Date Noted:	6 September 2023
Email:	<a href="mailto:Ashwin.rangan@icann.org">Ashwin.rangan@icann.org</a> and <a href="mailto:xavier.calvez@icann.org">xavier.calvez@icann.org</a>

**ICANN BOARD PAPER NO. 2023.10.26.2b**

**TITLE:** **Security and Stability Advisory Committee (SSAC)  
Member Appointments**

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

**EXECUTIVE SUMMARY:**

The Security and Stability Advisory Committee (SSAC) respectfully requests the appointment of Ram Mohan as the new SSAC Chair and recommends the Board reappoint the SSAC members as identified in the proposed resolution.

**COMMITTEE RECOMMENDATION:**

The Committee desires two actions from the ICANN Board: 1) the appointment of Ram Mohan as the new SSAC Chair, and 2) the reappointment of the SSAC members as identified in the proposed resolution.

**PROPOSED RESOLUTION:**

Whereas Section 12.2(b)(ii) of the Bylaws states that the Board shall appoint the Chair and the members of the Security and Stability Advisory Committee (SSAC).

Whereas the three-year term for Rod Rasmussen as SSAC Chair ends on 31 December 2023.

Whereas the SSAC has completed its process of selecting a Chair and requests that the Board appoint Ram Mohan as SSAC Chair for a three-year term to begin on 01 January 2024.

Whereas, the Board, at Resolution 2010.08.05.07 approved Bylaws revisions that created three-year terms for SSAC members, required staggering of terms, and obligated the SSAC Chair to recommend the reappointment of all current SSAC members to full or partial terms to implement the Bylaws revisions.

Whereas, in January 2023 the SSAC Membership Committee initiated an annual review of SSAC members whose terms are ending 31 December 2023 and submitted to the SSAC its recommendations for reappointments on 25 August 2023.

Whereas, on 19 September 2023, the SSAC members approved 12 reappointments.

Whereas, the SSAC recommends that the Board reappoint the following SSAC members to three-year terms: Greg Aaron, Benedict Addis, Tim April, Lyman Chapin, KC Claffy, Steve Crocker, Geoff Huston, Andrei Kolesnikov, Barry Leiba, Russ Mundy, Rod Rasmussen, and Matt Thomas.

Resolved (2023.10.26.xx), the Board accepts the recommendation of the SSAC and appoints Ram Mohan as Chair of the SSAC for a three-year term beginning on 01 January 2024 and ending on 31 December 2026.

Resolved (2023.10.26.xx), the Board accepts the recommendation of the SSAC and reappoints the following SSAC members to three-year terms beginning 01 January 2024 and ending 31 December 2026: Greg Aaron, Benedict Addis, Tim April, Lyman Chapin, KC Claffy, Steve Crocker, Geoff Huston, Andrei Kolesnikov, Barry Leiba, Russ Mundy, Rod Rasmussen, and Matt Thomas.

#### **PROPOSED RATIONALE:**

The SSAC is a diverse group of individuals whose expertise in specific subject matters enables the SSAC to fulfill its role and execute its mission. Since its inception, the SSAC has invited to its membership individuals with deep knowledge and experience in technical and security areas that are critical to the security and stability of the Internet's naming and address allocation systems.

The SSAC's continued operation as a competent body is dependent on the accumulation of talented subject matter experts who have consented to volunteer their time and energies to the execution of the SSAC mission.

This resolution is an organizational administrative function for which no public comment is required. The appointment of the SSAC Chair and SSAC members is in the public interest and in furtherance of ICANN's mission as it contributes to the commitment of the ICANN to strengthen the security, stability, and resiliency of the DNS. The appointment of SSAC members is not

anticipated to have any fiscal impact on ICANN org that has not already been accounted for in the budgeted resources necessary for ongoing support of the SSAC.

**Signature Block:**

Submitted by:	James Galvin
Position:	Liaison to the ICANN Board from the Security and Stability Advisory Committee
Date Noted:	06 October 2023
Email:	<a href="mailto:james.galvin@board.icann.org">james.galvin@board.icann.org</a>





9 October 2023

Subject: SSAC2023-19: SSAC Leadership and Member Appointments

The purpose of this letter is to bring you up-to-date on proposed changes to the membership of the Security and Stability Advisory Committee (SSAC) and to provide an explanation for the attached request for Board action. The SSAC has recently completed its annual review process for current members and is requesting the renewal of 12 members. Additionally, I am pleased to share with the Board that this year the SSAC selected Ram Mohan and Tara Whalen to serve as the next Chair and Vice Chair, respectively.

The SSAC proposes for Board approval:

- Appointment of Ram Mohan as the Chair of the SSAC for a three-year term from 1 January 2024 to 31 December 2026;
- Reappointment of the following SSAC Members for three-year terms from 1 January 2024 to 31 December 2026:
  - Greg Aaron, Benedict Addis, Tim April, Lyman Chapin, KC Claffy, Steve Crocker, Geoff Huston, Andrei Kolesnikov, Barry Leiba, Russ Mundy, Rod Rasmussen, and Matt Thomas;
- Acknowledgement in the annual community recognition Board resolution of the service of Rod Rasmussen and Julie Hammer who have served as SSAC Chair and SSAC Vice Chair respectively for six years from 1 January 2018 to 31 December 2023;
- Acknowledgement in the annual community recognition Board resolution of the service of Chris Roosenraad and Mark Seiden who conclude their terms on the SSAC on 31 December 2023.

Rod Rasmussen  
Chair, ICANN Security and Stability Committee

## **ICANN BOARD PAPER NO. 2023.10.26.2c**

**TITLE:** Internal Audit Function

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

### **EXECUTIVE SUMMARY:**

ICANN is establishing an internal audit function to help ensure that ICANN's risk management, governance and internal control processes are operating effectively.

The scope of the internal audit function will align to the scope of responsibilities of the Board Risk Committee, which includes all activities of the organization, and the associated risks.

An internal audit function can be outsourced or established internally, depending on the size, budget, and assessment needs of an organization, or combine both approaches. ICANN is planning to initially implement the internal audit function via the outsource option, without excluding the possibility to also hire any staff member(s).

The plan is for the internal audit function to have oversight reporting to the Board Risk Committee and administrative support from the CFO. This structure provides the function with the independence and authority to fulfill its obligations and the support needed to execute its objectives. It is important, and a best practice, that the internal audit activity has an independent oversight from management. Independence and objectivity are critical for an internal audit function and the reporting structure plays a critical role in achieving these goals.

### **ICANN ORGANIZATION RECOMMENDATION:**

The organization has decided to establish an internal audit function, which it proposes to report to the Board Risk Committee and to be administratively supported by the Chief Financial Officer (CFO), along with and the CFO's team.

## **PROPOSED RESOLUTION:**

Whereas, the organization recommends that the Board agree with and support the organization's establishment of an internal audit function, reporting to the Risk Committee of the Board and administratively supported by the Chief Financial Officer (CFO) and the CFO's team, as applicable.

Resolved (2023.10.26.xx), the Board agrees and supports the organization's establishment of an internal audit function, reporting to the Risk Committee of the Board and administratively supported by the CFO and the CFO's team, as applicable.

## **PROPOSED RATIONALE:**

Developing the internal audit function is in the public interest because it helps to enhance risk management, while assessing the effectiveness of many different aspects of the organization. Benefits of internal audit include:

- Strengthens compliance - internal audits are designed to check and ensure an organization is compliant with relevant laws, regulations, and industry standards.
- Strengthens internal controls - internal audits are focused on reviewing internal controls in place to ensure they are well-designed, effective, and efficient.
- Enhances efficiency - an internal audit can help identifying process improvements.
- Verifies the accuracy and integrity of financial statements - this can help reduce or streamline the external audit work.
- Minimizes risk – this helps assess whether risk mitigation strategies are working as intended.

This action will have a financial impact on ICANN as there will be a cost can be included in the Draft FY25 budget. Costs to be potentially incurred during FY24 would be unbudgeted, and subject to funding ability.

This action will not have an 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:	Xavier Calvez
Position:	SVP, Planning and CFO
Date Noted:	17 October 2023
Email:	<a href="mailto:xaver.calvez@icann.org">xaver.calvez@icann.org</a>

## ICANN BOARD PAPER NO. 2023.10.26.2d

**TITLE: ICANN Strategic Outlook Program: FY25 Trends Report**

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

### **EXECUTIVE SUMMARY:**

Tracking new and shifting trends affecting ICANN and the Internet is a critical first step in ICANN's strategic planning process. The Board, through the Board Strategic Planning Committee, oversees the annual ICANN Strategic Outlook Program to identify relevant trends and events that inform ICANN's strategic planning efforts and the annual review of the Strategic Plan.

The Strategic Outlook Program began with 12 trend identification sessions with 207 participants from the community, Board and ICANN organization, and resulted in 1,048 collected data points. ICANN org then analyzed the trends. The analysis is based on the data collected from sessions conducted in March through April 2023 and is based on participants' perceptions and opinions at a point in time. Therefore, any updates and new topics subsequently discussed among the org, Board and Community since the time of the sessions are not incorporated into this analysis.

The Board received and reviewed the trend analysis, including assessment of the trends, risks, opportunities, and potential impacts on ICANN. The Board Strategic Planning Committee intensively reviewed the trend analysis prior to providing it to the Board.

A description of how the analysis was conducted and the set of priority trends, related impacts, and associated strategic and/or tactical recommendations is documented in the *ICANN Strategic Outlook Program: FY25 Trend Report*. The process and methods used were shared with the community during a [webinar](#) held on 10 October 2023.

On the basis of the analysis of the data collected from the trends sessions, some ongoing activities will continue to be emphasized and reflected in the Operating Plan, but it appears that the ICANN Strategic Plan for Fiscal Years 2021-2025 does not need to be updated. The Board is asked to consider these recommendations and to confirm that the current ICANN Strategic Plan should remain unchanged.

Though the recommendation is for the Strategic Plan to remain unchanged, the items highlighted and reflected in the ICANN Strategic Outlook Program: FY25 Trends Report are still of urgency within ICANN, and both the Board and the org are working diligently to address them from both strategic and operational lenses. Where appropriate, the ongoing efforts to address the trends are highlighted.

As next steps, ICANN org will take into consideration the recommendations listed in the ICANN Strategic Outlook Program: FY25 Trends Report when drafting the ICANN Five-year Operating Plan for Fiscal Years 2025-2029. Findings on trends and their impacts on ICANN, as well as opportunities they represent and resulting proposed planned activities, will be documented in the next ICANN Operating Plan that will be posted for Public Comment in December of this year. Finally, the FY25 trends will serve as reference for the consultation input for the development of the ICANN Strategic Plan for Fiscal Years 2026-2030.

**BOARD STRATEGIC PLANNING COMMITTEE RECOMMENDATION:**

The Board has an obligation to ensure that the adopted ICANN Strategic Plan for Fiscal Years 2021-2025 continues to meet ICANN's needs. The Board Strategic Planning Committee recommends keeping the ICANN Strategic Plan for Fiscal Years 2021-2025 unchanged, with no restatement of the Strategic Plan needed at this time. This recommendation is formed after careful consideration of the analysis of the inputs received from the strategic outlook trends identification sessions in March and April 2023.

**PROPOSED RESOLUTION:**

Whereas, as part of the ICANN Strategic Outlook Program, 12 trend identification sessions were held between March and April 2023 amongst the community, Board and ICANN organization, with 207 participants total across those sessions. From those sessions, 1,048 data points were collected on key trends anticipated to impact ICANN in the coming years. ICANN org analyzed that trend data.

Whereas, the Board, through the Strategic Planning Committee (SPC) oversees the annual ICANN Strategic Outlook Program to identify relevant trends and events that

inform ICANN's strategic and operational planning efforts. The SPC, as supported by the ICANN organization, reviewed and analyzed the results of the trend data and the related opportunities, risks, and impacts on ICANN. The results are recorded within the ICANN Strategic Outlook: FY25 Trend Report.

Whereas, the SPC recommended to the Board, after review and analysis of the trend data, that ICANN's Strategic Plan for Fiscal Years 2021-2025 does not need to change at this time.

Whereas, members of the ICANN Board and ICANN organization held a webinar with the community on 10 October 2023 to present an update on the ICANN Strategic Outlook Program.

Resolved (2023.10.26.xx), the Board affirms that the ICANN Strategic Plan for Fiscal Years 2021 to 2025, as approved on 23 June 2019 shall remain in force and unchanged, with no restatement of the Strategic Plan needed at this time.

**PROPOSED RATIONALE:**

On 23 June 2019, the Board [adopted](#) the ICANN Strategic Plan for Fiscal Years 2021 to 2025 and directed that as part of the ongoing annual planning cycle with the community, new trends or shifts in existing trends be factored into the annual iteration of ICANN's plans as appropriate. These efforts are conducted through the ICANN Strategic Outlook Program

The ICANN Strategic Outlook Program is conducted annually to ensure ICANN has a consistent way to: identify and track trends; prepare for opportunities; mitigate or avoid challenges; and inform strategic and operational planning.

It is a joint effort between the ICANN organization, the community, and the ICANN Board to engage on emerging or evolving trends that affect ICANN. Trends indicate general directions in which things are developing or changing, that have or could have an impact on ICANN, its mission, its operations, or its ecosystem. Trends can be internal or external, organization-specific, community-related, or go beyond ICANN's ecosystem.

Between March and April 2023, ICANN org convened 12 strategic outlook trends identification sessions with 207 participants from the community, Board and the organization, resulting in 1,048 data points collected. Community sessions outputs have been published on the Strategic Planning page of the [icann.org](https://www.icann.org/strategic-planning) website.

The Board Strategic Planning Committee, as supported by ICANN org, conducted a thorough analysis of the trend session data inputs received, including assessing the trends, risks, opportunities, and potential impacts on ICANN. The details of this analysis and associated recommendations have been documented in the *ICANN Strategic Outlook FY25 Trends Report*.

On the basis of the analysis of the data collected in these trends identification sessions, the Board Strategic Planning Committee recommends keeping the ICANN Strategic Plan for Fiscal Years 2021 to 2025 unchanged, with no restatement of the Strategic Plan needed at this time. Through this action, the Board accepts that Board Strategic Planning Committee recommendation.

Though the recommendation is for the Strategic Plan to remain unchanged, the items highlighted and reflected in the ICANN Strategic Outlook FY25 Trends Report are still of urgency within ICANN, and both the Board and the org are working diligently to address them from both strategic and operational lenses. Where appropriate, the ongoing efforts to address the trends are highlighted within the ICANN Strategic Outlook FY25 Trends Report.

This resolution is not expected to have a fiscal impact on ICANN, though the changes anticipated to ICANN's Operating Plan might have an impact once approved. This action is expected to have a positive impact on the security, stability and resiliency of the domain name system (DNS) as it continues to support ICANN's strategic work in this area.

This resolution serves ICANN's mission in ensuring a secure and stable operation of the Internet's unique identifier systems. The ICANN Strategic Plan for Fiscal Years 2021-2025 builds upon ICANN's mission so that it may continue to effectively fulfill its aims and meet new and continuously evolving challenges and opportunities.



This resolution is in the public interest as the Strategic Plan guides ICANN's activities and informs ICANN's operating plans and budgets to fulfill its mission in fiscal years 2021 through 2025. The Strategic Plan serves the public interest by articulating the path towards a new vision to be a champion of the single, open, and globally interoperable Internet. The Strategic Plan complies with ICANN's commitments and is guided by ICANN's core values.

This is an Organizational Administrative Function that has been subject to community consultation as noted above and is not requiring further public comment.

**REFERENCE MATERIALS:**

- ICANN Strategic Outlook Program: FY25 Trends Report
- ICANN FY25 Trend Impact Assessment (Appendix C)

**Signature Block:**

Submitted by: Matthew Shears

Position: Member of the ICANN Board, Chair of the Board  
Strategic Planning Board Committee

Date Noted: 12 October 2023

Email: [matthew.shears@board.icann.org](mailto:matthew.shears@board.icann.org)

FINAL: EXTERNAL ICANN FY25 Trend Impact Assessment (Appendix C)

Strategic Objective	Trend #	FY25 Trend Language	Evolved Trend Language?	Notable Shift in trend	Related Targeted Outcomes	Enhance/impe/pe the targeted outcomes?	Related Strategic risks	Lessen/exacerbate the strategic risks?	Validate/strengthen or undermine/impe/pe the vision and/or mission?					Materiality of New Impact	Immediacy of New Impact		Decision Matrix	Assessment	
Enter Strategic Objective: - Security - Geopolitics - ICANN's Governance - Unique Identifier Systems - Financials	Enter overarching trend number	Update trend language (from column C) to address feedback received from Execs and from BSIP	Indicate the direction of the trend: - New - Evolved - Unchanged - Removed	Enter most notable shift (from trend analysis document)	Identify in the Strategic Plan the Targeted Outcomes that are related to the shift in trend.	Evaluate <i>how</i> the impact of the shift affects the targeted outcome. - Enhance: +1 - Neutral: 0 - Impede: -1	Identify in the Strategic Plan the Strategic Risks that are related to the shift in trend.	Evaluate <i>how</i> the impact of the shift affects the strategic risk. - Lessen: +1 - Neutral: 0 - Exacerbate: -1	Evaluate <i>how</i> the impact of the shift affects the vision: - validate/strengthen: +1 - neutral: 0 - Undermine/impe/pe: -1	auto-filled	auto-filled	auto-filled	auto-filled	auto-filled	auto-filled	auto-filled	auto-filled	auto-filled	auto-filled
Security	1.15	DNS abuse and DNS security threats are topics that continue to be widely discussed among the ICANN community. Recent efforts have further raised awareness and strengthened ICANN's approach to DNS Abuse across several dimensions, as it is a threat to Internet users' security and safety online. Items listed as DNS security threats are within ICANN's remit; however, many other examples of abuse that are discussed in some sectors of the community, while malicious, are outside of ICANN's remit because they pertain to content.	Evolved	Positive comments surrounding the proposed amendments to the Base Generic Top-Level Domain (gTLD) Registry Agreement and Registrar Accreditation Agreement to modify contractual obligations related to DNS abuse have surfaced.	- ICANN, in partnership with relevant stakeholders, establishes and promotes a coordinated approach to effectively identify and mitigate DNS security threats and combat DNS abuse. - ICANN continues to provide a trusted forum that effectively convenes relevant parties for discussions on the security, stability, evolution, and interoperability of the DNS. - ICANN maintains a reputation as the source of unbiased, reliable, and factual information on DNS health.	Enhance	1 - Domain name abuse continues to grow.	Lessen	1 Validate/strengthen	1	3	3	high	Less than a year	short	Evaluate short term action	Ongoing activities aimed at addressing DNS abuse, including the Base gTLDs Registry Agreement and Registrar Accreditation contract amendment process and discussions on DNS abuse at the ICANN DNS Symposium show ICANN's progress toward achieving targeted outcomes laid out in the FY21-25 Strategic Plan, such as "ICANN, in partnership with relevant stakeholders, establishing and promoting a coordinated approach to effectively identify and mitigate DNS security threats and combat DNS abuse."		
Security	2.2	DNS security threats remain a topic of focus. The realization of possible threats or actions could erode the public's trust in the Internet.	Evolved	Trend remains consistent with the previous year.	- ICANN, in partnership with relevant stakeholders, establishes and promotes a coordinated approach to effectively identify and mitigate DNS security threats and combat DNS abuse. - ICANN maintains a reputation as the source of unbiased, reliable, and factual information on DNS health.	Neutral	0 - Successful cyberattacks and information warfare undermine trust in the DNS. - Inability to mitigate security threats undermines confidence in institutions responsible for the security and stability of the DNS.	Neutral	0 Neutral	0	0	0	low	Less than a year	short	No change to action	There are multiple streams of work involved in the launch of KiDNS, a program supported by ICANN and relevant stakeholders to develop and promote a framework that focuses on the most important operational best practices or concrete instances of DNS security best practices.		
ICANN's Governance	3.1	Policy development is a foundational outcome of ICANN's multistakeholder community. Effective and efficient implementation support continues to be an ongoing activity to fulfill the policy-development process.	Evolved	Complex policy development and implementation work continues, including the challenge of consensus.	- Process and tools are in place and consistently utilized to reach consensus, resolve impasses, and make timely, informed, and effective decisions that are in the global public interest, take policy advice into account, and ensure consistency with ICANN's mission and bylaws. - Decision-making processes ensure that input from all stakeholders is considered. - Improved multistakeholder model processes, such as Policy Development Process (PDP) 3.0 or streamlined Organizational and Specific Reviews, and other evolutions of ICANN's governance and cross-community working methods help produce timely and relevant results. The ICANN community establishes mechanisms, such as an accurate measure of community participation, to equitably distribute workload among the pool of stakeholder representatives.	Impede	-1 - Limited resources could impact the ability for stakeholders to participate, which could compromise the credibility and integrity of the multistakeholder model. - Perceived or actual delays in decision-making fuel doubts about ICANN's ability to address serious global issues in a timely fashion.	Exacerbate	-1 Undermine/impe/pe	-1	-3	3	high	Less than a year	short	Evaluate short term action	The ICANN multistakeholder model continues to face challenges including building consensus and engagement and participation within the policy-development process, as well as the implications of increased linkage to geopolitical risks. Nevertheless, the use of small teams like the Generic Names Support Organization (gNSO) Small Team and the efforts of the community led planning prioritization process show positive progress.		
ICANN's Governance	1.01	Inclusiveness, transparency, accountability, and openness are key elements to the multistakeholder model and its legitimacy. Attracting, onboarding, and retaining active and effective volunteers in ICANN's technical and policy work remains critical.	Evolved	Trend remains consistent with the previous year.	- ICANN community enhances their transparency practices to increase cross-community accountability and trust. - ICANN Board and org continue enhancing transparency initiatives and upholding accountability. - Continued efforts of ICANN Board, community, and org facilitate the inclusion and participation of all stakeholders.	Impede	-1 - Stakeholder-specific interests preempt Internet policy or governance discussions, impairing the ICANN multistakeholder model. - Limited resources could impact the ability for stakeholders to participate, which could compromise the credibility and integrity of the multistakeholder model.	Neutral	0 Neutral	0	-1	1	low	2 to 5 years	medium	No change to action	Engagement Programs at ICANN provides the community with support and tools, including supporting stakeholder participation through ICANN for Beginners, NextGen@ICANN, the Fellowship Program, the Internet Access Reimbursement Program, and the Community Childcare Grants Pilot Program, among others.  In addition, updates have been made to the ICANN org website through the Information Transparency Initiative (ITI). Additional enhancements are planned to govern, preserve, organize, and secure ICANN's public content and continue promotion of transparency and accountability.		
ICANN's Governance	1.04	The public's trust in the legitimacy of the multistakeholder model can be affected by the influence of parties who oppose it. There continues to be a need to create greater awareness of ICANN's role and remit.	Unchanged	Trend remains consistent with the previous year.	- Widespread understanding of the ICANN multistakeholder model is established through increased communication with relevant organizations and institutions.	Impede	-1 - Trends toward multilateralism, as well as changing economic, societal, and governmental interests, result in increased pressures on the ICANN multistakeholder model. - Divergence of interests inherent to the multistakeholder model and a perceived lack of global representation fuel doubts about ICANN's effectiveness.	Neutral	0 Neutral	0	-1	1	low	Less than a year	short	No change to action	Given the consistent and stable nature of this trend when compared to last year, and as evidenced by the data collected, no significant shifts have been observed.		

