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ICANN72 | Virtual Annual General Meeting - 23rd Annual General Meeting
Thursday, October 28, 2021 - 16:30 to 18:00 PDT

AARON JIMENEZ: This session will now begin. Please start the recording.

[Recording in progress]

AARON JIMENEZ: Hello, my name is Aaron Jimenez. Welcome to ICANN's 23rd Annual General meeting.

Please know that this session is being recorded and follows the ICANN Expected Standards of Behavior. Interpretation for this session will include six U.N. languages: Arabic, Chinese, French, Russian, Spanish, and English. Click on the interpretation icon in Zoom and select the language you will listen to during this session.

I will now hand it over to ICANN Board chair, Maarten Botterman.

MAARTEN BOTTERMAN: Thank you, Aaron.

Welcome, everybody. Both the Board, the org, and those in the room to witness our Board -- public Board meeting.

We will take this away in a number of subjects ending with a lot of gratitude. And after that, we will immediately start our organizational Board meeting with the new Board.

To start this Board meeting, first, Mr. Secretary, can you do a rollcall to confirm quorum.

JOHN JEFFREY: Yes, I can, Maarten, you're here.

MAARTEN BOTTERMAN: Yes.

JOHN JEFFREY: Leon.

LEON SANCHEZ: Present.

JOHN JEFFREY: Harald.

HARALD ALVESTRAND: Present.

JOHN JEFFREY: Thank you. Becky.

BECKY BURR: Present.

JOHN JEFFREY: Thank you, Ron.

RON DA SILVA: (Non-English language).

JOHN JEFFREY: Thank you. Sarah?

SARAH DEUTSCH: Present.

JOHN JEFFREY: Thank you, Avri.

AVRI DORIA: I'm here.

JOHN JEFFREY: Thank you. Lito?

LITO IBARRA: Present.

JOHN JEFFREY: Thank you. Manal?

MANAL ISMAIL: Present.

JOHN JEFFREY: Thank you, Danko.

DANKO JEVTOVIC: Danko present.

JOHN JEFFREY: Thank you, Merike.

MERIKE KAEO: Present.

JOHN JEFFREY: Thank you. Akinori.

AKINORI MAEMURA: Akinori Maemura is present.

JOHN JEFFREY: Thank you. Göran.

GÖRAN MARBY: Present.

JOHN JEFFREY: Thank you. Mandla.

MANDLA MSIMANG: Present.

JOHN JEFFREY: Thank you. Ihab.

IHAB OSMAN: Present.

JOHN JEFFREY: Thank you. Patricio.

PATRICIO POBLETE: Present.

JOHN JEFFREY: Thank you. Kaveh.

KAVEH RANJBAR: Present.

JOHN JEFFREY: Thank you. Nigel.

NIGEL ROBERTS: Present.

JOHN JEFFREY: Thank you. Matthew.

MATTHEW SHEARS: Present.

JOHN JEFFREY: Thank you. Tripti.

TRIPTI SINHA: Present.

JOHN JEFFREY: Thank you. Mr. Chairman, the entire Board is present.

MAARTEN BOTTERMAN: Thank you very much, Mr. Secretary. With this, I would like to start the Board meeting.

First on the consent agenda, we have two subjectives: The appointment of the Root Server Operator Organization representatives to the RSSAC and a contract approval for RC Transcriptions. These approvals need to be given by the Board when it's an amount above 500,000.

Would anybody like to move any of these agenda items to the main agenda? If so, please raise your hand.

I see no hands raised.

With that, I would like to ask Kaveh to read the first resolved.

KAVEH RANJBAR: Yes. My pleasure, Maarten.

So basically this is the appointment of the r-zone representatives to RSSAC. And the Resolved reads: The ICANN Board of Directors appoints of Fred Baker, Matt Larson, Lars-Johan Liman, and Brad Verd to RSSAC through 31st of December, 2024.

MAARTEN BOTTERMAN: Thank you very much.

Danko, would you be willing to read the Resolved for the contract approval?

DANKO JEVTOVIC: Sure.

