ICANN78 | AGM – ICANN 25th Annual General Meeting
Thursday, October 26, 2023 – 4:00 to 5:30 HAM

TRIPTI SINHA: Good afternoon, everyone. It is always an honor and a great pleasure for us to gather here for the annual general meeting of ICANN, one of the highlights of our year. The community recognition program holds a special significance during this event. A moment for all of us to express our gratitude and celebrate our community members. To mark this occasion, I would like to invite David Olive, our senior vice president of policy development support to join me on stage. David, please.

DAVID OLIVE: Thank you, Tripti. And ladies and gentlemen, we've been through ICANN78 with many sessions over 200 or so. And this is one of my most favorite parts of the ICANN community, the community recognition program. The community work is driven by the community work is the core of ICANN and its work helping to serve our mission.

Countless hours are spent by all of you from the supporting organizations, the advisory committees, and other groups including the nomination committee and the Public Technical Advisory Board. Together, they develop and refine policies that ensure the security, stability and resiliency of the global Internet. ICANN organization is proud to help facilitate your work. And as ICANN78 comes to an end, it's important to recognize that you've done all this work so far. Please join me in welcoming ICANN's interim president and CEO, Sally

Costerton, who will join Tripti and myself as well as my colleagues to recognize the recipients of this recognition program. Thank you so much.

SALLY COSTERTON: Thank you, David. Today, we will recognize 59 community leaders though not everyone has been able to join us here in person. We will recognize community leaders in alphabetical order beginning with the nominating committee, Public technical identifiers board and then this supporting organizations followed by the advisory committees. Community leaders, please approach the stage as I announce your name.

We will begin with the 2023 nominating committee. Alvaro Aguilar. Taiwo Peter Akinremi, Ali AlMeshal, Tijani Ben Jemaa, Vittorio Bertola, Jordyn Buchanan, Michael Graham, Judith Hellerstein, Hiro Hotta, Brajesh Jain, Yrjo Lansipuro, Ram Mohan, Vicky Sheckler and John Woodworth. And from the Public Technical Identifiers Board, James Gannon.

ANDREA GLANDON: From the address supporting organization. Kevin Blumberg, Maarten Hannigan, Shubham Saran and Mike Silber. From the Country Code Name Supporting Organization, Souleymane Oumtanaga and Javier Rua-jovet. From the Generic Name Supporting Organization, Sebastien Ducos, Farrell Folly, John McElwaine, Marie Patullo, Raoul Plommer and Bikram Shrestha.

SALLY COSTERTON: And now we'll move on to the At-Large community. Carlos Aguirre, Gunela Astbrink, Naveed Ben 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. And from the governmental advisory committee, Par Brumark, Shi young Chang, Manal Ismail, and Jaideep Kumar Mishra.

OZAN SAHIN: From the Root Service System Advisory Committee. Fred Baker, Tom Miglin, Razvan Oprea, Kaveh Ranjbar, Barbara Schleckser and Ryan Stevenson. From the security and stability advisory committee, Julie Hammer, Rod Rasmussen, Chris Roosenraad and Mark Seiden. In addition, we thank Donna Austin, the recipient of the 2023 ICANN Community Excellence Award for her dedication to ICANN smart stakeholder model and Margarita Valdes, the recipient of the 2023 Dr. Tarek Kamel Award for Capacity Building for her significant contributions to local, regional, and global capacity building programs.

Finally, we wish to posthumously recognize two community members. Olevie Kouami from African Regional At-Large organization and the GNSO not-for-profit operational concerns constituency, and Pam Liddell from the GNSO Registrar Stakeholder Group and 2023 ICANN nominating committee. We joined the ICANN committee in celebrating the legacies of Olevie Kouami and Pam Little. We are very grateful for the collective and individual efforts, skills, and time of our community leaders. In that spirit, the ICANN board of directors formally recognizes these community leaders with a resolution during the annual general meeting. Committee recognition is a yearlong effort at ICANN.

The growth and evolution of ICANN as a multistakeholder organization depend on the sustained engagement and recognition of our community. Now, we invite recognized community members to join Tripti Sinha, Sally Costerton and David Olive on the stage for a group photo. Thank you for joining us.

TRIPTI SINHA: Thank you, everyone. And now I'm equally excited to have the opportunity to welcome a representative from our next ICANN public meeting location and preview what we can expect for ICANN 79. Please join me in welcoming Pablo Rodriguez, Executive Director, Vice President of nic.pr.