FINAL: EXTERNAL ICANN FY25 Trend Impact Assessment (Appendix C)

Strategic Objective	Trend #	FY25 Trend Language	Evolved Trend Language?	Notable Shift in trend	Related Targeted Outcomes	Enhance/impepe the targeted outcomes?	Related Strategic risks	Lessen/exacerbate the strategic risks?	Validate/strengthen or undermine/impepe the vision and/or mission?			Materiality of New Impact	Immediacy of New Impact		Decision Matrix	Assessment		
Enter Strategic Objective: - Security - Geopolitics - ICANN's Governance - Unique Identifier Systems - Financials		Update trend language (from column C) to address feedback received from Execs and from BSFC	Indicate the direction of the trend: - New - Evoked - Unchanged - Removed	Enter most notable shift (from trend analysis document)	Identify in the Strategic Plan the Targeted Outcomes that are related to the shift in trend.	Evaluate if/how the impact of the shift affects the targeted outcome: - Enhance: +1 - Neutral: 0 - Impede: -1	Identify in the Strategic Plan the Strategic Risks that are related to the shift in trend.	Evaluate if/how the impact of the shift affects the strategic risk: - Lessen: +1 - Neutral: 0 - Exacerbate: -1	Evaluate if/how the impact of the shift affects the vision: - validate/strengthen: +1 - neutral: 0 - Undermine/impepe: -1	auto-filled Actual value (sum of 3 criteria)	auto-filled Absolute value	auto-filled The framework automatically determines the materiality of the impact: low: -1 to 1 medium: -2,2 high: -3, 3  Review and adjust prior columns if you disagree with the result.	Evaluate the immediacy of the impact: - Short < 1 yr - Medium: 2-5 yrs - Long: > 5 yrs	auto-filled	auto-filled, based on the materiality and immediacy (see decision matrix tab for a view of the matrix)	Enter main impacts (from trend analysis document)		
Unique Identifier Systems	1.07	Alternative names are an evolution of the internet that may have relevance to the Domain Name System and ICANN's unique role with unique identifiers. ICANN will continue to build awareness and engagement with the community regarding alternative name spaces and emerging identifier technologies.	Evolved	Trend remains consistent with the previous year.	- Mechanisms are established with which ICANN assesses new technologies and, when appropriate, embraces them.	Impede	-1 - Failure of the DNS to evolve threatens the single, interoperable Internet, and technical coordination becomes more complex. - New layers added to a stagnant DNS core technology and the growing visibility of alternate DNS roots and alternative infrastructures add more complexity to the internet ecosystem.	Neutral	0	Undermine/impepe	-1	-2	2	medium	Less than a year	short	Consider evaluating short term action	ICANN has established mechanisms to assess and provide unbiased insights on emerging technologies and alternative identifiers that extend beyond the DNS in alignment with the targeted outcome. "Mechanisms are established with which ICANN assesses new technologies and, when appropriate, embraces them."  The Special Interest Forum on Technologies (SIFT) allows a space to share, discuss and assess new technologies.  ICANN has also published papers, e.g. OCTO-034 to discuss the challenges with alternative name systems and has open dialogue with alternative naming entities to discuss potential impacts to the DNS.  ICANN will continue to raise awareness and engage with the community regarding alternative namespaces and emerging technologies through the planned activities, and the effort led by the Board Technical Committee.
Unique Identifier Systems	1.13	Awareness of Universal Acceptance (UA) and Internationalized Domain Names (IDN) implementation helps to increase digital inclusivity through a multilingual internet.	Evolved	Trend remains consistent with the previous year.	- Universal Acceptance readiness measurably increases.	Neutral	0 - Insufficient readiness for Universal Acceptance, IDN implementation, and IPv6 could result in a failure to serve Internet users' needs.	Neutral	0	Neutral	0	0	0	low	2 to 5 years	medium	No change to action	Working off the momentum created from UA Day to rally local, regional, and global stakeholders to spread awareness and encourage UA adoptions. ICANN is working with various groups, including USAG and UNESCO to track and measure progress. ICANN has also created a "Make your systems UA-Ready" webpage that shares UA test Frameworks and Materials, a EA-Readiness Check, and Additional Resources and Case Studies.
Unique Identifier Systems	1.16	The New gTLD Program: Next Round is a community-driven internet initiative enabling the continued expansion of the DNS through the introduction of new gTLDs. Among other goals, the program aims to foster diversity, encourage competition, and enhance the utility of the DNS. As it reaches the operationalization phase, efforts will continue to address open issues, such as continuing to build community contribution to policy development, ensuring a timely and transparent roll-out, the financial impact on ICANN's funds, the details of the applicant support program, and program demand.	Evolved	There is much discussion surrounding the launch and implications of the New gTLD Program, to ensure the community needs are met.	- Good stewardship of the New gTLD Program continues to be demonstrated, as shown by financial reporting, good risk management, and the availability of measures to support sustained operations of new gTLDs in the namespace. - Interest and participation in the New gTLD Program measurably increase, as indicated by inquiries and new entrants in the round.	Neutral	0 - A new gTLD round may not achieve its objectives. - Technical failures within the domain name space expansion could affect the stability of the unique identifier systems and underlying infrastructure.	Neutral	0	Validate/strengthen	1	1	1	high	Less than a year	short	No change to action	Collectively, the ICANN org, Board, and community have achieved significant milestones throughout FY23 and FY24 and there are many tasks ahead for FY25. ICANN org has outlined plans to implement recommendations, develop new services relating to gTLD registry and ICANN accredited registrars, produce domain name marketplace indicators, and conduct other supporting analysis, etc.
Geopolitics	3.7	Geopolitical and technical risks threaten the single interoperable internet and ICANN's mission. Building awareness and support for the multistakeholder model of internet governance is critical to mitigate the risk of internet-related legislative and regulatory initiatives, as well as top-down proposals for a multilateral replacement.	Evolved	Ongoing IGO processes, initiatives, events, and statements made at the UN and other UN agencies and other relevant IGOs touch on ICANN's mission. There have also been conversations about a possible replacement of the Internet Governance Forum with a multilateral forum. There is a need to continue strengthening relationships with Internet ecosystem partners to mitigate risk of conflicting regulation and policy processes.	- ICANN org continues to develop and mature systems to detect and monitor legislative initiatives and other governmental or intergovernmental - ICANN effectively convenes and facilitates discussions with relevant parties to help address relevant global challenges and opportunities. - ICANN plays an important role in raising awareness among legislators, regulators, and stakeholders about its mission and the effect of various regulatory and other proposals on the Internet ecosystem	Impede	-1 - Internet infrastructure, security, and government control continue to vary by region or nation. - ICANN's inability to establish itself as a key player in Internet governance results in increased external interventions by nation states or other entities.	Exacerbate	-1	Undermine/impepe	-1	-3	3	high	Less than a year	short	Evaluate short term action	National and regional internet-related legislative and regulatory activity have increased and thus could impact the technical underpinnings of the internet or the multistakeholder model.  To combat these strategic risks, ICANN has increased its focus on the Geopolitics Strategic Objective and implemented a communications and engagement strategy.  ICANN will also work with specific regions to collaborate directly with IGOs, governments and institutions regarding the importance of the technical community on legislation, regulation, policy and standard development. It has also developed and is implementing an ICANN strategy to address the WSIS +20 review process and explain the importance of the technical community.
Financials	1.02	Although ICANN's current financial position is stable, significant shifts in user behavior or challenges to the global economic climate may impact ICANN's long-term funding.	Evolved	While the trend remains consistent with the previous year, it is important to highlight a few important shifts:  Financial position is stable in terms of funding and expenses. ICANN plans for operating expenses to remain at or lower than budget funding, drawing from designated and available funding sources, as a result of careful cost control, and for ICANN's Reserve Fund to remain above its minimum target level.  Potential future shifts, either in the domain name registration market user behavior or increased expenses/challenges to the economic climate could impact ICANN's long-term financial position.	- ICANN has reliable and predictable five-year funding projections, based on a sound understanding of the evolution in the domain name marketplace and realistic assumptions. - ICANN utilizes data about the directions and trends in the market to effectively guide the organization. - ICANN has process and tools in place to effectively manage and control costs.	Neutral	0 - ICANN is unable to adjust to changes in the domain name marketplace that impact funding, and becomes unable to fulfil its mission. - The DNS industry evolves in a manner or at a speed that makes it difficult for ICANN to make reliable predictions about the future of the marketplace. - Expenditures grow faster than funding, eroding ICANN's reserves	Neutral	0	Neutral	0	0	0	low	2 to 5 years	medium	No change to action	ICANN has successfully concluded two Operating Initiatives related to the Financial Strategic Objectives: improve the depth of understanding of the Domain Name market drivers that impact ICANN's funding, and ensure implementation of reserve fund replenishment to the minimum target level per the Board resolution.  These efforts have led to the realization of several targeted outcomes outlined in the Strategic Plan, including reliable and predictable five-year funding projections, based on a sound understanding of the evolution in the domain name marketplace and realistic assumptions, utilizing data about the directions and trends in the market to effectively guide the organization, and building process and tools in place to effectively manage and control costs.

FINAL: EXTERNAL ICANN FY25 Trend Impact Assessment (Appendix C)

Strategic Objective	Trend #	FY25 Trend Language	Evolved Trend Language?	Notable Shift in trend	Related Targeted Outcomes	Enhance/impede the targeted outcomes?	Related Strategic risks	Lessen/exacerbate the strategic risks?	Validate/strengthen or undermine/impede the vision and/or mission?			Materiality of New Impact	Immediacy of New Impact		Decision Matrix	Assessment			
Enter Strategic Objective: - Security - Geopolitics - ICANN's Governance - Unique Identifier Systems - Financials	Enter overarching trend number	Update trend language (from column C) to address feedback received from Execs and from BSRC	Indicate the direction of the trend: - New - Evolved - Unchanged - Removed	Enter most notable shift (from trend analysis document)	Identify in the Strategic Plan the Targeted Outcomes that are related to the shift in trend.	Evaluate <i>if/how</i> the impact of the shift affects the targeted outcome: - Enhance: +1 - Neutral: 0 - Impede: -1	Identify in the Strategic Plan the Strategic Risks that are related to the shift in trend.	Evaluate <i>if/how</i> the impact of the shift affects the strategic risk: - Lessen: +1 - Neutral: 0 - Exacerbate: -1	Evaluate <i>if/how</i> the impact of the shift affects the vision: - validate/strengthen: +1 - neutral: 0 - Undermine/impede: -1	auto-filled	auto-filled	auto-filled	auto-filled	auto-filled	auto-filled	auto-filled, based on the materiality and immediacy (see decision matrix tab for a view of the matrix)	Enter main impacts (from trend analysis document)		
Financials	1.14	Recognition continues that alignment in prioritization is needed across the ICANN ecosystem to enhance implementation and support the needs and demands of ICANN's global community.	Evolved	Trend remains consistent with the previous year.	- ICANN prioritizes its activities to deliver its mission in the global public interest in the most cost-effective way. - ICANN stakeholders collaborate to define prioritization mechanisms, which ensure that cumulative workload is reasonable at any one time, and that ICANN priorities reflect the community's collective needs.	neutral	0	- Lack of alignment or consensus on priorities and goals among ICANN stakeholders results in conflicts about resource allocation. - Unclear community and organizational priorities compete for scarce resources.	Exacerbate	-1	Undermine/impede	-1	-2	2	medium	Less than a year	short	Consider evaluating short term action	The community led planning prioritization framework showcases collaboration between the org, Board, and community, which contributes to the achievement of the strategic plan targeted outcome of "ICANN having the processes and tools in place to effectively prioritize and periodically re-prioritize its work".

# **ICANN Strategic Outlook Program: FY25 Trends Report**

ICANN Planning Department  
October 2023



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# 1 Summary of Findings and Recommendations

Tracking new and shifting trends affecting ICANN and the Internet is a critical first step in ICANN's strategic planning process. Each year, ICANN uses trend information to inform appropriate changes to the ICANN five-year strategic plan, operating plans (five-year or annual), and budget. This report provides a summary of ICANN's FY25 Strategic Outlook Program participated by ICANN organization (org), Board and the community. The Strategic Outlook Program is intended to inform the Board, executive team, and relevant ICANN staff about shifts in trends, risks, opportunities, that may affect how ICANN staff plans for the development of the annual Operating Plan and Budget. In addition, the FY25 Strategic Outlook program data will serve as part of the consultation input for the development of the ICANN Strategic Plan for Fiscal Years 2026–2030.

The Strategic Outlook Program began with trends identification sessions that took place in February through April 2023. Therefore, any subsequent topics discussed with the org, Board and Community since that time will be incorporated into the development of the next ICANN Strategic Plan for FY2026-2030.

For the FY25 planning process, ICANN convened 12 strategic outlook trend identification sessions with 207 participants from the community, Board, and org, and collected 1,048 data points. Participants were asked to consider trends, risks, and opportunities across five strategic objectives: security, governance, unique identifier systems, geopolitics, and financials. It should be noted that this data is collected at a point in time, influenced by people's perceptions and opinions, and recounted here as provided by the participants in the trend identification sessions. Inclusion of the statements in this report is intended to reflect the data collected and is not intended as an endorsement of any of those positions.

ICANN org conducted a thorough analysis of the data received from the trend identification sessions. The analysis includes assessing the trends, risks, opportunities, and potential impacts on ICANN. The synthesis of this analysis is a set of priority trends, related impacts, and associated strategic or tactical recommendations, summarized in the table below.

This paper also provides a description of the process of the strategic outlook program, methods used to conduct the analysis, the results of those analyses, and appendices with more details on the trend inputs received.

## **SUMMARY OF TRENDS, IMPACTS AND CONCLUSIONS**

The FY25 trend identification sessions yielded a total of eleven trends. For six of the trends, no notable shift evolved when compared to the previous year. Five trends prompted ICANN org to either evaluate or consider evaluating short-term actions. When reviewing the past year, ICANN has actively undertaken numerous activities to address these trends, and the results have notably enhanced the strategic targeted outcomes outlined in the ICANN Strategic Plan for Fiscal Years 2021-2025.

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Looking forward to the upcoming fiscal year, ICANN remains dedicated to advancing these activities. It will continue to carry out the current and planned activities in the ICANN FY25 Operating & Financial Plan and ICANN FY25 Operating Plan & Budget's Operating Initiatives (Operating Initiatives) to be published for public comment in December 2023 as well as the Interim President and CEO Goals for Fiscal Year 2024 (CEO Goals).



Trend ID	Trend	Notable Shifts in the Trend	Assessment	Conclusion
<b>DNS Abuse (Trend 1.15)</b>	<b>On Security:</b> DNS abuse and DNS security threats are topics that continue to be widely discussed among the ICANN community. Recent efforts have further raised awareness and strengthened ICANN's approach to DNS Abuse across several dimensions, as it is a threat to Internet users' security and safety online. Items listed as DNS security threats are within ICANN's remit; however, many other examples of abuse that are discussed in some sectors of the community, while malicious, are outside of ICANN's remit because they pertain to content.	Positive comments have surfaced related to the proposed Base Generic Top-Level Domain (gTLD) Registry Agreement amendments, the proposed Registrar Accreditation contract amendment and activities conducted to combat DNS abuse. This has the potential to positively impact overall efforts to enhance DNS Security Mitigation.	Ongoing activities aimed at addressing DNS abuse, including the Base gTLDs Registry Agreement and Registrar Accreditation contract amendment process and discussions on DNS abuse at the <a href="#">ICANN DNS Symposium</a> show ICANN's progress toward achieving targeted outcomes laid out in the FY21-25 Strategic Plan, such as "ICANN, in partnership with relevant stakeholders, establishing and promoting a coordinated approach to effectively identify and mitigate DNS security threats and combat DNS abuse."	It remains a high priority in the Strategic Plan; continue to carry out the ongoing and planned activities in the Operating Initiatives and CEO goals and report on progress. See <a href="#">section B.1</a> , additional observations on this trend. Moreover, please also see Section B.4 for GE and IGO engagement enhancement to mitigate potential risks that threaten ICANN's mission.
<b>DNS Ecosystem Security (Trend 2.2)</b>	<b>On Security:</b> DNS security threats remain a topic of focus. The realization of possible threats or actions could erode the public's trust in the Internet.	Trend remains consistent with the previous year.	There are multiple streams of work involved in the launch of <a href="#">KinDNS</a> , a program supported by ICANN and relevant stakeholders to develop and promote a framework that focuses on the most important operational best practices or concrete instances of DNS security best practices.	It remains a high priority in the Strategic Plan; continue to carry out the activities in the Operating Initiatives and report on progress. See <a href="#">section B.1</a> , additional observations from ICANN org.
<b>ICANN's Multistakeholder Model (Trend 3.1)</b>	<b>On Governance:</b> Policy development is a foundational outcome of ICANN's multistakeholder community. Effective and efficient implementation support continues to be an ongoing activity to fulfill the policy-development process.	Complex policy development and implementation work continues, including the challenge of achieving consensus.	The ICANN multistakeholder model continues to face challenges including building consensus and engagement and participation within the policy-development process, as well as the implications of increased linkage to geopolitical risks. Nevertheless, the use of small teams like the Generic Names Support Organization (gNSO) Small Team and the efforts of the community led planning prioritization process show positive progress.	It remains a high priority in the Strategic Plan; continue to carry out the activities in the Operating Initiatives and report on progress. See <a href="#">section B.2</a> , additional observation of ICANN org.

Trend ID	Trend	Notable Shifts in the Trend	Assessment	Conclusion
<b>Transparency, accountability, inclusiveness, and openness (Trend 1.01)</b>	<b>On Governance:</b> Inclusiveness, transparency, accountability, and openness are key elements to the multistakeholder model and its legitimacy. Attracting, onboarding, and retaining active and effective volunteers in ICANN's technical and policy work remains critical.	Trend remains consistent with the previous year.	<p><a href="#">Engagement Programs</a> at ICANN provides the community with support and tools, including supporting stakeholder participation through ICANN for Beginners, NextGen@ICANN, the Fellowship Program, the Internet Access Reimbursement Program, and the Community Childcare Grants Pilot Program, among others.</p> <p>In addition, updates have been made to the ICANN org website through the <a href="#">Information Transparency Initiative (ITI)</a>. Additional enhancements are planned to govern, preserve, organize, and secure ICANN's public content and continue promotion of transparency and accountability.</p>	It remains a high priority in the Strategic Plan; continue to carry out the ongoing and planned activities in the FY25 Operating Plan and FY24 CEO goals and report on progress, See <a href="#">section B.2</a> , additional observation of ICANN org.
<b>Public Awareness of ICANN (Trend 1.04)</b>	<b>On Governance:</b> The public's trust in the legitimacy of the multistakeholder model can be affected by the influence of parties who oppose it. There continues to be a need to further raise greater awareness of ICANN's role and remit.	Trend remains consistent with the previous year.	Given the consistent and stable nature of this trend when compared to last year, and as evidenced by the data collected, no significant shifts have been observed.	No change to the Strategic Plan; continue to carry out the ongoing and planned activities in the FY25 Operating Plan and FY24 CEO goals report on progress. See <a href="#">section B.2</a> , additional observation of ICANN org.
<b>Emerging Identifier Technologies (Trend 1.07)</b>	<b>On Unique Identifier Systems:</b> Alternative names are an evolution of the internet that may have relevance to the Domain Name System and ICANN's unique role with unique identifiers. ICANN will continue to build awareness and engagement with the community regarding alternative name spaces and emerging identifier technologies.	Trend remains consistent with the previous year.	<p>ICANN has established mechanisms to assess and provide unbiased insights on emerging technologies and alternative identifiers that extend beyond the DNS in alignment with the targeted outcome, "Mechanisms are established with which ICANN assesses new technologies and, when appropriate, embraces them."</p> <p>The Special Interest Forum on</p>	It remains a high priority in the Strategic Plan; continue to carry out the ongoing and planned activities in the FY25 Operating Plan and FY24 CEO goals and report on progress, See <a href="#">section B.3</a> , additional observation of ICANN org.

Trend ID	Trend	Notable Shifts in the Trend	Assessment	Conclusion
			<p>Technologies (<a href="#">SIFT</a>) allows a space to share, discuss and assess new technologies.</p> <p>ICANN has also published papers, e.g. <a href="#">OCTO-034</a> to discuss the challenges with alternative name systems and has open dialogue with alternative naming entities to discuss potential impacts to the DNS.</p> <p>ICANN will continue to raise awareness and engage with the community regarding alternative namespace and emerging technologies through the planned activities, and the effort led by the Board Technical Committee.</p>	
<b>UA and IDNs (Trend 1.13)</b>	<b>On Unique Identifier Systems:</b> Awareness of Universal Acceptance (UA) and Internationalized Domain Names (IDN) implementation helps to increase digital inclusivity through a multilingual internet.	Trend remains consistent with the previous year.	Working off the momentum created from <a href="#">UA Day</a> to rally local, regional, and global stakeholders to spread awareness and encourage UA adoptions. ICANN is working with various groups, including USAG and UNESCO to track and measure progress. ICANN has also created a "Make your systems UA-Ready " webpage that shares UA test Frameworks and Materials, a EAI-Readiness Check, and Additional Resources and Case Studies.	No change to the Strategic Plan; continue to carry out the ongoing and planned activities in the FY25 Operating Plan and FY24 CEO goals and report on progress. See <a href="#">section B.3</a> , additional observation of ICANN org.
<b>New gTLD Program (Trend 1.16)</b>	<b>On Unique Identifier Systems:</b> The New gTLD Program: Next Round is a community-driven initiative enabling the continued expansion of the DNS through the introduction of new gTLDs.	There is much discussion about the launch of the New gTLD Program, as well as potential implications, to ensure that community needs are met.	Collectively, the ICANN org, Board, and community have achieved significant milestones throughout FY23 and FY24 and there are many tasks ahead for FY25. ICANN org has outlined plans to implement recommendations, develop	It remains a high priority in the Strategic Plan; continue to carry out the ongoing and planned activities in the FY25 Operating Plan and FY24 CEO goals and report on progress. See <a href="#">section B.3</a> , additional observation of ICANN org.

Trend ID	Trend	Notable Shifts in the Trend	Assessment	Conclusion
	<p>Among other goals, the program aims to foster diversity, encourage competition, and enhance the utility of the DNS. As it reaches the operationalization phase, efforts will continue to address open issues, such as continuing to build community contribution to policy development, ensuring a timely and transparent roll-out, the financial impact on ICANN's funds, the details of the applicant support program, and program demand.</p>		<p>new services relating to gTLD registry and ICANN accredited registrars, produce domain name marketplace indicators, and conduct other supporting analysis, etc.</p>	
<p><b>Legislation and Regulations (Trend 3.7)</b></p>	<p><b>On Geopolitics:</b> Geopolitical and technical risks threaten the single interoperable internet and ICANN's mission. Building awareness and support for the multistakeholder model of Internet governance is critical to mitigate the risk of Internet-related legislative and regulatory initiatives, as well as top-down proposals for a multilateral replacement.</p>	<p>Ongoing IGO processes, initiatives, events, and statements made at the UN and other UN agencies and other relevant IGOs touch on ICANN's mission. There have also been conversations about a possible replacement of the Internet Governance Forum with a multilateral forum. There is a need to continue strengthening relationships with Internet ecosystem partners to mitigate risk of conflicting regulation and policy processes.</p>	<p>National and regional internet-related legislative and regulatory activity have increased and thus could impact the technical underpinnings of the Internet or the multistakeholder model.</p> <p>To combat these strategic risks, ICANN has increased its focus on the Geopolitics Strategic Objective and implemented a communications and engagement strategy.</p> <p>ICANN will also work with specific regions to collaborate directly with IGOs, governments and institutions regarding the importance of the technical community on legislation, regulation, policy and standard development. It has also developed and is implementing an ICANN strategy to address the WSIS +20 review process and explain the importance of the technical community.</p>	<p>It remains a high priority in the Strategic Plan; continue to carry out the activities in the Operating Initiatives and CEO goals and report on progress. See <a href="#">section B.4</a>, additional observation of ICANN org.</p>

Trend ID	Trend	Notable Shifts in the Trend	Assessment	Conclusion
<p><b>ICANN's Long-Term Funding (Trend 1.02)</b></p>	<p><b>On Financials:</b> Although ICANN's current financial position appears stable, potential future shifts in the domain name registration market user behavior or challenges to the global economic climate may impact ICANN's long-term funding.</p>	<p>While last year's trends remain mostly true, it seems important to underline a few important shifts:</p> <p>Financial position is stable in terms of funding and expenses. ICANN plans for operating expenses to remain at or lower than budget funding, drawing from designated and available funding sources, as a result of careful cost control, and for ICANN's Reserve Fund to remain above its minimum target level.</p> <p>Potential future shifts, either in the domain name registration market user behavior or increased expenses/ challenges to the economic climate could impact ICANN's long-term financial position.</p>	<p>ICANN has successfully concluded two Operating Initiatives related to the Financial Strategic Objectives: improve the depth of understanding of the Domain Name market drivers that impact ICANN's funding, and ensure implementation of reserve fund replenishment to the minimum target level per the Board resolution.</p> <p>These efforts have led to the realization of several targeted outcomes outlined in the Strategic Plan, including reliable and predictable five-year funding projections, based on a sound understanding of the evolution in the domain name marketplace and realistic assumptions, utilizing data about the directions and trends in the market to effectively guide the organization, and building process and tools in place to effectively manage and control costs.</p>	<p>It remains a high priority in the Strategic Plan; continue to carry out the ongoing and planned activities in the FY25 Operating Plan and FY24 CEO goals and report on progress. See <a href="#">section B.5</a>, additional observation of ICANN org.</p>
<p><b>Prioritization (Trend 1.14)</b></p>	<p><b>On Financials:</b> Recognition continues that alignment in prioritization is needed across the ICANN ecosystem to enhance implementation and support the needs and demands of ICANN's global community.</p>	<p>Trend remains consistent with the previous year.</p>	<p>The community led planning prioritization framework showcases collaboration between the org, Board, and community, which contributes to the achievement of the strategic plan targeted outcome of "ICANN having the processes and tools in place to effectively prioritize and periodically re-prioritize its work".</p>	<p>No change to the Strategic Plan; continue to carry out the ongoing and planned activities in the FY25 Operating Plan and FY24 CEO goals report on progress. See <a href="#">section B.5</a>, additional observation of ICANN org.</p>

## 2 Process & Methodology

The strategic outlook trend identification is an annual process, which ensures ICANN has a consistent way to:

- Identify and track trends;
- Prepare for opportunities;
- Mitigate or avoid challenges;
- Inform strategic and operational planning and prioritization.

