ICANN BOARD SUBMISSION NO. 2023.10.26.1abc-Organizational Meeting

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

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

EXECUTIVE SUMMARY:

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

Board Chair: Tripti Sinha

Board Vice-Chair: Danko Jevtović

Membership and Leadership of Board Committees:

- Accountability Mechanisms Committee
  - León Sánchez (Chair)
  - Becky Burr
  - Sarah Deutsch
  - Patricio Poblete
  - Katrina Sataki

- Audit Committee
  - Sajid Rahman (Chair)
  - Catherine Adeya
  - Alan Barrett
  - Christian Kaufmann
  - Katrina Sataki

- Compensation Committee
  - Tripti Sinha (Chair)
  - Sarah Deutsch
  - Danko Jevtović
  - Christian Kaufmann

- o Sajid Rahman
- Executive Committee
  - o Tripti Sinha (Chair)
  - o Sally Costerton
  - o Sarah Deutsch
  - o Danko Jevtović
- Finance Committee
  - o Danko Jevtović (Chair)
  - o Harald Alvestrand
  - o Maarten Botterman
  - o Edmon Chung
  - o Patricio Poblete
  - o León Sánchez
- Governance Committee
  - o Sarah Deutsch (Chair)
  - o Catherine Adeya
  - o Becky Burr
  - o Edmon Chung
  - o Danko Jevtović
  - o Sajid Rahman
  - o León Sánchez
- Organizational Effectiveness Committee
  - o Katrina Sataki (Chair)
  - o Alan Barrett
  - o Chris Buckridge
  - o Chris Chapman
  - o Edmon Chung
  - o James Galvin
- Risk Committee
  - o James Galvin (Chair)
  - o Harald Alvestrand
  - o Maarten Botterman
  - o Becky Burr

- o Chris Chapman
- o Wes Hardaker
- o Patricio Poblete
- Strategic Planning Committee
  - o Maarten Botterman (Co-Chair)
  - o Chris Chapman (Co-Chair)
  - o Alan Barrett
  - o Chris Buckridge
  - o Becky Burr
  - o Edmon Chung
  - o James Galvin
  - o Wes Hardaker
  - o Christian Kaufmann
  - o León Sánchez
  - o Katrina Sataki
- Technical Committee
  - o Christian Kaufmann (Chair)
  - o Harald Alvestrand
  - o Alan Barrett
  - o Chris Buckridge
  - o Nicolas Caballero
  - o Edmon Chung
  - o James Galvin
  - o Wes Hardaker
  - o Patricio Poblete

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

PROPOSED RESOLUTIONS:

a. Election of ICANN Board Chair

Resolved (2023.10.26.xx), Tripti Sinha is elected as Chair of the Board.

b. Election of ICANN Board Vice-Chair

Resolved (2023.10.26.xx), Danko Jevtović is elected as Vice-Chair of the Board.

c. Appointment of Membership and Leadership of Board Committees

Resolved (2023.10.26.xx), membership and leadership of the following Board Committees is established as follows:

Accountability Mechanisms Committee
León Sánchez (Chair)
Becky Burr
Sarah Deutsch
Patricio Poblete
Katrina Sataki

Audit Committee
Sajid Rahman (Chair)
Catherine Adeya
Alan Barrett
Christian Kaufmann
Katrina Sataki

Compensation Committee
Tripti Sinha (Chair)
Sarah Deutsch
Danko Jevtović
Christian Kaufmann
Sajid Rahman

Executive Committee
Tripti Sinha (Chair)
Sally Costerton
Sarah Deutsch
Danko Jevtović

Finance Committee
Danko Jevtović (Chair)
Harald Alvestrand
Maarten Botterman
Edmon Chung
Patricio Poblete
León Sánchez

Governance Committee
Sarah Deutsch (Chair)
Catherine Adeya
Becky Burr
Edmon Chung

Danko Jevtović
Sajid Rahman
León Sánchez

Organizational Effectiveness Committee
Katrina Sataki (Chair)
Alan Barrett
Chris Buckridge
Chris Chapman
Edmon Chung
James Galvin

Risk Committee
James Galvin (Chair)
Harald Alvestrand
Maarten Botterman
Becky Burr
Chris Chapman
Wes Hardaker
Patricio Poblete

Strategic Planning Committee
Maarten Botterman (Co-Chair)
Chris Chapman (Co-Chair)
Alan Barrett
Chris Buckridge
Becky Burr
Edmon Chung
James Galvin
Wes Hardaker
Danko Jevtović
Christian Kaufmann
León Sánchez
Katrina Sataki

Technical Committee
Christian Kaufmann (Chair)
Harald Alvestrand
Alan Barrett
Chris Buckridge
Nicolas Caballero
Edmon Chung
James Galvin
Wes Hardaker
Patricio Poblete

PROPOSED RATIONALE:

Article 7, Section 7.2 and Article 14 of the ICANN Bylaws call for the Board to appoint the Board Chair, Board Vice Chair, and chairmanship and membership of each Board

Committee, including filling any vacancies which may occur in these positions during the year. The appointment of the Board leadership and Board Committee slates is consistent with ICANN's Mission and is in the public interest as it is important to ensure that the Board and its Committees have the properly skilled expertise to carry forth ICANN's Mission, Commitments and Core Values. This decision will have no direct fiscal impact on the organization and no impact on the security, stability or resiliency of the domain name system.

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

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

ICANN BOARD PAPER NO. 2023.10.26.2abc

TITLE: **PTI Resolutions for the Sole Member**

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

EXECUTIVE SUMMARY:

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

ICANN PRESIDENT & CEO RECOMMENDATION:

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

PROPOSED RESOLUTIONS:

Annual Meeting of the Member

Resolved (2023.10.26.xx), the ICANN Board confirms that this meeting is the Annual Meeting of the Member of Public Technical Identifiers ("PTI").

a. Election of PTI President

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

Resolved (2023.10.26.xx), the ICANN Board, in its role as sole member of PTI, hereby re-elects Kim Davies as the President of PTI.

b. Election of PTI Board Members

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

Whereas, the term for Seats 2 and 4 of the PTI Board are up for election.

Whereas, the Nominating Committee selected Anupam Agrawal to serve in Seat 2 of the PTI Board for the term beginning at the end of this meeting of the Member and ending at the end of the annual meeting of the Member in 2026, pursuant to Section 5.5.1.1 of the PTI Bylaws.

Whereas, ICANN organization recommends that Xavier Calvez, ICANN's Senior Vice President, Planning and Chief Financial Officer serve for another term in Seat 4 of the PTI Board, for the term beginning at the end of this meeting of the Member and ending at the end of the annual meeting of the Member in 2026, pursuant to Section 5.5.1.3 of the PTI Bylaws.

Whereas, James Gannon's term in Seat 2 of the PTI Board comes to a close at the end of this meeting of the Member.

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

Resolved (2023.10.26.xx), ICANN, in its role as sole member of PTI, elects Anupam Agrawal to serve in Seat 2 of the PTI Board and re-elects Xavier Calvez to serve in Seat 4 of the PTI Board, with terms ending at the end of the annual meeting of the Member in 2026.

Resolved (2023.10.26.xx), ICANN, in its role as sole member of PTI, thanks James Gannon for his service to PTI and wishes him well in her future endeavors.

PROPOSED RATIONALE:

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

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

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

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

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

Signature Block:

Submitted by: Sally
Costerton

Position: Interim ICANN
President and CEO

Date Noted: 20 October 2023