PABLO RODRIGUEZ: Greetings all. It's a great pleasure and a great honor to be here this afternoon. I would like to begin by thanking you because, six years ago, approximately seven years ago, I was in a similar stage in Abu Dhabi asking you to come to Puerto Rico after a terrible atmospheric event that pretty much destroyed a great part of the island. And the answer was overwhelming, and ICANN and the entire ICANN community came and were together with us and helped us and it helped us, and it was an amazing feeling. This time around, we will have a similar venue, but it is expanded.

It's so much better, and you will see that immediately, we have more hotels, more restaurants, more places to gather. So, with that being said, we want to give you a warm welcome from Puerto Rico. We want to say to every one of you, please come to Puerto Rico. You will have a fantastic time. Bring your family. Your ICANN community can rest assured that you will be in a safe place. You will have fantastic venue, and you will be able to accomplish a tremendous amount of work. But at the same time, you will also have a great opportunity to have fantastic social events. With that being said, for those of you that do not know Puerto Rico, we have a video to show you the beauty of our island and to warm your heart. Please come join us in Puerto Rico. ICANN 79 is waiting for you.

TRIPTI SINHA: Thank you, Pablo. I wish the music hadn't stopped playing. Well, we're very much looking forward to going back to Puerto Rico in March of next year for ICANN 79. All right, we are now going to start a board meeting. So, if my board colleagues could please join me on stage and take their seats. Thank you. All right. I'd like to call the meeting to order today. Today is October 26th, 2023, and this is the regular meeting of the ICANN board. Let's take roll call by starting with everyone going down the rows, stating their names and indicating they are present. And I would like to start with Alan who is online. Alan, could you please start?

ALAN BARRETT: This is Alan Barrett. I'm present online.

TRIPTI SINHA: Thank you.

CHRIS CHAPMAN: Chris Chapman, also present.

EDMON CHUNG: Edmon Chung, present.

KATRINA SATAKI: Katrina Sataki, present.

PATRICIO POBLETE: Patricio Poblete, present.

LEON SANCHEZ: Leon Sanchez, present.

MAARTEN BOTTERMAN: Maarten Botterman, present.

SARAH DEUTSCH: Sarah Deutsch, present.

DANKO JEVTOVIĆ: Danko Jevtović, present.

TRIPTI SINHA: Tripti Sinha, present.

SALLY COSTERTON: Sally Costerton, present.

BECKY BURR: Becky Burr, present.

AVRI DORIA: Avri Doria, present.

MATTEW SHEARS: Matthew Shears, present.

JAMES GALVIN: James Galvin, present.

SAJID RAHMAN: Sajid Rahman, present.

CHRISTIAN KAUFMAN: Christian Kaufman, present.

NICO CABALLERO: Nico Caballero, present.

HARALD ALVESTRAND: Harald Alvestrand, Present.

TRIPTI SINHA: Thank you. Board secretary, can you confirm that we have a quorum? Oh.

JOHN JEFFREY: Also, I believe we have Wes online.

TRIPTI SINHA: Oh, Wes, are you online?

WES HARDAKER: Yes, I'm. Wes Hardaker, present.

TRIPTI SINHA: Well, thank you, Wes.

JOHN JEFFREY: And with that, we have everyone in a quorum.

TRIPTI SINHA: Thank you, John. So, let's move on to the consent agenda. Hopefully, you've all seen the consent agenda. I'd like to ask if there any objections to the agenda or any changes? Hearing none, could we then approve the agenda by acclamation? So, everyone in support, please say aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: Any nays? Any abstentions? The consent agenda has passed. Let's move on to the main agenda. The first, item on the main agenda is a security and stability advisory committee member appointments. The shepherd for this item is Jim Galvin. Jim? Question? Jim?

JIM GALVIN: Yes, Thank you. So, the resolved, the Board accepts the recommendation of the SSAC and appoints Ram Mohan as chair of the SSAC for a three-year term beginning on 1 January 2024 and ending on 31 December 2026. And resolved, the Board accepts the recommendation of the SSAC and reappoints the following SSAC members to three-year terms beginning 1 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. Back to you, Tripti.

