

# GNSO Operating Procedures

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## **Chapter 1.0: Introduction, Scope, and Definitions**

### **1.1 Introduction**

This document, the “Operating Procedures” of the GNSO, describes those supplementary elements of administration, governance, and other logistics/mechanics that are not already prescribed in the aforementioned ICANN Bylaws. Nothing in the contents of this document shall be in conflict with the ICANN Bylaws and, in the event of any discrepancy, apparent or otherwise, the ICANN Bylaws shall govern.

Taken together, the ICANN Bylaws and the GNSO Operating Procedures are intended to provide a complete set of rules, procedures, and practices for governing the operations of the GNSO.

### **1.2 Scope**

The Generic Names Supporting Organization (GNSO), its description, purpose(s), structures (e.g. Council, Stakeholder Groups), and governance mandate are covered in ICANN Bylaws, Article X, Sections 1-6 (link TBD). Transition procedures to the new GNSO Council, to become effective in October 2009, are contained in Article XX, Section 5 (link TBD). The Policy Development Process (PDP) for the GNSO is described in ICANN Bylaws ANNEX A (link TBD).

### **1.3 Definitions**

- 1.3.1 An “appointing organization” is defined to be the Stakeholder Group or Constituency that elected or appointed a representative to the GNSO Council<sup>1</sup>. Note that, for the purposes of these procedures, the Nominating Committee is not considered an “appointing organization.”
- 1.3.2 The terms “Council member,” “Council representative,” and “Councilor” have the same meaning and are used synonymously throughout the text.

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<sup>1</sup> For the purposes of these GNSO Operating Procedures, the three Board Appointees to the GNSO Council are considered to have been elected or appointed by the Non-Commercial Stakeholder Group (NCSG).

## **Chapter 2.0: GNSO Council Supplementary Procedures**

### **2.1 GNSO Council Member Term Limits**

The ICANN Bylaws { Article X, Section 3(2) } specify term limits for GNSO Council Representatives except under a “Special Circumstance,” which is defined within these procedures as follows:

#### **2.1.1 Special Circumstance**

A Special Circumstance may arise under the following conditions:

- a. a Stakeholder Group, as appropriate, is unable to meet a geographic/diversity requirement specified in its Charter; and
- b. after a reasonable search, including but not limited to publicizing the position among ICANN’s other Supporting Organizations and Advisory Committees, no other qualified candidate is available to serve as its Council representative.

If both conditions above are present, the applicable Stakeholder Group may petition the Council to allow its designated representative to serve a third consecutive term. Approval requires greater than 60% affirmative vote in each House and does not require the abstention of the affected Council member.

2.1.2 If a Stakeholder Group wishes to have one of its Council members serve a third consecutive term under circumstances other than as provided in 2.1.1 above, it shall document the details and provide its rationale to the GNSO Secretariat who will disseminate to the Council for consideration. The Council may elect to apply a Special Circumstance, at its discretion, and such action will require greater than 75% affirmative vote in each House without requiring the abstention of any member.

2.1.3 In the event that a Council member is approved to and serves a third consecutive term, or any portion thereof, he/she must remain out of office for one full term before being eligible to serve a subsequent term as a Council member.

### **2.2 Officer Elections: Chair and Vice-Chairs**

The GNSO Council shall select the GNSO Chair and two Vice Chairs as follows:

- a. The GNSO Chair shall be elected by a 60 percent vote of each house.
- b. Each house will be allowed to nominate one candidate for GNSO Council Chair. Each house is responsible for determining how to nominate its candidate. A candidate for GNSO Council Chair does not need to be a member of a house, but must be a member of the GNSO Council. Should a Chair be elected from outside of the houses that Chair will be a non-voting Chair.