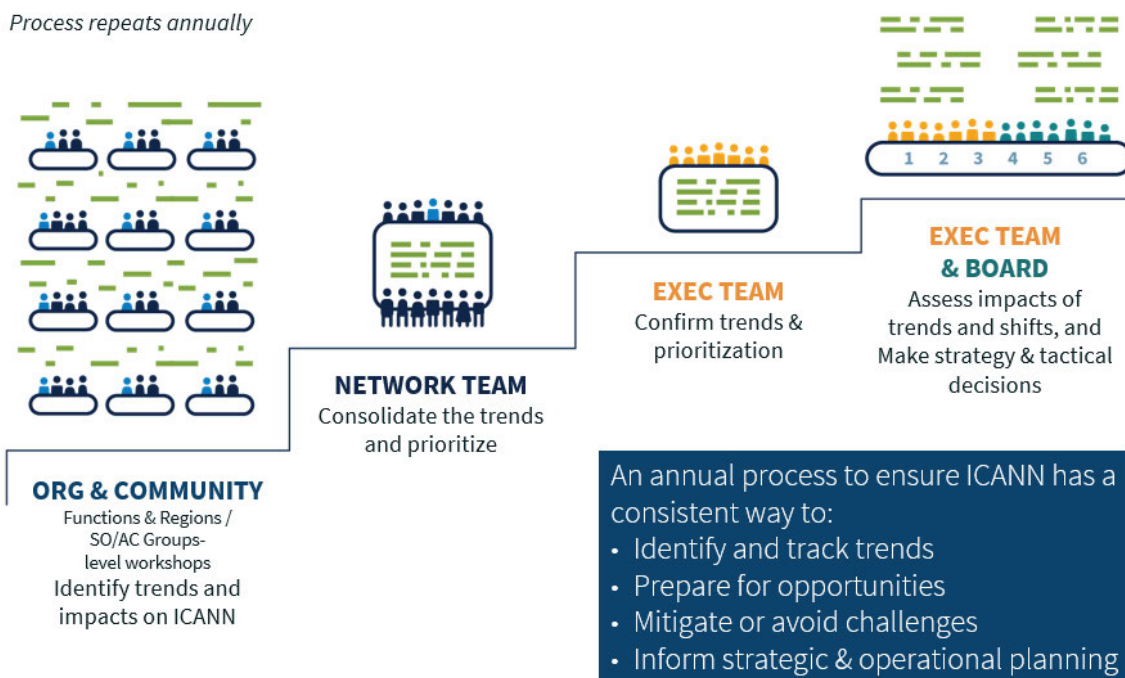
It is a joint effort among the organization, the community, and the ICANN Board to engage on emerging or evolving trends that affect ICANN. Trends indicate general directions in which things are developing or changing, that have or could have an impact on ICANN, its mission, its operations, or its ecosystem. Trends can be internal or external, organization-specific, community-related, or go beyond ICANN's ecosystem as ICANN does not operate in a vacuum.

The organization has found the exercise to be beneficial to help surface opportunities and challenges that lay ahead, inform planning, help with prioritization considerations, and risk management.

As a first step in the [strategic planning process](#), the community, ICANN Board, and ICANN org participate each year in strategic outlook trend identification sessions to discuss emerging trends that could affect ICANN. The trend identification process repeats annually to help inform ICANN's strategy in an ever-changing environment.

### Strategic Outlook Process:

*Process repeats annually*



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The ICANN Bylaws ([Section 22.5](#)) mandate ICANN to develop a five-year strategic plan, a five-year operating plan, and an annual operating plan. Every year, new trends or shifts in existing trends related to the operating plans (five-year or annual), the budget, or both are factored into the annual iteration of those plans, as appropriate.

## 2.1 Description of the Trends Identification Sessions

Participants from Board, ICANN org, and the community are divided into subgroups. All participants are engaged in a brainstorming exercise to identify and track the evolution of trends that may affect ICANN; participants were also asked to evaluate the impacts that these trends pose to ICANN, either in terms of threats or in terms of opportunities. Subgroups share their ideas with the larger group, and additional discussions follow, allowing participants to expand on areas of interest. At the end of the session, each participant is invited to vote for the top three priorities they believe ICANN should be focusing on.

This year, the sessions were structured around the five areas of focus of ICANN's Strategic Plan for fiscal years 2021 to 2025:

- **Security** – Relating to cybersecurity, Internet of Things (IoT) vulnerabilities, Domain Name System (DNS) security, root service reliability, resilience, interoperability, and DNS abuse.
- **ICANN's Governance** – Referring to ICANN's governance rather than Internet governance in general, ICANN's multistakeholder model of governance, efficiency and effectiveness, transparency and accountability, inclusiveness, and openness.
- **Unique Identifier Systems** – Evolution of the unique identifier systems in the context of the development of their uses and their user base, considering external technology advancement (such as blockchain, IoT, and the rise of artificial intelligence), alternate roots, alternative infrastructures, Universal Acceptance, Internationalized Domain Names (IDNs), and the new generic Top Level Domains program (gTLD).
- **Geopolitics** – Including the effects of legislation and regulation on ICANN, as well as other globalization topics such as the global reliance on the Internet, or Internet fragmentation.
- **Financials** – Including financial sustainability, financial responsiveness to changing industry economics, funding strategies, cost management, and prioritization.

Each session was initiated by reviewing previous year's trends with participants. Then, questions were asked about the relevance of last year's trends, any notable shifts, or new trends to consider as well as the impacts, opportunities, and priorities arising from those trends.

## 2.2 Trend Identification Sessions & Data Computation

Between February and April 2023, 207 participants (46% community, 9% Board, 45% org) participated in 12 trend identification sessions collecting 1,048 data elements. All sessions were held remotely and used Zoom breakout rooms and a Jamboard virtual whiteboarding solution to engage participants.

Following each session, results were summarized and shared with those participants to gather final feedback, where needed, before aggregating all results for further analysis. Inputs were also cataloged in a central repository by several criteria:

- **Strategic Objective:** *Security, ICANN's Governance, Unique Identifier Systems, Geopolitics, or Financials.*
- **Data qualification:** Data points were qualified as a trend, a risk, or an opportunity.
- **Number of votes** received: During each session, participants were asked to vote for what they thought ICANN should consider to be top priorities.
- **Topic:** The core issue primarily discussed in the statement. Each year, new topics may be introduced based on the inputs received while some previous topics may no longer be relevant.
- **Overarching trend** connected to the data element. Overarching trends are identified through consolidation and summarization of similar or related trend statements. Each year, overarching trends may be added, removed, or revised to reflect the evolutions observed.

In some cases, the previous year's overarching trend was no longer applicable and was retired; in other cases, data indicated a new overarching trend was needed to reflect an emerging trend.

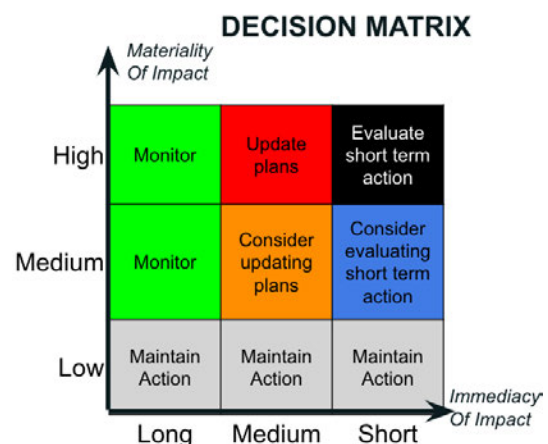
## 2.3 Trend Analysis

To analyze the trends, ICANN org formed a liaison network bringing together different subject matter experts from across the organization. For each Strategic Objective, the liaisons assessed trends, risks, and opportunities identified through the trend identification sessions and shared their observations. The analysis can result in either identification of new trends and / or notable shifts in previously identified trends and their impacts on ICANN. The analysis is based on the data collected from sessions conducted in February through April 2023. It should be noted that this data is collected based on participants' perceptions and opinions at a point in time. The analysis is appended to this paper in section 3 A and B.

## 2.4 Trend Impact Assessment

The following methodology was followed to conduct the assessment:

1. Identification of **notable shifts** in trends or new trends and their impact on ICANN.
2. Directional Data Model: determination of the **materiality** and the **immediacy** of the impacts of the new and or notable shifts in existing trends identified in the trend analysis. (Completed by org)
3. **Evaluation and recommendation** of the Strategic and Operating Plan





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## 2.5 Conclusion and Actions Taken

On the basis of the recommendation of the Board Strategic Planning Committee (BSPC) as supported by ICANN org, and after careful consideration of the inputs received from the community, the Board will keep the ICANN Strategic Plan for Fiscal Years 2021 to 2025 unchanged.

On 26 October 2023, the ICANN Board resolved that the ICANN Strategic Plan for Fiscal Years 2021 to 2025 as approved on 23 June 2019 shall remain in force and unchanged, with no restatement of the Strategic Plan needed at this time.

As highlighted in Section 1, some ongoing activities will continue to be emphasized and reflected in the FY25-29 Operating & Financial Plan and ICANN FY25 Operating Plan & Budget. This will be documented for community consideration. The FY25 trends will also serve as reference for the next iteration of the FY26-30 ICANN Strategic Plan.

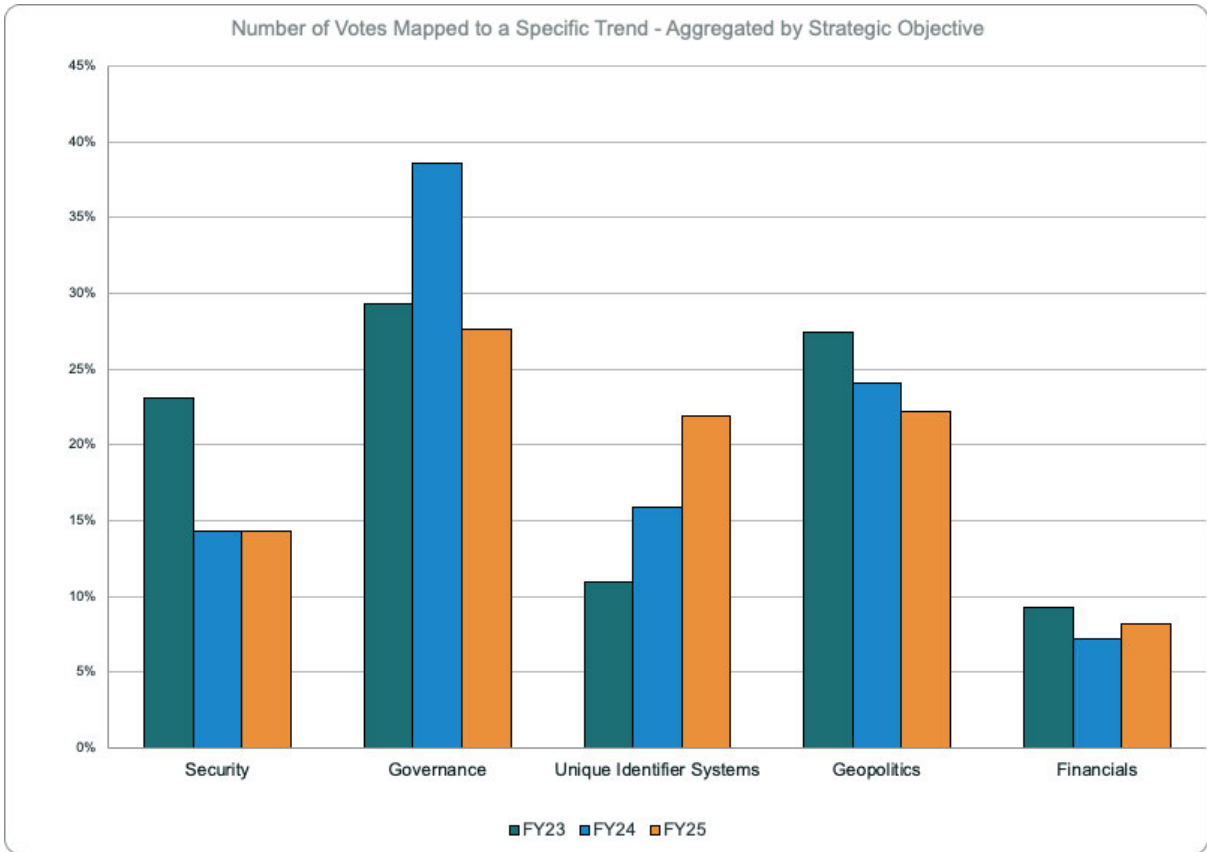
## 3 Appendices

### Appendix A | Statistical Analysis

#### Evolution of Strategic Objectives

The figure below provides an overview of how the focus of the strategic objectives have evolved in the past three years, based on the number of votes mapped to a specific trend, aggregated by Strategic Objective.

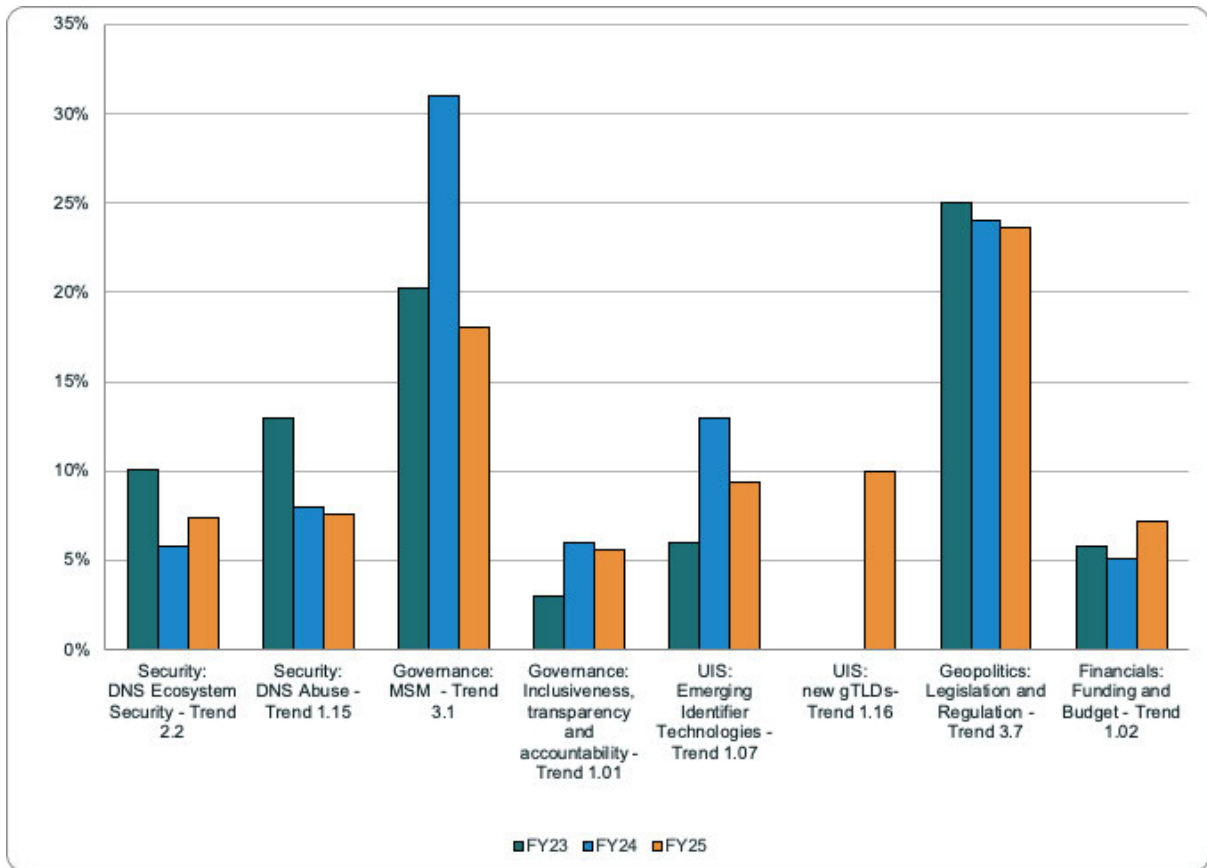
Over the past three years, the Governance Strategic Objective has continuously achieved the most votes. The Unique Identifier Systems Strategic Objective systems continues to gain compared to the past two years, and was comparable to the Geopolitics Strategic Objective for second in priority votes due to the increased focus on the New gTLD Program: Next Round. The Security Strategic Objective has stabilized as fourth position, capturing 14 percent of the priority votes for FY24 and FY25. The Financials Strategic Objective achieved the least number of priority votes and has remained similar percentage wise as previous years.



**Figure 1:** Evolution of Strategic Objectives Over Time.

**Evolution of Top Priority Trends**

**Figure 2** below illustrates the trends that received the most votes in FY25, compared to their priority in the previous two years. It is calculated based on the ratio of the number of votes for each trend over the total number of votes for a given year.

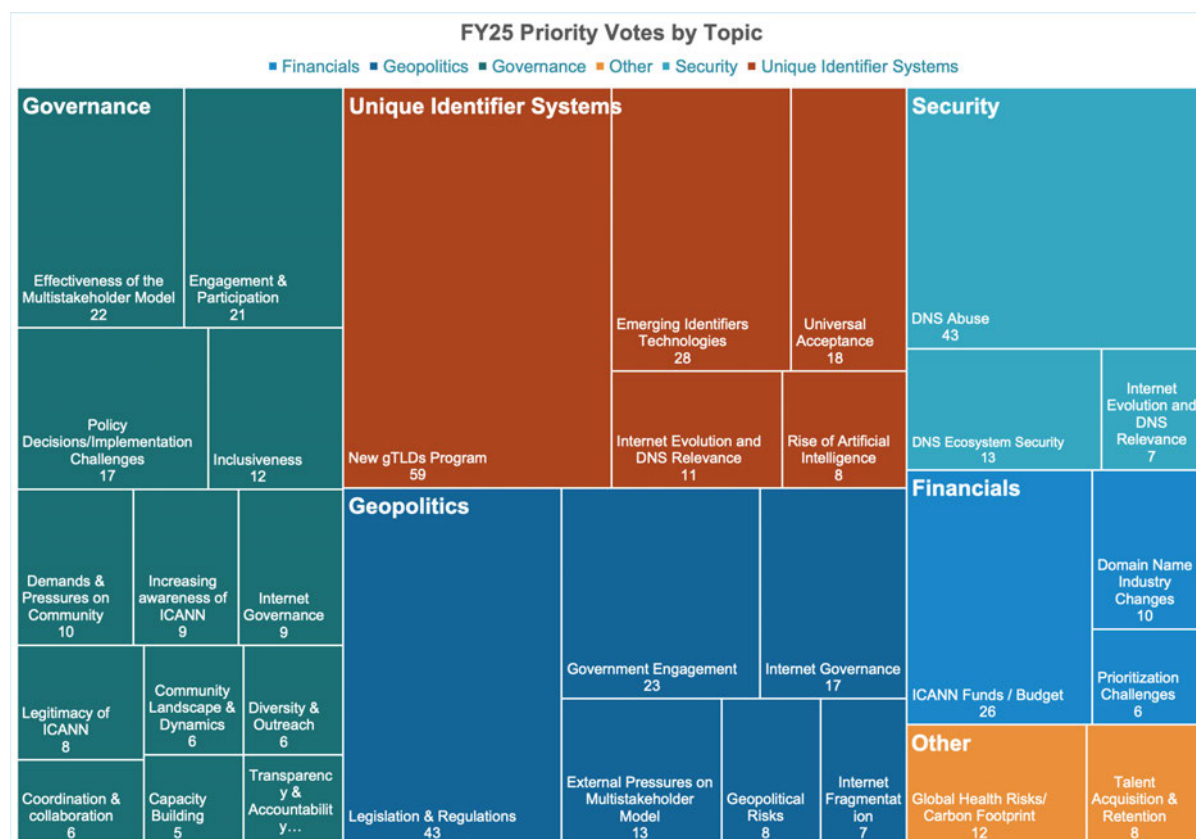


**Figure 2: Evolution of Top Priority Trends**

<i>Evolution of Top Priority Trends (left to right)</i>	<b>Noteworthy Evolution</b>
Security trend relating to DNS ecosystem security	Slight increase over FY24, still lower than FY23.
Security trend relating to DNS abuse	Decreased in year-over-year priority for the past years.
Governance trend relating to ICANN’s multistakeholder model	2nd top priority this year, a decrease from FY24.
Governance trend relating to inclusiveness	Relatively consistent for the past three years.
UIS trend relating to the emerging identifiers technologies	Priority varied during the past three years, decreased from FY24.
Unique Identifier Systems trend relating to the New gTLD Program	New priority for FY25, 3rd highest priority for FY25.
Geopolitics trend relating to legislation and regulations	Highest priority for this year. Priority level has remained high for the past three years.
Financial trend relating to impacts on ICANN’s funding	Slight increase in priority versus previous two years.

## FY25 Trend Topics

The FY25 Trend Topics chart (**Figure 3**) presents the number of priority votes received by strategic objective (e.g., governance) and by topic (e.g., engagement and participation). This reflects the level of attention these topics received in FY25. Similar to FY24, the number of votes for the topics under the Governance Strategic Objective received the greatest volume of priority votes, followed by Geopolitics and Unique Identifier Systems in FY25.



**Figure 3: FY25 Trend Topics; 5 or more votes by topic shown on graph**

To illustrate how this year's top topics compared to last year's, **Figure 4** shows a comparison ranked by the number of votes per topic. The *No. of Votes* column indicates the number of priority votes received related to that topic in a given year. The New gTLD Program and Legislation & Regulations were the top priorities for FY25.

