

## ICANN BOARD SUBMISSION NO. 2020.10.22.1a1b1d-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: Maarten Botterman

Board Vice-Chair: León Sánchez

Membership and Leadership of Board Committees:

- Audit Committee
  - Sarah Deutsch (Chair)
  - Avri Doria
  - Danko Jetović
  - Merike Kää
  - Akinori Maemura
  - Mandla Msimang
  - Ihab Osman
- Board Accountability Mechanisms Committee
  - Nigel Roberts (Chair)
  - Becky Burr
  - Sarah Deutsch
  - Avri Doria
  - Patricio Poblete
  - Kaveh Ranjbar
  - León Sánchez
- Board Governance Committee
  - Tripti Sinha (Chair)

- Becky Burr
- Ron da Silva
- Sarah Deutsch
- Ihab Osman
- León Sánchez
- Matthew Shears
- Compensation Committee
  - Maarten Botterman (Chair)
  - Ron da Silva
  - Sarah Deutsch
  - León Sánchez
  - Tripti Sinha
- Finance Committee
  - Danko Jevtović (Chair)
  - Harald Alvestrand
  - Becky Burr
  - Ron da Silva
  - Mandla Msimang
  - Ihab Osman
  - Tripti Sinha
- Organizational Effectiveness Committee
  - Avri Doria (Chair)
  - Becky Burr
  - Lito Ibarra
  - Danko Jevtović
  - Patricio Poblete
  - Matthew Shears
- Risk Committee
  - Lito Ibarra (Chair)
  - Harald Alvestrand
  - Merike Kää
  - Akinori Maemura
  - Kaveh Ranjbar

- Nigel Roberts
- Matthew Shears
- Strategic Planning Committee
  - Matthew Shears (Chair)
  - Becky Burr
  - Ron da Silva
  - Lito Ibarra
  - Ihab Osman
  - Nigel Roberts
  - León Sánchez
  - Tripti Sinha
- Technical Committee
  - Akinori Maemura – Chair
  - Harald Alvestrand
  - Avri Doria
  - Lito Ibarra
  - Merike Kää
  - Mandla Msimang
  - Patricio Poblete
  - Kaveh Ranjbar
  - Nigel Roberts
  - Tripti Sinha

**PROPOSED RESOLUTIONS:**

a. Election of ICANN Board Chair

Resolved (2020.10.22.xx), Maarten Botterman is elected as Chair of the Board.

b. Election of ICANN Board Vice-Chair

Resolved (2020.10.22.xx), León Sánchez is elected as Vice-Chair of the Board.

c. Appointment of Membership and Leadership of Board Committees

**Audit Committee**

Sarah Deutsch (Chair)

Avri Doria

Danko Jetović

Merike Kääo  
Akinori Maemura  
Mandla Msimang  
Ihab Osman

**Board Accountability Mechanisms Committee**

Nigel Roberts (Chair)  
Becky Burr  
Sarah Deutsch  
Avri Doria  
Patricio Poblete  
Kaveh Ranjbar  
León Sánchez

**Board Governance Committee**

Tripti Sinha (Chair)  
Becky Burr  
Ron da Silva  
Sarah Deutsch  
Ihab Osman  
León Sánchez  
Matthew Shears

**Compensation Committee**

Maarten Botterman (Chair)  
Ron da Silva  
Sarah Deutsch  
León Sánchez  
Tripti Sinha

**Finance Committee**

Danko Jevtović (Chair)  
Harald Alvestrand  
Becky Burr  
Ron da Silva  
Mandla Msimang  
Ihab Osman  
Tripti Sinha

**Organizational Effectiveness Committee**

Avri Doria (Chair)  
Becky Burr  
Lito Ibarra  
Danko Jevtović  
Patricio Poblete  
Matthew Shears

**Risk Committee**

Lito Ibarra (Chair)  
Harald Alvestrand

Merike Käo  
Akinori Maemura  
Kaveh Ranjbar  
Nigel Roberts  
Matthew Shears

**Strategic Planning Committee**

Matthew Shears (Chair)  
Becky Burr  
Ron da Silva  
Lito Ibarra  
Ihab Osman  
Nigel Roberts  
León Sánchez  
Tripti Sinha

**Technical Committee**

Akinori Maemura (Chair)  
Harald Alvestrand  
Avri Doria  
Lito Ibarra  
Merike Käo  
Mandla Msimang  
Patricio Poblete  
Kaveh Ranjbar  
Nigel Roberts  
Tripti Sinha

