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BARCELONA - ICANN Public Board Meeting - Organizational (AGM)  
Thursday, October 25<sup>th</sup>, 2018 - 08:30 to 10:00 CEST  
ICANN63 | Barcelona, Spain

CHERINE CHALABY: Thank you. And I would now like to call -- to open the next board meeting and organizational meeting of the Board.

May I ask our general counsel if we have a quorum. Mr. General Counsel.

JOHN JEFFREY: Yes, we do, Mr. Chairman.

CHERINE CHALABY: Okay. First of all, welcome to Nigel, Danko, Harald, Tripti, and Merike.

Welcome to the Board. You're now formally on the Board.

In the next couple of minutes, we are leaderless. We need to appoint a chair, and we need to appoint a vice chair and appoint all our committees. So we will start with the appointment and election of the ICANN Board chair. Chris Disspain.

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CHRIS DISSPAIN: Thank you, Cherine. The first item of business today is to call for or to nominate a board chair.

As is tradition with the Board, we have had discussions about this. And we have a resolution before us. I would like to start by reading the resolution. And I'm going to call for any proposer and seconder. And I'm going to ask if there's any discussion.

The resolution is that Cherine Chalaby is elected as chair of the Board. May I have a proposer for that resolution, please?

I had Maarten first. Becky you can second.

Is there any discussion? I'd just like to say that I'm delighted to be sitting here making this resolution -- putting this resolution forward. And I would like to ask us to resolve this by acclamation.

[ Applause ]

And now back to you, Mr. Chairman.

CHERINE CHALABY: Thank you, Chris. And thank you, Board. It is an honor to serve for another term.

I really appreciate it. And thank you to the community for the trust you have put in me.

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The next item on the agenda is the election of the Board vice chair. Again, as Chris described, we had discussions on the Board. And we went through an election, and there was no -- there was only one member who put his name forward. And that's Chris. And the Board has agreed for him. So now we're doing the formal election. I'd like to do this by acclamation.

So, before announcing the vote, does anyone have any comment to make? Okay. I would like to say that it's been a very good relationship between Chris and I. I think we formed a very close team in the interests of the Board, the community, and everyone. And I think this has provided the right level of leadership for the board. So I'm grateful that Chris has put his name forward as vice chair for another year, and it is an honor to elect him and to announce his election as vice chair.

With that I agree and accept this resolution by acclamation.

Thank you and well done, Chris.

[ Applause ]

CHRIS DISSPAIN:

Thank you all very much. I appreciate the trust, and I'm honored to be vice chair. Thanks.

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CHERINE CHALABY: Thank you.

The next resolution is item 1c, appointment of membership and leadership of board committees. Becky.

BECKY BURR: Thank you very much. And thank you to all of my board colleagues who collaborated so well in providing and creating this leadership list and the membership of the Board committees.

I'll just read the resolution and the committee assignments.

Resolved, membership and leadership of the following board committees is established as follows: Accountability Mechanisms Committee, Chair, Chris Disspain, members include Becky Burr, Sarah Deutsch, Nigel Roberts, Leon Sanchez.

Audit Committee, Sarah Deutsch, Chair, members Avri Doria, Chris Disspain, Akinori Maemura, Nigel Roberts.

Compensation Committee, Chair Cherine Chalaby, members Maarten Botterman, Becky Burr, Ron da Silva, and Chris Disspain.

Executive Committee, Cherine Chalaby Chair, Becky Burr, Chris Disspain and Göran Marby members.

Finance Committee, Ron da Silva Chair, Maarten Botterman, Danko Jevtovic, Khaled Koubaa, and Tripti Sinha members.

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Governance Committee, Becky Burr Chair, members Maarten Botterman, Ron da Silva, Khaled Koubaa, Matthew Shears.

Organizational Effectiveness Committee, Khaled Koubaa Chair, Avri Doria, Lito Ibarra, Danko Jevtovic, and Leon Sanchez members.

Risk Committee, Lito Ibarra Chair, members Matthew Shears, Akinori Maemura, Harald Alvestrand, Merike Kaeo, Kaveh Ranjbar, and Tripti Sinha.

Technical Committee, Akinori Maemura Chair, Harald Alvestrand, Avri Doria, Lito Ibarra, Merike Kaeo, Tripti Sinha, and Kaveh Ranjbar members. Thank you very much. Any discussion on the list? And just noting for the scribe that -- okay. Fix it. Perfect. Thank you very much.