TRIPTI SINHA: Thank you. Any discussions or comments? Hearing none, do I have a motion on the floor? Will someone pass the motion, please? Sajid, thank you. A second, please. Leon. All those in favor, please say aye.

ALL MEMBERS: Aye. Any abstentions?

ALAN BARRETT: Aye.

TRIPTI SINHA: Any abstentions? Any nays? The motion passes. Thank you, Jim. Let's move on to the internal audit function. The shepherd for this is Sajid Rahman. Sajid?

SAJID RAHMAN: Resolved, 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.

TRIPTI SINHA: Thank you, Sajid. Any questions or comments? I'd like to make a comment. This is a long time in the making, and I think this takes the organization towards its next step of maturity. So, thank you, Sajid, to you and the committee for all this work. All right. Do I have a motion on the floor to pass this? Okay. Sajid and Avri is seconding this. Thank you. All those in favor, please say aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: Any nays? Any abstentions? The motion passes. Thank you. Let's move on to the FY25 strategic outlook trends report. Our shepherd is Matthew Shears. Matthew?

MATTHEW SHEARS: Thank you, Tripti. Just a couple of words perhaps before I read the result. This is part as you know, of a very important process that allows us to ensure that the strategic plan is up to date and reflects trends and your inputs on those trends on an annual basis. This is something that the community board and AUG contribute to, and we spend a considerable amount of time in doing that.

The findings from that, those sessions are incorporated into a report that's presented to the Board strategic planning committee and then the Board strategic planning committee makes a finding as to whether or not those trends and other acts, other things that the community has picked up are level of materiality that would warrant the strategic plan being changed. As in the past, we very much appreciate the community and org and my fellow board members' input.

After considerable Looking at the trends and the numerous inputs from the community, the SBC decided that it would recommend to the Board that the strategic plan not be changed for this year, and I'll read the resolved accordingly. Resolved, 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 at this time. Thank you.

TRIPTI SINHA: Thank you, Matthew. Do I have a motion, please? Matthew, thank you. Do I have a second? Becky. All those in favor, please say aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: Any nays? Any abstentions? The motion passes. Thank you, Matthew. All right. Let's move on to the next one. It's pending recommendations of the new gTLD subsequent procedures policy develop, I'm sorry. I missed one. The next one? Pardon me? That would be the next one. Yes. Correct. No. The next one is revisiting board action on CCWG-AP recommendation 7. And the shepherd is Maarten Botterman. Maarten?

MAARTEN BOTTERMAN: Yes. Thank you. So, we're standing ready to prepare for the next, for the first ground round and the intent is to do that next year with a limited amount of money of 10 million and then to see how that works and improve on it knowing that we want to do this right, and we want to do as least possible costs so that most money will be available in the end for its purpose, the grant giving itself.

So, with that, we propose to resolved, the ICANN board revisits its 12 June 2022 decision on recommendation 7 of The Cross-Community Working Group on new gTLD auction proceeds and issues to revise scorecard, which is available online. Removing the requirement and the dependency that the fundamental bylaw amendment is required prior to 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. And resolved, the ICANN board directs ICANN's interim president and CEO or its 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. Thanks.

TRIPTI SINHA: Thank you, Maarten. Any questions or comments, please? Yes, Becky.

BECKY BURR: Thank you. We have heard concerns in the community about this action by the Board in terms of using the contract to limit access to the Board described accountability mechanisms. And in response to those, comments and concerns, we have determined that we are going to simultaneously pursue a fundamental bylaw change that will provide some protections that are designed to reflect what we think are the built-in limitations here.

First of all, where the final report of the CCWG, which is approved by all chartering organizations, recommends that one or more bylaws defined accountability mechanisms should not be available to resolve disputes in specified circumstances. And the Board agrees that the community recommendation to limit access to the bylaws described accountability mechanisms is in the global public interest, then the Board should be authorized to direct org to implement the CCWG recommendation that limits access to the bylaws defined accountability mechanism. This builds into several important protections.

First of all, it is limited to recommendations from CCWGs where all of the chartering organizations have approved the recommendation to limit access to the accountability mechanisms and it will ensure that all of the parts of the empowered community have the opportunity in advance of the final recommendation to object to any modification or withdrawal or limitation on the access to the accountability mechanisms. And if a member of the community objects, then the charter would not be approved by all of the chartering organizations and the Board would have that information when it determines whether or not to approve the remainders of the recommendation.