As Maarten explained, any contract over $500,000 needs approval of the Board. So the Board Finance Committee considered this and proposed to the Board.

And the Resolved are: The Board authorizes the President and CEO or his designees to take all necessary actions to execute a contract with RC Transcriptions and to make all necessary disbursements pursuant to this contract.

And Resolved, specific items within this resolution shall remain confidential for negotiation purposes pursuant to Article 3, Section 3.5(b) of the ICANN bylaws until the President and CEO determines that the confidential information may be released.

So this is a subcontract for the transcription services.

Thank you.

Maarten.

MAARTEN BOTTERMAN: Thank you very much.

So with this, who would be willing to propose the consent agenda?

AKINORI MAEMURA: I propose.

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MAARTEN BOTTERMAN: Akinori proposes.

Do we have a second?

BECKY BURR: I can second.

MAARTEN BOTTERMAN: Becky is the second.

All in favor please say aye.

[Chorus of Ayes.]

Anybody against say nay.

[No verbal response.]

Nobody against.

Any abstentions?

[No verbal response.]

No abstentions. The motion passes. The consent agenda passes with full votes. So thank you very much for that.

Next point on the agenda is the fiscal year 23 Strategic Outlook Trends Report.

And for this, I would like to ask Matthew Shears to explain the issue and read the Resolved.

Please, Matthew.

MATTHEW SHEARS: Thank you, Maarten.

Everyone, I thought I would just take a minute or two to give a little bit of background because there's been an awful lot of community, org, and Board time that's been spent on this.

So I think as you know the strategic outlook trend identification is an integral and important part of the strategic planning cycle. And we do this every year.

Between February and April 2021, ICANN org convened 16 strategic outlook trends identification sessions with 300

participants from the community, organization, and Board, resulting in 1,144 data points that were collected.

And then between May and September 2021, the Board strategic planning committee, supported by ICANN org, conducted a thorough analysis of the trends session data inputs received, including assessing the trends, risks, opportunities, and potential impacts on ICANN.

The details of this analysis and associated recommendations have been documented in the FY23 Strategic Outlook Trends Report.

Now, based upon this analysis, the Board strategic planning committee recommends keeping the ICANN strategic plan for fiscal years from 2021 to 2025 unchanged with no restatement of the strategic plan needed at this time.

And the Board would like to thank the community and org for their invaluable participation in this important process.

And with that, I will read the Resolves.

Resolved, the Board affirms that the ICANN strategic plan for fiscal years 2021 to 2025, as approved on 23 June 2019, shall

remain in force and unchanged, with no restatement of the strategic plan needed at this time.

Resolved, the Board recognizes that there may be future need to evolve the fiscal year '21-25 strategic plan, such as to address funding realities identified through the update of ICANN's five-year operating and financial plan, or midcourse modifications during the life of the strategic plan. If change is needed, the Board will direct ICANN org on the scope of further actions. Thank you.

MAARTEN BOTTERMAN: You'll hear me better when I unmute.

Thank you, Matthew, very much for this.

With this, is there anybody having questions at this point in time about these motions? I see no hands raised.

Who is willing to move this motion?

LEON SANCHEZ: I can move, Maarten.

MAARTEN BOTTERMAN: I hear Leon move the motion. And I see Lito for the second?

LITO IBARRA: Right. Thank you.

MAARTEN BOTTERMAN: Thank you very much. All in favor please say aye.

[Chorus of Ayes.]

                         Anybody against, please say nay.

[No verbal response.]

                         I hear no nays.

                         Any abstentions?

[No verbal response.]

                         I have no abstentions.

                         Thank you. This motion passes with full votes.

                         Next on the agenda is the acceptance of the final report of the
                         second organizational review of the ccNSO and the initiation of
                         the bylaws amendment process that comes with that.

On this one, Avri, would you like to explain the issue and read the Resolved.

AVRI DORIA: I certainly would. Thank you, Maarten.

So on this one, basically starting in 2018, the bylaws required organizational review of the ccNSO was initiated.