- i. All ballots will include the “none of the above” option. In the event that a 60 percent vote of each house selects the “none of the above” option, each house will commence a new nomination period of not longer than 15 days. An election for the new nominees will be scheduled for no sooner than 30 days after the unsuccessful vote.
- ii. In the case of a tie for the most votes between the two candidates, or between a candidate and “none of above,” a second election will be held no sooner than 30 days. The candidates shall remain the same for this second election. In the case this second election also results in a tie, each house will commence a new nomination period of not longer than 15 days. An election for the new nominees will be rescheduled for no sooner than 30 days after the unsuccessful vote.
- iii. The leading candidate will be defined as the one with the highest score. The score is calculated by adding together the voting percentages attained from each house. The highest percentage attainable in each house is 100. Thus, the maximum score a candidate can achieve is 200 as a result of attaining 100 percent of the votes from the contracted party house and 100 percent from the non-contracted party house (100 percent + 100 percent = score of 200). In case neither candidate reaches the 60 percent of each house threshold, a second ballot will be held between the leading candidate and “none of the above.”
- iv. In case neither candidate reaches the 60 percent of each house threshold and the candidates do not tie, a second runoff ballot will be held between the leading candidate and “none of the above.”
- v. If the single candidate does not reach the 60 percent of each house threshold in the runoff ballot, then each house will commence a new nomination period of not longer than 15 days. An election for the new nominees will be rescheduled for no sooner than 30 days after the unsuccessful runoff ballot.
- c. Each house shall select a Council Vice Chair from within its respective house.
- d. A Chair may not be a member of the same Stakeholder Group of either of the Vice-Chairs.
- e. The Chair and Vice Chairs shall retain their votes (if any) in their respective houses (if any).
- f. In the event that the GNSO Council has not elected a GNSO Council Chair by the end of the previous Chair’s term, the Vice-Chairs will serve as Interim GNSO Co-Chairs until a successful election can be held.
- g. The Council shall inform the Board and the Community appropriately and post the election results on the GNSO website within 2 business days following each election and runoff ballot, whether successful or unsuccessful.

### **2.3 Observers**

The GNSO Council may agree with the Council of any other ICANN Supporting Organization or

Advisory Committee to exchange observers. Such observers shall not be members of, or entitled to vote or make motions on, the GNSO Council, but otherwise shall be entitled to participate on equal footing with members of the GNSO Council. The appointing Council shall designate its observer (or revoke or change the designation of its observer) on the GNSO Council by providing written notice to the Chair of the GNSO Council and to the ICANN Secretary.

## 2.4 Board Seat Elections

2.4.1 The ICANN Bylaws, Article X, Section [3\(6\)](#) specify that the Contracted Parties House shall select a representative to fill Board Seat 13 and that the Non-Contracted Parties House shall select a representative to fill Board Seat 14 according to procedures contained herein.

### 2.4.2 Timing

For the purposes of this section and Table 1 below, the date that either Board Seat 13 or 14 will become vacated shall be considered time period “T.” The following activities shall take place according to the generalized schedule in the table below in order to meet the notification requirements provided in the Bylaws, Article VI, Section [8\(4\)](#):

**Table 1: Activities Timeline**

<b>Not Later Than:</b>	<b>Activity Commences:</b>	<b>Maximum Duration:</b>
T – 5 Months	Call for Nominations	1 Month
T – 4 Months (or 16 Weeks)	Candidate Interviews	2 Weeks
T – 14 Weeks	First Round of Voting	2 Weeks
T – 12 Weeks	Second Round of Voting (if needed)	2 Weeks
T – 10 Weeks	Third Round of Voting (if needed)	2 Weeks
T – 8 Weeks	GNSO Secretariat Reports Election Results	3 Days
Next Council Meeting	Confirmation of Election	3 Days
T – 1 Month	GNSO Chair Notifies ICANN Secretary of Election as prescribed by Article VI, Sections <a href="#">8(4)</a> and <a href="#">12(1)</a> of the ICANN Bylaws.	3 Days

At the request of the House, the GNSO Secretariat will develop a specific schedule with actual dates in accordance with the above timeline.

### 2.4.3 Detailed Election Procedures

Each House is responsible for establishing its own internal procedures for nominations, interviews, voting, and candidate selection; however, those processes must be documented and forwarded to the GNSO Council for inclusion as ANNEXES to the GNSO Operating Procedures. If a House subsequently elects to alter its procedures, such amendments must be submitted to the GNSO Council before becoming effective so that the procedures accurately reflect the actual processes and activities performed by each House in selecting its candidate.