So, it's our conclusion that the community's concerns which are, of course, legitimate would be addressed in this way. So, we will be launching that initiative and requesting fundamental bylaws change to that effect.

TRIPTI SINHA: Okay. Thank you, Becky. Are there any question? yes. Avri?

AVRI DORIA: Thank you. Please I'm trying to understand. I mean, I understand the whereas and the dependencies, but what in the motion and that whereas limits the resolved from going ahead before that fundamental bylaw change has been made. And I'm assuming that the fundamental bylaw change would have to happen before we would change the conditions for the auction proceeds. Is that a correct assumption?

BECKY BURR: Somebody has to turn off there. So, the analysis that we've done actually was we had a great deal of clear documentation about the circumstances under which this recommendation was being made and we were being essentially directed by the community, all of the chartering organizations to do this. When we initially came up with this, we did not think bylaws amendment was required. We heard and listened to the concerns of the community.

It's not that, and this is designed to address those concerns, but it was not our conclusion that this was a requirement. So, we would like to pursue those simultaneously and concurrently, I think it's probably, if we can move the bylaws amendment quickly then we don't have a problem but, the conclusion that we our legal the advice that we got from legal was that we actually didn't need this amendment. We're doing this because we want to be responsive to the concerns and be extra careful about it. But in this case, we got very clear direction from the community that the community was in favor of these limits on the access to the accountability.

TRIPTI SINHA: Avri, any further questions?

AVRI DORIA: Justice comfort.

TRIPTI SINHA: All right.

AVRI DORIA: I guess in my favorite world, they would be dependent, and they would be end-to-end dependent, so that they would happen simultaneously and happening not one before the other. Well, actually, it's okay for the bylaws to be changed before this, but not so, yeah, I'm a little concerned. Yeah. Thank you.

BECKY BURR: I mean, I don't think there's any question that in perfect world that would happen and I hope that does happen. We really do want to initiate the grants program and we will endeavor to get this done as quickly as possible.

TRIPTI SINHA: Becky, I believe we have another question from Edmon.

EDMON CHUNG: No. Just really building on what Becky said. I think I understand, Avri's, concern, and there are concerns raised from the community as well. But I think there is a, at least from my vantage point I see even bigger call from the community to have the grants program working. I think it's a very important program and that is the reason for-- I think I just want to make clear that what we are saying is that the exploration on the bylaws change is hap-- you know, it will go forward simultaneously to the implementation of the grants program. But if the grants program gets started first, we won't stop it because we have not completed the exploration on the potential bylaws change. So, that is I understand, Avri, it's your discomfort, but I also want to make sure that everyone knows that's what's the resolution is in front of us.

AVRI DORIA: So, if one passes but the other doesn't and the bylaws doesn't change, then what does that situation mean?

BECKY BURR: It means that we don't have a change that enables that, we don't have a change that addresses this in perpetuity, and we'll have to consider it, time by time. But as I said, the legal conclusion here was that we the Board was authorized to undertake this and there's a lot of analysis in the Board papers that explains why we don't think that this bylaws change is necessary. But it is a clarifying and a good thing. So, I'm going to you have my word that I am going to pursue it aggressively.

AVRI DORIA: I definitely believe you are, and I appreciate the discussion of it, since it was sort of a late change. But thank you very much.

TRIPTI SINHA: Thank you, Avri, Becky, and Edmon. Sarah?

SARAH DEUTSCH: I would just add that the underlying purpose here is to get the program running, to get funds in it to good hands and good causes and to make sure that the funds aren't eaten up by accountability mechanism challenges, that would be a really bad outcome if the funds weren't used for the public good. So, that's really what's driving us here, and it is about some suspender’s approaches, Becky, mentioned.

BECKY BURR: I think that's important to recall. I personally would not have voted to launch the grant program if we had not taken steps to ensure that the grant proceeds would not be used to resolve disputes about those grant decisions. So, and I don't think I would have been alone in that decision.

TRIPTI SINHA: Any further questions, discussion? Maarten, you have a comment?

MAARTEN BOTTERMAN: No. I think everything has been said. It's really us starting with it in a way we believe is responsible and, at the same time making sure that if more necessary measures are necessary. They will be possible by the time we review the first round.

