

ICANN BOARD SUBMISSION NO. 2023.09.10.3a

TITLE: **Appointment of 2024 Nominating Committee Chair and Chair-Elect**

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

EXECUTIVE SUMMARY:

The Board is being asked to consider the Board Governance Committee's (BGC) recommendation with respect to the 2024 Nominating Committee (NomCom) Chair and Chair-Elect.

Following the call for expressions of interest (EOI), as input into the selection of the 2024 NomCom leadership positions, the BGC reviewed and discussed the EOIs and materials submitted by the candidates, reviewed the NomCom members' evaluation of the 2023 NomCom leadership, and interviewed candidates. Following the above actions and further discussion, the BGC agreed on recommendations to the Board for the 2024 NomCom Chair and Chair-Elect.

BOARD GOVERNANCE COMMITTEE (BGC) RECOMMENDATION:

The BGC recommends that the Board appoint Amir Qayyum as the 2024 NomCom Chair and Paul Diaz as the 2024 NomCom Chair-Elect.

PROPOSED RESOLUTIONS:

Whereas, the Board Governance Committee (BGC) reviewed the Expressions of Interest and other materials submitted by candidates for the 2024 Nominating Committee (NomCom) Chair and Chair-Elect, considered the NomCom members' evaluation of the 2023 NomCom leadership, and conducted interviews of candidates.

Whereas, following lengthy discussions, the BGC has recommended that Amir Qayyum be appointed as the 2024 NomCom Chair and Paul Diaz be appointed as the 2024 NomCom Chair-Elect.

Resolved (2023.09.10.XX), the Board hereby appoints Amir Qayyum as the 2024 Nominating Committee Chair and Paul Diaz as the 2024 Nominating Committee 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 16 May 2023 seeking EOIs by 12 June 2023. (See <https://www.icann.org/en/announcements/details/call-for-expressions-of-interest-2024-icann-nomcom-chair-and-chair-elect-16-05-2023-en>).

As input into the selection of 2024 the NomCom leadership positions, the BGC reviewed and discussed the received EOIs and other materials submitted by the candidates, considered the NomCom members' evaluation of the 2023 NomCom leadership, and interviewed candidates. Following the above actions and further discussion, the BGC agreed on recommendations to the Board for the 2024 NomCom Chair and Chair-Elect.

The Board has considered and agrees with the BGC's recommendation for the 2024 NomCom Chair and Chair-Elect. The Board also would like to thank all who expressed interest in becoming part of the 2024 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 and is consistent with ICANN's mission in that it positively affects the transparency and accountability of ICANN.

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, Deputy General Counsel
Date: 31 August 2023
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ICANN BOARD PAPER NO. 2023.09.10.3b

TITLE: Interim President and CEO Goals for FY24

PROPOSED ACTION: For Board Consideration and Approval

Confidential Employment Matter

PROPOSED RESOLUTION:

Whereas, the Compensation Committee has worked with the Interim President and CEO to develop a set of performance goals for FY24.

Resolved (2023.09.10.xx), the Board hereby approves performance goals for the Interim President and CEO for FY24.

PROPOSED RATIONALE:

Consistent with all personnel with the ICANN organization, the Interim President and CEO is to be evaluated against specific performance goals, which the Interim President and CEO sets in coordination with the Compensation Committee and the Board.

The Compensation Committee discussed and agreed with the Interim President and CEO on a set of performance goals for the Interim President and CEO for FY24. The Board has evaluated these goals and agrees that they are appropriate and consistent with ICANN's Strategic and Operating plans.

Taking this decision is in furtherance of ICANN's Mission and is in the public interest in that the Interim and President and CEO's performance goals are fully consistent with ICANN's Strategic and Operating plans.

The decision to adopt FY24 performance goals for the President and CEO will not have a direct fiscal impact on ICANN. This decision will not have an impact on the security, stability or resiliency of the domain name system.