## **Chapter 3.0: GNSO Council Meetings**

Except as provided elsewhere in these procedures, the GNSO Council shall act at meetings.

### **3.1 Meeting Facilities**

Provided that all members participating in such a meeting can communicate with one another, members of the GNSO Council may participate in a meeting of the GNSO Council through use of (i) conference telephone or similar communications equipment; or (ii) electronic video screen communication or other communication equipment; provided that (a) all members are provided the means of fully participating in all matters before the GNSO Council, and (b) ICANN adopts and implements means of verifying that a person participating in such a meeting is a member of the GNSO Council or other person entitled to participate in the meeting and all actions of, or votes by, the GNSO Council are taken or cast only by the members of the GNSO Council and not persons who are not members.

### **3.2 Open vs. Closed Sessions**

Except where determined by a majority vote of members of each house of the GNSO Council present that a closed session is appropriate, in-person meetings shall be open to physical or electronic attendance by all interested persons dependent upon space availability. Recordings of meetings will be made publicly available for any meetings not open to all interested parties. In cases where a closed session is deemed appropriate, the reason for such a closed session as well as the result of the vote will be published in the minutes. Votes in closed sessions shall be taken by a polling of the members.

### **3.3 Notice of Meetings**

Advance notice of meetings shall be posted on the GNSO website, if reasonably practicable, at least 7 days in advance of the meeting for Administrative issues and 14 days in advance for Policy issues. Advance notice shall also be posted to other GNSO Council work spaces where practical.

Reports and motions should be submitted to the GNSO Council for inclusion on the agenda as soon as possible, but no later than 8 business days before the GNSO Council meeting.

The time of the meetings may vary to accommodate the different geographic regions represented by GNSO Council members. By way of guidance, start times corresponding to local times for the GNSO Council members earlier than 06.00 and later than 23.00 should be avoided where possible.

### **3.4 Meeting Schedules**

The GNSO Chair and GNSO Council will prepare a 12-month schedule of meetings within 30 days following the ICANN annual meeting. GNSO Council members may request changes to



the schedule during the year, which may be agreed upon by the Chair in consultation with the Council, subject to the minimum period of notice below.

### **3.5 Procedure to Produce the Minutes**

Within 8 working days of a GNSO Council meeting, the GNSO Secretariat will forward draft summary to the GNSO Chair and Vice Chairs.

Within 10 days of the meeting, the Chair and Vice Chairs will edit the draft and request the Secretariat to circulate the draft summary to GNSO Council members for comment and approval. All comments received will be accepted for inclusion into the draft minutes unless there are objections. If no objections are received within 10 days, the minutes will be deemed to have been approved for posting.

All comments received from GNSO Council members will be incorporated in the summary unless there are objections from other GNSO Council members.

Where there are objections, the Chair will attempt to resolve the issue (by reference to the audio transcript, if any) and secure agreement from the relevant GNSO Council members. If agreement is not achieved, the Chair will determine the final version of the minutes and will note areas in which agreement has not been achieved

Disputes: If any GNSO Council member disputes what he or she has said in the resulting draft minutes, the recording and/or transcript of the meeting should be reviewed before minutes are approved.

The Chair will ensure the above procedure is complete and an approved version of the summary is circulated and made public within 21 days of the relevant meeting.

All minutes of meetings of the GNSO (and any working groups thereof) shall be approved promptly by the originating body. No later than the business day after the date on which they are approved by the Council, the minutes shall be made publicly available on the Website.

### **3.6 Speaking at Meetings**

Both at physical and telephone meetings the GNSO Chair will recognize three types of intervention in the following order of priority:

1. A point of order
2. A point of information
3. A normal substantive intervention

#### **3.6.1 Points of Order**

At a physical meeting, a GNSO Council member may raise a hand or, during a teleconference, a GNSO Council member may speak over the dialogue and say immediately "point of order." A point of order is raised when there is an infraction of the GNSO Operating Procedures or

improper decorum in speaking. The point of order must be raised as soon as possible after the error occurs. The Chair will suspend discussion to hear the point.