**PROPOSED RATIONALE:**

Article 7, Section 7.2 and Article 14 of the ICANN Bylaws call for the Board to appoint the Board Chair, Board Vice Chair, and chairmanship and membership of each Board Committee, including filling any vacancies which may occur in these positions during the year. The appointment of the Board leadership and Board Committee slates is consistent with ICANN's Mission and is in the public interest as it is important to ensure that the Board and its Committees have the properly skilled expertise to carry forth ICANN's Mission, Commitments and Core Values. This decision will have no direct fiscal impact on the organization and no impact on the security, stability or resiliency of the domain name system.

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

Submitted By: Amy A. Stathos  
Date: 11 January 2021  
Email: amy.stathos@icann.org

**ICANN BOARD PAPER NO. 2020.10.22.1c**

**TITLE:** **Creation of Board Strategic Planning Committee**

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

**EXECUTIVE SUMMARY:**

In order to assure that there is ongoing and continued focus on the Board's role in developing strategy for ICANN and in overseeing that ICANN delivers on its strategic objectives, the Board is creating the Board Strategic Planning Committee. This action recognizes that the Board's strategic vision is better served through the committed and ongoing focus this new committee is expected to deliver. The proposed charter for the Board Strategic Planning Committee is attached for reference.

**PROPOSED BOARD GOVERNANCE COMMITTEE RECOMMENDATION:**

The Board Governance Committee recommends the Board approve the creation of the Board Strategic Planning Committee and adopt the proposed Charter attached as Attachment A to the Reference Materials. If the Board takes the recommended action, the BGC will recommend composition of the Board Strategic Planning Committee for Board consideration at its Organizational Meeting on 22 October 2020.

**PROPOSED RESOLUTION:**

Whereas, the ICANN Board consistently looks for opportunities to improve and streamline its work.

Whereas, the Board has identified that its important role in oversight and development of ICANN strategy will be better served through the creation of a Board committee dedicated to this effort.

Whereas, the Board Governance Committee recommends the Board to create a Board Strategic Planning Committee to facilitate this strategic planning and prioritization work for the Board. The Board Governance Committee also recommends the Board adopt the Charter for the Board Strategic Planning Committee.

Resolved (2020.10.22.XX), the Board approves the establishment of the Board Strategic Planning Committee. The Board adopts the Charter for the Board Strategic

Planning Committee as presented by the Board Governance Committee, and directs the creation of this new committee. The Board directs the BGC to include the Board Strategic Planning Committee among the committees to be comprised at the upcoming Organizational Meeting of the Board during ICANN69.

**PROPOSED RATIONALE:**

The Board takes this action today in order to enhance how the Board fulfills its role in oversight of strategy. The creation of the Board Strategic Planning Committee sets a formal home within the Board for coordination of the Board's strategic efforts, including planning, prioritization and monitoring of trends. In the past, the Board has relied upon the use of a Working Group initiated for a specific strategic planning cycle, but this *ad hoc* effort did not assure that there was consistent and coordinated attention to strategic items amongst the Board. In addition, this effort is well time to coordinate with the ICANN organization's maturing of operations to develop a dedicated planning function.

The new Board Strategic Planning Committee will serve a complementary role to the work of the Board as a whole, and will not overtake any responsibility that is assigned to another Board committee. The BSPC serves as a standing group to coordinate the Board's oversight of strategy on an ongoing basis, and not only as part of a five-year planning cycle. This includes continued coordination with ICANN org to help streamline processes and identify strategic priorities.

Oversight of strategy at the Board level is more than just developing the strategic plan and reviewing and analyzing trends, but also making sure the Board and its committees are addressing and working towards the identified strategic priorities. Recently, the Board Governance Committee introduced an effort to encourage all Board committees to identify how and which of the strategic objectives of ICANN are served through that committee's work. The Board Strategic Planning Committee will interact and coordinate with each of the other committees to confirm that the identified strategic priorities remain on workplans alongside the other "day-to-day" work that consumes committee time.

The Board Strategic Planning Committee will have specific coordination points with

the Board Finance Committee (BFC) and Board Risk Committee (BRC), as planning and prioritization cannot occur without consideration of financial impact (within the purview of the BFC), or how the plans and priorities fit in with the Board's assessment and mitigation of strategic risks (within the purview of the BRC). The Charter's specific reference to both of these committees reflects the interdependent nature of the Board's strategic planning and prioritization work and confirming that the Board Strategic Planning Committee in no way takes over those important aspects of Board work.