Top-10 Topics by No. of Votes	FY25	FY24	FY23
new gTLDs Program	1	Not in top 10	5
Legislations and Regulations	2	5	1
DNS Abuse	3	3	2
Emerging Identifiers Technologies	4	2	7
ICANN Funds / Budget	5	Not in top 10	Not in top 10

Top-10 Topics by No. of Votes	FY25	FY24	FY23
Internet Governance*	6	Not in top 10	Not in top 10
Government Engagement	7	Not in top 10	Not in top 10
Effectiveness of the Multistakeholder Model	8	4	9
Engagement & Participation	9	6	3
Internet Evolution and DNS Relevance	10	Not in top 10	10

**Figure 4.** Top 10 Topics in FY25

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## Appendix B | Strategic Objective Trend Analysis

### B.1 Security Trends

#### Summary of Trends Identified

- Related to Trend 1.15 on DNS abuse:  
DNS abuse continues to be a top priority for the ICANN community and garnered half of the votes within the Security Strategic Objective. Recent efforts have further raised awareness and enhanced how ICANN approaches the issue of DNS abuse across several dimensions, as it is a threat to Internet user's security and safety online. There were many positive comments from participants with regard to the efforts of the [DNS Security Threat Mitigation Program](#), particularly as the proposed Base gTLDs Registry Agreement amendments, the proposed Registrar Accreditation contract amendment and other activities related to combatting DNS abuse have sent a signal to the broader community that ICANN is taking this topic seriously. Furthermore, contract amendments enabling ICANN's extended access to registrar data for research are in progress. Participants noted their opinions that ICANN needs to continue the balancing act on its involvement with DNS abuse and assess the amendments using the language "to prevent" versus "to mitigate".
- Related to Trend 2.2 on DNS ecosystem security threats:  
DNS ecosystem security threats remain high and accounted for 15 percent of the votes within the Security Strategic Objective, as ICANN faces an increasingly challenging cybersecurity landscape. Participants noted that although digital trust solutions (DNS Security Extensions and Digital Identity) are powerful, they are underutilized or not well-understood. Participants continued to emphasize that stable root servers are critical in light of new technologies and sophisticated attacks. Privacy issues inherent to cybersecurity risks and its impact on ICANN were also discussed (*Please refer to Trend 3.7 under the Geopolitics Strategic Objective*).

Participants also discussed blockchain and other emerging technologies and potential impacts to the DNS. (*Please also see Trend 1.07 under the Unique Identifier Systems Strategic Objective*). Participants noted their opinions that ICANN needs to be aware of new standards and should keep engaging with the security community. There were suggestions to increase and effectively collaborate with relevant partners in the ecosystem in responding to the emerging technologies.

#### Suggested opportunities and risk mitigation

- Maintain momentum achieved in negotiations to focus on other DNS security threat mitigation in the areas not addressed. Continue awareness and education efforts.
- Continue regional interaction with regulatory and governmental bodies.
- Having a clear narrative and alignment on any issues with DNS security can build the public's trust.

#### Additional Observations from ICANN org

With regards to DNS Abuse, the proposed Base gTLDs Registry Agreements and the proposed Registrar Accreditation contract amendment process started in FY23 and will continue through FY24. In September 2023, discussions on DNS abuse were held at the ICANN DNS Symposium. These activities are enhancing the deliveries of the strategic targeted outcomes in the ICANN Strategic Plan for FY25, such as "ICANN, in partnership

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with relevant stakeholders, establishing and promoting a coordinated approach to effectively identify and mitigate DNS security threats and combat DNS abuse.”

To continue addressing this trend and its shift, beyond the continuity of the previously mentioned activities, additional activities are planned for FY25, such as projects to build new tools to aid evolution of Domain Metrica, previously known as Domain Abuse Activity Reporting (DAAR), implementation planning to implement the new contract amendment, and enforcing contract compliance.

ICANN org is encouraging country code top-level domains (ccTLDs) to join the Domain Metrica project. ccTLD participation in Domain Metrica is completely voluntary and non-participation does not indicate a lack of interest in DNS abuse. Many TLDs already have their own monitoring in place. There are also efforts by ICANN org, such as training and outreach, to encourage ccTLDs to either take a more active role to mitigate DNS abuse or share data on DNS abuse, e.g. the Coalition for Digital Africa project.

With regards to DNS ecosystem security, there are multiple streams of work involved in the launch of [KinDNS](#), a program supported by ICANN and relevant stakeholders to develop and promote a framework that focuses on the most important operational best practices or concrete instances of DNS security best practices. Phase 1-4 of KinDNS is estimated to be completed in FY24. These phases include:

1. ICANN org will continue to advocate and promote DNSSEC.
2. Advocate and support Domain Metrica.
3. Expand technical training footprint through new virtual courses.
4. Continue to publish research papers.
5. ICANN Managed Root Server (IMRS) Clusters to increase the Root Server System infrastructure and more directly, those who run large networks, such as Internet service providers, data service providers, domain name registries and registrars, or even independent organizations that are working to secure a stable and resilient DNS infrastructure for geographic locations, including countries or regions.

ICANN org is actively monitoring and working with the community to mitigate potential emerging security risks, and further promotion of DNSSEC is needed. This work will be reflected in two operating initiatives in the FY25 Plans: Support the Evolution and strengthening of the Root Zone Management and Root Server System and Facilitate the DNS Ecosystem Improvements.

## B.2 Governance Trends

### Summary of Trend Identified

- Related to Trend 3.1 on ICANN’s Multistakeholder Model:  
The predominant discussion in the Governance Strategic Objective among participants was on the topic of “Engagement and Participation.”

Participants expressed mostly positive comments about ICANN’s Public Meetings continuing to create meaningful and effective experiences for virtual and in-person attendees. Some participants noted their opinion that in-person engagement is needed to build participation and involvement. Some participants expressed concern that volunteer burnout continues and that there is not only a reliance on select community members, but that new volunteers may lack the experience, expertise, or willingness to actively participate in policy making.

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The "Effectiveness of the Multistakeholder Model" continues to be discussed among participants. There were discussions of how the model should evolve, including the model's agility and the potential implications of the 2025 World Summit on the Information Society, which may impact ICANN's mission. *(Please also see Trend 3.7 under the Strategic Objective Geopolitics, which indicates the work of the ICANN org Government Engagement Team to educate and promote the ICANN's multistakeholder model.)*

"Policy Decisions/Implementation Challenges" continued to be widely discussed among participants. Some participants shared positive feedback, stating that it seemed ICANN was committed to getting things done in a more timely manner than previously, e.g, challenges were being removed and the use of small teams like the Generic Names Support Organization (gNSO) Small Team and the efforts of the community led planning prioritization process were steps in the right direction. However, others felt that the policy development processes (PDPs) were still progressing slowly and indicated that scrutiny will continue on ICANN's ability to make and implement decisions. Additional comments were made by participants that reaching consensus was still a challenge.

- Related to Trend 1.01 on transparency, accountability, inclusiveness, and openness: The need for inclusiveness continues to be highlighted by participants, but many challenges remain to include all relevant interested stakeholders to ensure that the ICANN multistakeholder model reflects the evolution and needs of the broader Internet user base. Newcomer retention challenges were also mentioned by participants, as was the importance of finding ways to attract, onboard, and motivate volunteers, who are critical to ICANN's multistakeholder model.
- Related to Trend 1.04 on public awareness of ICANN: Public awareness about ICANN's remit and role in Internet governance continues to be discussed among participants. There was also some discussion surrounding the ICANN Grant Program *(Please also see Trend 1.02 under the Strategic Objective Financials)* and the New gTLD Program: Next Round *(Please also see trend 1.16 under the Strategic Objective Unique Identifier Systems)* providing visibility and awareness of ICANN.

### **Suggested opportunities and risk mitigation**

- Outreach to build connections, strengthen relationships, and encourage broader participation.
- Showcase successful policy development and implementation work to build trust and showcase the legitimacy of ICANN and the multistakeholder model.

### **Additional Observations from ICANN org**

With regards to the trend on ICANN's multistakeholder model, ICANN org is working to build participation and attendance within the community. The Customer Engagement System (CES) is being used to track specific projects (e.g. PDPs) and other activities (including ICANN meetings, planning, and ongoing operations) to evolve and strengthen the multistakeholder model to ensure efficient and effective policymaking.

In addition, there are numerous projects under the two operating initiatives on how to improve the MSM in the ICANN Operating Plan, such as the implementation of Work Stream 2 (WS2) of the Cross-Community Working Group on Enhancing ICANN Accountability (CCWG-Accountability) and the project to enhance the effectiveness of ICANN's multistakeholder model. These activities are further prioritized through two CEO Goals:



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CEO Goal #2 that supports community readiness and consensus-building processes and CEO Goal #11 that introduces refinements in the review process to address this trend.

[Engagement Programs](#) at ICANN provides the community with support and tools, including supporting stakeholder participation through ICANN for Beginners, NextGen@ICANN, the Fellowship Program, the Internet Access Reimbursement Program, and the Community Childcare Grants Pilot Program, among others.

In addition, updates have been made to the ICANN org website through the [Information Transparency Initiative \(ITI\)](#), including an 'ICANN for Beginners' Section as well as New Community-Focused 'I Need Help' Pages. Additional enhancements are planned to govern, preserve, organize, and secure ICANN's public content and continue promotion of transparency and accountability.

ICANN org SMEs also recognized public interest in the New gTLD Program: Next Round and the Grant Program will bring visibility and awareness of ICANN's role in furthering a single, open, and globally interoperable Internet. Additionally, due to the increased linkage to the Geopolitics Strategic Objective, and org's plan to develop and implement a communications and engagement strategy surrounding the WSIS +20 Review outlined in CEO Goal #6, org will monitor progress of that CEO goal with relation to Public Awareness of ICANN.

## B.3 Unique Identifier Systems Trends

### Summary of Trend Identified

- Related to Trend 1.07 on the evolution of Emerging Identifier Technologies:  
With the continual advancement of emerging identifier technologies, the perception of possible threat to the relevance of DNS and ICANN's role with unique identifiers through the IANA functions remains and was discussed by participants. While the driver behind the increasing interest and registration of alternative name spaces is undefined, several factors were raised, such as the general public's lack of knowledge of the DNS. There is ongoing interest in the alternative name spaces, which has seen an increase in registration of alternative root domains. The pace of digital innovation, particularly the topic of artificial intelligence, has increased, though it is unclear if there will be an impact to ICANN's remit.
- Related to Trend 1.13 on Internationalized Domain Names (IDNs) and Universal Acceptance (UA):  
IDNs and UA are key to supporting a more multilingual and accessible Internet. Discussion surrounding IDNs and UA continued among participants, but the dialogue has shifted to the New gTLD Program: Next Round. The advancement in IDNs and UA is essential for greater inclusivity of language in the New gTLD Program: Next Round. Comments were expressed by participants, including adoption challenges and the need for targeted awareness and promotion of UA as a means of emphasizing digital inclusion.
- Related to Trend 1.16 on the New gTLD Program: Next Round:  
With the [ICANN Board moving to begin preparations for the next round of new gTLDs](#), there was increased discussion surrounding the pending launch and implications by participants, to ensure the community needs would be met. Resource requirements, demand for new gTLDs, timing, applicant support, and the impact on ICANN's legitimacy were all discussed.

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## Suggested opportunities and risk mitigation

- Continue to study new technologies and explore the impact on the unique identifiers of the Internet, and share factual data with the wider community.
- Lean into engagement on topics such as digital inclusion and encourage adoption by software solution providers.
- Continue to effectively manage the New gTLD Program: Next Round to resolve potential concerns, delays, and Universal Acceptance to increase participation and pursue a strong, tailored communications campaign, and identify issues prior to them becoming problematic.

## Additional Observations from ICANN org

With regards to the trend on Emerging Identifiers Technologies, some alternative name spaces are now functioning with different browsers, enabling access to a decentralized network not part of the Domain Name System (DNS). ICANN will continue to raise awareness and engage with the community regarding the [challenges with alternative name spaces](#).

ICANN has established mechanisms to assess and provide unbiased insights on emerging technologies and alternative identifiers that extend beyond the DNS in alignment with the targeted outcome, “Mechanisms are established with which ICANN assesses new technologies and, when appropriate, embraces them.”

The Special Interest Forum on Technologies (SIFT) allows a space to share, discuss and assess new technologies. Building ICANN’s awareness (knowledge, researching, engagement) continues to be important.

ICANN has also published papers, e.g. [OCTO-034](#) to discuss the challenges with alternative name systems and has open dialogue with alternative naming entities to discuss potential impacts to the DNS.

Looking forward to FY25, ICANN will continue to raise awareness and engage with the community regarding alternative namespace and emerging technologies through the planned activities, and the effort led by the Board Technical Committee.

With regards to the trend on Universal Acceptance (UA) and Internationalized Domain Names (IDNs), ICANN is using the momentum created from Universal Acceptance Day to rally local, regional, and global stakeholders to spread awareness and encourage adoptions. ICANN is working with various groups, including USAG and UNESCO to track and measure progress including:

1. [ICANN Identifier Technologies Health Indicators](#) to track Email Address Internationalization (EAI) support in mail servers, last report published July 2023.
2. [Universal Acceptance Steering Group \(UASG\) 047 Universal Acceptance-Readiness Report FY23](#) published September 2023 that indicates UA-readiness is a \$9.8+ billion opportunity.

ICANN has also created a [“Make your systems UA-Ready”](#) webpage that shares UA test Frameworks and Materials, a EAI-Readiness Check, and Additional Resources and Case Studies.

Additional emphasis has been added through CEO Goal #4: to enable and foster digital inclusivity through the next round of new gTLDs, IDNs, and increased awareness of the importance of UA. See the [ICANN77 session on digital inclusion](#) for additional information.

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With regards to the trend on the New gTLD Program: Next Round, collectively, the ICANN org, Board, and community have achieved significant milestones throughout FY23 and FY24 and there are many tasks ahead for FY25. ICANN org has outlined plans to implement recommendations, develop new services relating to gTLD registry and ICANN accredited registrars, produce domain name marketplace indicators, and conduct other supporting analysis, etc.

ICANN also intends to expand the Applicant Support Program to increase diversity among applicants and create new opportunities to utilize the DNS. They are further made a priority through CEO Goal #12, to deliver the Board an overall framework that includes an implementation plan for the New gTLD Program: Next Round and a pathway to opening the application round.

## B.4 Geopolitics Trends

### Summary of Trend Identified

- Related to Trend 3.7 on Legislation and Regulations:  
The level of concern among participants has grown as Internet-related legislation and regulations increase. The drivers and intentions behind Internet regulation varies from region to region. However, regardless of the intentions, there is the possibility that continued or increasing legislative and regulatory activity may lead to consequences that could impact the technical underpinnings of the Internet or the multistakeholder model.

Participants noted that geopolitics is an expanding space with extensive impact to global Internet users and the public interest, and involves multiple governing bodies and legislation. Participants discussed the idea that countries may perceive that ICANN and the domain name industry are not doing enough to resolve ongoing Internet-related concerns around privacy issues and cybersecurity risks (e.g., data protection, privacy, and end-user security). Participants concluded that despite the open, interoperable, and scalable design of the DNS, which has allowed ICANN and the multistakeholder model to support the growth of the Internet, many countries are continuing to increase their Internet-related initiatives.

In addition to discussing the role of governments in regulating the Internet, participants also noted that intergovernmental organizations (IGOs), such as the International Telecommunication Union and other U.N. bodies, are developing new Internet-related resolutions and proposals that aim to tackle digital issues such as cybercrime, cybersecurity, personal data protection, e-commerce, and regulating social media platforms. The lack of coordination across these initiatives and the limited technical knowledge of the Internet among the negotiators of these initiatives could lead to the creation of regulations that have the potential to undermine the global, interoperable, and technical functioning of the Internet.

### Suggested Opportunities and Risk mitigation

- Continue to share information and promote the ICANN multistakeholder model and its importance to maintaining a single, open, and interoperable Internet, particularly through the upcoming WSIS+20 by the U.N. General Assembly (2025).
- Continue to monitor and analyze legislative and regulatory activities to ensure that it has the necessary information and tools to address geopolitical issues and promote the multistakeholder model's policy and technical work.

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## Additional Observations from ICANN org

National and regional internet-related legislative and regulatory activity have increased and thus could impact the technical underpinnings of the Internet or the multistakeholder model. To combat these strategic risks, ICANN has increased its focus on the Geopolitics Strategic Objective and implemented a communications and engagement strategy. ICANN will also work with specific regions to collaborate directly with IGOs, governments and institutions regarding the importance of the technical community on legislation, regulation, policy and standard development. It has also developed and is implementing an ICANN strategy to address the WSIS +20 review process and explain the importance of the technical community.

These efforts are underway to address the threats to the Internet and the need for multilateral strategic analysis of the previously described legislation and regulations. They are further prioritized through CEO Goal #6 as WSIS+20 approaches in 2025.

## B.5 Financials (and Domain Name Industry) Trends

### Summary of Trend Identified

- Related to Trend 1.02 on ICANN's Long-Term Funding:

Several trends were discussed during the trend-identification session as having potential impact on ICANN's financials:

- Participants discussed the risk of potential market consolidation could impact ICANN's funding.
  - Participants expressed that due to global macroeconomic factors, economic uncertainty, and the need to meet increasing business requests and requirements, ICANN funds could potentially decrease.
  - Visibility of the ICANN Grant Program and the use of auction proceeds was also discussed.
- Related to Trend 1.14 on Prioritization:  
Prioritization continues to be critical in supporting the needs and demands of ICANN org's global community. Due to the large volume and complexity of implementation work resulting from policy and review work, there is a need for ICANN to prioritize the implementation work. There was some concern raised by participants that compromises may have been achieved but are not practically implementable.

### Suggested Opportunities and Risk Mitigation

- Conducting a sustainability analysis of the current monetization model.
- Participants suggested possibly increasing the fees ICANN receives for domains.
- Clear prioritization of strategy and workload was suggested.

## Additional Observations from ICANN org

Reflecting on the past, ICANN org, the Board and the Community worked collaboratively to create and implement the community-led planning prioritization framework. This achievement enhanced the strategic targeted outcome related to ICANN stakeholders collaborating to define prioritization mechanisms, which ensure that cumulative workload is reasonable at any one time, and that ICANN priorities reflect the community's collective needs.

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Looking forward to FY25, ICANN is committed to further evolve the community-led planning prioritization framework. Additionally, as the right opportunity arises, ICANN envisions expanding the scope of prioritization to encompass activities beyond the Board-approved implementation work.

With regards to the trend on ICANN's long-term funding, ICANN has successfully concluded two Operating Initiatives related to the Financial Strategic Objectives: improve the depth of understanding of the Domain Name market drivers that impact ICANN's funding, and ensure implementation of reserve fund replenishment to the minimum target level per the Board resolution. These efforts have led to the realization of several targeted outcomes outlined in the Strategic Plan, including reliable and predictable five-year funding projections, based on a sound understanding of the evolution in the domain name marketplace and realistic assumptions, utilizing data about the directions and trends in the market to effectively guide the organization, and building process and tools in place to effectively manage and control costs.

## Appendix C | Trend Impact Assessment

The impact assessment framework used for the trends is available in the separate document entitled "ICANN FY25 Trend Impact Assessment (Appendix C)".



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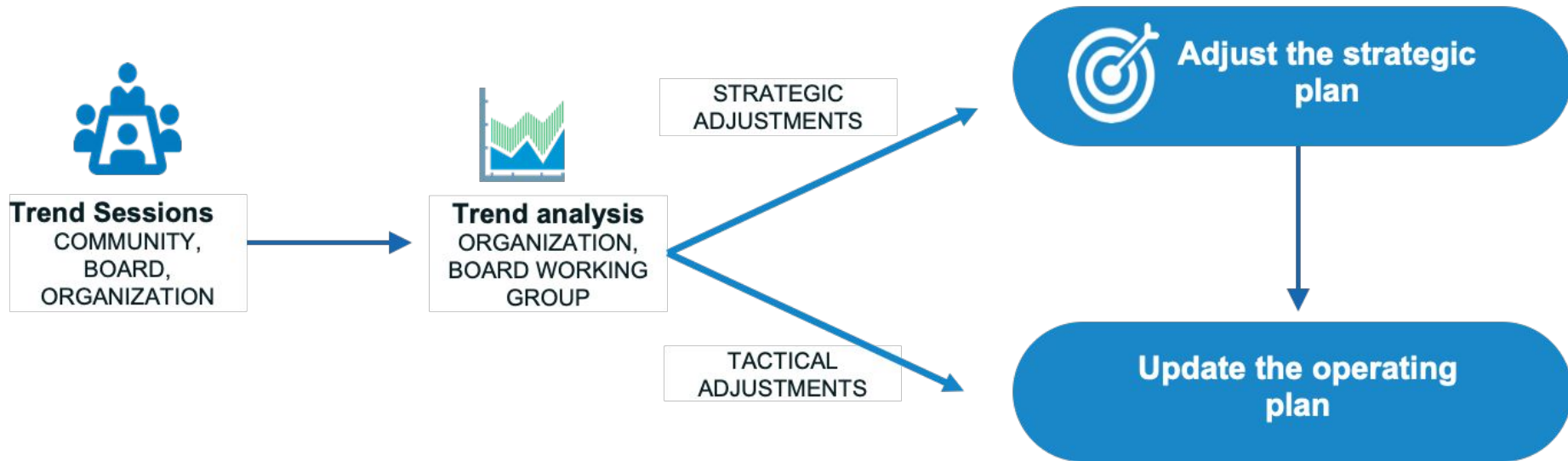
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# Board Strategic Planning Committee (SPC)

25 September and 03 October 2023



# Objectives of the Strategic Outlook Program



- The Strategic Outlook Program is an annual process to ensure ICANN has a consistent way to:
  - Identify and track trends
  - Prepare for opportunities
  - Mitigate or avoid challenges
  - Inform strategic & operational planning
- The Board Strategic Planning Committee assesses the impacts of trends and shifts, and recommends to the Board any impact to the Strategic Plan



# Process status update & next steps

## 1. Trend Identification

- “Raw” data collected on trends, risks, opportunities, and votes for top priorities
- Data Cataloguing

*Phase 1: March - April*  
**Complete**

- 12 trend sessions
- 207 participants
- 1048 data points collected

## 2. Trend Analysis

- New trends or notable shifts in trends and their impacts for ICANN
- Top priorities

*Phase 2: May – July*  
**Complete**

- Quantitative and qualitative analysis
- Verification with publicly available info & knowledge expertise, supported by Org SMEs / Execs

## 3. Impact Assessment

- Strategic recommendations to the Board
- Board decision (at the AGM)

*Phase 3: Aug – Oct*  
**In Progress**

- Evaluation of materiality and immediacy of impacts
- Org recommendations to SPC
- SPC evaluates and recommends to the Board

# FY25 Strategic Outlook Sessions

## 12 strategic outlook sessions

- 6 stakeholder group sessions
- 1 Board session
- 4 org cross-functional sessions
- 1 executive session