This was a very intense and very good review, I believe. It was one that sort of evolved from -- in a sense one of the traditional reviews we had always done to one that started to look a lot like the continuous self-improvement that has been talked about and that has been recommended by the ATRT3.

In sort of commemorating this or honoring it, I beg the Board's indulgence while I pretty much read through the Whereas clauses, though I will attempt to not use the word "Whereas" as often as it may show up.

So to start, Whereas, the Second Organizational Review of the Country Code Names Supporting Organization, ccNSO2 Review, commenced in March 2018, in accordance with Section 4.4 of the ICANN bylaws.

An independent examiner that conducted the ccNSO2 Review produced an Assessment Report that was published for public consultation on April 8, 2019, a draft final report that was published for public comment on 17 June, 2019, and a final report containing 14 findings and 15 recommendations that was published on 3 June, 2019.

The community provided input via consultation on the assessment report and on the public comment on the draft final report.

Then the ccNSO2 Review Working Party, serving as a liaison between the ccNSO, the independent examiner, and the Organizational Effectiveness Committee of the ICANN Board, specifically the Operational Executive Committee, the OEC, analyzed the independent examiner's recommendations for feasibility and usefulness, considered provisional budget implications, and anticipated resources to propose a prioritized implementation timeline in its Feasibility Assessment and Initial Implementation Plan.

In its Feasibility Assessment, the ccNSO2 Review Working Party supported 13 of the 14 findings and six of the 15 recommendations issued by the independent examiner. The

ccNSO Council approved the Feasibility Assessment on 24 June 2020.

The OEC received briefings from the independent examiner on its financial report and from the ccNSO Review Working Party on its Feasibility Assessment on 11 August. The OEC then sought additional information and clarification from the ccNSO Council on elements of the Feasibility Assessment on 9 November, 2020. The ccNSO Council provided the requested information to the OEC on 26 February, 2021.

As an aside, I want to point out the incredible patience of the ccNSO and the ccNSO2 Review Working Party in working through all of those issues with the OEC. And it was very much appreciated. And I wanted to put that in and also thank the staff very much for their work in bringing this together. It was really quite an achievement, and I'm very happy about it.

Okay. Moving on -- so then I lost my place.

At the request of the OEC, ICANN org compiled information from the ccNSO2 Review Working Party's Feasibility Assessment and the ccNSO Council's 26 February, 2021 letter, in order to provide the ICANN Board through the OEC and ICANN community with a

reference document on the status of the ccNSO2 review recommendations.

On 17 June, 2021, the ccNSO Council confirmed its agreement with ICANN org's compilation.

The OEC considered the independent examiner's final report, the ccNSO Review Working Party's Feasibility Assessment, presentations to the OEC given by the independent examiner, and the ccNSO2 Review Working Party, the ccNSO Council's 26 February, 2021 letter, the reference document compiled by ICANN org, and the public comment input in order to reach a recommendation to the Board for how to proceed with the ccNSO2 review.

The OEC acknowledged that there's still work ongoing towards full implementation of some recommendations. However, the remaining implementation work is limited and, in some cases, is dependent on factors beyond the control of the ccNSO.

The OEC discussed and approved its recommendation that the Board accept the independent examiner's final report and the ccNSO2 Review Working Party's feasibility agreement.

Given the status of implementation of recommendations as reported by the ccNSO, the OEC also approved a recommendation to complete the ccNSO2 review, while requesting regular reporting on the three implementation items that are still under way.

The OEC also considered a request from the ccNSO Council to initiate a standard bylaws amendment process as set forth in Article 25, Section 25.1 of the ICANN bylaws regarding a series of changes that the ccNSO proposes to Article 10 and Annex B of the ICANN bylaws. These changes address issues of definition of membership and voting rights when there are multiple ccTLD members from the same country or territory and are important to the continued effectiveness of the ccNSO2's processes.

Now to the resolved and thank you for your patience.

Resolved, the Board accepts the final report from the independent examiner on the ccNSO2 review.

Resolved, the Board accepts the feasibility assessment from the ccNSO2 Review Working Party.