TRIPTI SINHA: All right. Do I have someone who's willing to move the motion? Thank you, Maarten. Danko would like to second, all those in favor, please say aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: Any nays? Any abstentions? The motion passes. Thank you, everyone. Let's move on to the next one, which is pending recommendations of the new gTLD policy development process final report. The shepherd is Avri.

AVRI DORIA: Thank you, Tripti. So, speaking a little bit about this one since having received the final report, having had an ODP and received an ODA, have gone through several rounds working with the GNSO with its small team, getting clarifications, looking at each of those. And this will be the third time that we're basically coming down to an update of the scorecard after having receive clarification statements and having gone back and forth.

Before reading the resolved, I really want to say how much I've appreciated the sort of interaction, the process that we've built with the GNSO to go back and forth to discuss these things in gory detail sometimes and getting to the point where we have something that the Board is able to accept and that the GNSO has explained very fully, sometimes overly. So, let me get to the resolved on this. And where are they?

Resolved, the Board adopts the scorecard subsequent procedures dated 26 October 2023, which will be found online, consisting of Section A, which details the recommendations that the Board adopts with the second clarifying statement. Section B, which details the recommendation 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 at rationale for each of the outputs Per Bylaws Annex A, Section 9. Resolved, the Board directs the interim president and CEO or her designees 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. The board finds that the outputs identified in Section B of the October 2023 scorecards are not in the best interest of the ICANN community or ICANN and therefore does not adopt these outputs. Section B of the October 2023 scorecard includes the Board's statement to document the Board's rationale for why recommendations identified in Section B are not in the best interest of the ICANN community or ICANN pursuant to annex A Section 9 of the ICANN Bylaws.

Resolved, the Board directs the interim president and CEO or her designees to submit the Board statement to the GNSO council and to coordinate with the GNSO council a time to discuss the Board statement. Resolved, 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.

TRIPTI SINHA: Thank you, Avri. Any questions or comments for Avri? Oh, yes, Becky.

BECKY BURR: I would like to second Avri's gratitude to the GNSO council and the small team in the community for the very collaborative way in which we've worked to move this forward, but I also want to take a moment to thank Avri for enormous work in this. We would not be here without you.

TRIPTI SINHA: Thank you, Becky. Other questions or comments? All right. Let's move on, to passing the motion. Avri, I'm assuming you would like to move it. Yes. You would like to move it? Do I have a second?

BECKY BURR: I'd like to second it.

TRIPTI SINHA: And Becky will second it. All those in favor, please say aye. Aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: Any nays? Any abstentions? The motion passes. Thank you, Avri and Becky, for all your work. Moving on to next round funding request. The shepherd is Danko.

DANKO JEVTOVIĆ: Thank you, Tripti. So, now we resolved on doing, continuing to do next round, we have to continue to fund it. So, whereas the BFC is recommending to use the SFICR supplemental Fund for Implementation of community recommendations rather than the remaining five of the 2012 round of the new gTLD program since this

SFICR has the available funds, and this will preserve the remaining 2012 funds for the ongoing 2012 grant expenses.

And resolved. The board authorizes the ICANN interim president and CEO or her designees to spend up to $13 million from the SFICR to fund the implementation work of the new gTLD program next round through June 30, 2024. And resolved, the Board directs the ICANN interim president and CEO or his designees to prepare any request for implementation of funding beyond 30 June 2024 to be submitted to the BFC in timely manner so that the committee can make a recommendation to the Board for consideration at or above the ICANN 80 Public meeting. Tripti?

TRIPTI SINHA: Thank you, Danko. Any questions or comments for Danko? Oh, I see none. All right. This is easy. Okay. Do we have a motion? You would like to move it? Do I have a second, Leon? All those in favor, please say aye. Aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: Any nays? Any abstentions? The motion passes. Thank you, everyone. So, we now move on to the thank you portion of our meeting, the Board has already had an opportunity to privately share our thoughts with Our outgoing board members, Avri and Matthew, who end their terms today. So, we will miss the two of you. Both of you have made tremendous contributions in the past year and thank you very, very much. And I will now move on to reading the resolutions. So, thank you to Avri first for your service to the ICANN board.

We're going in alphabetical order, so, please don't interpret this in any other way. So, whereas, Avri Doria was nominated by the nominating committee to serve as a member of the ICANN board with a term starting on the second November 2017, whereas Avri concludes her term on the ICANN board on the 26th of October 2023, whereas Avri served as a member of the following board committees working groups and caucuses.

