Board Technical Committee Charter | As Approved by the Board of Directors on 26 October 2023

I.   Purpose

The Technical Committee of the ICANN Board is responsible for supporting the ICANN Board with oversight of technical work necessary to meet ICANN's mission of ensuring the stable and secure operation of the Internet's unique identifier systems.

II.   Scope of Responsibilities

The following activities are set forth as a guide for fulfilling the Committee's responsibilities. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee's Board-level strategic oversight of the following technical matters/ purposes, or as assigned by the Board from time to time:

A.   Ensure that ICANN organization has an appropriate technical roadmap, consistent with ICANN's strategy;

B.   Explore and make recommendations on technical issues that require Board intervention;

C.   Recommend resolutions to the Board along with sufficient background information and analysis to further the technical work of the ICANN organization;

D.   Provide input on specific items at the request of the Board or ICANN organization;

E.   Identify or evaluate opportunities to work with other standards or information organizations to facilitate the interoperability of the Internet's unique identifier systems;

F.   Facilitate the Board's gaining a deeper understanding of general technical issues impacting the security, stability and resiliency of the Internet's unique identifier systems;

G.   Coordinate the Board's review and response relating to advice from the Security and Stability Advisory Committee and the Root Server System Advisory Committee;

H.   Provide analysis to the Board on technical issues related to maintenance or harmonization that are raised by Board members, Board committees, ICANN organization, the Technical Experts Group or other Advisory bodies;

I. Ensure portfolio of technical programs and major projects as identified by the Board or ICANN organization (including community-driven initiatives) are in line with ICANN Strategy and the current updated technical roadmap by answering questions such as:

    1. What major technical programs or initiatives should ICANN be doing or funding?

    2. Does ICANN organization have the right number of technical programs/projects/teams (too many, too few)?

    3. Are there major technical program/project/team initiatives that ICANN should be working on that it isn't?

    4. Is the scope of each agreed major technical program and project initiative right?

    5. Are there major technical programs/projects/products/teams that should be closed or discontinued?

J. Lead and coordinate the Board's engagement with the Technical Experts Group; and

K. Provide guidance on appropriate governance and standards development processes by answering questions such as:

    1. What should be the process for approving a new major technical program or team?

    2. What should be the process for (re-) prioritizing a major technical program/project/team?

L. Periodically review IT tools made available to Board members for Board activities, and review recommendations for change based upon the evolution of both Board member needs and evolution of IT tools.

III. Composition

The Committee shall be comprised of at least three Board members as determined and appointed annually by the Board, each of whom shall comply with the Conflicts of Interest Policy. The Committee will have no independent authority to take action and will make recommendations to the Board to consider and take action on, by resolution of the Board. Accordingly, while the Committee may only include Board Directors and/or Liaisons, the Committee may be made up primarily of Liaisons and may be chaired by a Liaison. The members of the Committee shall serve at the discretion of the Board.

Where possible, Committee membership shall be made up of Board Directors and Liaisons that have specific knowledge and expertise on the matters within the Committee's scope, including, but not limited to: operational experience with the Internet's technical identifiers; membership in the SSAC or RSSAC; and/or those who have direct experience in defining, developing and/or leading the implementation of large-scale engineering projects.

Unless a Committee Chair is appointed by the full Board, the members of the Committee may designate its Chair from among the members of the Committee by majority 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 semi-annually.

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 Technical 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.