Guideline: ccNSO Nominations Process ICANN Board Seats 11 and 12

Version 3.2
Date of review: March 2020
Date of adoption by the ccNSO Council: xxx 2020

1 Introduction and Background

According to the ICANN Bylaw Article 10, Section 10.3(i) the ccNSO Council shall nominate individuals to fill Seats 11 and 12 on the Board by written ballot or by action at a meeting; any such nomination must have affirmative votes of a majority of all the members of the ccNSO Council then in office.

Notification of the ccNSO Council's nomination(s) shall be given by the Chair of the ccNSO Council in writing to the EC Administration, with a copy to the Secretary, and the EC shall promptly act on it as provided in Article 7, Section 7.25 of the ICANN Bylaws[1].

The ccNSO Council and ccNSO members have agreed that the ccNSO members shall propose and elect candidates for the two ICANN Board seats allocated to the ccNSO, and that the winner(s) of said election(s) shall in turn be nominated by a majority vote of the ccNSO Council to the ICANN Board seat(s).

2 Purpose of the Guideline

The purpose of this Guideline is to describe the process and timeline for ccNSO nominations to the ICANN Board.

3 Timeline and Process

3.1 Initiation of Board members Nomination Process

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[1] Text of Section 7.25
Upon its receipt of nominations as provided in Articles 7 through 12, the EC Administration, on behalf of the EC, shall promptly notify the Secretary of the EC's designation of individuals to fill seats on the Board. ICANN shall post all such designations promptly to the Website.

3.1.1 Initiation of Regular Board Seat Nomination process (Article 7, Section 7.8(a)(iv) and (vi))

At least one (1) year before the individual nominated will fill Seat 11 or 12 on the ICANN Board of Directors, the ccNSO Council shall appoint a Nomination Manager and determine the timeline for the nomination process of candidate(s), including the due diligence verifications, and, to the extent necessary, election periods to fill the ccNSO seats on the ICANN Board.

3.1.2 Initiation of Board Seat Nomination process in case of vacancies (Article 7, Section 7.12(a))

[PLACEHOLDER: To be revisited once the Guideline: ccNSO Procedures Board (Members) Removal Process(es) has become effective).

3.1.3 Initiation of Board Seat Nomination Process when all Directors are recalled (Article 7, Section 7.12(b))

[PLACEHOLDER: To be revisited once the Guideline: ccNSO Procedures Board (Members) Removal Process(es) has become effective).

3.2 Timeline

The timeline should allow enough time for due diligence verifications, election of the nominee and a membership election vote, and if necessary, a second round and/or run-off election vote, before the seat or seats need to be filled. A regular replacement nomination process for Seat 11 or 12 should - in accordance with Section 7.8 of the ICANN Bylaws - be completed at least six (6) months before the conclusion of the ICANN annual meeting at which the regular term for Seat 11 or 12 ends[2]. The timeline should include at least the following:

- Appointment of the Nomination Manager
- Call for Candidates
- Acceptance of candidacy Expected duration of the Due Diligence verifications
- Presentation of Candidate Statements
- Election rounds and run-off election
- Closure of Election process
- Nomination by the ccNSO Council.

The Secretariat will publish the timeline adopted by the ccNSO Council on the ccNSO website.

3.3 Appointment of the Nomination Manager

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[2] In the event the Nomination process is terminated as a result of the circumstances foreseen in section 3.5 or section 3.7

The Nomination Manager is responsible for managing the timeline and procedures, including the voting if necessary.

The Nomination Manager must be a person who cannot propose a candidate, second or vote, and who has no direct connection with a ccTLD manager or other potential conflict of interest.

3.4 Call for Candidates

The Nomination Manager will announce the call for nominations of candidates at the time set forth in the nomination timeline established by the ccNSO Council. The call for nomination(s) of candidates must include a closing date, which will be at a minimum three (3) weeks after the call. The call will further include a description of how to nominate and second a candidate and will refer to the templates for nominating candidates and seconding the nomination(s). These templates shall contain at least the following:

Nominating Template

    1a. Full name of the candidate:
    1b. E-mail address of the candidate:
    1c. Country of Citizenship or Domicile of the candidate[3].
    2a. Full name of the nominator:
    2b. E-mail address of the nominator:
    2c. ccTLD manager represented by the nominator:

Seconding Template

    1 Full name of nominator whose candidate is being seconded:
    2a. Full name of the Nominee being seconded:
    2b. E-mail address of the Nominee being seconded:
    3a. Full name of the seconder:
    3b. E-mail address of the seconder:
    3c. ccTLD manager represented by the seconder:

When calling for nominations of a candidate, the Nomination Manager will remind all concerned of the requirement for suitably qualified candidates, in particular the relevant sections in Article 7 of the ICANN Bylaws.