### 3.6.2 Points of Information and Normal Substantive Interventions

At a physical meeting, a GNSO Council member may raise a hand and wait to be recognized by the Chair and, during a teleconference, a GNSO Council member may speak in an appropriate gap and say immediately "[state name] to speak". This will be noted by the Chair who will invite the intervention in due course. To ensure balance, the GNSO Council Chair has the discretion to delay an intervention by a frequent speaker to allow others to speak. By way of guidance for the Chair, a GNSO Council member is not expected to speak for more than three minutes at a time and the Chair should solicit the views of other GNSO Council members before returning to the same speaker on any one issue. This guidance should not be construed as limiting the Council from substantive discussion on any one issue. The GNSO Council Chair's discretion to delay an intervention should not be exercised for a "point of information". A "point of information" is for GNSO Council members seeking information from the Chair or other GNSO Council members about meaning or procedure - it is specifically not intended to provide information.

## 3.7 Seating and Visibility

As possible, during in-person meetings, the GNSO Council Chair and Vice Chairs should be located so they can observe all GNSO Council members.

## 3.8 Absences and Vacancies

### 3.8.1 Incidental Absence

As covered in Section 4.5.1, GNSO Council members are expected to attend all regularly scheduled Council meetings and be present at the time such sessions are called to order.

- a. Planned Absence: It is understood that, from time to time, it may be necessary for a GNSO Council member to miss a scheduled meeting due to a conflicting personal or professional obligation or other planned event that cannot be reasonably altered.
  - i. When a Councilor anticipates being absent or late for a Council meeting, the Councilor is expected to notify (e.g. telephone, e-mail) the GNSO Secretariat as soon as practicable before the meeting begins.
  - ii. A Councilor is expected to vote on such motions as may come before the GNSO Council using the alternative means provided in Section 4.4-Absentee Voting, if applicable. If circumstances will not permit voting using the alternative means available, the Councilor may declare an intention to abstain on those motions that are scheduled to be voted upon during the GNSO Council meeting at which the Councilor expects to be absent. In such an instance, the procedures in Section 4.5-Abstentions will apply.

- b. Unplanned Absence: Occasionally, it will be necessary for a GNSO Council member to miss a regularly scheduled meeting due to sudden illness, accident, injury, or other unforeseen event that cannot reasonably be anticipated.
  - i. Even though this category of absence occurs without advanced notice, a Councilor is expected to communicate the circumstances of the absence (e.g. telephone, e-mail) to the GNSO Secretariat as soon as practicable after the incident occurs.
  - ii. A Councilor is expected to vote on such motions as may come before the GNSO Council using the alternative means provided in Section 4.4-Absentee Voting, if applicable. If circumstances will not permit voting using the alternative means available, the record shall be noted “Absent” and a vote will not be cast.

### 3.8.2 Leave of Absence

- a. Planned: If a GNSO Council member anticipates being unable to attend two or more regularly-scheduled GNSO Council meetings consecutively, the Councilor shall notify the appointing organization or, for a House NCA, the Nominating Committee and the GNSO Secretariat that a “Leave of Absence” is being requested at which time the remedy described in 3.8.4 is available.
- b. Unplanned: When a GNSO Council member fails to attend two regularly-scheduled GNSO Council meetings consecutively without prior notification to the GNSO Secretariat, the GNSO Secretariat will advise the appointing organization or, for a House NCA, the Nominating Committee that the Councilor has satisfied the conditions for an effective “Leave of Absence” at which time the remedy described in 3.8.4 is available.

### 3.8.3 Vacancies

- a. In the event of a GNSO Council member resignation or other permanent vacancy, the Bylaws call for replacement according [Article X, Section 3\(3\)](#).
- b. During any transition period following the occurrence of the permanent vacancy, but before a new election or appointment and subsequent seating of the replacement Councilor, the remedy in 3.8.4 is available.

