

Board Strategic Planning Committee Charter | As approved by the ICANN Board of Directors on 26 October 2023

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

1. 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.

2. 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. While only Directors can vote or constitute a quorum, the non-voting Board Liaisons on the Committee play an important role and their contributions and views on proposed motions are essential for informed decision-making.

VI. Records of Proceedings

A preliminary report with respect to actions taken at each meeting (whether electronic, telephonic or in-person) of the Committee shall be recorded and distributed to committee members within seven working days, to the extent feasible and appropriate, 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. Committee Chair Alternate

The Committee Chair shall designate a Committee member to serve as an alternate for the Chair in the event that the Chair is unavailable for a meeting, or recuses themselves from presiding over a matter, or is otherwise unavailable to fulfill their role as Chair.

VIII. Review

The Board Strategic Planning Committee shall conduct a self-evaluation of its activities on an annual basis and may recommend to the Board

Governance Committee changes in membership, procedures, or responsibilities and authorities of the Committee if and when deemed appropriate. 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 may also be reviewed as part of any independent review of the Board and its Committees.