Resolved, the Board acknowledges the ccNSO's implementation work aimed at improving the ccNSO's effectiveness,

transparency, and accountability, in line with the findings from the independent examiner and accepts the status of implementation of recommendations from the ccNSO2 review as reported by the ccNSO, thereby completing the ccNSO2 review.

Resolved, for the one recommendation for which the ccNSO has reported that implementation is in progress, and the two recommendations for which the ccNSO has reported that action is required by ICANN Org, the Board requests that the ccNSO to provide periodic updates on progress towards completing implementation, starting within six months from this Board action. The Board directs ICANN's President and CEO, or his designees, to continue efforts underway to complete the implementation of those recommendations where action is required by ICANN Org. The Board encourages the ccNSO to continue monitoring the impact of the implementation of the recommendations from the ccNSO2 review as part of its continuous improvement process.

Resolved, the Board approves the initiation of the standard bylaws amendment process to allow for consideration of the ccNSO Council's request changes -- requested changes to Articles 10 and Annex B of the ICANN bylaws, and directs the ICANN President and CEO, or his designees, to post those proposed amendments for public comment.

Thank you, Chair. I turn it back to you.

MAARTEN BOTTERMAN: Thank you very much, Avri, for your excellent reading. My compliments.

Any questions about the ccNSO motion? Any remarks?

If none, then I would like to ask who would be willing to move it.

AVRI DORIA: I would like to move it.

PATRICIO POBLETE: So move.

MAARTEN BOTTERMAN: I think I heard Patricio.

PATRICIO POBLETE: Yes, that is right.

MAARTEN BOTTERMAN: And do we have a second?

AVRI DORIA: I would like to second.

MAARTEN BOTTERMAN: Okay. Avri is the second. Avri, thank you for that.

                         All in favor, please say aye.

[Chorus of ayes]

MAARTEN BOTTERMAN: Anybody against, please say nay.

                         I hear no nay.

                         Any abstentions?

                         I hear no abstentions.

                         Also this motion passes with full votes.

                         I needed to check on that because I don't have the visual of everybody in the room raising his hand, but with this, that is clear. Thank you very much.

So the next subject on the agenda is the Transfer of the Reserve Fund and Supplemental Fund for Implementation of Community Recommendations.

So, Danko, can you please introduce this and read the motion?

DANKO JEVTOVIC: Thank you, Maarten. I will introduce it by reading a bit of a whereas because I believe it explains very well. So whereas the operating fund includes the funds used for ICANN's day-to-day operations and must contain enough funds to cover a minimum of three months of ICANN Organization's operating expenses. Periodically, the excess funds in the operating fund may be transferred to the reserve fund to ensure its balance is at or above the minimum target level, as determined and approved by the Board.

Whereas, the Supplemental Fund for Implementing of Community Recommendations, SFICR, will allow ICANN to segregate resources in support of increasing the capacity of the organization to address projects that are multiyear and focus on community recommendations that are approved by the Board but cannot fit in the annual budget.

Whereas, periodically, if excess funds exist in the operating fund after an allocation to the reserve fund has been considered and decided, an allocation to the SFICR will be considered based on the projects needs identified.

So whereas, ICANN organization has determined that the balance of the operating fund as of June 30th this year, based on unaudited financial statements contained excess funds.

Whereas, both ICANN organization and the Board Finance Committee have recommended that the Board approve a $10 million transfer to the reserve fund and a 5 million transfer to the SFICR from the operating fund.

So the resolveds are: Resolved, the Board approves the transfer of 10 million U.S. dollars from the operating fund to the reserve fund.

And resolved, the Board approves the transfer of $5 million from the operating fund to the SFICR.

So that's it, Maarten. Thank you.

MAARTEN BOTTERMAN: Thank you very much, Danko, for reading that. Any questions, any remarks on this from the Board?

If none, who can I ask to move this motion?

DANKO JEVTOVIC: I would like to move it.

IHAB OSMAN: I do.

TRIPTI SINHA: I'll second.

MAARTEN BOTTERMAN: I heard Danko, and then I heard Ihab for second.

All in favor, please say aye.