Approving the creation of this new committee at this time also allows the Board Governance Committee the opportunity to consider and recommend the Board Strategic Planning Committee's composition alongside the composition of the other committees of the Board, which will be recommended for Board action at the upcoming Organizational Meeting of the Board during ICANN69.

The Board's action today serves both ICANN's mission and the public interest in assuring there is continued attention to ICANN's strategy and strategic priorities at the Board level. There is an incremental on resources to support this new Committee, and no anticipated impacts on the security, stability or resiliency of the Internet's DNS as a result of this action. This is an administrative function that does not require public comment.

Submitted By:	Amy A. Stathos
Date:	11 January 2021
Email:	amy.stathos@icann.org



# Board Strategic Planning Committee Charter

## 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.

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 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**

##### **i. 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.

- ii. 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 (telephonic or in-person) of the Committee shall be recorded and distributed to committee members within two working days, 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.

## **VII. Succession Plan**

The 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 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.

**REFERENCE MATERIALS – BOARD PAPER NO. 2020.10.22.1c**

**TITLE:** **Creation of Board Strategic Planning Committee**

**EXECUTIVE SUMMARY:**

The Board is being asked to consider the Board Governance Committee's recommendation to establish the Board Strategic Planning Committee and to approve the proposed charter attached to these Reference Materials as Attachment A.

DOCUMENTS

Attachment A is the proposed charter of the Board Strategic Planning Committee.

Submitted By: Amy A. Stathos  
Date: 11 January 2021  
Email: amy.stathos@icann.org

**ICANN BOARD SUBMISSION NO. 2020.10.22.1f.1g.1h**

**TITLE:** PTI Member Actions

**PROPOSED ACTION:** For Consideration and Approval

**EXECUTIVE SUMMARY:**

As the sole member of PTI, ICANN, through the ICANN Board, has annual actions it is required to take. These annual actions include: (1) appointments to the PTI Board, if any seats are due to be filled during that year; (2) appointment of the PTI President.

During the portion of the Organizational Meeting that is used to conduct the required member actions, the PTI President will be invited to join the Board members to assist in presiding over the meeting of the member. This is a requirement from the PTI Bylaws.

The actions required for this meeting (2020) are:

- (1) Election of a PTI President (recommended as Kim Davies);
- (2) Election of Nominating Committee Director to Seat 2 (recommended as James Gannon, as selected by the ICANN Nominating Committee); and
- (3) Election of a Director to Seat 4 (recommended as David Conrad).

**ICANN ORG RECOMMENDATION:**

ICANN organization, through the ICANN President and CEO, recommends the re-election of Kim Davies as the PTI President, and the re-election of David Conrad to serve as a Director in Seat 4 of the PTI Board. ICANN organization also notes the Nominating Committee selection of James Gannon to serve in Seat 2 of the PTI Board, and recommends that the ICANN Board elect James pursuant to that selection.

**PROPOSED RESOLUTIONS FOR PTI MEMBER MEETING:**

- a. Annual Meeting of the Member

Resolved (2020.10.22.xx), the ICANN Board confirms that this meeting is the Annual Meeting of the Member of Public Technical Identifiers (“PTI”).

**b. 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 (2020.10.22.xx), the ICANN Board, in its role as sole member of PTI, hereby re-elects Kim Davies as the President of PTI.

**c. 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 James Gannon 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 2023, pursuant to Section 5.5.1.2 of the PTI Bylaws.

Whereas, ICANN organization recommends that David Conrad, ICANN’s Senior Vice President and Chief Technology Officer to 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 2023, pursuant to Section 5.5.1.4 of the PTI Bylaws.

Whereas, Wei Wang’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 (2020.10.22.xx), ICANN, in its role as sole member of PTI, elects James Gannon to serve in Seat 2 of the PTI Board and re-elects David Conrad to serve in Seat 4 of the PTI Board, with terms ending at the end of the annual meeting of the Member in 2023.

Resolved (2020.10.22.xx), ICANN, in its role as sole member of PTI, thanks Wei Wang for his service to PTI and wishes him well in his future endeavors.

***Rationale for Resolutions 2020.10.22.xx***

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 ICANN's 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.

Submitted By: Goran Marby, ICANN President and CEO  
Date Noted: 16 October 2020