## 207 participants

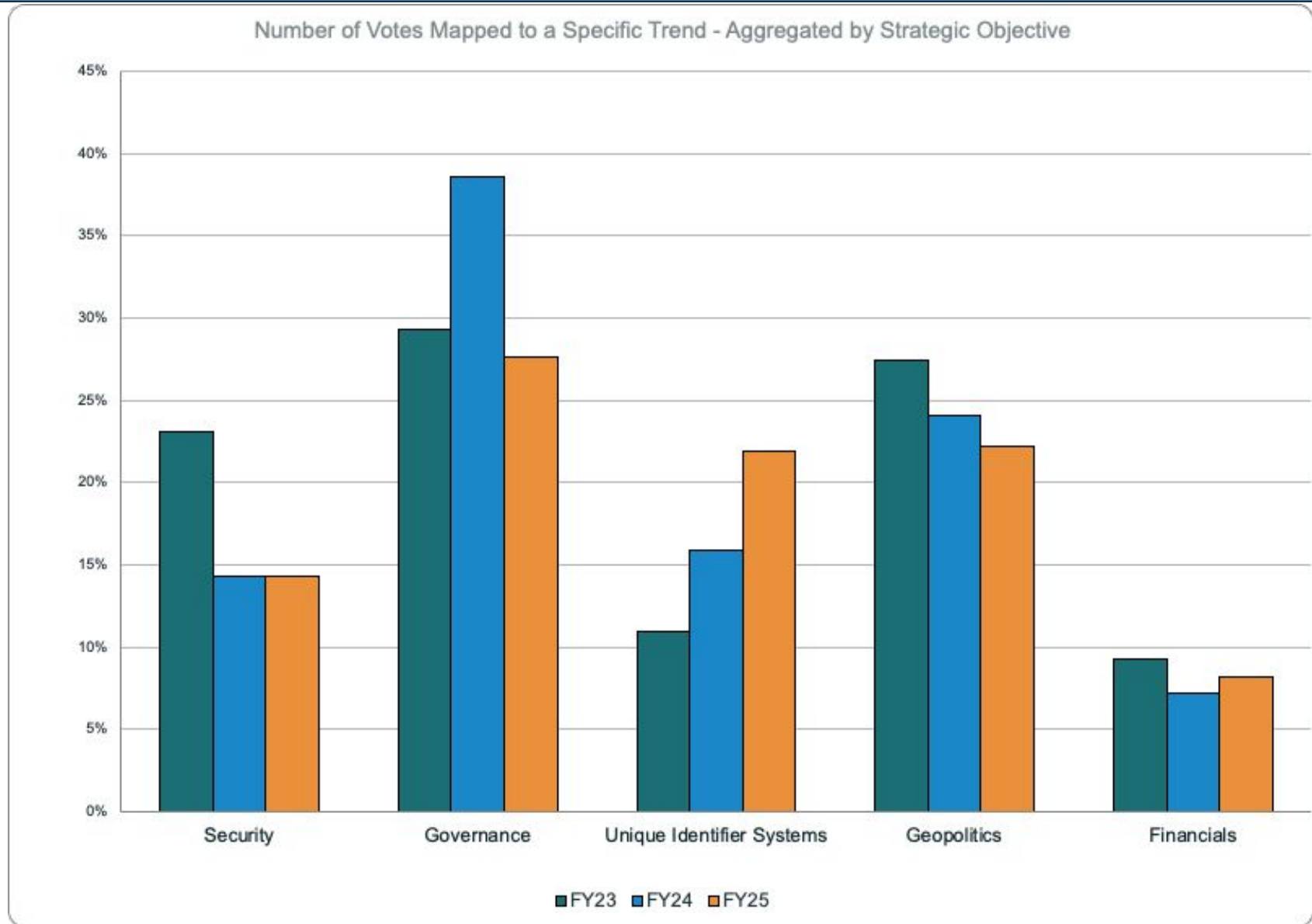
- 95 community members
- 19 Board members
- 82 org members
- 11 executives



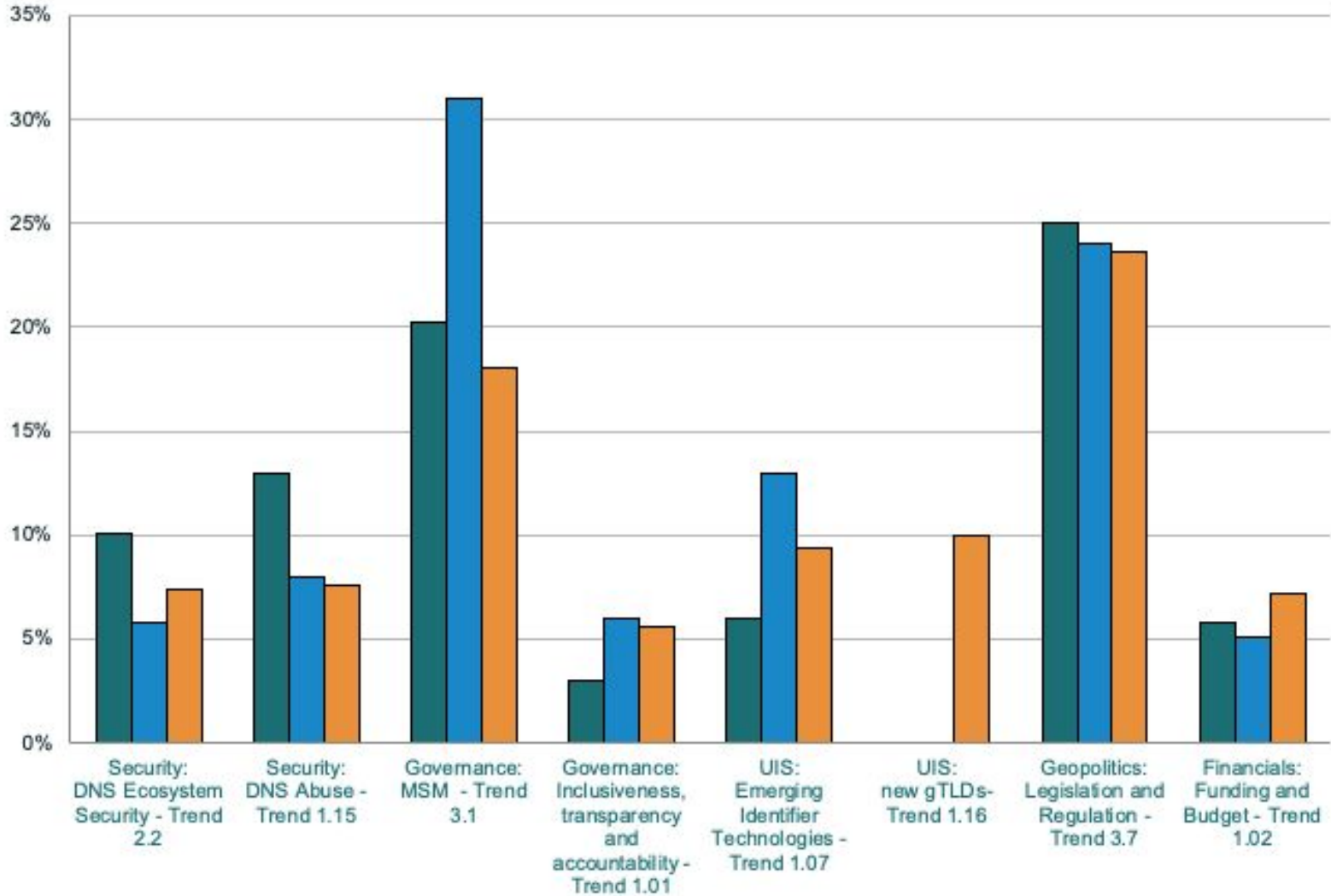
## 1048 data elements collected

- 652 trend statements
- 204 risks or threats
- 192 suggested actions or opportunities

# Trend Analysis - Evolution of Strategic Objectives



# Evolution of Top Priority Trends



Priority trends established as 5% or more votes.

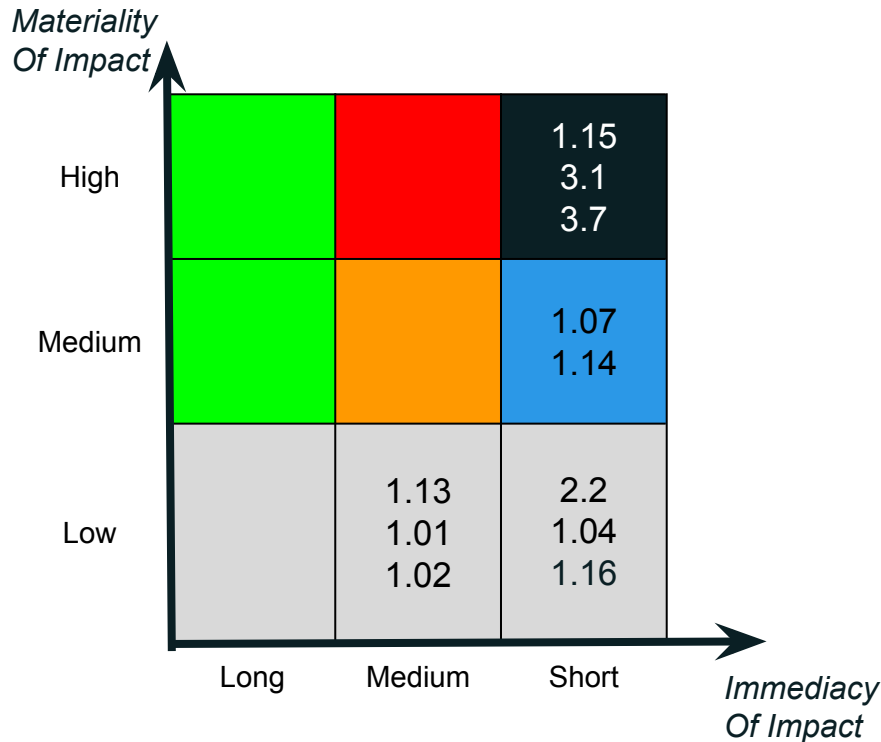
■ FY23 ■ FY24 ■ FY25

# FY25 Trend Assessment Discussion and Recommendations

# Trend Assessment

- The FY25 trend identification sessions yielded a total of 11 trends.
- Six trends showed no notable shift evolved when compared to the previous year.
- Five trends are in the category of “Evaluate short term action” or “Consider evaluating short term action”

## Step 2: Rating through Data Matrix



**Step 3: Assessment** and review of current and future short term activities related to the Trend (including actions)

### Evaluate short term action

- Trend 1.15 about DNS abuse
- Trend 3.1 about ICANN’s MSM
- Trend 3.7 about legislation and regulation

### Consider evaluating short term action

- Trend 1.07 about emerging identifier technologies
- Trend 1.14 about prioritization

### Maintain action (Short term)

- Trend 2.2 about DNS ecosystem security
- Trend 1.04 about Public Awareness of ICANN

### Maintain action (Medium term)

- Trend 1.16 about New gTLD Next Round
- Trend 1.13 about UA and IDN
- Trend 1.01 about transparency, accountability, inclusiveness, and openness
- Trend 1.02 about ICANN’s long term funding

# Summary

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- The FY25 trend identification sessions yielded a total of 11 trends.
- Six trends showed no notable shift evolved when compared to the previous year.
- Five trends prompted the org to evaluate or consider evaluating short-term actions (see 5 listed below).
- When reviewing the past year, ICANN has actively undertaken numerous activities to address these trends, and the results have notably enhanced the strategic targeted outcomes.

## **Trends Evaluated for Short Term Actions:**

1. Security: DNS Abuse (Trend 1.15): Numerous ongoing activities to address trend and shift. Build on progress made, e.g. DAAR evolution, contract amendment and compliance
2. Governance: ICANN'S multistakeholder model (Trend 3.1): Continue to carry out planned activities and improve progress reporting. Enhance and expand use of CES
3. Geopolitics: Legislations and regulations (Trend 3.7): Continue development and implementation of strategy to address WSIS +20 review process and implement a communications and engagement strategy to address this process.
4. Unique Identifier Systems: Emerging Identifiers Technologies (Trend 1.07): Raise awareness and engage on alternative namespaces and emerging technologies
5. Financials: Prioritization (1.14): Continue evolution of planning prioritization framework

## **ICANN BOARD PAPER NO. 2023.10.26.2b**

**TITLE:** **ICANN Grant Program – Decision**

**Review/Recourse**

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

**EXECUTIVE SUMMARY:**

The ICANN Board is being asked to revise the supporting text for its June 2022 decision on Recommendation 7 of the Cross-Community Working Group on Auction Proceeds (CCWG-AP), where the Board accepted the CCWG-AP’s recommendation on not allowing individual application decisions to be subject to ICANN’s accountability mechanisms, and identified that a Fundamental Bylaws amendment process was required prior to implementation of the Grant Program.

The Board fully supports the CCWG-AP’s recommendation that the Auction Proceeds should not be used to fund those accountability challenges. During implementation design, ICANN org developed and raised concerns that the Bylaws “carve-out” on individual applications left open the possibility for more complex accountability challenges. The ICANN Board is now directing that instead of pursuing a Bylaws amendment, ICANN org incorporates the restriction on using ICANN’s Independent Review or Reconsideration Processes into the terms and conditions that applicants will agree to when submitting their ICANN Grant Program applications. The ICANN Board is also directing ICANN org to evaluate the effectiveness of the use of contractual terms and conditions after the first cycle of the ICANN Grant Program, including whether accountability to applicants would be further enhanced through offering limited purpose-built, streamlined opportunities for applicants to seek review of decisions on their applications within the ICANN Grant Program. Finally, the Board’s rationale confirms the Board’s intention to have a broader conversation with the community about whether the Bylaws should be updated to clearly define when the community may limit the use of ICANN’s accountability mechanisms.

**BOARD CAUCUS GROUP RECOMMENDATION:**



The Board Caucus Group and the Grant Program Team recommend the ICANN Board revisit its June 2022 action of Recommendation 7 from the CCWG-AP Final Report regarding the development of a carve-out from ICANN's accountability mechanisms, and refine the action and rationale accompanying that decision. The Board is recommended to remove its prior reference to the successful completion of a Fundamental Bylaws Amendment Process as a dependency on the launch of the ICANN Grant Program. In its place, the ICANN Board is recommended to direct ICANN's Interim President and CEO to implement the CCWG-AP's recommended limitation on the use of ICANN's Independent Review or Reconsideration Processes to challenge decisions on individual applications through a limitation inserted into the application terms and conditions. The contractual limitation will apply to all decisions on any application within the ICANN Grant Program. ICANN org will also be directed to review the effectiveness of the terms and conditions after the first cycle of the ICANN Grant Program, including whether accountability to applicants would be further enhanced through offering limited purpose-built, streamlined opportunities for applicants to seek review of procedural decisions on their applications within the ICANN Grant Program, .

#### **BACKGROUND:**

During the CCWG-AP's deliberations, the group discussed the issue of how ICANN could and should be held accountable for decisions made on applications within the ICANN Grant Program, while upholding the concern that funds available for the Grant Program should be preserved for grant making, as opposed to defending against possible applicant challenges through ICANN's accountability mechanisms.

Based upon the experience with the 2012 round of New gTLDs, concerns were raised about applicant reliance on ICANN's Independent Review Process (AM-IRP) or Reconsideration Process (AM-R) as a way to challenge decisions made on individual applications.

The CCWG-AP ultimately recommended (at Recommendation 7) that this issue be handled in two ways:

1. Change the Bylaws for the AM-IRP and the AM-R to remove the ability to use either process to challenge the Independent Application Assessment Panel's decision on any individual application; and
2. Instead of providing any other type of review or appeals process, to require that ICANN org provide unsuccessful applicants with information on the next grant cycle as well as relevant educational materials.

The ICANN Board accepted the CCWG-AP's Recommendation 7 as part of its acceptance of all recommendations within the Final Report, and noted that the completion of the Fundamental Bylaws change called for in this Recommendation is a gating factor to the launch of the first cycle.

As the ICANN org progressed their work on the ICANN Grant Program design, it became clear that there are multiple opportunities for application evaluation. These will include eligibility determinations such as whether the applicant is legally able to receive funds from ICANN, background checks, and assessments of compliance with ICANN's mission, each of which will be completed before the Independent Application Assessment Panel ("the Panel") receives any applications for consideration. Depending on the ultimate design, ICANN org or a contracted vendor will be making decisions that will result in applications being removed from processing before the Panel views any applications. Because it will not only be the Panel taking dispositive action on applications, the CCWG-AP's recommended Bylaws carve-out that focuses only on the Panel's ability to approve or not approve an application does not provide a full solution to the issue the CCWG-AP was attempting to address.

ICANN org and the ICANN Board discussed how to protect against stalling of ICANN Grant Program cycles and materially depleting the available proceeds if they were to be diverted to a defense of the Grant Program instead of funding of grants. Neither of these outcomes serve the goals of the CCWG-AP nor the global public interest.

The ICANN org and Board agreed that the most direct and contained way to implement the CCWG-AP's Recommendation 7 was through a contractual limitation inserted in the terms and conditions to which applicants will be required to agree in order to submit their applications. The ICANN org and Board agreed that, in accordance with the

CCWG-AP's Recommendation, this contractual limitation should prohibit applicants from asserting any Independent Review or Reconsideration Process for individual application decisions.

The Board noted the community concerns that the Board's use of contracts to limit access to ICANN's accountability mechanisms could set a concerning precedent for the community. Here, the Board is acting on a clear, community developed and supported recommendation to limit access to the Independent Review and Reconsideration Processes. The community and the Board may benefit from further exploration – not tethered to the ICANN Grant Program – of clarifying within the Bylaws the limited circumstances through which the community can demonstrate its intent to limit access to ICANN's accountability mechanisms.

Further, the Board acknowledges that there remains a lot to be learned about applicant and ICANN org experiences with the ICANN Grant Program, and that there are opportunities to further refine the Program, and its accountability to applicants and the community, as we progress through future cycles. The Board therefore directs ICANN org to consider, after the first grant cycle, the effectiveness of the use of terms of conditions and whether there might be other opportunities to enhance the accountability of the Program. For example, though the CCWG-AP provided guidance that building purpose-built review mechanisms into the ICANN Grant Program to allow applicants opportunity to seek review of decisions removing their application from progressing might make the Grant Program too complex, ICANN's focus on accountability might support ICANN providing limited, though meaningful avenues of procedural review at appropriate points of decision.

**PROPOSED RESOLUTION:**

Whereas, on [12 June 2022](#), the ICANN Board accepted all recommendations issued in the Final Report of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP).

Whereas the CCWG-AP's Recommendation 7 states in relevant part “Existing ICANN accountability mechanisms such as IRP or other appeal mechanisms cannot be used to

challenge a decision from the Independent Project Applications Evaluation Panel to approve or not approve an application. Applicants not selected should receive further details about where information can be found about the next round of applications as well as any educational materials that may be available to assist applicants. The CCWG recognizes that there will need to be an amendment to the Fundamental Bylaws to eliminate the opportunity to use the Request for Reconsideration and Independent Review Panel to challenge grant decisions.” The CCWG-AP also issued guidance to the Board that after reviewing how other entities dealt with appeals, that allowing appeals appeared to add too much complexity.

Whereas the Board’s June 2022 decision reflected the Board’s initial agreement with the CCWG-AP’s conclusion that a Fundamental Bylaws change was necessary to implement Recommendation 7 and identified such a Bylaws change as a dependency on the launch of the ICANN Grant Program.

Whereas, upon further consideration, the Board has determined that the CCWG-AP’s recommendation to preserve the auction proceeds from being used to defend against usages of ICANN’s accountability mechanisms for decisions on individual grant decisions can be implemented in alternative ways, including ways that do not require modification to ICANN’s core Bylaws on accountability. As a result, the Board is updating its action on Recommendation 7 to reflect that ICANN org should implement this Recommendation 7 directly through the use of applicant terms and conditions rather than through a change to ICANN’s Fundamental Bylaws.

Whereas, the Board has been further advised that the design of the ICANN Grant Program will include multiple decision points that could be determinative on applications in addition to the recommendations made by the Independent Application Assessment Panel, such as eligibility reviews. The proposed accountability carve-out from the CCWG-AP must be implemented in a manner that is sufficiently broad to address the CCWG-AP’s intent and remove the ability for applicants to access ICANN’s Independent Review Process and Reconsideration Process for any decisions on individual grant applications.

Whereas, the Board has been advised that it is possible to develop limited purpose-built review opportunities within the ICANN Grant Program that would give applicants

meaningful ways to seek procedural review of certain decisions made on applications within the ICANN Grant Program, thereby increasing potential accountability to applicants even while the formal accountability mechanisms are not available for decisions on individual applications. The Board notes that it might be appropriate to evaluate the effectiveness of the terms and conditions within the first cycle of the ICANN Grant Program prior to implementing any limited review opportunities within the ICANN Grant Program.

Resolved (2023.10.26.xx), the ICANN Board revisits its 12 June 2022 decision on Recommendation 7 of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP) and issues an updated Scorecard removing the requirement and dependency that a Fundamental Bylaws Amendment is required prior the launch of the ICANN Grant Cycle. The Board's action on all other Recommendations within the CCWG-AP's Final Report remains in place.

Resolved (2023.10.26.xx), the ICANN Board directs ICANN's Interim President and CEO, or her designee(s), to evaluate the effectiveness of the limitation on access to ICANN's accountability mechanisms within the first grant cycle, and if it appears appropriate to support accountability of the Program, explore the development of limited purpose-built opportunities for applicants to seek procedural review of certain decisions made on applications within the ICANN Grant Program, as appropriate and supported by best practices in grant programs in future grant cycles.

**PROPOSED RATIONALE:**

Today's Board's action is an important step in streamlining the implementation of the ICANN Grant Program while upholding ICANN's accountability and ensuring that the Auction Proceeds funds are used towards grants. The Board is directing that ICANN org to:

- remove the dependency of the launch of the ICANN Grant Program on a Fundamental Bylaws Amendment Process that would restrict access to ICANN's accountability mechanisms;
- implement CCWG-AP's recommendation limiting applicant access to ICANN's accountability through the use of terms and conditions to which applicants will be required to agree when submitting their applications within the ICANN

Grant Program;

- review and analyze the experience of the first cycle of the ICANN Grant Program to advise the Board on further ways to maintain ICANN's accountability for preserving the Auction Proceeds for grants while also remaining accountable to applicants, such as the use of meaningful opportunities for applicants to seek limited procedural review of certain decisions made when processing applications within the ICANN Grant Program.

The Board also notes below its intention to have a broader conversation with the ICANN community about whether and how the Bylaws could be updated in order to define how the community can limit access to ICANN's accountability mechanisms.

Today's action remains aligned with the purpose and intent of one of the recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP), removing a dependency on the Fundamental Bylaws Amendment Process. Notably, today's action does not change any other recommendation or characteristic of the ICANN Grant Program as envisioned by the CCWG-AP.

In June 2022, when the Board first approved of the recommendations within the CCWG-AP's Final Report, the Board acknowledged the balance that the CCWG-AP was trying to achieve between not allowing accountability mechanisms to be used to challenge decisions on individual applications, while still allowing for accountability challenges to the broader program. *See*, 12 June 2022 Scorecard, *at* <https://www.icann.org/en/system/files/files/scorecard-ccwg-ap-final-recommendations-board-action-12jun22-en.pdf>. This helped achieve a balance between two key aspects of accountability – accountability to applicants for broader challenges to ICANN's accountability, while maintaining accountability for ICANN using the auction proceeds for the public good and maximizing the funds available for grant making.

Today's action keeps the fundamental premise of the CCWG-AP's Recommendation 7

intact: that ICANN's accountability mechanisms remain unavailable for challenges of decisions on individual applications. What now changes is the manner in which this Recommendation will be implemented. The Board has concluded that it no longer concurs with the CCWG-AP's conclusion that the only mechanism for implementing Recommendation 7 is to modify ICANN's core accountability Bylaws . Rather, the Board identifies that the use of contractual terms and conditions with applicants can provide the appropriate limitations on access to the Independent Review Process and the Reconsideration Process, and directs ICANN org to proceed in that manner. The Board's updated action and supporting rationale is reflected in the Revised Scorecard - CCWG on Auction Proceeds Final Report Recommendations – Board Action (“Revised Scorecard”). All other portions of the Board's June 2022 action remain untouched.

Today's decision supports the CCWG-AP's fundamental recommendation to protect against the use of potentially protracted accountability processes and the corresponding depletion of the funds available for award within the Grant Program. In order to account for the design work that has progressed since the Board's June 2022 action which defines different stages of assessment of individual applications, from admissibility to eligibility through to substantive evaluation by an Independent Application Assessment Panel, the Board expects the limitation to restrict access to ICANN's accountability mechanisms for all decisions on those individual applications, not limited only to those made by the Independent Application Assessment Panel (as stated within the CCWG-AP recommendation). Anything short of this comprehensive view makes it possible that some applicants could have access to ICANN's accountability mechanisms for decisions on their individual applications as long as that action wasn't taken by the Independent Application Assessment Panel. If allowed, this uneven access to the accountability mechanisms still risks the use of auction proceeds to defend against accountability challenges on individual application decisions in a manner the CCWG-AP wished to protect against.

The limitation to “Independent Application Assessment Panel” decisions is not the only loophole that could be created through a strict adherence to the CCWG-AP's proposed Bylaws carve out. The “individual application decision” limitation, if built into the Bylaws, is also likely to create a significant loophole through which applicants or could

still maintain access to ICANN's accountability mechanisms for decisions within the ICANN Grant Program. If an IRP or Reconsideration Process were initiated on the premise that a decision that effected a singular application was actually a programmatic error, this would force protracted consideration within the IRP or Reconsideration Process of whether or not those claims were precluded by the "individual application decision" carve-out. This outcome could result in a more costly, longer accountability process than if the carve out were not in place. With today's action, the Board is fully effectuating the CCWG-AP's recommendation as it relates to applicants within the Grant Program and removing some loopholes that could have been in place for applicants under the Fundamental Bylaws amendment path.