Each ccNSO member can nominate one person for a seat to be filled on the ICANN Board. In the event a ccNSO member nominates more than 1 person, only the first nomination will be taken into account. Each ccNSO member can issue a seconding for more than 1 person. Nomination of, and seconding of a candidate, is limited to ccTLDs who are ccNSO members as of the date the call for nominations is published.

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[3] As defined in Section 7. 2

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Commented [KS3]: I think we also need a process of what to do with 2nd, 3rd, etc, nominations in this case. Especially, if those nominations have already been seconded. And – can a person who has nominated someone second other nominees?

Commented [JB4R3]: For discussion by GRC

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Candidates are not required to be employed by a ccTLD Manager in order to be able to be nominated, but if there is an employment or other relationship, that should be disclosed by the candidate as part of their Candidate Statement.

All nominations must be seconded by another ccNSO member.

The templates to be used for submitting nominations and secondings will be posted on the ccNSO website. The archive of the nominations and secondings will be publicly available.

On the relevant date, as set forth in the nomination timeline established by the ccNSO Council, the Nomination Manager will announce the closure of the nomination period.

3.5   Acceptance of Candidacy

After closure of the nomination period, the Nomination Manager shall ensure that nominees formally accept their nominations and by acceptance of the nomination, a nominee warrants and is aware of, and consents to:

- The Country of Citizenship or Domicile included in the nomination form;
- Not to hold a position as an official of a national government or a multinational entity (section 7.4 (a) of the ICANN Bylaws)
- Section 7.4 (b) of the ICANN Bylaws
- Section 7.4 (d) of the ICANN Bylaws
- Fully cooperate to undergo a due diligence screening by an external provider, which includes providing necessary consent to the ICANN to transmit personal data to the due diligence provider. Candidates need to be aware that they will be approached by the external due diligence provider to sign a consent form before the actual due diligence will begin.

After acceptance of the nomination by the candidate(s), the Chair of the ccNSO Council will inform ICANN's General Counsel's office and provide it with all relevant candidate information. The General Counsel's Office will then notify the independent Due Diligence Provider, provide it with all relevant candidate information, and ask the provider to work directly with the candidates to begin and complete the due diligence process.

The candidate(s) will be approached by the independent provider and will be asked to sign a consent form. In the event a candidate does not provide consent or rescinds the consent to undergo the due diligence process, the Council will be informed, and the candidacy of that person will be terminated.

After the due diligence review has been concluded by the Due Diligence Provider, the results of due diligence are provided to designated members of ICANN's General Counsel's Office to evaluate. If there are no issues the General Counsel's Office will notify the Chair of the ccNSO Council [and vice chair(s)] or other designated person in case the Chair has accepted nomination, and the candidate(s) will be informed accordingly. If the General Counsel's Office identifies an issue or potential issue, it will also notify the Chair of the ccNSO Council [and vice chair(s)] or other designated person in case the Chair has accepted nomination, along with a description of the issue or potential issue. The Chair of the ccNSO Council will update the full Council (with exception of a potential candidate who is still a Councillor) on the results of the due diligence, i.e., whether no concerns have surfaced, or concerns were raised which warrant further consideration and decisions.

After a satisfactory conclusion of the due diligence process, i.e. there are no concerns resulting from the due diligence review regarding the candidate(s), the process continues with the Q&A session by the ccNSO Members at the first ccNSO members meeting following the conclusion of the due diligence process.

In the event one or more issues result in concerns about the candidate's ability to serve on the ICANN Board of Directors, the Chair of the ccNSO Council other designated person in case the Chair has accepted nomination may request the candidate to step-down or to propose to Council to terminate the candidacy of that person or to terminate the nomination process. If a candidate decides to step-down, or the nomination of that person is terminated and the candidate was the only nominee, the nomination process is deemed to be terminated on the day the candidacy is terminated. The Council decision to terminate the Nomination process or end the candidacy of a person needs to be taken by a simple majority vote.

If the Board-member nomination process is terminated in accordance with this section, section 3.9 applies.