She's the chair of the Board technical committee, chair of the Board organizational effectiveness committee, served on the Board accountability mechanisms committee, served on the Board audit committee, the Board finance committee. The board governance committee, the Board strategic planning committee, the Board Internet governance working group, the Board caucus on budget and prioritization of community recommendations, which she also chaired. Board caucus on CCWG accountability work stream (WS2), she chaired. She also co-chaired the Board caucus on new gTLD subsequent procedures policy development process, (SubPro).

She also chaired the Board caucus on the Root Service System governance committee working, caucus rather. The board caucus on accountability on transparency review 3 (ATRT3). The board caucus on ccPDP3 review mechanism. Served on the Board caucus on DNS abuse. On the served on the Board caucus on international governmental organization, IDO, issues. And the Board caucus on registration data directory services, RDS review, and ad Hoc board committee on the ccTLD retirement process. It's quite a list, Avri.

Resolved. Avri Doria has earned a deep appreciation of the Board for her term of service and the Board wishes her well in her future endeavors within the Board community and beyond. I would like to… well, we're not quite done yet. We still need to resolve this. So, do I have someone who will move this motion? Okay. Leon. Edmon seconds. All right. Let's, Resolve this via acclamation. Avri, did you notice how anxious everyone is to appreciate you? We could we had to resolve it after everyone clapped for you. So, thank you, Avri, for everything, Yeah. For all your contributions.

Moving on to Matthew, we would like to thank you for your service, Matthew. Whereas Matthew Shears was nominated by the generic name supporting organization to serve as a member of the ICANN board with a term starting on the second of November 2017. Whereas Matthew concludes his term on the ICANN board on the 26th October 2023. Whereas Matthew served as a member of the following board committees, working groups, and caucuses. Chair of the Board strategic planning committee, served on the Board governance committee, the Board risk committee, the Board organizational effectiveness committee, Board Internet governance working group chair.

Served on the Board GDPR and ePDP working group. Served on the strategic planning working group before it became a committee. Board internationalized domain names-universal acceptance (IDN-UA) working group. Served on the Board caucus on budget and prioritization of community recommendations (BPCR) and was also chair. Board caucus on accountability and transparency review 3(ATRT3), served on the Board caucus on CCWG accountability work stream (WS2), board caucus on competition consumer trust, and consumer choice review (CCT) review, Board caucus on data protection and privacy, the Board caucus on DNS abuse, board caucus on new gTLD subsequent procedures policy development process, the (SubPro).

Resolved, Matthew Shears has earned the deep appreciation of the Board for his term of service and the Board wishes him well in his future endeavors within the ICANN community and beyond. I'd like to call someone to pass the motion. Okay. So, let's resolve this now. Do I have a motion? Becky, a second, please, Avri. So, let's resolve this via acclamation. All right. Let's move on to Thanking the local government and supporting organizations of ICANN 78 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 Sume, chair of the Board, eco association, Andreas Musielak, member of the executive board DENIC; and their teams for their great support.

The board also extends its thanks to ICANN 78 local host committee members, Eco Association, DENIC, and the city of Hamburg for their great support. We'd also like to say thank you to the sponsors of ICANN

78. The board wishes to thank the following sponsors, Data Provider, Clean DNS 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, and the Wedos Internet s. a. Thank you to interpreters, interpreters' staff, event and hotel teams of the ICANN 78 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 Centre Hamburg for providing a wonderful facility to hold this event. Thank you to community members. With this next resolution, we formally recognize by resolution all of community members that were celebrated in the community recognition program that we just held before this meeting.

I will not reread the name, the entirety of the resolutions, but we'll ask for the Board to move and second this group of recommendations. So, all in favor, let's approve all these by acclamation. Do we have any other business to discuss? Because I believe we've come to the end of the meeting. Anyone? All right. So, I will now call this meeting to a close. With that, but before I close the meeting, I would like someone to call for a motion to adjourn. Avri?

AVRI DORIA: Love to call for a motion to adjourn. And, Matthew, will you second that? Okay. All right. All those in favor, please say aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: Anyone opposed to adjourning? Any abstentions? So, we will be adjourned. With that, I request the departing board members to leave the stage and invite our new members come onto the stage and find the seat. Okay. Welcome, Catherine and Chris. I would like to now call, the organizational meeting to order on the 26th of October 2023. So, this is an important board meeting, because we seat our new board members and essentially have a new composition of the forward. So, I would like to first ensure that, we have Alan still online to participate. Alan?