### 3.8.4 Remedy: Temporary Alternate

- a. For a Councilor who is not appointed by the Nominating Committee, the appointing organization may, at its discretion, name a Temporary Alternate to serve in the absent or vacant Councilor’s seat.
- b. For a voting NCA, the Council non-voting NCA is immediately activated to serve as a Temporary Alternate subject to provisions in Paragraph 4.5.3-c. The communication required pursuant to Paragraph 4.5.4-b, if it cannot be submitted by the voting NCA, will be completed and forwarded by the non-Voting NCA.

- c. A named Temporary Alternate pursuant to this section is subject to the applicable provisions in Paragraphs 4.5.3-c and 4.5.4-b except that the communication to the GNSO Secretariat should be amended as follows:
    - i. the reason or condition leading to the remedy is either “Leave of Absence” or “Vacancy,” as applicable; and
    - ii. the measures/motions/votes upon which the Temporary Alternate may engage are not constrained, as in other remedies (see Section 4.5), and may be noted as “All Subjects Permitted.”
  - d. A named Temporary Alternate pursuant to this section will be expected to participate in all matters that would otherwise have occupied the attention of the absent Councilor.
- 3.8.5 Any occurrence of absence or vacancy that is not declared in advance, as provided in this section, will be recorded as “Absent” and such action will not reduce the denominator in any vote tabulation for the affected House.

## **Chapter 4.0: Voting**

### **4.1 Quorum**

In order for the GNSO Council to initiate a vote, a quorum must be present. A quorum is a majority of voting members in each House, which must include at least one member of each Stakeholder Group.

### **4.2 Voting Thresholds**

Unless otherwise specified in these procedures or in the ICANN Bylaws, to pass a motion or other action, greater than 50% of the eligible voters in each House must cast affirmative votes. For all votes taken, the number of eligible voters in each House shall be fixed to the number of seats allocated in the Bylaws (a.k.a. the denominator) and is not affected by the number of members present or absent at the meeting in which the motion or other action is initiated. For rules and procedures concerning abstentions and their impact on voting thresholds, refer to Section 4.5 below.

### **4.3 Motions and Votes**

4.3.1 Eligibility: All actions of, or votes by, the GNSO Council are taken or cast only by the members of the GNSO Council. Except as otherwise provided in these procedures, persons who are not Council members may not vote. Acts by the GNSO Council members present at any meeting at which there is a quorum shall be acts of the GNSO Council unless otherwise provided herein.

4.3.2 For each motion or action of the GNSO Council requiring a vote, Councilors may enter either a “No”, “Yes, or “Abstain.” For a vote of “Abstain,” a reason or explanation is required. For votes of “No” or “Yes”, at the discretion of the Councilor, an explanation or reason may be provided which will be recorded in the meeting minutes.

### **4.4 Absentee Voting**

#### **4.4.1 Applicability**

Absentee voting is permitted for the following limited number of Council motions or measures.

- a. Initiate a Policy Development Process (PDP);
- b. Approve a PDP recommendation;
- c. Recommend amendments to the GNSO Operating Procedures (GOP) or ICANN Bylaws;
- d. Fill a Council position open for election.

4.4.2 Absentee ballots, when permitted, must be submitted within the announced time limit, which shall be 72 hours from the meeting’s adjournment. In exceptional circumstances,

announced at the time of the vote, the Chair may reduce this time to 24 hours or extend the time to 7 calendar days, provided such amendment is verbally confirmed by all Vice-Chairs present.

- 4.4.3 The GNSO Secretariat will administer, record, and tabulate absentee votes according to these procedures and will provide reasonable means for transmitting and authenticating absentee ballots, which could include voting by telephone, e-mail, web-based interface, or other technologies as may become available.
- 4.4.4 Absentee balloting does not affect quorum requirements.

## **4.5 Abstentions**

### **4.5.1 Duty of Councilors, Constituencies, and Stakeholder Groups**

The GNSO Council is, by design, a small number of members organized into two voting Houses comprised of 7 and 13 members respectively, representing Stakeholder Groups as prescribed in the ICANN Bylaws (see <http://www.icann.org/en/general/bylaws.htm#X>). If approved within a particular Stakeholder Group Charter, a GNSO Council member may be a representative of a Constituency within that Stakeholder Group. Given the Council's size and the voting thresholds that have been defined, it is important that each Stakeholder Group (or Constituency, where applicable) vote decisively, through its appointed or elected Councilors, on every matter that is before the Council for action.

