
ICANN75 | AGM - ICANN74 Organizational Meeting of the ICANN Board
Thursday, September 22 2022 - 10:30 to 12:00 KUL

MAARTEN BOTTERMAN: Welcome. So, opening the Organizational meeting first the duty is again a roll call. So may I ask Avri to identify again for being in the room again.

[Roll call]

Avri Doria, still in the room.

Chris Chapman, in the room.

Harald Alvestrand, in the room.

Göran Marby, in the room.

Sarah Deutsch, in the room.

Wes Hardaker, in the room.

Manal Ismail, in the room.

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Tripti Sinha, in the room.

Maarten Botterman, in the room.

Leon Sanchez, in the room.

Edmon Chung, in the room.

Christian Kaufmann, in the room.

Becky Burr, in the room.

Matthew Shears, in the room.

Patricio Poblete, present in the room.

Katrina Sataki, in the room.

Sajid Rahman, in the room.

Alan Barrett, present in the room.

MAARTEN BOTTERMAN: Thank you, Danko?

DANKO JEVTOVIC: Danko Jevtovic present remotely.

MAARTEN BOTTERMAN: James?

JAMES GALVIN: Yes, James Galvin, present remotely.

MAARTEN BOTTERMAN: Thank you very much. So, we welcome Chris Chapman, Wes Hardaker, Christian Kaufmann, and Sajid Rahman, in their first meeting as ICANN Board members.

The Organizational Meeting is where the Board takes care of our annual organizational activities. It is the first formal meeting of the Board for the next term, and we will take actions including electing the leadership of the Board for this new term, comprising the different committees of the Board, and appointing ICANN's officers.

As we turn to the first resolution on the selection of Board leadership, I would first like to thank the Board for the opportunity to serve as your Chair for these past three years. I now present the following motion.

The motion is to resolve that Tripti Sinha is elected as the Chair of the Board.

Who would like to move this motion? I see Avri, and second? I see Leon.

All in favor please say Aye.

ALL: Aye.

MAARTEN BOTTERMAN: Thank you. Anybody against? I hear no Nay. Any abstentions? I hear no abstentions.

With this, Tripti Sinha is elected as Chair of the Board.

[applause]

And with this, I leave the Board as Chair and I hand it over to Tripti for running the rest of the meeting.

TRIPTI SINHA: Thank you, Maarten, and thank to you to my colleagues on the Board for entrusting me with this role.

Moving on now to the selection of the Vice-Chair.

The resolution reads as follows:

Resolved, Danko Jevtović is elected as Vice-Chair of the Board.

Do I have a motion in the floor? Thank you, Leon, Do I have a second? Thank you, Becky.

All in favor please say Aye.

ALL: Aye.

TRIPTI SINHA: Thank you, Danko. Anyone abstaining? Anyone opposed? The motion is passed. Danko Jevtovic is elected the Vice Chair of the ICANN Board.

[applause]

Before continuing with the business of the Organizational Meeting, I'd like to pause briefly to recognize Maarten for his service as Chair and Léon Sanchez for his service as Vice Chair for these past three years.

Maarten, I would like to recognize your steady leadership of the ICANN Board over the past three years, we were trust into unknown territories as COVID changed how we worked together. Using your commitment to the global community as your compass, your lead us through this difficult time with compassion, conviction, humor and grace. The collegial encouraging environment that you'd created enabled us to collaborate and continue to serve the community. You're a kind, gentle, and professional individual. Not only I have been fortunate to have worked with you these past three years, but I have gained a lifelong friend. We're fortunate that we have the opportunity to continue working with you on the Board.

On behalf of all my colleagues, ICANN Org and our community,
Thank you.

[applause]

Göran?

[applause]

(Standing ovation)

MAARTEN BOTTERMAN: Please allow me to thank you very much.

TRIPTI SINHA: Göran? Göran and I would like to give Maarten a small token of our appreciation.

