

ICANN BOARD PAPER NO. 2021.09.30.1a

TITLE: PTI Board Vacancy

PROPOSED ACTION: For Board Consideration and Approval

EXECUTIVE SUMMARY:

As the Sole Member of PTI, ICANN is responsible for the election of the PTI Board members. David Conrad's announced departure from ICANN creates a vacancy in one of the PTI Board seats, with approximately two years left in the term. Under the PTI Bylaws, the ICANN Board is empowered and expected to act quickly to fill the vacancy.

ICANN PRESIDENT AND CEO RECOMMENDATION:

ICANN's President and CEO recommends that Xavier Calvez, ICANN's SVP, Planning and Chief Financial Officer, be appointed to fill the vacancy on the PTI Board that will be caused by David Conrad's departure. Calvez's service on the PTI Board is recommended to begin effective upon Conrad's departure.

PROPOSED RESOLUTION:

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, David Conrad, ICANN's Senior Vice President and Chief Technology Officer, currently serves in Seat 4 of the PTI Board, with a term ending at the annual meeting of the Member in 2023. David intends to resign from the PTI Board as part of David's forthcoming departure from ICANN. Seat 4 of the PTI Board is reserved for persons under ICANN's employ.

Whereas, David's anticipated resignation from the PTI Board will cause a vacancy in Seat 4. Under Section 5.6.5 of the PTI Bylaws, ICANN as the sole member of the PTI Board is responsible for the filling of the vacancy.

Whereas, ICANN organization recommends that upon David Conrad's resignation from the PTI Board pursuant to 5.6.4 of the PTI Bylaws, Xavier Calvez, ICANN's SVP,

Planning and Chief Financial Officer, to be appointed to serve the remaining term for Seat 4.

Resolved (2021.09.30.xx), ICANN, in its role as sole member of PTI, elects Xavier Calvez to fill the anticipated vacancy in Seat 4 of the PTI Board upon David Conrad's resignation from that seat. Xavier Calvez's term will commence upon the date of David Conrad's resignation, and the term will end at the end of the annual meeting of the Member in 2023.

Resolved (2020.10.22.33), ICANN, in its role as sole member of PTI, thanks David Conrad for his service to PTI.

PROPOSED RATIONALE:

ICANN Board's action in filling a vacancy on the PTI Board is in fulfillment of ICANN's obligations as the sole member of its affiliate PTI. This is an important governance requirement that supports the oversight of the fulfillment of the IANA Functions, which is key to ICANN's mission and support of the public interest.

This is an Organizational Administrative Function that does not require public comment.

Signature Block:

Submitted by: Goran Marby

Position: ICANN President and
CEO

Date Noted: 24 September 2021

ICANN BOARD SUBMISSION NO. 2021.09.30.1b

TITLE: **Appointment of 2022 Nominating Committee Chair and Chair-Elect**

PROPOSED ACTION: **For Board Consideration and Approval**

EXECUTIVE SUMMARY:

Privileged and Confidential

BOARD GOVERNANCE COMMITTEE (BGC) RECOMMENDATION:

The BGC recommends that the Board rescind its resolution taken on 12 September 2021 regarding the 2022 Nominating Committee Chair and Chair-Elect, and that the Board appoint Michael Graham as the 2022 NomCom Chair and J. Damon Aschraft as the 2022 NomCom Chair-Elect.

PROPOSED RESOLUTIONS:

Whereas, the BGC reviewed the Expressions of Interest from candidates for the 2022 Nominating Committee (“NomCom”) Chair and Chair-Elect, reviewed other relevant materials, and conducted interviews of all candidates.

Whereas, the BGC previously recommended a slate for the 2022 NomCom leadership and the Board approved that slate on 12 September 2021.

Whereas, prior to publishing the Approved Resolutions of the 12 September 2021 Board meeting, the Board became aware of new information that is relevant to the evaluation of candidates.

Whereas, taking into account this new information, the BGC has recommended that the Board rescind its previous resolution and approve Michael Graham be appointed as the 2022 NomCom Chair and J. Damon Aschcraft be appointed as the 2022 NomCom Chair-Elect.

Resolved (2021.09.30.XX), the Board hereby rescinds its resolution taken on 12 September 2021 regarding the 2022 NomCom leadership.

Resolved (2021.09.30.XX), the Board hereby appoints Michael Graham as the 2022 NomCom Chair and J. Damon Ascraft as the 2022 NomCom Chair-Elect.

PROPOSED RATIONALE:

ICANN’s Bylaws require the Board to appoint the Nominating Committee (NomCom) Chair and NomCom Chair-Elect. *See* ICANN Bylaws, [Article 8, Section 8.1](#). The Board has delegated the responsibility for recommending the NomCom Chair and Chair-Elect for Board approval to the Board Governance Committee (BGC). (*See* [BGC Charter, Section II.G.](#)) The BGC oversaw the posting of a call for expressions of interest (EOI) on 27 May 2021 seeking EOIs by 23 June 2021 (*see* <https://www.icann.org/en/announcements/details/call-for-expressions-of-interest-icann-2022-nomcom-chair-and-chair-elect-27-5-2021-en>), which was then extended to 7 July 2021 (<https://www.icann.org/en/announcements/details/call-for-expressions-of-interest-for-2022-nomcom-leadership-extended-24-6-2021-en>).

As input into the selection of 2022 the NomCom leadership positions, the BGC reviewed and discussed the received EOIs, reviewed other relevant materials, and interviewed candidates.

Following the above actions and further discussion, the BGC previously agreed on recommendations to the Board for the 2022 NomCom Chair and Chair-Elect.

On 12 September 2021, the Board considered and agreed with the BGC's recommendation for the 2022 NomCom Chair and Chair-Elect. Prior to publishing the Approved Resolutions of the 12 September 2021 Board meeting, the Board became aware of new information that is relevant to the evaluation of candidates. The BGC subsequently met and considered this new information, and recommended that the Board rescind its previous resolution and approve a new slate. The Board has reviewed and accepts the recommendation from the BGC.

The Board also would like to thank all who expressed interest in becoming part of the 2022 NomCom leadership.

Appointing a NomCom Chair and Chair-Elect identified through a public EOI process, including interviews of the candidates, is in the public interest as it positively affects the transparency and accountability of ICANN. It is also fully consistent with ICANN's mission.

Adopting the BGC's recommendation has no financial impact on ICANN that was not otherwise anticipated, and will not negatively impact the security, stability and resiliency of the domain name system.

This is an Organizational Administrative Function that does not require Public Comment.

Submitted By: Amy A. Stathos
Date: 22 September 2021
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