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

Submitted By:	Amy A. Stathos, Deputy General Counsel
Date Noted:	22 August 2023
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Pages 5-17 Redacted – Confidential Employment Matter

ICANN BOARD SUBMISSION NO. 2023.09.10.C3c

TITLE: Appointment of Interim Ombuds
PROPOSED ACTION: For Board Consideration and Approval
EXECUTIVE SUMMARY:

ICANN's Ombuds has resigned effective 30 September 2023. While the ICANN Board oversees the search and selection process for ICANN's next full-time Ombuds, it is important to appoint someone to serve as the Ombuds in the interim (Interim Ombuds). The members of the soon to be Board-designated Ombuds Search Committee, which will be taking the lead on the search and selection process for ICANN's next Ombuds, has recommended that the Board appoint Krista Papac to serve as the Interim Ombuds, which the Board is now being asked to consider and approve.

OMBUDS SEARCH COMMITTEE MEMBERS' RECOMMENDATION:

The Ombuds Search Committee members recommend that the Board appoint Krista Papac as ICANN's Interim Ombuds, until the Board appoints ICANN's next full-time Ombuds, or until Ms. Papac resigns, is removed, or is otherwise disqualified to serve.

PROPOSED RESOLUTION:

Whereas, in light of Herb Waye's resignation as ICANN's Ombudsman effective 30 September 2023, the Ombuds Search Committee members have recommended that the Board appoint Krista Papac as ICANN's Interim Ombuds, effective 1 October 2023, until the Board appoints ICANN's next full-time Ombuds, or until Ms. Papac resigns, is removed, or is otherwise disqualified to serve.

Resolved (2023.09.10.xx), the Board hereby appoints Krista Papac to serve as ICANN's Interim Ombuds, effective 1 October 2023, until the Board appoints ICANN's next full-time Ombuds, or until Ms. Papac resigns, is terminated, or is otherwise disqualified to serve.

Resolved (2023.09.10.xx), in her role as ICANN's Interim Ombuds, Ms. Papac shall report to the Board, and shall maintain the confidentiality and independence required by ICANN's Ombuds pursuant to ICANN's Bylaws.

Resolved (2030.09.10.xx), the Board hereby thanks Mr. Waye for his many years of

service to ICANN as both the Adjunct Ombudsman and the Ombudsman. The Board wishes Mr. Waye well in his future endeavors.

PROPOSED RATIONALE:

Herb Waye has stepped down as ICANN's Ombuds, effective 30 September 2023. Accordingly, ICANN must identify an Interim Ombuds until such time as the Board has the opportunity to appoint ICANN's next Ombuds. To that end, the ICANN Board has asked Krista Papac, ICANN's Complaint's Officer, to serve in this interim role which reports to the Board. The Board has determined that Ms. Papac's extensive experience with ICANN, and in particular as the Complaints Officer, will suit her well in this interim role. Ms. Papac has agreed to serve as the Interim Ombuds, and has also agreed to continue in her current role as ICANN's Complaints Officer while she serves as the Interim Ombuds.

The Board is cognizant of the independent nature of the Ombuds Office and will oversee this interim role just as it oversees the Ombuds Office now to ensure that the confidentiality and independence of the Ombuds Office is maintained.

The Board thanks Ms. Papac for her years-long service to ICANN, both as a member of the ICANN community and a member of ICANN organization staff. The Board also thanks Ms. Papac for her willingness to take on the additional responsibilities of ICANN's Interim Ombuds, effective 1 October 2023, until such time as the Board appoints its next full time Ombuds, or until Ms. Papac resigns, is terminated, or is otherwise disqualified to serve.

The Board would also like to thank Mr. Waye, the current Ombuds, who has loyally served ICANN for many years, first in the role of Adjunct Ombudsman, and then as Ombudsman. The Board wishes Mr. Waye well in his future endeavors.

This decision is consistent with ICANN's mission and Bylaws, which calls for a neutral Ombuds to be available to, among other things, evaluate and resolve complaints by members of the ICANN community who believe that the ICANN staff, Board or an ICANN constituent body has treated them unfairly. Appointing an Interim Ombuds to be available until the Board appoints ICANN's next full-time Ombuds serves the public interest.

There may be some fiscal impact to the organization, but that impact will not have an effect on the overall current fiscal year budget. This resolution will not have any direct impact on 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 Stathos
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