MAARTEN BOTTERMAN: This was not on my script. So, I have not prepared words for this. But is heartwarming to see the support I had, both on the Board and in the room. And it has been truly a pleasure to serve as Chair for these three years, with all the support that made this possible, Board Ops, the Organization, the Board itself and you. And, I will continue to serve from this Board and do this with my full dedication just in a different role, and I look forward to help move things forward together.

So thank you very much for this. You know how to touch me with the right moment and hiding it until this moment is one of those things [indiscernible]. Thanks very much

[applause]

TRIPTI SINHA: Leon, thank you for your many contributions as Vice-Chair. Your oversight of the Board Operational priorities provided a framework to which we could focus our efforts and effectively serve the community. Your friendly outreach, willingness to listen to different ideas and to rally around consensus is admirable.

Thank you for your leadership and unwavering commitment to the Board and the community. We are grateful to have the opportunity to continuing to work with you on the Board. Thank you, Leon.

[cheers and applause]

LEÓN SÁNCHEZ: Thank you so much.

This wasn't on my script either [chuckling] I am touched. I am touched by the gratefulness, and you can hear in my voice. I am very emotional. I have always said it's a privilege to serve this community, and my pledge continues to be to serve the Board and our community as I have always done.

And -- I'm speechless. Is just so wonderful to see all your appreciation. And I guess I'm lucky to continue to be serving the Board and the community in this capacity, and I wish Tripti and Danko the very best. I will make sure my contributions continue to build towards the efforts of this Board and this leadership and of course to further the ICANN's mission. Thank you. Thank you very much.

[applause]

TRIPTI SINHA: So now we will turn to Sarah Deutsch to introduce the Board Committee Membership and Leadership slating.

SARAH DEUTSCH: Thank you, Tripti.

The Board Committee Membership and Leadership slating is an annual action that the Board takes to make sure the Committees of the Board are appropriately comprised and have identified Chairs. The Board Governance Committee works with the Board to develop this slate. I will now read the BGC's recommendation.

Resolved, membership and leadership of the following Board Committees is established as follows:

Accountability Mechanisms Committee is chair by León Sánchez, and other members are Alan Barrett, Becky Burr, Edmon Chung, Sarah Deutsch, Patricio Poblete, and Katrina Sasaki.

The next is **Audit Committee**, our Chair here is Sajid Rahman, and other members are: Alan Barrett, Chris Chapman, Sarah Deutsch, and Katrina Sasaki.

Next, we have **Compensation Committee**, Chaired by Tripti Sinha, along with Sarah Deutsch, Danko Jevtović, and Christian Kaufmann.

Our **Executive Committee** is Chaired by Tripti Sinha, and other members are Sarah Deutsch, Danko Jevtović, and Göran Marby.

Our **Governance Committee** is Chaired by Sarah Deutsch, and other members are Becky Burr, Edmon Chung, Avri Doria, Danko Jevtović, León Sánchez, and Matthew Shears.

Finance Committee is going to be Chaired by Danko Jevtović along with Harald Alvestrand, Becky Burr, Edmon Chung, Avri Doria and León Sánchez.

Organizational Effectiveness Committee our Chair here is Katrina Sataki along with Alan Barrett, Chris Chapman, Avri Doria, and Matthew Shears.

The **Risk Committee** we have Harald Alvestrand as Chair, other members are Chris Chapman, James Galvin, Wes Hardaker, Christian Kaufmann, Patricio Poblete, and Matthew Shears.

Strategic Planning Committee this one is Chaired by Matthew Shears along with Maarten Botterman, Becky Burr, Edmon

Chung, Avri Doria, James Galvin, Wes Hardaker, Christian Kaufmann, Sajid Rahman.

And **Technical Committee** this is Chaired by Avri Doria along with Harald Alvestrand, Alan Barrett, Edmon Chung, James Galvin, Wes Hardaker, Christian Kaufmann, and Patricio Poblete.

So, with that, Tripti, I will now turn the meeting back to you.

TRIPTI SINHA: Thank you, Sarah.