The Board recognizes that if the scope of the accountability mechanisms themselves were narrowed through the Fundamental Bylaws change contemplated by the CCWG-AP, such an amendment would restrict not only applicants from use of accountability mechanisms, but also any third party that that might disagree with a decision made on an individual application by the Independent Application Assessment Panel. While it is impossible to foresee to what extent third parties may challenge the Grant Program processes and procedures, those challenges are not limited by today's Board decision and (if or when brought by persons or entities with proper standing to do so) are anticipated to be more straightforward than if a carve-out as discussed above was in force.

The direction to ICANN org to use terms and conditions as a means to restrict applicant usage of ICANN's accountability mechanisms does not signal a broader intention by the Board or the org to limit access to ICANN's accountability mechanism through contracts. This is a specific situation where the community clearly recommended, with the support of each Chartering Organization, that the ICANN's accountability mechanisms should not be available for application-specific decisions. The Board agreed with this recommendation in June 2022 and continues to agree that community position remains in the public interest. The Board would not be taking today's action absent the community's clear recommendation.

The Board's direction to use terms and conditions now also does not foreclose future



exploration of an appropriately tailored Bylaws change. First, the Board is interested in discussing with the community how the Bylaws might be changed to support future community recommendations by clarifying within the Bylaws the potential for the community to recommend limitations of access to ICANN's accountability mechanisms and for the Board to accept and direct implementation of those recommendations. Second, the Board expects ICANN org to evaluate the effectiveness of the use of terms and conditions within the first cycle of the Grant Program, and whether that remains a sufficient way to uphold ICANN's accountability for the use of the funds. Based on experience and information gathered during this first cycle, the Board, in consultation with the ICANN org and community, could then revisit whether a Bylaws change should be pursued to clarify that if (i) the community recommended that the Reconsideration and IRP mechanisms should not be available in particular situations and (ii) the Board agreed that the community's recommendation was in the global public interest.

The Board notes that there could be alternative paths to enhancing accountability to applicants. The Board therefore directs ICANN org to review after the first grant cycle, the effectiveness of the limitation on access to ICANN's accountability mechanisms. At that time, ICANN org could consider whether it is necessary or appropriate to include other accountability opportunities for applicants, such as opportunities for applicants to seek appropriately limited procedural reviews of certain decisions on their applications outside of the accountability mechanisms. While the CCWG-AP noted that purpose-built mechanisms might introduce additional complexity into the Grant Program, the ICANN Board supports the balance achieved in exploring whether to provide such limited procedural reviews for certain decisions that remove applications from being selected as a funded project. The Board notes the caution advised by the CCWG-AP and expects ICANN org, if implemented in the future, to align any procedural reviews to those offered by other grant programs. Prior to taking this action, the Board and ICANN org conducted outreach to assure that those involved in the development of the recommendations understood the intended action. The ICANN Board Chair sent a note to the former members of the CCWG-AP informing them of the Board's intention. Given that some of the CCWG-AP membership is no longer active within ICANN, ICANN org also provided outreach to the heads of each of the

entities within ICANN that were Chartering Organizations for the CCWG-AP. ICANN received varied feedback on the intended action, largely focusing on the question of whether ICANN was opening itself up to more challenges by taking this course of action, including a risk of challenges by third parties. As the Board explains above, taking this action today is expected to reduce the risk of complexity of challenges and actually make it less likely to impact the delivery of the Grant Program. The community also raised concerns on the precedential impact of the Board's use of contracts to restrict access to ICANN's Accountability Mechanisms. As discussed above, the Board carefully considered this issue and sees today's action as limited to situations where a cross-community group already recommended the restriction of access. Some former members also expressed support for moving forward with the Board's proposal, as the Grant Program's first cycle could be viewed as a pilot and future revisions to the implementation might be needed. The Board concurs with this view.

The Board's action upholds the ICANN mission through the ability to fund more projects sooner through the ICANN Grant Program, and supports the public interest in balancing differing considerations of accountability.

This action is not anticipated to have any impact on the security, stability, or resiliency of the Internet's DNS.

**Signature Block:**

Submitted by: Samantha Eisner

Position: Deputy General Counsel

Date Noted: 17 October 2023

Pages 163 - 169 Removed - Privileged & Confidential

## SCORECARD- CCWG on Auction Proceeds Final Report Recommendations – Board Action

For more background, see ICANN Org Assessment: Recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP)

Recommendation	Board Action	Rationale Overview
<b>Topic: Mechanism</b>		
<p><b>#1.</b> The CCWG recommends that the Board select either mechanism A or mechanism B for the allocation of auction proceeds, taking into account the preference expressed by CCWG members for mechanism A.</p> <p>As part of its selection process, the ICANN Board is expected to apply the criteria outlined by the CCWG in section 4.5 of this proposed Final Report for which additional internal and/or external input may be required (such as providing a reliable cost estimate). The ICANN Board is expected to share the outcome of its consideration with the CCWG Chartering Organizations and, if deemed necessary, involve the Chartering Organizations and/or CCWG implementation team in any deliberations that would benefit from Chartering Organization and/or CCWG implementation team input.</p> <p>The CCWG strongly encourages the ICANN Board to conduct a feasibility assessment which provides further analysis of the recommended mechanisms, including costs associated with each mechanism, so that the Board can take an informed decision about supporting the most appropriate mechanism.</p>	<p><b>Approve recommendation</b> and direct the ICANN President and CEO, or his designees, to focus on designing implementation of Mechanism A, through which ICANN will have responsibility for the full lifecycle of grant management, applying the universal characteristics outlined by the CCWG.</p> <p>Direct the ICANN President and CEO, or his designees, to take all actions necessary, including utilizing external expertise or service providers in the design and implementation of the ICANN Grant Giving Program, in line with the Board Principles, to develop a Program that is “simple, effective and efficient, with appropriate skills, expertise, and scale to minimize overhead, minimize risks, and maximize the impact of grants issued.”</p>	<p>The CCWG-AP’s Mechanism A specifies that the ICANN Grant Giving Program will be run internally by ICANN, while relying on consultants and partners as needed. Mechanism A is the <b>only</b> proposed mechanism that maintains ICANN as the entity with direct responsibility and accountability for the Grant Giving Program and that allows ICANN to maintain the fiduciary and governance controls necessary to remain legally responsible for the grant-making process.</p> <p>Operating the ICANN Grant Giving Program internally provides significant benefits to ICANN and the ICANN community. It will provide better transparency to the community through ICANN’s direct responsibility for reporting of grant recipients on ICANN’s own tax filings.</p> <p>The internally run process provides flexibility for ICANN to contract for appropriate support across all aspects of the program, which allows ICANN to build a program that is right-sized to the organization and incorporates external service providers. As ICANN org does not currently perform grant-making work, ICANN org will need to bring in appropriate resources and expertise to support the proper design and implementation of the Grant Giving Program. ICANN org must conduct careful diligence over any service provider brought in to support the Grant Giving Program.</p> <p>Developing the ICANN Grant Giving Program internally - as opposed to relying on a single, long-term nonprofit partner for most areas of program design and administration - assures that the ICANN Grant Giving Program will always be run in accordance with ICANN’s mission.</p> <p>The Board notes the CCWG’s preference for Mechanism A.</p> <p>While Mechanism A specifies that ICANN will have an “internal department” to operate the ICANN Grant Giving Program, ICANN understands this to require ICANN to be the responsible entity, and the ICANN President &amp; CEO to be responsible for determining the internal structure and allocation of resources to implement the Program. This is a key aspect of the implementation design, taking into account the other principles embodied in the CCWG Final Report, such as clear definition of roles and responsibilities and maintaining appropriate separation of roles.</p>
<p><b>#9.</b> The selected mechanism must be</p>	<p><b>Approve recommendation</b></p>	<p>The task of the CCWG-AP was to develop a set of recommendations for the distribution of funds</p>

## SCORECARD- CCWG on Auction Proceeds Final Report Recommendations – Board Action

For more background, see ICANN Org Assessment: Recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP)

<p>implemented to enable the availability of funds for a specific round as well as the disbursement of the funds for selected projects in an effective and judicious manner without creating a perpetual mechanism (i.e. not being focused on preservation of capital).</p>	<p>directing the application of the ICANN Grant Giving Program for the proceeds from auctions of last resort within the 2012 New gTLD Program application round.</p> <p>Direct the ICANN President and CEO, or his designees, to provide a recommendation to the Board, when appropriate, regarding the potential of using the ICANN Grant Giving Program for proceeds stemming from future auctions of last resort if such auctions are utilized for future gTLD application processes such as the ones contemplated within the policy recommendations on New gTLD subsequent procedures.</p>	<p>collected from auctions of last resort within the 2012 New gTLD round. The Board acknowledges and accepts the CCWG’s recommendation that ICANN should not focus on preservation of capital, and that there is community consensus that the ICANN Grant Giving Program should not be managed in a way that it exists in perpetuity.</p> <p>The Board also acknowledges that the resources devoted by the ICANN Community in the careful deliberation to achieve the CCWG-AP Final Report, as well as the extensive resources that will be used to implement the ICANN Grant Giving Program in alignment with that report, should be used effectively. As a result, the Board preserves the ability to consider if there are appropriate times in the future to leverage the ICANN Grant Giving Program in similar instances.</p>
<p><b>Topic: Application Tranches</b></p>		
<p><b>#10.</b> Funds availability for disbursement should be staged in tranches over a period of years, regardless of the mechanism implemented. Progressive disbursements may be used to fund projects receiving large grants to be implemented over a period of years. Similarly, progressive disbursements can support projects that could be implemented in shorter periods.</p>	<p><b>Approve recommendation</b> and direct the ICANN President and CEO to implement tranches as part of the implementation of the ICANN Grant Giving Program. The Board further directs the President and CEO, or his designee, to consider the ability to support grants of differing amounts and for projects of differing duration, to maintain the flexibility of the ICANN Grant Giving Program as implemented.</p>	<p>The use of tranches was requested by the Board and outlined as a <a href="#">Board Principle</a>. This is a key tool to help the Board maintain appropriate oversight and meet its fiduciary obligations. It also supports the continuous improvement of the ICANN Grant Giving Program by providing opportunities to review and optimize the program after each tranche.</p> <p>The Board appreciates that the CCWG-AP recognized the need for flexibility in that the size of a tranche does not limit the potential for funding larger projects over a longer duration of time. As expressed by the CCWG-AP, the Board notes that within a tranche there is neither a requirement or limitation that each grant be of the same size or duration which also provides significant flexibility. The Board acknowledges that there may be need for the Board to take additional actions to support the recommended design, and awaits further inputs from ICANN org.</p>

## SCORECARD- CCWG on Auction Proceeds Final Report Recommendations – Board Action

For more background, see ICANN Org Assessment: Recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP)

### Independent Project Applications Evaluation Panel

**#2.** The CCWG recommends that an Independent Project Applications Evaluation Panel will be established. The Panel's responsibility is to evaluate and select project applications. Neither the Board nor staff will be taking decisions on individual applications but the Board will instead focus its oversight on whether the rules of the process were followed by the Independent Project Applications Evaluation Panel. Members of the Independent Project Applications Evaluation Panel will not be selected based on their affiliation or representation, but will be selected based on their grant-making expertise, ability to demonstrate independence over time, and relevant knowledge. Diversity considerations should also be taken into account in the selection process.

**Approve recommendation** and direct the ICANN President and CEO, or his designees, to ensure that an Independent Selection Panel is part of the resulting implementation of the ICANN Grant Giving Program.

This recommendation confirms that an Independent Evaluation Panel will be convened and will be responsible for the evaluation of applications against the goals and objectives of the ICANN Grant Giving Program, and will be responsible for regularly recommending to the ICANN Board the applicants that should be funded through that cycle's tranche. The need for an Independent Evaluation Panel originated from the ICANN Board, and approval of this recommendation supports best practices in grant making.

The use of an Independent Panel to review applications for grants was [requested](#) by the ICANN Board. The Board concurs that the panel should be independent and should have appropriate conflict of interest protections built in. This supports the legitimacy of the ICANN Grant Giving Program and helps ICANN's directors and officers meet their fiduciary duties in the oversight and management of the program. The Independent Panel will assess applications according to the goals and guidelines defined with the ICANN Grant Giving Program, and will recommend to the ICANN Board which applications should be funded through that year's tranche.

The Board acknowledges that the Board will not be taking decisions on individual applications. The Board will decide whether it will approve the group of applications recommended for funding, and in taking that decision, the Board will consider whether the rules of the process were followed by the Independent Panel.

The Board [notes](#) that the CCWG-AP provides guidance suggesting that while all selected panelists "must be free from not only actual conflicts of interest but also potential or even perceived conflicts of interest," ICANN participants may be selected as panelists if they have the required expertise.

The Board also supports the CCWG-AP's focus on expertise and diversity in the panel composition. In the implementation phase, ICANN org is expected to design the panel - relying on external expertise as appropriate - with proper safeguards and controls, as well as proper expertise to evaluate grant applications in support of ICANN's mission, and mindful of the breadth and diversity of the expected pool of applicants. ICANN org must also be mindful that the Independent Panel will require sufficient guidance on the principles they are expected to uphold, training on the procedures they are expected to adhere to, and support for the administration of their work.

As part of implementation design, ICANN org should also consider a clear definition of roles and responsibilities for ICANN org as it relates to the Independent Panel's work to avoid improper involvement of ICANN org in the Independent Panel's processes. The Board also [notes](#) that the Independent Panel could benefit from consistency over time (i.e., the composition of each year's

## SCORECARD- CCWG on Auction Proceeds Final Report Recommendations – Board Action

For more background, see ICANN Org Assessment: Recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP)

		<p>panel should always include some overlap from the previous year to build on experience); and cost-effectiveness (i.e., to focus on the use of auction proceeds to support desired activities and goals, as opposed to administrative costs).”</p> <p>The Board’s acceptance of this Recommendation 2 does not indicate any Board position on the viability of ICANN participants as panelists. The Board stresses the importance of avoiding the potential appearance of conflict of interest at any point in the ICANN Grant Giving Program application process, including among panelists and those applying for funds. The Board expects that clear rules and practices will be defined to mitigate against that risk, and all mitigation strategies should remain available.</p>
<p><b>Topic: Objectives of Proceeds Allocation</b></p>		
<p><b>#3.</b> The CCWG agreed that specific objectives of New gTLD Auction Proceeds fund allocation are:</p> <ul style="list-style-type: none"> <li>- Benefit the development, distribution, evolution and structures/projects that support the Internet’s unique identifier systems;</li> <li>- Benefit capacity building and underserved populations, or;</li> <li>- Benefit the open and interoperable Internet</li> </ul> <p>New gTLD Auction Proceeds are expected to be allocated in a manner consistent with ICANN’s mission.</p>	<p><b>Approve recommendations</b> and direct the ICANN President and CEO, or his designees, to develop the stated objectives into clear principles and guidance for use within the ICANN Grant Giving Program. The Board affirms the requirement that the ICANN Grant Giving Program is limited to grants that are consistent with ICANN’s mission and notes that this is a key governance limitation.</p>	<p>Recommendation #3 defines that “New gTLD Auction Proceeds are expected to be allocated in a manner consistent with ICANN’s mission.” Proceeds must be allocated in a manner consistent with ICANN’s mission. This is a key governance principle for the ICANN Grant Giving Program that must be in place or ICANN could lose its 501(c)(3) tax exempt public charity status. This limitation has been recognized before, including within the 2012 New gTLD Program <a href="#">Applicant Guidebook</a> (page 19, Module 4), which states that Auction Proceeds “must be used in a manner that supports directly ICANN’s Mission and Core Values and also allows ICANN to maintain its not for profit status.” ICANN org previously <a href="#">advised</a>, “due to its 501(c)(3) tax exempt, public charity status, ICANN must act exclusively in service to its charitable purpose, and as limited by its Mission. Maintaining adherence to Mission is important from source (ICANN) to destination (end recipient) [...]. Requiring alignment to ICANN’s Mission also protects the community’s resources from being used to defend against independent reviews or other challenges that could come if ICANN were to authorize expenditures of funds or resources outside of Mission.”</p>
<p><b>#11.</b> As one of the objectives for new gTLD Auction Proceeds fund allocation is to contribute to projects that support capacity building and underserved populations, consideration about how this objective can be achieved should be given further consideration during the implementation phase. The CCWG does not have a particular preference about how to achieve the objective but</p>		<p>The Board notes that significant work remains to translate the CCWG-AP’s broad objectives into clear principles and guidance to help potential applicants understand whether they can qualify for the ICANN Grant Giving Program, and to help the Independent Panel consistently apply the objectives across applicants and cycles. The Board notes the CCWG-AP’s specific focus on underserved populations, and expects that implementation will include defining this objective as well as, where appropriate, considering the best practices of other grantmakers in reaching diverse stakeholders and supporting capacity development.</p> <p>The Board notes that the CCWG-AP’s Final Report includes Annexes C and D, where they offered proposals for review and selection and examples of projects that might achieve the CCWG-AP’s stated objectives. The Board <a href="#">previously communicated concerns</a> to the CCWG-</p>

## SCORECARD- CCWG on Auction Proceeds Final Report Recommendations – Board Action

For more background, see ICANN Org Assessment: Recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP)

<p>provided guidance for the implementation phase (see hereunder). The CCWG notes that auction proceeds must be used in a manner that supports ICANN’s mission.</p>		<p>AP regarding the inclusion of these annexes. The Board <a href="#">stated that</a> while the example project list was a tool for CCWG deliberations, it is in no way indicative of potential future approvals. For clarity, the Board reiterates that it is not adopting Annexes C or D and the examples stated within those annexes should not be relied upon by future applicants or evaluators. There is a clear possibility that actual decisions within the ICANN Grant Giving Program will differ from the outcomes set forth in the Annexes, and no person or entity should rely on the Annexes for any purpose within the actual ICANN Grant Giving Program.</p> <p>The Board notes that during the CCWG deliberations, there was a suggestion of “basketing”, a tool to address targeted populations and projects through the “divi[ision of] funds into segments and distribute funds to grant recipients in a series of “baskets,” each with a different programmatic focus.”<sup>1</sup> The Board deferred the issue of “basketing”, <a href="#">stating</a>:</p> <p style="padding-left: 40px;">While ‘basketing’ could be worthwhile as a tool to achieve specific goals and objectives that appear to be underrepresented within the program, this should be considered in a review of the program, rather than as a limiting factor upon the first launch of applications. Seeing the initial range of applications and interest that comes in without the limitations of basketing will help identify and refine communications and outreach needs for future tranches.</p> <p>The Board encourages ICANN org to consider whether the concept of “basketing” should be added as an element for a future review of the ICANN Grant Giving Program.</p>
<p><b>Topic: Safeguards</b></p>		
<p><b>#4.</b> The implementation of the selected fund allocation mechanism should include safeguards described in the response to charter question 2.</p>	<p><b>Approve recommendation</b> and direct the ICANN President and CEO, or his designees, to confirm that the ICANN Grant Giving Program is designed with appropriate safeguards to support appropriate legal and fiduciary constraints.</p>	<p>The Board thanks the CCWG-AP for its diligence in specifying the full scope of legal and fiduciary constraints that it understood would be necessary within an ICANN Grant Giving Program, and for further specifying that safeguards must be developed to assure proper implementation. This supports the intended legitimacy of the process, and aligns with anticipated requirements for a program of this type. The Board notes that as specified, the CCWG-AP incorporated language that supports key program goals, including being drafted in a way that enables ICANN to develop diligence and criteria to support grant applicants from outside of the U.S. The CCWG-AP’s strong focus on all aspects of conflicts of interest - including limitations imposed on applications that may be from entities related to CCWG-AP members or entities related to ICANN Board and executives and staff - are key and appropriate limitations to incorporate.</p> <p>The Board appreciates the CCWG-AP’s focus on strong and efficient oversight and management of the funds, from reminders about segregation of duties and responsibilities to setting expectations on the importance of safeguards at all points in the process.</p>

<sup>1</sup> See [CCWG-AP Final Report](#), pages 31 and 32 under Charter Question #6.



## SCORECARD- CCWG on Auction Proceeds Final Report Recommendations – Board Action

For more background, see ICANN Org Assessment: Recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP)

		<p>While not specified in the CCWG-AP's recommended safeguards, the Board notes the importance of transparency as an additional safeguard and expects that ICANN org will design the ICANN Grant Giving Program that is as transparent in its processes as possible.</p>
<p><b>Topic: Conflict of Interest Provisions</b></p>		
<p><b>#5.</b> Robust conflict of interest provisions must be developed and put in place at every phase of the process, regardless of which mechanism is ultimately selected.</p>	<p><b>Approve recommendation,</b> and direct the ICANN President and CEO, or his designees, to confirm that appropriate conflict of interest procedures are built into every stage of the ICANN Grant Giving Program.</p>	<p>As with Recommendation 4, the Board thanks the CCWG-AP for its diligence and focus on the area of conflict of interest. This is a key concern for the legitimacy of the ICANN Grant Giving Program, and is also a unique concern for the Board covered by the <a href="#">Board Principles</a>. As the Board works to uphold the highest ethical standards in its conduct, it is aware of the potential of conflicts of interest entering into decision making when ICANN starts its Grant Giving Program. There is a significant amount of money at stake, and the Board reiterated at all stages of the CCWG-AP's process the need for conflict of interest considerations.</p> <p>From the outset, the CCWG-AP designed a detailed Declaration of Interest process for members to support some aspects of conflict of interest inquiries as the ICANN Grant Giving Program is in operation. Related issues of independence and procedural safeguards are set out across multiple areas of the Final Report, all supporting the same premise - that the ICANN Community wants to see an ICANN Grant Giving Program that is above reproach and developed to the highest standards of ethics. The Board recognizes that as external consultants and partners are brought in, they too must implement, uphold and respect conflict of interest procedures.</p>
<p><b>Governance Framework and Audit Requirements</b></p>		
<p><b>#6.</b> Audit requirements as described above do not only apply to the disbursement of auction proceeds on a standalone basis but must be applied to all of ICANN's activities in relation to auction proceeds, including the disbursement of auction proceeds if and when this occurs.</p>	<p><b>Approve recommendation</b> and direct the ICANN President and CEO, or his designees, to incorporate appropriate controls, verification methods and reporting requirements to meet responsible program governance.</p>	<p>The Board thanks the CCWG for the recommendation making explicit that appropriate controls and verification are an essential part of a responsible and successful ICANN Grant Giving Program. The Board encourages ICANN org to consider the importance of transparency to the ICANN community in documenting methodology, application results, and demonstrating effective use of funds. Well-designed controls will also support future reviews of the ICANN Grant Giving Program.</p> <p>Instituting controls within the program is an essential safeguard to ensure that ICANN's commitments to the ICANN community and applicants are being upheld, and that ICANN's fiduciary and legal obligations are met as the ICANN Grant Giving Program proceeds through implementation.</p>

## SCORECARD- CCWG on Auction Proceeds Final Report Recommendations – Board Action

For more background, see ICANN Org Assessment: Recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP)

<b>ICANN Accountability Mechanisms, Appeals, and ICANN Bylaw Change</b>		
<p><b>#7.</b> Existing ICANN accountability mechanisms such as IRP or other appeal mechanisms cannot be used to challenge a decision from the Independent Project Applications Evaluation Panel to approve or not approve an application. Applicants not selected should receive further details about where information can be found about the next round of applications as well as any educational materials that may be available to assist applicants. The CCWG recognizes that there will need to be an amendment to the Fundamental Bylaws to eliminate the opportunity to use the Request for Reconsideration and Independent Review Panel to challenge grant decisions. For the sake of clarity, the recommended Bylaws amendment is not intended to affect the existing powers of the Empowered Community specified under the ICANN Bylaws, including rejection powers on the five-year strategic plan, the five-year operating plan, the annual operating plan, and the annual budget.</p>	<p><b>Approve recommendation</b> and direct the ICANN Interim President and CEO to contractually prohibit applicants from using ICANN’s accountability mechanism to challenge decisions on individual applications within the ICANN Grant Program.</p>	<p>The Board supports the balance the CCWG-AP reached in carving out the ability to challenge decisions on specific applications from the broader issue of whether ICANN could be held accountable in the event that its conduct in the operation of the ICANN Grant Giving Program is appropriately challenged through one of ICANN’s accountability mechanisms, such as the IRP or the Reconsideration Process. During the CCWG-AP’s deliberations, the Board was supportive of exploring alternative mechanisms for individual applicants to appeal an Independent Panel’s decision, however the Board recognizes that the CCWG-AP did not wish to explore that potential further “after having reviewed how other organizations deal with appeals.”<sup>2</sup> Instead, the CCWG-AP recommends “[a]pplicants not selected should receive further details about where information can be found about the next round of applications as well as any educational materials that may be available to assist applicants.”</p> <p>UPDATE October 2023: The Board acknowledges the balance that the CCWG-AP was attempting to develop between remaining accountable to applicants while also remaining accountable to the goal of preserving auction funds for grants, as opposed to depleting funds through defense against application-related uses of the ICANN’s accountability mechanisms. At the same time, the Board recognizes that ICANN’s Fundamental Bylaws on accountability do not need to be amended at this time in order to implement the CCWG-AP’s recommendation barring applicants from use of accountability mechanisms for decisions on individual applications. Prior to any modification of ICANN’s Bylaws, the Board directs that it is more appropriate for ICANN org to explore the use of contractual terms and conditions to implement this recommendation. The Board expects that applicants will be precluded from resort to ICANN’s accountability mechanisms for all individual application decisions taken within the ICANN Grant Program, whether those decisions are a result of the substantive Independent Application Assessment Panel review or due to other application eligibility or admissibility checks implemented within the Program. This is the only means with which to uphold ICANN’s accountability for the preservation of public funds.</p> <p>Throughout the ICANN Grant Program cycles, the Board will pay close attention to the very important balance recommended by the CCWG-AP on preservation of the auction funds for grant making and the impact on ICANN’s accountability mechanisms, all while running a Grant Program in a manner that is accountable to applicants and the broader Internet community. The Board directs ICANN org to review the effectiveness of the limitation of access to ICANN’s accountability mechanisms after the first cycle.</p>
<b>Reviews (Mechanisms and Overall Program)</b>		

## SCORECARD- CCWG on Auction Proceeds Final Report Recommendations – Board Action

For more background, see ICANN Org Assessment: Recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP)

<p><b>#12.</b> The CCWG recommends that two types of review are implemented. First, an internal review step will be part of the standard operation of the program. This review may take place at the end of each granting cycle or at another</p>	<p><b>Approve recommendation</b> and direct the ICANN President and CEO, or his designees, to implement appropriate program review mechanisms into the ICANN Grant Giving Program.</p>	<p>The ICANN Board agrees with the CCWG that reviews of the ICANN Grant Giving Program will be important in making sure that the Program is meeting its objectives and operating as intended.</p> <p>The Board notes that there are two types of review proposed: one that reviews each granting cycle to ensure the Program is functioning as intended; and a less frequent strategic review to</p>
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<sup>2</sup> See [CCWG-AP Final Report](#), page 29 under Charter Question #9.

