

AGENDA – 19 APRIL 2016 SPECIAL BOARD Meeting – 90 minutes (if needed)

Time, etc.	Agenda Item	Shepherd
Assembly, Roll Call & Consent Agenda Vote	1. Consent Agenda	
10 min	1.a. Thank You to the ICG Secretariat	Steve Crocker
	1.b. Thank You to Fadi Chehadé for his service as President and Chief Executive Office and member of the ICANN Board of Directors	Steve Crocker
Discussion & Decision 60 min	2. Main Agenda	
	2.a. Discussion regarding draft new ICANN Bylaws – including ICANN Legal assessment of whether it is consistent with the proposals	John Jeffrey
	2.b. Board Action to post draft new Bylaws for a 30-day public comment period	Cherine Chalaby Steve Crocker
	2.b. AOB	



1. Consent Agenda:	2
a. Thank you to the ICG Secretariat	2
b. Thank You to Fadi Chehadé for his service as President and Chief Executive Officer and member of the ICANN Board of Directors	2
2. Main Agenda:	3
a. Discussion regarding draft new ICANN Bylaws – including ICANN Legal assessment of whether it is consistent with the proposals	3
b. Board Action to post draft new Bylaws for a 30-day public comment period – awaiting final language	3
c. AOB	3

1. Consent Agenda:

a. Thank you to the ICG Secretariat

Resolved (2016.04.19.xx), that the Board wishes to extend its thanks to ISOC SG for providing Secretariat support to the IANA Stewardship Transition Coordination Group (ICG), and in doing so played a role in contributing to the global multistakeholder community's development of the ICG proposals. Special thanks are extended to the entire Secretariat team for their service.

b. Thank You to Fadi Chehadé for his service as President and Chief Executive Officer and member of the ICANN Board of Directors

Whereas, Fadi Chehadé was elected by the ICANN Board as ICANN's President and Chief Executive Officer effective 14 September 2012.

Whereas, Fadi concluded his term as President and Chief Executive Officer and member of the Board of Directors on 15 March 2016.

Whereas, under Fadi's leadership ICANN made significant progress on strategic objectives, including affirming ICANN's purpose, ICANN's globalization, raising ICANN's level of operational excellence, and supporting the evolution of the multistakeholder model to a more effective tool to achieve stakeholder-led governance solutions.

Whereas, the progress Fadi drove included the strengthening of ICANN's organizational functions to support the implementation of the New gTLD Program, leading to the introduction of the first new registries under this Program into the root zone of the DNS in February 2014.

Whereas, during Fadi's term as the Chief Executive Officer, important steps were taken to bring ICANN to the world, globalizing the organization by creating ICANN's operational hubs in Singapore and Istanbul, Turkey as well as developing engagement centers across the

globe. These steps toward globalization disperse ICANN's operational work across regions and time zones, and facilitates broader engagement with the global internet community.

Whereas, Fadi led ICANN through its efforts to respond to National Telecommunications and Information Administration's announcement of its intention to transition the stewardship of the IANA functions to the global multistakeholder community. Under Fadi's leadership, ICANN supported both the global dialogue to develop a transition proposal, as well as the community's discussion on enhancing ICANN accountability, culminating with ICANN's 10 March 2016 delivery to NTIA the community drafted proposals on both of those items.

Whereas, during his term as CEO, Fadi served as a member of the ICANN Board as well as a:

Member of the Board Executive Committee
Member of the New gTLD Program Committee

Resolved (2016.04.19.xx), Fadi has earned the deep appreciation of the Board for his term of service as President and CEO and a member of the Board of Directors, and the Board wishes Fadi well in all future endeavors.

2. Main Agenda:

- a. Discussion regarding draft new ICANN Bylaws – including ICANN Legal assessment of whether it is consistent with the proposals**
- b. Board Action to post draft new Bylaws for a 30-day public comment period – awaiting final language**
- c. AOB**

Directors and Liaisons,

Attached below please find Notice of date and time for a Special Meeting of the ICANN Board of Directors.

19 April 2016 – Special Meeting of the ICANN Board of Directors at 21:00 UTC. This Board meeting is estimated to last approximately 90 minutes.

<http://www.timeanddate.com/worldclock/fixedtime.html?msg=ICANN+Board+Meeting&iso=20160419T14&p1=137&ah=1&am=30>

Some other time zones:

19 April 2016 – 2:00pm PDT Los Angeles

19 April 2016 – 5:00pm EDT Washington, D.C.

19 April 2016 – 11:00pm CEST Brussels

19 April 2016 – 5:00am CST Taipei

19 April 2016 – 7:00am AEST Sydney

SPECIAL MEETING OF THE ICANN BOARD

Consent Agenda

- Thank You to the ICG Secretariat
- Thank You to Fadi Chehadé for his service as President and Chief Executive Office and member of the ICANN Board of Directors

Main Agenda

- Discussion regarding draft new ICANN Bylaws – including ICANN Legal assessment of whether it is consistent with the proposals
- Board Action to post draft new Bylaws for a 30-day public comment period
- AOB

MATERIALS –

If you have trouble with access, please let us know and we will work with you to assure that you can use the BoardVantage Portal for this meeting.

If call information is required, it will be distributed separately.

If you have any questions, or we can be of assistance to you, please let us know.

John Jeffrey

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