Yes, Akinori.

AKINORI MAEMURA: Akinori Maemura, for the record. Just asking for a small fix. My name is noted as Akinori Maemura and Maemura Akinori Maybe we need to fix it to have the identical notation. Thank you.

BECKY BURR: Thank you. So noted.

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KAVEH RANJBAR: Also spelling of my name.

BECKY BURR: Okay. We're going to fix Kaveh's spelling. Any other fixes that we missed?

Do I have a motion? Ron. Second Avri. All in favor, aye. Any opposed? Any abstentions? Thank you very much. And thank you very much to all of the new board members for the work that's to come.

CHERINE CHALABY: Thank you, Becky, I'd like to move to item 1d, Confirmation of Officers of ICANN. I will read the resolutions and ask for a vote.

Resolved, Göran Marby is elected as President and Chief Executive Officer.

Resolved, John Jeffrey is elected as General Counsel and Secretary.

Resolved, Xavier Calvez is elected as Chief Financial Officer.

Resolved, Susanna Bennett is elected as Chief Operating Officer.

Resolved, David Olive is elected as Senior Vice President of Policy Development Support.

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

May I ask someone to move this resolution? Chris? Khaled will second.

Any comments? Okay. I will call for the vote. All of those for say "aye."

[ Chorus of ayes ]

Any against? Any abstention? Thank you. Resolution passed.

We're now going to move from this meeting to the member's meeting. This is the portion of our meeting where the ICANN Board meets as the member of the PTI to take care of annual governance requirements.

I will invite Kim Davies, the PTI president, to join us for this portion of the meeting.

We will be performing our annual obligation of election of PTI's president and director as part of how we oversee performance of the IANA function.

Kim Davies, would you like to join us, please? Thank you. All right.

We have two resolutions to pass. Item 1e, Election of the PTI President.

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I will ask Göran Marby to read the resolution. And then I'll call for a vote.

And then there will be a second resolution about the election of the PTI board. And I'll ask Göran Marby again to read a resolution, and then I'll take a vote.

GÖRAN MARBY: Resolved, the ICANN Board confirms that this meeting is the annual meeting of the member of the Public Technical Identifiers, PTI.

CHERINE CHALABY: Who would like to move this resolution? Who would like to second? Nigel. All those for say "aye."

[ Chorus of ayes ]

Anyone against? Any abstention? Thank you.

GÖRAN MARBY: Resolved, the ICANN's board in his role as sole member of PTI has re-elected Kim Davies as president of PTI.

CHERINE CHALABY: Who would like to move this resolution?



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Chris.

Who would like to second?

Maarten.

Any comments?

All of those for, say aye.

[ Chorus of ayes ]

CHERINE CHALABY: Anyone against?

Any abstention?

Thank you. The resolution is passed, and there is a third resolution. I apologize, which Göran will also read.

GÖRAN MARBY: Resolved, ICANN in its role as sole member of PTI elects Trang Nguyen to fill the vacancy in seat 3 of the PTI Board with a term ending at the end of the annual meeting of the member in 2019.

CHERINE CHALABY: Who would like to move this resolution? Lito, and Avri second.  
Who would like to make a comment? Göran.

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GÖRAN MARBY: I would just like to congratulate Trang and thank her. She is one of the most exceptional individuals in the ICANN organization, and I welcome her into the PTI Board.

CHERINE CHALABY: Khaled would like to move the resolution -- sorry. You want to comment.

KHALED KOUBAA: Gentleman, just to commend the work that has been done to PTI, to the great job as stated in the reports by the Customer Standing Committee. It has been a long and a great job, so thank you very much for your work.

CHERINE CHALABY: Any further comments?

Okay. I'm going to call for the vote. All of those for, say aye.

[ Chorus of ayes ]

CHERINE CHALABY: Anyone against?

Any abstention?

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Resolution passed. Thank you very much.

We're going to the end of this organizational board meeting.

Any other items? Any other business?

Thank you very much. I will now call this meeting to a close.

Thank you, everybody, and this meeting has ended.

Thank you.

[ Applause ]

BRAD WHITE:

Ladies and gentlemen, I would like to ask you to stay for the community recognition program. We will start in just one minute.

Thank you.

[ END OF TRANSCRIPT ]