[Chorus of ayes]

MAARTEN BOTTERMAN: Once against, please say nay.

I hear no nay. Any abstentions?

I hear no abstentions. So also this motion passes with full votes. Thank you very much for that. Ask well understood that the motions have gotten here after long process, diligent process of making sure that everything was right and have been discussed in the committees, as has been mentioned in the motions, and then proposed to the Board. So you see the tip of the iceberg for the wider audience.

So with that, I'd like to move towards the following parts of the agenda. And here we would like to express our deepest thanks to the members that leave our Board, and we will adopt this by acclamation rather than by vote, because we're all grateful for their service.

So first, thank you to Nigel Roberts for his service to the ICANN Board. And I'll read the full motion.

Whereas, Nigel Roberts was appointed by the Country Code Name Supporting Organization to serve as a member of the ICANN Board on 25 October 2018.

And whereas he concludes his term today. And whereas Nigel served as member of the following committees and working

groups: The Accountability Mechanisms Committee as chair, Audit Committee, the Risk Committee, the Strategic Planning Committee, and the Technical Committee.   Also participated in the GAC Advice Working Group, the Strategic Planning Working Group, and the International Government Organization, the IGO, Issues caucus and the SubPro caucus.

Resolved, Nigel Roberts has earned the deep appreciation of the Board for his term of service, and the Board wishes him well in his future endeavors within the ICANN community and beyond.

So can I invite you.

[Applause]

Thank you so much, Nigel.

NIGEL ROBERTS: Thank you, Maarten.

MAARTEN BOTTERMAN: Yes, please? Okay.

So thank you to Merike Kaeo for her service to the ICANN Board. And whereas Merike was appointed by the Security and Stability

Advisory Committee to serve as a liaison to the ICANN Board on 25 October 2018. And she also concludes her term today. She has served on the following committees and working groups: The Audit Committee, the Risk Committee, the Technical Committee, the Anti-Harassment Working Group, the IDN Universal Acceptance Working Group, and also in the Competition, Consumer Trust, and Consumer Choice caucus, and the Security, Stability, and Resiliency Review caucus. And may I say, not a board responsibility, but also on the Technical Study Group, and thank you for that.

Resolved, Merike Kaeo has earned the deep appreciation of the Board for her terms of service, and the Board wishes her well in her future endeavors within the ICANN community and beyond.

Thank you very much.

[Applause]

With that we come to Lito Ibarra. Lito was appointed by the Nomination Committee to serve as a member of the Board on the 22nd of October 2015, and he concludes his term also today.

Lito has served on the following committees and working groups: The Board Governance Committee, Subcommittee on Ethics and

Conflicts, the Finance Committee, the Organizational Effectiveness Committee, the Risk Committee, which he has been sharing the last years, the Strategic Planning Committee, and the Technical Committee.

He also participated to the Anti-Harassment Working Group, the Board Work Group on Internet Governance, the IDN Universal Acceptance Working Group, the Internet Governance Working Group, the Strategic Planning Working Group, the Trust Working Group. On the following caucuses: Budgeting and Prioritization of Community Recommendations; CCWG-Accountability; Work Stream 2 caucus; Security, Stability, and Resilience Review 2, the SSR2, caucus; and the SubPro caucus.

Resolved, Lito Ibarra has earned the deep appreciation of the Board for his term of service, and the Board wishes him well in his future endeavors within the ICANN community and beyond. So...

[Applause]

It's more impressive if we all stand up in a room where we're standing, but that is a virtual, for sure.

And last but not least, thank you to Ron da Silva for his service to the ICANN Board.

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Ron da Silva was appointed by the Address Supporting Organization to serve as a member of the ICANN Board on 22 October 2015, and he concludes his term also today. And Ron has served to the following committees and working groups: The Audit Committee, the Board Governance Committee, the Compensation Committee, the Finance Committee from which he has been chair, the Strategic Planning Committee, the Technical Committee. And the following working groups: The Auction Proceeds Working Group, the Internet Governance Working Group, and the Strategic Planning Working Group. And the following caucuses: Budget and Prioritization of Community Recommendations; Consumer -- Competition, Consumer Trust, and Consumer Choice; IGO issues; Are -- the Registration Directory Service Review Caucus; and the SSR2 caucus.