## SCORECARD- CCWG on Auction Proceeds Final Report Recommendations – Board Action

For more background, see ICANN Org Assessment: Recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP)

<p>logical interval, such as on an annual basis. The purpose of this review is to have a lean “check-in” to ensure that the program is operating as expected in terms of processes, procedures, and usage of funds. The review may identify areas for improvement and allow for minor adjustments in program management and operations.</p> <p>Second, a broader, strategic review may be an appropriate element of program implementation. This broader review could be used to examine whether the mechanism is effectively serving overall goals of the program and whether allocation of funds is having the intended impact. This strategic review is expected to occur less frequently and may involve an external evaluator.</p>		<p>ensure that the goals and impact of the program are being met. The timing of the reviews will be conducted based on the needs of the program and are distinct and separate from ICANN’s Bylaws-mandated reviews. The Board encourages implementation design to focus on ensuring that these reviews are clearly distinguished from any existing established ICANN review processes and are appropriately designed to the needs of the program.</p> <p>The Board thanks the CCWG for leaving flexibility for review design to implementation, and urges ICANN org to focus on simplicity and best practices in designing reviews. If a review results in an indication that there is a need for fundamental changes to the mechanism or the purposes of the use of funds, those would be significant changes for which additional community input would be required.</p>
<p><b>ICANN org / Constituent Parts Applying for Proceeds</b></p>		
<p><b>#8.</b> The CCWG did not reach consensus to provide any specific recommendation on whether or not ICANN org or its constituent parts could be a beneficiary of auction proceeds, but it does recommend that for all applications the stipulated conditions and requirements, including legal and fiduciary requirements, need to be met.</p>	<p>The Board understands the CCWG’s Recommendation 8 to state “that for all applications the stipulated conditions and requirements, including legal and fiduciary requirements, need to be met.” The Board <b>approves this recommendation</b> and directs the ICANN President and CEO to confirm that within the ICANN Grant Giving Program, all applicants meet the stipulated conditions and requirements as otherwise recommended.</p>	<p>The Board notes that while the CCWG did not provide a recommendation on the ability of ICANN org or constituent parts of the ICANN community to be able to receive portions of the Auction Proceeds funds, the CCWG provided clear guidance that any entity applying for funds must meet all specified conditions set forth for the ICANN Grant Giving Program. This can be read in conjunction with the CCWG’s focus on safeguards, legal and fiduciary obligations, and clear conflict of interest procedures. The Board notes that this may be an issue that ICANN org further investigates during implementation.</p> <p>As it relates to ICANN org, the Board <a href="#">reiterates</a> a statement it made in 2018: “ICANN maintains legal and fiduciary responsibility over the funds, and the directors and officers have an obligation to protect the organization through the use of available resources. In such a case, while ICANN would not be required to apply for the proceeds, the directors and officers would have a fiduciary obligation to use the funds to meet the organization’s obligations.”</p> <p>To the extent that implementation includes a path for ICANN SO/AC structures to apply for the ICANN Grant Giving Program, the Board cautions that conflict of interest considerations and</p>

## SCORECARD- CCWG on Auction Proceeds Final Report Recommendations – Board Action

For more background, see ICANN Org Assessment: Recommendations of the Cross-Community Working Group on New gTLD Auction Proceeds (CCWG-AP)

		clear separation of roles and responsibilities be observed. In addition, the Board notes the CCWG's stated consideration that "The applicant would need to demonstrate that the proposed use for funds is separate from work that is already funded as part of ICANN's daily operations. The CCWG anticipates that allocation of funds in this manner would be the exception rather than the rule." <sup>3</sup>
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<sup>3</sup> See [CCWG-AP Final Report](#), page 30 under Charter Question #10.

Please note that this draft has not been adopted by the ICANN Board (as of xx October 2023). This document is subject to change pending Board discussion and resolution.

**TITLE: Pending Outputs of the New gTLD  
Subsequent Procedures Policy Development Process  
Final Report.**

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

**EXECUTIVE SUMMARY:**

The ICANN Board is asked to consider the third iteration of the Scorecard (October 2023 Scorecard)<sup>1</sup>, which addresses the remaining 13 pending policy recommendations contained in the [Final Report on the new gTLD Subsequent Procedures](#) (SubPro Final Report). Board action on these recommendations will conclude the Board’s deliberations on the SubPro Final Report Outputs.

**ICANN ORG RECOMMENDATIONS:**

ICANN org recommends that:

- The Board adopt the October 2023 Scorecard in full.
  - Section A details the Outputs that the Board adopts with the second “New gTLD Subsequent Procedures Pending Recommendations - GNSO Council Clarifying Statement” transmitted to the Board on [xx] October 2023.
  - Section B details the Outputs that the Board does not adopt because they are not in the best interests of the ICANN community or ICANN, including a Board statement and rationale for each of the Outputs, per Bylaws Annex A, Section 9.
- The Board directs ICANN org to implement the recommendations in Section A, taking into consideration the Clarifying Statements supplied by the GNSO Council.

**PROPOSED RESOLUTION:**

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<sup>1</sup> See [March 2023 Scorecard](#) and [September 2023 Scorecard](#) for the two previous iterations.

Please note that this draft has not been adopted by the ICANN Board (as of xx October 2023). This document is subject to change pending Board discussion and resolution.

Whereas, on 16 March 2023, the Board [adopted](#) the [Scorecard: Subsequent Procedures \(SubPro PDP\)](#) (the “March 2023 Scorecard”) to respond to the recommendations, affirmations, affirmations with modification, and implementation guidance (collectively Outputs) contained in the ["Final Report on the New gTLD Subsequent Procedures Policy Development Process"](#) (SubPro Final Report). At that time, the Board designated a number of Outputs as “pending.”

Whereas, on 10 September 2023 the Board adopted another iteration of the [Scorecard](#) to respond to certain pending Outputs. The Board has continued its deliberations on the remaining pending Outputs.

Whereas, on [xx] October 2023, the GNSO Council transmitted to the Board the second “New gTLD Subsequent Procedures Pending Recommendations - GNSO Council Clarifying Statement” (second Clarifying Statement).

Whereas, the GNSO Council noted that the second Clarifying Statement should be read as complementary to Recommendations 9.1, 9.4, 9.8, 9.9, 9.10, 9.12, 9.13, 30.7, 31.16 and 31.17 as stated in the SubPro Final Report, and must be considered jointly with the Outputs for the purpose of implementation and operation of the New gTLD Program: Next Round.

Whereas, the Board has reviewed the second Clarifying Statement and finds it to be material to the Board’s decision to adopt the relevant recommendations. The Board agrees with the GNSO Council that the second Clarifying Statement is material to the implementation and must be considered jointly with the relevant recommendations for the purpose of implementation and operation of the New gTLD Program: Next Round.

Whereas, the Board has remaining concerns regarding Topic 32 of the SubPro Final Report: Limited Challenge/Appeal Mechanism, and previously noted such concerns in the “Issue Synopsis” of Section B of the [March 2023 Scorecard](#). The Board also acknowledges the

Please note that this draft has not been adopted by the ICANN Board (as of xx October 2023). This document is subject to change pending Board discussion and resolution.

concerns raised in the [SubPro Operational Design Assessment](#) (ODA) regarding Limited Challenge/Appeal Mechanism.<sup>2</sup>

Whereas, the Board developed the October 2023 Scorecard to address all remaining pending recommendations from the SubPro Final Report,<sup>3</sup> including a Board Statement, pursuant to Bylaws Annex A, Section 9, with a rationale for why the Board believes that Recommendations 32.1, 32.2 and 32.10 are not in the best interests of the ICANN community or ICANN.

Resolved (2023.10.[xx]), the Board adopts the Scorecard: Subsequent Procedures dated [xx] October 2023 (October 2023 Scorecard), consisting of:

- Section A, which details the recommendations that the Board adopts with the second “New gTLD Subsequent Procedures Pending Recommendations - GNSO Council Clarifying Statement” transmitted to the Board on [xx] October 2023.
- Section B, which details the recommendations that the Board does not adopt (Recommendations 32.1, 32.2 and 32.10) because they are not in the best interests of the ICANN community or ICANN, including a Board statement and rationale for each of the Outputs, per Bylaws Annex A, Section 9.

Resolved (2023.10.[xx]), the Board directs the Interim President and CEO, or her designee(s), to commence the implementation work related to the recommendations adopted by the Board in Section A of the October 2023 Scorecard, and to consider the recommendations and the second Clarifying Statement jointly for the purpose of implementation and operation of the New gTLD Program: Next Round.

Resolved (2023.10.[xx]), the Board finds that the Outputs identified in Section B of the October 2023 Scorecard are not in the best interests of the ICANN community or ICANN, and therefore does not adopt these Outputs. Section B of the October 2023 Scorecard includes the Board

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<sup>2</sup> See ODA pages 169-176.

<sup>3</sup> See September 2023 Scorecard



Please note that this draft has not been adopted by the ICANN Board (as of xx October 2023). This document is subject to change pending Board discussion and resolution.

Statement to document the Board's rationale for why recommendations identified in Section B are not in the best interests of the ICANN community or ICANN, pursuant to Annex A, Section 9 of the ICANN Bylaws.

Resolved, (2023.10.[xx]), the Board directs the Interim President and CEO, or her designee(s), to submit the Board Statement to the GNSO Council and coordinate with the GNSO Council a time to discuss the Board Statement.

Resolved (2023.10.[xx]), the Board extends its appreciation to the GNSO Council for drafting its second Clarifying Statement and maintaining cooperative dialogue with the Board to mitigate its concerns about the remaining Outputs.

## **PROPOSED RATIONALE:**

### **Why is the Board addressing the issue?**

The actions taken by the Board are the final step in its deliberations and resolution on the policy recommendations in the [Final Report on the New gTLD Subsequent Procedures Policy Development Process](#) (SubPro Final Report). The Board took initial action on the SubPro Final Report during ICANN76 in Cancun by adopting a [Scorecard](#) to document its actions. Since then, the Board adopted another iteration of the [Scorecard](#) in September 2023. Today, the Board is taking action to address the remaining pending recommendations in the SubPro Final Report. Resolving on the remaining recommendations now means that the ICANN Board can finalize its decision on the SubPro Final Report and provide clarity on these recommendations, ensuring the implementation process can proceed in a timely and effective manner, in accordance with the [Implementation Plan](#) and the [IRT Work Plan](#).

Board action on these recommendations also provides the GNSO Council with a rationale for why the Board believes that some recommendations are not in the best interests of the ICANN community or ICANN, allowing the GNSO Council to decide whether it would like to draft supplemental recommendations, per Bylaws Annex A, Section 9.

Please note that this draft has not been adopted by the ICANN Board (as of xx October 2023). This document is subject to change pending Board discussion and resolution.

### **What are the proposals being considered?**

The Board is taking action to accept the October 2023 Scorecard, which includes: the adoption of ten (10) recommendations for which the second GNSO Council-approved Clarifying Statement addresses some of the concerns raised in the March 2023 Scorecard (Section A); and the determination that three (3) recommendations are not in the best interests of the ICANN community or ICANN, including a rationale for the Board's action (Section B).

### **Which stakeholders or others were consulted?**

Please refer to the rationale of the [10 September 2023 Board Resolution](#) for a summary of stakeholder engagement undertaken by the Board in regards to the SubPro Final Report Outputs, which is incorporated herein by reference.

Additionally, the Board has also undertaken consultation with the GNSO Council Small Team and has received and reviewed the second GNSO Council-approved Clarifying Statement [[link when available](#)]

### **What concerns or issues were raised by the community?**

No additional or new concerns or issues were raised since the Board resolved on the March 2023 and September 2023 scorecards.

### **What significant materials did the Board review?**

The Board took into account conversations and materials as detailed in the [March 2023](#) and [September 2023](#) resolutions on the respective scorecards, including the [SubPro Final Report](#) and the [Operational Design Assessment](#) (ODA), as well as the second iteration of the GNSO Council-approved Clarifying Statement.

Please note that this draft has not been adopted by the ICANN Board (as of xx October 2023). This document is subject to change pending Board discussion and resolution.

**Are there positive or negative community impacts?**

Please refer to the rationale of the [16 March 2023 Board Resolution](#) for the anticipated impact of the New gTLD Program, which is incorporated herein by reference.

**Are there fiscal impacts or ramifications on ICANN (strategic plan, operating plan, budget); the community; and/or the public?**

A financial assessment of the costs relating to implementing the SubPro Final Report was provided to the Board as part of its resolution on the SubPro Final Report on 16 March 2023. A further assessment of implementation costs was also supplied to the Board as part of the [New gTLD Program: Next Round Implementation Plan](#) on [27 July 2023](#).

**Are there any security, stability or resiliency issues relating to the DNS?**

There are no anticipated security, stability or resiliency issues relating to the DNS as a result of today's Board action to adopt the October 2023 Scorecard, but the Board refers to its rationale to its 16 March 2023 action to adopt the March 2023 Scorecard where such SSR issues are discussed more generally about the New gTLD Program: Next Round.

**Is this decision in the public interest and within ICANN's mission?**

This action is within ICANN's Mission and is in the public interest as it is important to ensure that, in carrying out its Mission, ICANN's decisions and actions are guided by the following Core Values: "where feasible and appropriate, depending on market mechanisms to promote and sustain a competitive environment in the DNS market" and "[i]ntroduc[e] and promot[e] competition in the registration of domain names where practicable and beneficial to the public interest as identified through the bottom-up, multistakeholder policy development process." (See ICANN Bylaws at 1.2 (b) (iv)).

Please note that this draft has not been adopted by the ICANN Board (as of xx October 2023). This document is subject to change pending Board discussion and resolution.

Under the ICANN [Bylaws](#), the Board is obligated to consider and adopt all policy recommendations formally approved by the GNSO Council "unless, by a vote of more than two-thirds (2/3) of the Board, the Board determines that such policy is not in the best interests of the ICANN community or ICANN". However, the Board's interest in the expansion of the gTLD namespace is also consistent with ICANN's role, as defined in the [Bylaws](#), to coordinate the development and implementation of policies relating to "the allocation and assignment of names in the root zone of the Domain Name System ("DNS")" and promote competition in the DNS marketplace.

**Is this either a defined policy process within ICANN's Supporting Organizations or ICANN's Organizational Administrative Function decision requiring public comment or not requiring public comment?**

This action by the Board fits under its fiduciary duty and oversight role of the organization, and is a necessary step in carrying out the Board's previous commitment to opening subsequent rounds of the New gTLD Program. It should be noted that the Outputs were the subject of public comment, and that the SubPro Final Report was developed by the ICANN multistakeholder community, in accordance with the [GNSO PDP Manual](#).

**Signature Block:**

Submitted by:

Position:

Date Noted:

Email:

## **October 2023 Scorecard: Subsequent Procedures (SubPro PDP)**

Board Action - 26 October 2023

This October 2023 Scorecard: Subsequent Procedures (SubPro PDP) (October 2023 Scorecard) is intended to facilitate the Board's consideration of the recommendations, affirmations, affirmations with modification, and implementation guidance (collectively Outputs) contained in the "[Final Report on the New gTLD Subsequent Procedures Policy Development Process](#)" (Final Report) that were listed as in Section D "Pending" in the September 2023 Scorecard: Subsequent Procedures (September Scorecard).

- Section A of this October 2023 Scorecard details the Outputs that the Board adopts with the second "New gTLD Subsequent Procedures Pending Recommendations - GNSO Council Clarifying Statement" transmitted to the Board on [xx] October 2023.
- Section B of this October 2023 Scorecard details the Outputs that the Board does not adopt, including a Board statement and rationale for each of the Outputs, per Bylaws Annex A, Section 9, because they are not in the best interests of the ICANN community or ICANN.

### **General Note**

Footnotes in the text of the Outputs were embedded in the original Outputs from the [Final Report](#), but the footnote numbers in this Scorecard may differ from the footnote numbering in the Final Report.

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## A. Outputs That the Board Adopts With GNSO Council-Approved Clarifications

The Board adopts the Outputs in this section pursuant to Resolutions 2023.xx.xx.xx - 2023.xx.xx.xx.

Output	GNSO Council-Approved Clarification	Board Input Regarding the Implementation Process
<b>Topic 9: Registry Voluntary Commitments / Public Interest Commitments</b>		
<p><b>Recommendation 9.1:</b> Mandatory Public Interest Commitments (PICs) currently captured in Specification 11 3(a)-(d) of the Registry Agreement must continue to be included in Registry Agreements for gTLDs in subsequent procedures. Noting that mandatory PICs were not included in the 2007 recommendations, this recommendation puts existing practice into policy. One adjustment to the 2012 implementation is included in the following recommendation (Recommendation 9.2).</p>	<p>The GNSO Council confirms that any new Public Interest Commitments (PICs) or Registry Voluntary Commitments (RVCs) must be enforceable under the ICANN Bylaws and as a practicable matter. In respect of RVCs, both ICANN org and the applicant must agree that a proffered commitment is clear, detailed, mutually understood, and sufficiently objective and measurable as to be enforceable. And further, the Council observes that among the purposes of PICs / RVCs is to address public comments, in addressing strings deemed highly sensitive or related to regulated industries, objections (whether formal or informal), GAC Early Warnings, and/or GAC Consensus Advice. This clarifying statement is made with the understanding that the ICANN Board will have a community-wide conversation on PICs/RVCs.</p>	<p>The Board directs the ICANN Interim President and CEO, or her designee(s), to initiate and facilitate a Board-level community consultation before starting the implementation process. The purpose of this consultation is to ensure that the framework for implementing these recommendations remains consistent with the ICANN Bylaws. The Board encourages this consultation to be completed no later than ICANN79 so as to not impact the overall implementation timeline for the next round of new gTLDs.</p> <p>This community consultation is expected to inform and aid the work of ICANN org with the SubPro Implementation Review Team on developing the Applicant Guidebook.</p>

<b>Output</b>	<b>GNSO Council-Approved Clarification</b>	<b>Board Input Regarding the Implementation Process</b>
<p><b>Recommendation 9.4:</b> The Working Group recommends establishing a process to determine if an applied-for string falls into one of four groups defined by the NGPC framework for new gTLD strings deemed to be applicable to highly sensitive or regulated industries. This process must be included in the Applicant Guidebook along with information about the ramifications of a string being found to fall into one of the four groups.</p>	<p>See recommendation 9.1</p>	<p>See recommendation 9.1</p>
<p><b>Recommendation 9.8:</b> If an applied-for string is determined to fall into one of the four groups of strings applicable to highly sensitive or regulated industries, the relevant Category 1 Safeguards must be integrated into the Registry Agreement as mandatory Public Interest Commitments.</p>	<p>See recommendation 9.1</p>	<p>See recommendation 9.1</p>
<p><b>Recommendation 9.9:</b> ICANN must allow applicants to submit Registry Voluntary Commitments (RVCs) (previously called voluntary PICs) in subsequent rounds in their applications or to respond to public comments, objections, whether formal or informal, GAC Early Warnings, GAC Consensus Advice, and/or other comments from the GAC. Applicants must be able to submit RVCs at any time prior to the execution of a Registry Agreement; provided, however, that all RVCs submitted after the application submission date shall be considered Application Changes and be subject to the recommendation set forth under topic 20: Application Changes Requests, including, but not limited to, an operational comment period in accordance with ICANN’s standard procedures and timeframes.</p>	<p>See recommendation 9.1</p>	<p>See recommendation 9.1</p>



<b>Output</b>	<b>GNSO Council-Approved Clarification</b>	<b>Board Input Regarding the Implementation Process</b>
<b>Recommendation 9.10:</b> RVCs must continue to be included in the applicant’s Registry Agreement.	See recommendation 9.1	See recommendation 9.1
<b>Recommendation 9.12:</b> At the time an RVC is made, the applicant must set forth whether such commitment is limited in time, duration and/or scope. Further, an applicant must include its reasons and purposes for making such RVCs such that the commitments can adequately be considered by any entity or panel (e.g., a party providing a relevant public comment (if applicable), an existing objector (if applicable) and/or the GAC (if the RVC was in response to a GAC Early Warning, GAC Consensus Advice, or other comments from the GAC)) to understand if the RVC addresses the underlying concern(s).	See recommendation 9.1	See recommendation 9.1
<b>Recommendation 9.13:</b> In support of the principle of transparency, RVCs must be readily accessible and presented in a manner that is usable, as further described in the implementation guidance below.	See recommendation 9.1	See recommendation 9.1
<b>Topic 30: GAC Consensus Advice and GAC Early Warning</b>		
<b>Recommendation 30.7:</b> Applicants must be allowed to change their applications, including the addition or modification of Registry Voluntary Commitments (RVCs, formerly voluntary PICs), to address GAC Early Warnings, GAC Consensus Advice, and/or other comments from the GAC. Relevant GAC members are strongly encouraged to make themselves available during	See recommendation 9.1	See recommendation 9.1

Output	GNSO Council-Approved Clarification	Board Input Regarding the Implementation Process
a specified period of time for direct dialogue with applicants impacted by GAC Early Warnings, GAC Consensus Advice, or comments to determine if a mutually acceptable solution can be found.		
<b>Topic 31: Objections</b>		
<b>Recommendation 31.16:</b> Applicants must have the opportunity to amend an application or add Registry Voluntary Commitments (RVCs) in response to concerns raised in a formal objection. All these amendments and RVCs submitted after the application submission date shall be considered Application Changes and be subject to the recommendations set forth under Topic 20: Application Change Requests including, but not limited to, an operational comment period in accordance with ICANN’s standard procedures and timeframes.	See recommendation 9.1	See recommendation 9.1
<b>Recommendation 31.17:</b> To the extent that RVCs are used to resolve a formal objection either (a) as a settlement between the objector(s) and the applicant(s) or (b) as a remedy ordered by an applicable dispute panelist, those RVCs must be included in the applicable applicant(s) Registry Agreement(s) as binding contractual commitments enforceable by ICANN through the PICDRP.	See recommendation 9.1	See recommendation 9.1

## B. Board Statement pursuant to Bylaws Annex A, Section 9: Recommendations That the Board Does Not Adopt at This Time

The Board does not adopt Outputs in this section pursuant to Resolutions 2023.10.xx.xx - 2023.10.xx.xx. The Issue Synopsis and Rationale provide the bases for Board’s action identified in the Scorecard.