ALAN BARRETT: Yes. This is Alan. I'm still online.

TRIPTI SINHA: Thank you. And Wes?

WES HARDAKER: Wes Hardaker present.

TRIPTI SINHA: Okay. Thank you. Chris, if you could state your name going down.

CHRIS CHAPMAN: Chris Chapman, present.

EDMON CHUNG: Edmon Chung, present.

KATRINA SATAKI: Katrina Sataki, present.

PATRICIO POBLETE: Patricio Poblete, present.

LEON SANCHEZ: Leon Sanchez, present.

MAARTEN BOTTERMAN: Maarten Botterman, present.

SARAH DEUTSCH: Sarah Deutsch, present.

DANKO JEVTOVIĆ: Danko Jevtović, present.

TRIPTI SINHA: Tripti Sinha, present.

SALLY COSTERTON: Sally Costerton, present.

BECKY BURR: Becky Burr, present.

CATHERINE ADEYA: Catherine Adeya, present.

CHRIS BUCKRIDGE: Chris Buckridge, present.

JAMES GALVIN: James Galvin, present.

SAJID RAHMAN: Sajid Rahman, present.

CHRISTIAN KAUFMAN: Christian Kaufman, present.

NICO CABALLERO: Nico Caballero, present.

HARALD ALVESTRAND: Harald Alvestrand, Present.

TRIPTI SINHA: Thank you. John, can you confirm that we have a quorum?

JOHN JEFFREY: Yes, we do.

TRIPTI SINHA: Thank you, John. We welcome Catherine Adeya and Chris Buckridge to 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 in appointing ICANN's officers. As we turn to the first resolution on the selection of board leadership, I will ask the Board's vice chair, Danko Jevtović to present the first motion. Danko?

DANKO JEVTOVIĆ: Thank you, Tripti for the honor. So, as the first resolution of the new board I think I propose that we resolve Tripti Sinha to be elected as the new chair of the Board. Anyone Proposing the motion, Katrina, and second, Chris. So, do we have the vote? Anyone in favor?

ALL MEMBERS: Aye.

DANKO JEVTOVIĆ: Anyone abstaining? No? Anyone against? No. So, mister secretary, please confirm that we have the resolution.

JOHN JEFFREY: Confirmed.

DANKO JEVTOVIĆ: Tripti, back to you as the new chair.

TRIPTI SINHA: Thank you, Danko. And thank you to my colleagues on the Board for entrusting me again with this role. Let's move on to the election of the ICANN board vice chair. I will first, read the resolution. Resolved, Danko Jevtović is elected as vice chair. I would like someone to move this motion. Sarah, thank you. Patricio as a second. All those in favor, please say aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: Any nays? Any abstentions? Congratulations, Danko. You are confirmed as the vice chair.

DANKO JEVTOVIĆ: Thank you.

TRIPTI SINHA: We'll now move on to the appointment of membership and leadership of board committees. We will turn to Sarah Deutsch to introduce the Board committee memberships and leadership slating. Sarah?

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. So, the Board governance committee works with the Board collegially and develops this slate, and I'm now going to read from the BGC's recommendation.

So, resolved. Membership and leadership of the following board committees is established as follows. Accountability mechanisms committee, Leon Sanchez, chair. The members are Becky Burr, Sarah Deutsch, Patricio Poblete, Katrina Sataki. The audit committee is chaired by Sajid Rahman along with Catherine Adeya, Alan Barrett, Christian Kaufmann and Katrina Sataki. Compensation Committee, Tripti Sinha is chair along with Sarah Deutsch, Danko Jevtović, Christian Kaufman, and Sajid Rahman.

Executive Committee, Tripti Sinha is the chair, and the other members are Sally Costerton, Sarah Deutsch, Danko Jevtović. The finance committee, Danko Jevtović is the chair along with Harold Alvestrand, Maarten Botterman, Edmon Chung, Patricio Poblete, and Leon Sanchez. Board Governance Committee, Sara Deutsch, chair, and our remaining members are Catherine Adeya, Becky Burr, Edmon Chung, Danko Jevtović, Sajid Raman, and Leon Sanchez. Next is the Organizational Effectiveness Committee, and this is chaired by Katrina Sataki along with Alan Barrett, Chris Buckridge, Chris Chapman, Edmon Chung, and James Galvin.