3.6   Presentation of Candidate Statements

The Nomination Manager will ask candidate(s) to provide and present a written Candidate Statement prior to the start of the due diligence verifications. Candidate Statement(s) shall be published on the ccNSO website (in alphabetical order). The Nomination Manager will not publish Candidate Statement(s) that do not meet the current ICANN Standards of Behavior or that contain defamatory or derogatory statements.

At the first ICANN meeting following the closure of the nomination period, during the ccNSO Members Meeting, ccNSO members and others will be provided the opportunity to meet and question the Candidate(s). This session of the meeting will be chaired by an independent person who has no affiliation or connection with any of the Candidate(s).

3.7 Election and run-off election

Even if there is only one Candidate or only two Candidates in the event of two seats becoming vacant, the Nomination Manager will inform the ccNSO Council and members, about the date of the election.

The election should not close earlier than two weeks after the closure of the Q&A session. The election will be conducted in the following manner:

- The Nomination Manager will issue a formal Election Notice to all ccNSO members and publish it on the ccNSO website. New ccNSO members are able to participate in the voting process if the ccNSO membership application has been approved by the ccNSO Council one day prior to the day the Nomination Manager 3.7 starts the voting process.
- The issuing of the Election Notice marks the start of the voting process.
- The Election Notice will include at a minimum:
    - The names of the Candidates
    - Information on how the election will be conducted
    - Election opening and closing dates.
- The Nomination Manager will issue an email to the designated contact of each ccNSO member, which will indicate how to vote and the date and time by which votes must be received.
- The vote will be confidential, that is, the vote is identified only by a code and not by a name.
- The ballot will include the name(s) of the candidate(s) and "None of the above". "None of the above" will mean that the ccTLD Manager believes the candidate(s) is / are not qualified to serve on the ICANN Board of Directors.
- Where the election is for one seat, each ccNSO member will be entitled to vote for up to one candidate. Where the election is for two seats, each ccNSO member will be entitled to vote for up to two candidates.
- The election voting period will be at a minimum for two weeks, but no longer than three (3) weeks, after which the Nomination Manager will close the voting and will count the votes.
- The Candidate(s) that receive the majority of the votes cast by the ccNSO members, shall be the Candidate(s) who is(are) elected to be nominated by the ccNSO Council.

In the event only 50 % or less of the members have cast their vote, there will be a second, final round.

In the event the majority (50% +1) of the members voted and of the majority of the votes cast opted for "None of the Above" the Board Nomination process shall be terminated as foreseen in section 3.9.

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Commented [KS19]: I think these two should be combined. Firstly, because the first one is not clear. Secondly, regardless of the number of votes, if majority is against all the candidates, we should look for better ones.

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In the event of a tied vote, a run-off election vote or votes will be held, no later than one month after conclusion of the first round of voting.

3.8   Closure of Election process

As soon as possible, but no later than two (2) weeks after closure of the election, the Nomination Manager shall inform the ccNSO Chair other designated person in case the Chair has accepted nomination and the Candidates of the results of the election. The Nomination Manager will issue the results to all ccNSO members and publish them on the ccNSO website.
The ccNSO Chair other designated person in case the Chair has accepted nomination will then put the election results to a vote of the ccNSO Council.

3.9   Termination of the Nomination Process

If the Board member nomination process is terminated, for whatever reason, the Council will initiate a new Nomination process by appointing the Nomination Manager and adopting a new Timeline. If it is expected that the new nomination process will not be completed at least six (6) months before the conclusion of the ICANN annual meeting at which the regular term for Seat 11 or 12 ends, the Chair of the ccNSO will inform ICANN's General Counsel Office and the EC Administration accordingly within 2 business days after the Council decisions to appoint the Nomination Manger and adopt the new Timeline have become effective.

4   Nomination by the ccNSO Council

The ccNSO Council shall nominate the candidate for the seat becoming vacant at its first meeting following the written submission of the name of the successful candidate(s) or the final result of the election(s) to the Chair of the ccNSO.

In accordance with Article 7, Section 7.2(c) of the ICANN Bylaws, the ccNSO Council shall ensure that the elected candidate to be nominated and the remaining ccNSO nominated Board member or the two elected to be nominated candidates shall NOT be citizens from the same country or of countries located in the same Geographic Region.