Output	Issue Synopsis	Board Action and Rationale	Board comment on possible Supplemental Recommendations, per Bylaws Annex A, Section 9d
<b>Topic 32: Limited Challenge/Appeal Mechanisms</b>			
<p><b>Recommendation 32.1:</b> The Working Group recommends that ICANN establish a mechanism that allows specific parties to challenge or appeal certain types of actions or inactions that appear to be inconsistent with the Applicant Guidebook. The new substantive challenge/appeal mechanism is not a substitute or replacement for the accountability mechanisms in the ICANN Bylaws that may be invoked to determine whether ICANN staff or Board violated the Bylaws by making or not making a certain decision.</p>	<p>The Board is concerned regarding this recommendation as set out in Operational Design Assessment, at topic 32 (pp. 169-176). In sum, it is not clear that a challenge/appeal mechanism applicable to Initial/Extended Evaluation decisions made by ICANN or third-party providers or challenges concerning conflict of interest of panelists could be designed in a way that does not cause excessive, unnecessary costs or delays in the application process.</p>	<p>The policy recommendations in Topic 32 (32.1, 32.2, and 32.10) call for ICANN to establish a mechanism that allows specific parties to challenge or appeal certain types of actions or inactions that appear to be inconsistent with the Applicant Guidebook, to establish clear procedures and rules for a challenge/appeal mechanism(s), and to design a limited challenge/appeal mechanism(s) in a manner that does not cause excessive, unnecessary costs or delays in the application process.</p> <p>As discussed in the March 2023 iteration of the <a href="#">scorecard</a>, the Board noted its concerns regarding the limited challenge/appeal mechanism(s) proposed in the policy recommendations. Overall, the Board is concerned that such a challenge/appeal</p>	<p>As per the Bylaws Annex A, Section 9d, “...the Council shall meet to affirm or modify its recommendation, and communicate that conclusion (the "Supplemental Recommendation") to the Board, including an explanation for the then-current recommendation.” Should the Council decide to develop such Supplemental Recommendations, the Board recommends that the Council works with ICANN org, either via the Small Team or any other means, to receive feedback on implementation practicalities which may help with the subsequent Board consideration of any such Supplemental Recommendations that the Council may adopt.</p>

<p>Implementation of this mechanism must not conflict with, be inconsistent with, or impinge access to accountability mechanisms under the ICANN Bylaws. The Working Group recommends that the limited challenge/appeal mechanism applies to the following types of evaluations and formal objections decisions:</p> <p><b>Evaluation Challenges</b></p> <ol style="list-style-type: none"> <li>1. Background Screening</li> <li>2. String Similarity</li> <li>3. DNS Stability</li> <li>4. Geographic Names</li> <li>5. Technical / Operational Evaluation</li> <li>6. Financial Evaluation</li> <li>7. Registry Services Evaluation</li> <li>8. Community Priority Evaluation</li> <li>9. Applicant Support</li> <li>10. RSP Pre-Evaluation</li> </ol> <p><b>Appeals of Formal Objections Decisions</b></p> <ol style="list-style-type: none"> <li>1. String Confusion Objection</li> <li>2. Legal Rights Objection</li> </ol>		<p>mechanism(s) would likely result in excessive, unnecessary costs or delays in the application process.</p> <p>During the Operational Design Phase, ICANN org documented several concerns in the <a href="#">New Generic Top-Level Domain (gTLD) Subsequent Procedures Operational Design Assessment</a> (ODA) about implementing a challenge/appeals mechanism(s) as proposed. (See pp. 169-176.) The challenges highlighted at that time included, but were not limited to the broad scope of the Initial Evaluation reviews, parties who would have standing to file a challenge/appeal, and the proposed arbiters to hear a challenge/appeal. The highlighted areas of concern in the Operational Design Assessment are indications of a more foundational issue - namely, that the recommendations present the potential for open-ended challenge/appeal mechanism(s) which could not be designed in a manner that does not cause excessive, unnecessary costs or delays in the application process. The Board has concerns that while the recommendations could lead to challenge/appeal procedures in theory, they are not feasible to implement without identifying specific mechanisms for corresponding challenges to evaluations and formal objection decisions. The risks of</p>	
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<p>3. Limited Public Interest Objection  4. Community Objection  5. Conflict of Interest of Panelists</p>		<p>moving forward with implementation based on the current recommendations for all of the identified types of evaluations and formal objections decisions might open up the New gTLD Program to claims that ICANN did not implement the community-developed policy as recommended.</p> <p>Given this, the Board cannot evaluate in the abstract whether implementing a challenge/appeal mechanism(s) as proposed in the Final Report would be in the best interest of ICANN or the ICANN community. The Board acknowledges, however, that there could be value in having a well-crafted, tightly-scoped challenge/ appeal process(es) as part of the New gTLD Program and is willing to consider specific mechanisms in specific cases.</p>	
<p><b>Recommendation 32.2:</b> In support of transparency, clear procedures and rules must be established for challenge/appeal processes as described in the implementation guidance below.</p>	<p>See recommendation 32.1</p>	<p>See recommendation 32.1</p>	
<p><b>Recommendation 32.10:</b> The limited challenge/appeal process</p>	<p>See recommendation 32.1</p>	<p>See recommendation 32.1</p>	

<p>must be designed in a manner that does not cause excessive, unnecessary costs or delays in the application process, as described in the implementation guidance below.</p>			
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**ICANN BOARD SUBMISSION No. 2023.10.26.2g**

**TITLE:** Next Round Funding

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

**EXECUTIVE SUMMARY:**

The Board is being asked to approve the use of the Supplemental Fund for Implementation of Community Recommendations (SFICR) for the next tranche of funding for the implementation of the “New gTLD Program Next Round” in the amount of US\$13 million through 30 June 2024.

Utilization of the SFICR is appropriate, as approved by the Board, when the size, complexity, and length of the project create a challenge to be solely funded by annual budgeted funding. The funding for this effort is being requested through the SFICR since it requires additional effort and resources above and beyond the annual plan and budget.

ICANN org and the BFC are recommending the use of the SFICR rather than the remaining funds of the 2012 round of the New gTLD Program, since the SFICR has the available funds and this will preserve the remaining 2012 funds for ongoing 2012 round expenses.

On 27 July 2023, ICANN org delivered a comprehensive [implementation plan](#) (the Implementation Plan) containing a work plan that includes relevant information for infrastructure development, timelines, and anticipated resource requirements for implementation of the next round of the New gTLD Program. In order to help deliver the Implementation Plan, the Board is being asked to approve US\$13 million funding from the SFICR to cover further implementation work on the New gTLD Program Next Round through 30 June 2024.

**ICANN ORGANIZATION AND BOARD FINANCE COMMITTEE (BFC)  
RECOMMENDATIONS:**

Both ICANN organization and the BFC recommend that the Board approves the use of the SFICR to fund further implementation efforts for the next round of the New gTLD Program through 30 June 2024 in the amount of US\$13 million.

**PROPOSED RESOLUTION:**

Whereas, on 27 July 2023, ICANN organization (org) delivered the [implementation plan](#) for the New gTLD Program Next Round to the ICANN Board. The Board acknowledged receipt of the plan in a [resolution](#) and directed ICANN org to provide the Board with periodic updates on its progress, as well as to continue to prepare information to coordinate with the Board Finance Committee on periodic requests for implementation funding as work progresses.

Whereas, the Board Finance Committee (BFC) has recommended that the Board approve funding from the Supplemental Fund for Implementation of Community Recommendations (SFICR) of up to US\$13 million to cover further implementation costs for the New gTLD Program Next Round through 30 June 2024.

Whereas, the BFC is recommending the use of the SFICR rather than the remaining funds of the 2012 round of the New gTLD Program, since the SFICR has the available funds and this will preserve the remaining 2012 funds for ongoing 2012 round expenses.

Resolved (2023.10.26.xx), the Board authorizes the ICANN Interim President and CEO, or her designee(s), to spend up to US\$13 million from the SFICR to fund the implementation work of the New gTLD Program Next Round through 30 June 2024.

Resolved (2023.10.26.xx), the Board directs the ICANN Interim President and CEO, or her designee(s), to prepare any request for implementation funding beyond 30 June 2024 to be submitted to the BFC in a timely manner, so that the committee can make a recommendation to the Board for consideration at or before the ICANN80 Public Meeting.

**PROPOSED RATIONALE:**

On 27 July 2023, ICANN org delivered to the Board a comprehensive [implementation plan](#) (the Implementation Plan) containing a work plan that includes relevant information for infrastructure development, timelines, and anticipated resource requirements for implementation of the next round of the New gTLD Program. Execution of the Implementation Plan has and will continue to require significant resources to develop and construct the essential program infrastructure, including IT systems, operational processes, and applicant procedures required to ensure the



successful launch of the New gTLD Program Next Round and its continued operability.

As of August 2023, US\$6.5 million of the previously Board-approved US\$9 million implementation funds have been spent and ICANN org estimates the remaining US\$2.5 million of approved funds will be utilized by 31 October 2023. In order for ICANN org to continue implementation work as directed by the Board, ICANN org has requested, and the Board Finance Committee (BFC) has recommended that the Board approve an additional US\$13 million of funding through 30 June 2024.

The table below shows a breakdown of the estimated implementation costs from 1 November 2023 through 30 June 2024.

<b>Next Round Implementation Costs</b>	<b>November 2023 - June 2024 (in millions)</b>	<b>Notes</b>
Personnel	US\$5.2	ICANN org staff costs for implementation, IT Systems, research, community engagement
External Costs	US\$5.0	Vendor costs: IT System Development, research, process design, Communications Outreach
Shared Services & Org Support	US\$1.6	Support functions: Communications, Language Services, Human Resources, Finance, Legal, Facilities
Contingency	US\$1.2	Placeholder for unknown and hard to predict costs
<b>Total</b>	<b>US\$13.0</b>	

The org and the BFC have recommended that this tranche of funding for the New gTLD Program Next Round of US\$13 million through 30 June 2024 be sourced through the Supplemental Fund for Implementation of Community Recommendations (SFICR). Utilization of the SFICR is appropriate, as approved by the Board, when the size, complexity, and length of the project create a challenge to be solely funded by annual budgeted funding.

The funding for this stage of implementation of the next round is being requested through the SFICR since it requires additional effort and resources above and beyond the annual plan and budget. Further, the org and the BFC are recommending the use

of the SFICR rather than the remaining funds of the 2012 round of the New gTLD Program, since the SFICR has the available funds and this will preserve the remaining 2012 funds for ongoing 2012 round expenses. The Board agrees.

This action is within ICANN's Mission and is in the public interest as it is important to ensure that, in carrying out its Mission, ICANN utilizes available funding in the most effective and efficient manner so as to be in the best interests of ICANN and the global Internet community.

This action will not have a negative financial impact on ICANN, as funding has already been accounted for with the establishment of the SFICR. In addition, this action is intended to have a positive 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:	Xavier Calvez
Position:	SVP Planning and CFO
Date Noted:	28 September 2023
Email:	<a href="mailto:xaver.calvez@icann.org">xaver.calvez@icann.org</a>

## ICANN78 Hamburg Thank You's

### **Title:** Thank You to the local government and supporting organizations of ICANN78 Meeting

The Board wishes to extend its thanks to Dr. Volker Wissing, Federal Minister for Digital and Transport, Dr. Carsten Brosda, Senator for Cultural Affairs and Media, the City of Hamburg, Oliver Süme, Chair of the Board, eco Association, and Andreas Musielak, Member of the Executive Board, DENIC and their teams for their great support. The Board also extends its thanks to ICANN78 Local Host Committee members, eco Association, DENIC, and the City of Hamburg for their great support.

### **Title:** Thank you to Sponsors of ICANN78 Meeting

The Board wishes to thank the following sponsors: Dataprovider, CleanDNS Inc, DNS Research Federation, Verisign, Core Association, Public Internet Registry, CentralNic Group PLC, Markmonitor, Intis Telecom Inc, ICANNWiki, Vercara, Actalis spa, Aruba PEC S.p.A., Wedos Internet s.a.

### **Title:** Thank You to Interpreters, Staff, Event and Hotel Teams of the ICANN78 Meeting

The Board expresses its deepest appreciation to the scribes, interpreters, audiovisual team, technical teams, and the entire ICANN staff for their efforts in facilitating the smooth operation of the meeting. The Board would also like to thank the management and staff of the Congress Center Hamburg for providing a wonderful facility to hold this event.

**ICANN BOARD PAPER NO. 2023.10.26.2m**

**TITLE:** **Thank You to Community Members**  
**PROPOSED ACTION:** **For Board Consideration and Approval**

**EXECUTIVE SUMMARY:**

ICANN wishes to acknowledge the considerable effort, skills, and time that members of the stakeholder community contribute to ICANN. In recognition of these contributions, ICANN wishes to express appreciation for and thank members of the community when their terms of service end in relation to our Supporting Organizations, Advisory Committees, Nominating Committee, and the Public Technical Identifiers Board.

**STAFF RECOMMENDATION:**

ICANN org recommends the ICANN Board of Directors recognize ICANN community members who concluded a term of service between ICANN75 and ICANN78, the recipient of the 2023 ICANN Community Excellence Award, and the recipient of the 2023 Dr. Tarek Kamel Award for Capacity Building.

**PROPOSED RESOLUTION:**

Whereas, ICANN wishes to acknowledge the considerable effort, skills, and time that members of the stakeholder community contribute to ICANN.

Whereas, in recognition of these contributions, ICANN wishes to express appreciation for and thank members of the community when their terms of service end in relation to our Supporting Organizations, Advisory Committees, Nominating Committee, and the Public Technical Identifiers Board.

Whereas, the following members of the Address Supporting Organization are concluding their terms of service:

- Kevin Blumberg, Address Supporting Organization Address Council Chair
- Martin Hannigan, Address Supporting Organization Address Councilor
- Shubham Saran, Address Supporting Organization Address Councilor
- Mike Silber, Address Supporting Organization Address Council Vice Chair

Resolved (2023.10.26.xx), Kevin Blumberg, Martin Hannigan, Shubham Saran, and Mike Silber have earned the deep appreciation of the ICANN Board of Directors for their terms of service, and the ICANN Board of Directors wishes them well in their future endeavors within the ICANN community and beyond.

Whereas, the following members of the Country Code Names Supporting Organization are concluding their terms of service:

- Souleymane Oumtanaga, Country Code Names Supporting Organization Councilor
- Javier Rúa-Jovet, Country Code Names Supporting Organization Councilor

Resolved (2023.10.26.xx), Souleymane Oumtanaga and Javier Rúa-Jovet have earned the deep appreciation of the ICANN Board of Directors for their terms of service. The ICANN Board of Directors wishes them well in their future endeavors within the ICANN community and beyond.

Whereas, the following members of the Generic Names Supporting Organization are concluding their terms of service:

- Sebastien Ducos, Generic Names Supporting Organization Chair
- Farell Folly, Generic Names Supporting Organization Councilor
- John McElwaine, Generic Names Supporting Organization Council Vice Chair
- Marie Patullo, Generic Names Supporting Organization Councilor
- Raoul Plommer, Not-for-Profit Operational Concerns Constituency Chair
- Bikram Shrestha, Not-for-Profit Operational Concerns Constituency Vice Chair

Resolved (2023.10.26.xx), Sebastien Ducos, Farell Folly, John McElwaine, Marie Patullo, Raoul Plommer, and Bikram Shrestha have earned the deep appreciation of the ICANN Board of Directors for their terms of service. The ICANN Board of Directors wishes them well in their future endeavors within the ICANN community and beyond. The ICANN Board of Directors joins the ICANN community in celebrating the legacy of Olévié Kouami.

Whereas, the following members of the At-Large community are concluding their terms of service:

- Carlos Aguirre, At-Large Advisory Committee Member
- Gunela Astbrink, Asian, Australasian and Pacific Islands Regional At-Large Organization Vice Chair
- Naveed Bin Rais, At-Large Advisory Committee Member
- Claire Craig, Latin American and Caribbean Islands Regional At-Large Organization Secretary

- Lianna Galstyan, At-Large Advisory Committee Liaison to the Country Code Names Supporting Organization
- Aziz Hilali, African Regional At-Large Organization Vice Chair
- Maureen Hilyard, At-Large Advisory Committee Vice Chair
- Augusto Ho, Latin American and Caribbean Islands Regional At-Large Organization Chair
- Matthias Hudobnik, At-Large Advisory Committee Member
- Sarah Kiden, At-Large Advisory Committee Member
- Dave Kissoondoyal, At-Large Advisory Committee Member
- Andrei Kolesnikov, At-Large Advisory Committee Liaison to the Security and Stability Advisory Committee
- Raymond Mamattah, At-Large Advisory Committee Member
- Laura Margolis, At-Large Advisory Committee Member
- Glenn McKnight, North American Regional At-Large Organization Secretary
- Seun Ojedeji, African Regional At-Large Organization Chair

Resolved (2023.10.26.xx), Carlos Aguirre, Gunela Astbrink, Naveed Bin Rais, Claire Craig, Lianna Galstyan, Aziz Hilali, Maureen Hilyard, Augusto Ho, Matthias Hudobnik, Sarah Kiden, Dave Kissoondoyal, Andrei Kolesnikov, Raymond Mamattah, Laura Margolis, Glenn McKnight, and Seun Ojedeji have earned the deep appreciation of the ICANN Board of Directors for their terms of service, and the ICANN Board of Directors wishes them well in their future endeavors within the ICANN community and beyond.

Whereas, the following members of the Governmental Advisory Committee are concluding their terms of service:

- Pär Brumark, Governmental Advisory Committee Vice Chair
- Shi Young Chang, Governmental Advisory Committee Vice Chair
- Manal Ismail, Governmental Advisory Committee Chair
- Jaideep Kumar Mishra, Governmental Advisory Committee Vice Chair

Resolved (2023.10.26.xx), Pär Brumark, Shi Young Chang, Manal Ismail, and Jaideep Kumar Mishra have earned the deep appreciation of the ICANN Board of Directors for their terms of service, and the ICANN Board of Directors wishes them well in their future endeavors within the ICANN community and beyond.

Whereas, the following members of the Root Server System Advisory Committee have concluded their terms of service:

- Fred Baker, Root Server System Advisory Committee Chair
- Tom Miglin, Root Server System Advisory Committee Alternate Representative
- Razvan Oprea, Root Server System Advisory Committee Alternate Representative
- Kaveh Ranjbar, Root Server System Advisory Committee Representative
- Barbara Schleckser, Root Server System Advisory Committee Representative
- Ryan Stephenson, Root Server System Advisory Committee Representative



Resolved (2023.10.26.xx), Fred Baker, Tom Miglin, Razvan Opera, Kaveh Ranjbar, Barbara Schleckser, and Ryan Stephenson have earned the deep appreciation of the ICANN Board of Directors for their terms of service, and the ICANN Board of Directors wishes them well in their future endeavors within the ICANN community and beyond.

Whereas, the following members of the Security and Stability Advisory Committee have concluded their terms of service:

- Julie Hammer, Security and Stability Advisory Committee Vice Chair
- Rod Rasmussen, Security and Stability Advisory Committee Chair
- Chris Roosenraad, Security and Stability Advisory Committee Member
- Mark Seiden, Security and Stability Advisory Committee Member

Resolved (2023.10.26.xx), Julie Hammer, Rod Rasmussen, Chris Roosenraad, and Mark Seiden have earned the deep appreciation of the ICANN Board of Directors for their terms of service, and the ICANN Board of Directors wishes them well in their future endeavors within the ICANN community and beyond.

Whereas, the following member of the Public Technical Identifiers Board is concluding his term of service:

- James Gannon, Public Technical Identifiers Board Member

Resolved (2023.10.26.xx), James Gannon has earned the deep appreciation of the ICANN Board of Directors for his term of service, and the ICANN Board of Directors wishes him well in his future endeavors within the ICANN community and beyond.

Whereas, the following members of the Nominating Committee are concluding their terms of service:

- Alvaro Aguilar, Nominating Committee Delegate
- Taiwo Peter Akinremi, Nominating Committee Delegate
- Ali AlMeshal, Nominating Committee Delegate
- Tijani Ben Jemaa, Nominating Committee Delegate
- Vittorio Bertola, Nominating Committee Delegate
- Jordyn Buchanan, Nominating Committee Delegate
- Michael R. Graham, Nominating Committee Associate Chair
- Judith Hellerstein, Nominating Committee Delegate
- Hiro Hotta, Nominating Committee Delegate
- Brajesh Jain, Nominating Committee Delegate
- Yrjö Länsipuro, Nominating Committee Delegate
- Pam Little, Nominating Committee Delegate
- Ram Mohan, Nominating Committee Delegate
- Vicky Sheckler, Nominating Committee Delegate
- John Woodworth, Nominating Committee Delegate

Resolved (2023.10.26.xx), Alvaro Aguilar, Taiwo Peter Akinremi, Ali AlMeshal, Tijani Ben Jemaa, Vittorio Bertola, Jordyn Buchanan, Michael R. Graham, Judith Hellerstein, Hiro Hotta, Brajesh Jain, Yrjö Länsipuro, Pam Little, Ram Mohan, Vicky

Sheckler, and John Woodworth have earned the deep appreciation of the ICANN Board of Directors for their terms of service, and the ICANN Board of Directors wishes them well in their future endeavors within the ICANN community and beyond. The ICANN Board of Directors joins the ICANN community in celebrating the legacy of Pam Little.

Whereas, Donna Austin received the 2023 ICANN Community Excellence Award.

Resolved (2023.10.26.xx), Donna Austin has earned the deep appreciation of the ICANN Board of Directors for her dedication to ICANN's multistakeholder model, and the ICANN Board of Directors wishes her well in her future endeavors within the ICANN community and beyond.

Whereas, Margarita Valdés Cortés received the 2023 Dr. Tarek Kamel Award for Capacity Building.

Resolved (2023.10.26.xx), Margarita Valdés Cortés has earned the deep appreciation of the ICANN Board of Directors for her contributions over decades to local, regional, and global capacity-building programs and her contributions to the online arbitration system at NIC Chile, and the ICANN Board of Directors wishes her well in her future endeavors within the ICANN community and beyond.

**PROPOSED RATIONALE:**

Community-driven work is at the core of ICANN's mission. Countless hours are spent in working groups across the Supporting Organizations, Advisory Committees, and other groups, including the Customer Standing Committee, Empowered Community Administration, Nominating Committee, and the Public Technical Identifiers Board. Together, these community groups develop and refine policies that ensure the security, stability, and resiliency of the global Internet. The Board is grateful for the community's tireless efforts and cooperative spirit shown over the last year.

**Signature Block:**

Submitted by: Tripti Sinha

Position: The Chairwoman of the  
ICANN Board

Date Noted: 11 October 2023

Email: [tripti.sinha@board.icann.org](mailto:tripti.sinha@board.icann.org)