Resolved, Ron da Silva has earned the deep appreciation of the Board for his term of service, and the Board wishes him well in his future endeavors within the ICANN community and beyond.

Thank you, Ron.

[Applause]

So this is our way of expressing gratitude to people we have served many meetings with, and the last meetings, the last years,

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not being able to meet each other has been a challenge. But thank you for hanging in there and being there to the very end.

So the next thank you I would like to do to the interpreters and the staff of ICANN72 meeting. So thank you to interpreters and staff of the ICANN72 meeting. The Board expresses its deepest appreciation to the scribes, interpreters, technical teams, and in fact the entire ICANN staff, including our Board Ops for their efforts in facilitating the smooth operation of the meeting. We could not do this without them. So thank you very much.

[Applause]

And then last but not least, thank you to the community members. ICANN wishes to acknowledge the considerable efforts, skills, and time that members of the stakeholder community contribute to ICANN. In recognition to these contributions, ICANN wishes to express appreciation for and thank members of the community when their terms of service end in relating to our Supporting Organizations, Advisory Committees, Consumer Standing Committee, Empowered Community Administration, Root Zone Evolution Review Committee, and the Nomination Committee.

The following committee members have concluded their terms of service since the last Annual General Meeting or are concluding their terms of service since the last Annual General Meeting.

And that is for the Customer Standing Committee James Gannon, Alejandra Reynoso.

And from the Empowered Community Administration, John Curran and Stephen Deerhake.

From the Root Zone Evolution Review Committee, Duane Wessels.

On the 2021 Nominating Committee, Sebastien Bachollet, Pankaj Chaturvedi, Amrita Choudhury, Hadia Elminiawi, Robert Guerra, Tracy Hackshaw, Wolfgang Kleinwaechter, Peter Koch, Marie-Noemie Marques, Glenn McKnight, Tobias Sattler, and Jay Sudowski.

From the Address Supporting Organization, Brajesh Jain, Mukhangu Noah Maina, Simon Sohel Baroi, and Filiz Yilmaz.

From the ccNSO Young Eum Lee, Byron Holland, Abdalla Omari, Katrina Sataki, and Margarita Valdes.

And from the Generic Names Supporting Organization, Raphael Beauregard-Lacroix, Tom Dale, Pam Little, Osvaldo Novoa, Jimson Olufuye, Jonathan Robinson, Carlton Samuels, Craig Schwartz, Claudia Selli, Jennifer Taylor Hodges, Tatiana Tropina, and Barbara Wanner.

And from the At-Large Community, Harald Arcos, Justine Chew, Judith Hellerstein, Sylvia Herlein-Leite, Augusto Ho, Yrjo Lansipuro, Abdulkarim Oloyede, Carlos Raul Gutierrez, and Sergio Salinas-Porto.

And from the Government Advisory Committee Luisa Paez.

In addition, the ICANN Board of Directors thanks Rafik Dammak, co-recipient of the 2021 ICANN Community Excellence Award for his dedication to ICANN's multistakeholder model. And Satish Babu, the recipient of the 2021 Dr. Tarek Kamel Award for Capacity Building, for his significant contributions to local, regional, and global capacity-building programs.

The ICANN Board of Directors wishes all these community members well in their future endeavors within the ICANN community and beyond.

Thank you all very much.

So I clap on behalf of the entire Board. Thank you very much.

And finally, we wish to posthumously recognize two other community members: Ben Butler from the SSAC and Marilyn Cade, co-recipient of the 2021 ICANN Community Excellence Award. The ICANN Board of Directors joins the ICANN community in celebrating the legacies of Ben Butler and Marilyn Cade. Deep respect.

Thank you very much.

Any other points? Any other business?

If not, we move on to the organizational meeting. For this, may I ask our former board members to close their cameras and the new board members to join in by also showing your face where it needs to be.

[END OF TRANSCRIPT]