In the event a ccNSO Council meeting cannot take place in time before the seat becomes vacant, the ccNSO Council nomination process will be conducted by email vote. To be selected, there needs to be an affirmative vote by the majority of the ccNSO Council members in office at the time of the vote.

Notification of the ccNSO Council's nomination(s) shall be given by the Chair of the ccNSO Council in writing to the EC Administration, with a copy to the Secretary.

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Commented [KS20]: This should be done BEFORE the election

Commented [JB21R20]: It is specified in the call for nominations, how the requirements for eligible candidates look like. Up to the nomination manager to verify that the requirements are indeed met

Commented [KS22]: mmm... what about 6 months?

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5 Miscellaneous

5.1 ccNSO Internal Guideline

This Guideline is an internal rule of the ccNSO in accordance with Article 10, Section 10.3(k) and Article 10, Section 10.4(b) of the ICANN Bylaws.

5.2 Omission in or unreasonable impact of the Guideline

In the event this guideline does not provide guidance and/or the impact is unreasonable, the Chair of the ccNSO Council will decide upon any questions or issues.

5.3 Review of Guidelines

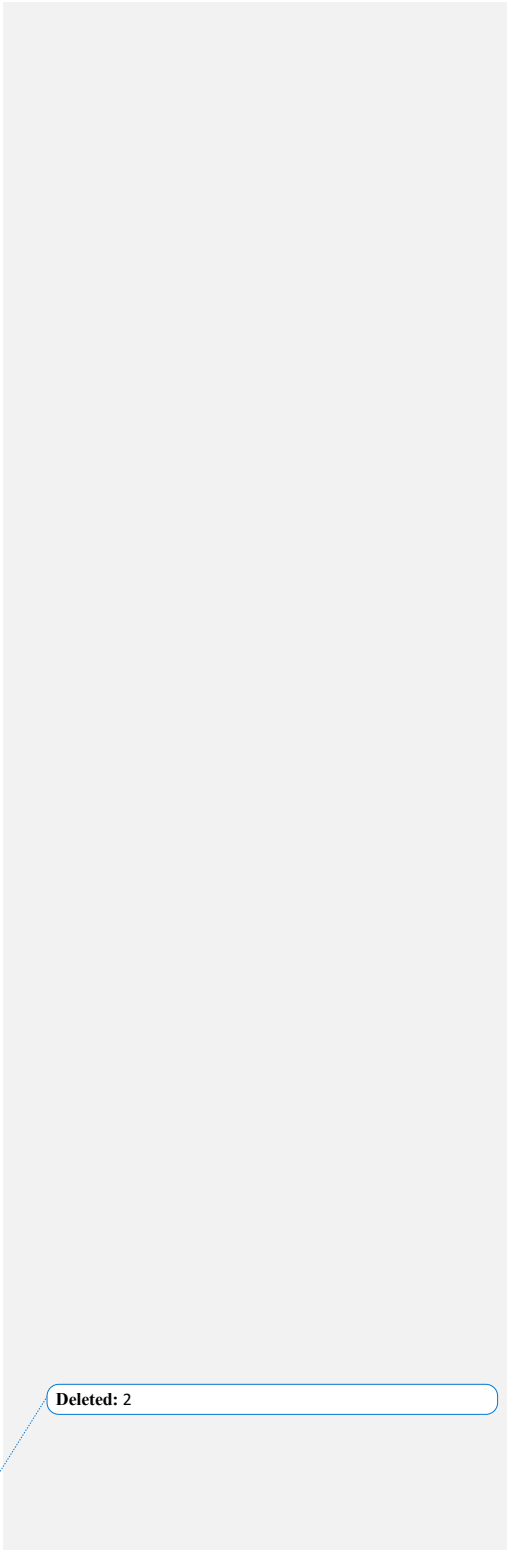This guideline will be reviewed every third year starting 2019 or in the event of changing circumstances.

6 Roles and Responsibilities Assignments

Task	Chair	ccNSO Council	Secretariat	ccNSO members	Nominees	Secretary of ICANN, EC Admin	Nomination Manager
Adopt the timeline		R	I				
Publish the timeline			R				
Appoint Nomination Manager		R					I
Announce the call				I			R
Nominate				R, I			I
Second				R, I			I
Accept nomination				I	R		I
Vote on candidates		R		I			I

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Vote on election results		R		I			I
Notify of the nomination(s)	R					I	

R – Responsible, A – Accountable, C – Consulted, I - Informed