Do we have a Board member willing to propose the motion?
Thank you, Matthew. Seconds? Thank you, Patricio.

All those in favor please say Aye.

ALL: Aye.

TRIPTI SINHA: Those opposed please say Nay. Any abstentions? The motion passes. Thank you, Sarah

Now moving on to Confirmation of Officers of ICANN, this is an annual action that the Board takes at its organizational meeting is to elect the Officers of the Organization. The ICANN officers that are proposed for re-election are:

Göran Marby as President and Chief Executive Officer.

John Jeffrey is elected as General Counsel and Secretary.

Xavier Calvez as Senior Vice President, Planning and Chief Financial Officer.

David Olive as Senior Vice President, Policy Development Support.

Ashwin Rangan as Senior Vice President, Engineering and Chief Information Officer.

Theresa Swinehart as Senior Vice President, Global Domains and Strategy.

Do we have a Board member to move the slate of officers? Thank you, Maarten. Second please? Thank you, Leon.

All those in favor please say Aye.

ALL: Aye.

TRIPTI SINHA: Those opposed please say Nay. Any abstentions?

GÖRAN MARBY: Yes, for natural reasons, I abstain from this one.

TRIPTI SINHA: Thank you, Göran.

With that, the motion passes and the Officers are confirmed.
Thank you.

So, we now move on to...

[applause]

We now move onto our other annual requirement where we come together in our role as the sole member of Public Technical Identifiers, the ICANN-controlled entity set up to perform the IANA Functions under ICANN's mandate. I'll turn to Göran to introduce those items.

GÖRAN MARBY: Thank you Tripti.

ICANN is now in its sixth year of meeting its Bylaws obligations in maintaining PTI as the home of the IANA Functions. PTI is a wholly-owned subsidiary of ICANN, and accordingly since PTI is set up with a single-member organizational structure, ICANN as that sole member has a number of governance measures that are affirmed annually during this meeting in a transparent manner, and in observance all of the governance responsibilities that ICANN has under both the ICANN and the PTI Bylaws. The annual meeting is just one part of our responsibility. We also do many other regular items, including receiving reports from the Customer Standing Committee and the IANA Naming Function Review, and approving funding through the IANA Budget. The PTI Bylaws specify that Kim Davies, the PTI President, shall join us at this annual meeting of the member.

Kim Davies, can you please join us up here.

ICANN as the sole member of PTI now takes the following steps to meet its Bylaws obligations, and I offer to the board the following set of resolutions.

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

Everybody agrees say Aye.

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

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

Whereas, the term for Seats 1 and 3 of the PTI Board are up for election.

Whereas, the Nominating Committee selected Tobias Sattler to serve in Seat 1 of the PTI Board for the term beginning at the end of this meeting of the Member and ending at the end of the annual meeting of the Member in 2025, pursuant to Section 5.5.1.1 of the PTI Bylaws.

Whereas, ICANN organization recommends that Jia-Rong Low, ICANN's Vice President, Stakeholder Engagement and Managing Director – Asia Pacific serve for another term in Seat 3 of the PTI Board, for the term beginning at the end of this meeting of the Member and ending at the end of the annual meeting of the Member in 2025, pursuant to Section 5.5.1.3 of the PTI Bylaws.

Whereas, Lise Fuhr's term in Seat 1 of the PTI Board comes to a close at the end of this meeting of the Member. Thank you Lise.

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

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

Resolved, ICANN, in its role as sole member of PTI, thanks Lise Fuhr for her service to PTI and wishes her well in her future endeavors

TRIPTI SINHA:

Thank you, Göran.

Thank you, Goran. Do I have a Board member that will move the PTI Member resolutions? Avri, thank you. Maarten as a second?

All those in favor please say Aye.

ALL: Aye.

TRIPTI SINHA: Anyone opposed? Any abstentions?

The motion passes. Thank you.

That concludes our agenda items for this Organizational Meeting. Do any Board members have any other business to raise?

Hearing none, I call this meeting to a close.

[END OF TRANSCRIPT]