

ICANN BOARD SUBMISSION NO. 2024.11.14.1abc-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: Chris Chapman

Membership and Leadership of Board Committees:

- Accountability Mechanisms Committee
 - León Sánchez (Chair)
 - Chris Buckridge
 - Becky Burr
 - Sarah Deutsch
 - Patricio Poblete
 - Amitabh Singhal
- Audit Committee
 - Catherine Adeya (Chair)
 - Maarten Botterman
 - Christian Kaufmann
 - Patricio Poblete
 - León Sánchez
- Compensation Committee – pending slating recommendation from Tripti and approval from BGC
- Executive Committee
 - Tripti Sinha (Chair)

- Tripti Sinha (Chair)
- Chris Chapman
- Kurt Erik “Kurtis” Lindqvist
- Becky Burr
- Finance Committee
 - Sajid Rahman (Chair)
 - Alan Barrett
 - Maarten Botterman
 - Becky Burr
 - Amitabh Singhal
 - Tripti Sinha
- Governance Committee
 - Becky Burr (Chair)
 - Catherine Adeya
 - Sarah Deutsch
 - James Galvin
 - Christian Kaufmann
 - Sajid Rahman
 - Miriam Sapiro
- Organizational Effectiveness Committee
 - Alan Barrett (Chair)
 - Chris Buckridge
 - James Galvin
 - Amitabh Singhal
- Risk Committee
 - Wes Hardaker (Chair)
 - Alan Barrett
 - Chris Burckridge
 - Becky Burr
 - James Galvin
 - David Lawrence
 - Patricio Poblete
- Strategic Planning Committee

- Maarten Botterman (Co-Chair)
- Chris Chapman (Co-Chair)
- Alan Barrett
- Becky Burr
- James Galvin
- Wes Hardaker
- Amitabh Singhal
- Technical Committee
 - Christian Kaufmann (Chair)
 - Alan Barrett
 - Chris Buckridge
 - Nico Caballero
 - James Galvin
 - Wes Hardaker
 - David Lawrence
 - 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 (2024.11.14.xx), Tripti Sinha is elected as Chair of the Board.

b. Election of ICANN Board Vice-Chair

Resolved (2024.11.14.xx), Chris Chapman is elected as Vice-Chair of the Board.

c. Appointment of Membership and Leadership of Board Committees

Resolved (2024.11.14.xx), membership and leadership of the following Board Committees is established as follows:

Accountability Mechanisms Committee

León Sánchez (Chair)
Chris Buckridge
Becky Burr

Sarah Deutsch
Patricio Poblete
Amitabh Singhal

Audit Committee

Catherine Adeya (Chair)
Maarten Botterman
Christian Kaufmann
Patricio Poblete
León Sánchez

Compensation Committee - pending slating recommendation from Tripti and approval from BGC

Executive Committee

Tripti Sinha (Chair)
Chris Chapman
Kurt Erik “Kurtis” Lindqvist
Becky Burr

Finance Committee

Sajid Rahman (Chair)
Alan Barrett
Maarten Botterman
Becky Burr
Amitabh Singhal
Tripti Sinha

Governance Committee

Becky Burr (Chair)
Catherine Adeya
Sarah Deutsch
James Galvin
Christian Kaufmann
Sajid Rahman
Miriam Sapiro

Organizational Effectiveness Committee

Alan Barrett (Chair)
Chris Buckridge
James Galvin
Amitabh Singhal

Risk Committee

Wes Hardaker (Chair)
Alan Barrett
Chris Buckridge
Becky Burr
James Galvin
David Lawrence

Patricio Poblete

Strategic Planning Committee

Maarten Botterman (Co-Chair)
Chris Chapman (Co-Chair)
Alan Barrett
Becky Burr
James Galvin
Wes Hardaker
Amitabh Singhal

Technical Committee

Christian Kaufmann (Chair)
Alan Barrett
Chris Buckridge
Nico Caballero
James Galvin
Wes Hardaker
David Lawrence
Patricio Poblete

PROPOSED RATIONALE:

Article 7, Section 7.2 and Article 14 of the ICANN Bylaws call for the Board to appoint the Board Chair, Board Vice Chair, and 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: 9 November 2024
Email: amy.stathos@icann.org

ICANN BOARD SUBMISSION NO. 2024.11.14.1d - Organizational Meeting

Confirmation of Officers of ICANN

Resolved (2024.11.14.xx), Sally Costerton is elected as Senior Advisor to President and Senior Vice President, Global Stakeholder Engagement (& Interim President and Chief Executive Officer (CEO) until 23:59 UTC on 8 December 2024).

Resolved (2024.11.14.xx), Kurt Erik “Kurtis” Lindqvist is elected as President and CEO effective 00:00 UTC on 9 December 2024.

Resolved (2024.11.14.xx), John Jeffrey is elected as General Counsel and Secretary.

Resolved (2024.11.14.xx), Xavier Calvez is elected as Senior Vice President, Planning and Chief Financial Officer.

Resolved (2024.11.14.xx), Theresa Swinehart is elected as Senior Vice President, Global Domains and Strategy.

Rationale for Resolutions 2024.11.14.xx – 2024.11.14.xx

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

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

The Board notes that in this resolution, Sally Costerton is confirmed as an ICANN Officer as Senior Advisor to President and Senior Vice President, Global Stakeholder Engagement. The Board also notes that the portion of Mrs. Costerton's title, and her role as the “Interim President and CEO” will be in effect until she resigns, is removed, is otherwise disqualified to serve, or her successor is elected. And, ICANN's new President and CEO, is set to begin at ICANN on 9 December 2024 and is being confirmed via this resolution as an ICANN Officer effective 00:00 UTC on 9 December 2024.

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

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

ICANN BOARD PAPER NO. 2024.11.14.13f

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.

ICANN PRESIDENT & CEO RECOMMENDATION:

The ICANN President & CEO, in his delegated role of making sure ICANN meets its obligations to PTI, recommends the Board to convene the Annual Meeting of the Member of PTI and re-appoint Kim Davies as the PTI President.

PROPOSED RESOLUTIONS:

Annual Meeting of the Member

Resolved (2024.11.14.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 (2024.11.14.xx), the ICANN Board, in its role as sole member of PTI, hereby re-elects Kim Davies as the President of PTI.

PROPOSED RATIONALE:

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

The election of the PTI President is taken fully in line with the obligations as set forth in the PTI Bylaws.

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 is an Organizational Administrative Function for which public comments were not necessary.

Signature Block:

Submitted by: Sally
Costerton

Position: Interim ICANN
President and CEO

Date Noted: 10 November
2024