Next is the risk committee, and Jim James Galvin is the chair. And the other members are Harald Alvestrand, Maarten Botterman, Becky Burr, Chris Chapman, Wes Hardaker and Patricio Poblete. We have also the strategic planning committee, which we have two co-chairs in this case, Maarten Botterman and Chris Chapman. And the members of strategic planning committee are Alan Barrett, Chris Buckridge, Becky Burr, Edmon Chung, James Galvin, Wes Hardaker, Danko Jevtović, Christian Kaufmann, Leon Sanchez, and Katrina Sataki.

Our technical committee, Christian Kaufman is the chair, and the members are Harald Alvestrand, Alan Barrett, Chris Buckridge, Nicholas Caballero, Edmon Chung, James Galvin, Wes Hardaker, and Patricio Poblete. So, I have read through the slate, and I'm now turning the meeting back to you, Tripti. Oh, can we scroll to the resolutions, please? That's it. It's back to you.

TRIPTI SINHA: Thank you, Sarah. So, do we have a board member to move the proposed motion? Okay. Thank you, Sarah. A second, Chris Chapman. All right. Everyone's so anxious. Just second. All right. All those in favor, please say aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: Any nays? Any abstentions? Thank you. The motion passes and the committees are confirmed. So, another annual action that the Board takes at its organizational meeting is to elect the officers of the organization. ICANN officers that are proposed for reelection are resolved. Sally Costerton is elected as senior adviser to president and senior vice president, global stakeholder engagement and interim president and CEO.

Resolved John Jeffrey is elected as general counsel and secretary. Resolved Xavier Calvez is elected as senior vice President, planning, and chief financial officer. Resolved, David Olive is elected as senior vice president, policy development support and managing director of Washington DC office resolved. Theresa Swinehart is elected as senior vice president, global domains division. Do I have a board member to move the slate of officers? Becky, thank you. A second, please. Maarten, thank you. All those in favor, please say aye.

ALL MEMBERS: Aye.

ALAN BARRET: Aye.

TRIPTI SINHA: Any nays? Any abstentions? So, the offices are confirmed. Thank you, everyone. We'll now turn to our other annual requirement where we come together in our role as a sole member of public technical identifiers, PTI, the ICANN controlled entity set up to perform the IANA functions under ICANN's mandate. I'll turn to Sally to introduce those items. Sally?

SALLY COSTERTON: Thank you, Tripti. ICANN is now in its 7th 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 of 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 Davis, a PTI President shall join us at this annual meeting of the member. This year notes a change for PTI with the conclusion of James Gannon's turn. He has served as the chair of the PTI board for the past year.

I want to take the opportunity to thank him for his service and welcome Anupam Agrawal as ICANN continues to support PTI in delivering the IANA services with excellence. Kim, could I ask you to come oh, there you are. I didn't even there you are. 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.

Could you just roll scroll them up, please? Thank you. 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 reelect Kim Davies as the president of PTI. Do I have a proposal? What do I do? You want me to read them one at once? Okay. That's fine. Whereas ICANN in its role as the 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 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. ICANN in its role a sole member of PTI, elect Anupam Agrawal to serve in 2 of the PTI board and reelect Xavier Calves to serve in seat 4 of the PTI board with terms ending at the end of the annual meeting of the member in 2026Resolved ICANN in its role as sole member of PTI thanks James Gannon for his service to PTI and wishes him well in his future endeavors.

TRIPTI SINHA: Thank you, Sally. Is there a board member who will move this motion? Thank you, Katrina. Do I have a second, please? Thank you, Sajid. I'd like to now call for a vote. All those in favor, please say aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: Any nays? Any abstentions? The motion passes. All right. This brings us, to the very end. Is there any other business that anyone would like to bring up? All right. I don't see any hands. So, that these concludes our agenda items for these organizational meetings. So, hearing none, on our 25th anniversary, will someone propose a motion to close this board meeting? Christian. Do I have a second? Becky. All those in favor, please say aye.

ALL MEMBERS: Aye.

ALAN BARRETT: Aye.

TRIPTI SINHA: This meeting is adjourned and congratulations to everyone on our 25th anniversary.

[END OF TRANSCRIPTION]