When exercising his/her voting responsibilities on Council matters, a GNSO Councilor is expected to comply with any obligations prescribed within the applicable Stakeholder Group or Constituency Charter governing Councilor's appointment to the Council. If such Charter procedures are silent with respect to voting guidance, directions, or restrictions, the Councilor may use his/her best informed judgment, unless specifically directed as described in Paragraph 4.5.3-a below.

When circumstances regarding a potential voting abstention occur that would otherwise prevent a Councilor from discharging his/her responsibilities (see Paragraph 4.5.2), the Councilor's appointing organization is provided a set of remedies (see Paragraph 4.5.3) designed to enable its vote to be exercised. For a Nominating Committee Appointee (NCA) assigned to a House (hereinafter House NCA), certain remedies are available and prescribed based upon a set of specific criteria, conditions, and implementation rules without requiring formal action by the Nominating Committee.

Specific Councilor obligations include:

- a. Active participation: a Councilor is expected to actively participate in the regular affairs of the GNSO Council including, *inter alia*, attending its scheduled meetings, staying abreast of the technical and administrative agenda, engaging in relevant email and live discussions, reading minutes, evaluating reports, listening to meeting recordings (in the event of absence), asking questions that foster learning, voting

responsibly on all matters before the Council, and periodically reviewing the performance of the Chair and Vice-Chairs.

- b. Reasonable inquiry: Councilors should request and receive sufficient information, including support from their Constituencies or Stakeholder Groups, as appropriate, so Councilors may carry out their responsibilities. When a problem manifests itself or some issue does not make sense, a Councilor has a duty to inquire into the surrounding facts and circumstances and seek guidance.

#### 4.5.2 Abstention Categories

Circumstances leading to a potential voting abstention can arise when a Council member perceives a set of conditions, relative to some action or motion before the Council that warrants his/her recusal from participating and/or voting. For purposes of the Council's operating procedures, abstentions will be grouped into two categories varying by severity and recommended action: "volitional" abstentions and "obligational" abstentions.

##### a. Volitional Abstentions

Circumstances may occur when a Council member elects to refrain from participating and voting for reasons that may include, but are not limited to:

- Perception of being inadequately informed
- Has not participated in relevant discussions or studied available materials
- Lacks sufficient understanding, expertise, or technical knowledge

The above list itemizes several potential reasons for a volitional abstention; however, as described in Paragraph 4.5.1 above, it is the duty of Council members to remain informed, to exercise their responsibilities to vote, and to take whatever reasonable measures are available so that this category of abstentions is minimized to the greatest extent possible. Appointing organizations are encouraged to provide sufficient guidance, assistance, education, and direction, where applicable, to avoid circumstances that might otherwise result in a volitional abstention.

##### b. Obligational Abstentions

This category of abstentions results from conditions in which a Councilor may find that he/she is unable to vote on a measure due to a competing personal (e.g. religious), professional, or political interest that interferes with his/her ability to participate in the matter or where participation raises ethical questions.

*Disclaimer concerning the term "Conflict of Interest": There are certain financial interests and, possibly, incentives associated with GNSO actions that affect Internet domain name policies. As they pertain to GNSO Council voting actions, such interests are expected to be documented in a Councilor's required Statement and/or Disclosure of Interest (see Chapter 5.0) and do not require that the Councilor abstain from participating and voting. GNSO Councilors do not have a fiduciary responsibility to act in the best interests of ICANN in discharging their*

*responsibilities on the Council. While the deliberations and decisions of ICANN are made in the interests of the global Internet community as a whole, GNSO Councilors are understood, in some cases, to represent the views of organizations and interest groups that would materially benefit from policies recommended by the GNSO. It is understood that Councilors are often employed by or represent those affected parties and such relationships could engender subsequent benefit to Councilors as individuals. As a result of these special circumstances and to avoid confusion with ICANN's Conflict of Interest Policy, which does not pertain to GNSO Council matters, the term "Conflict of Interest" will not pertain when a GNSO Councilor argues for and votes "Yes" or "No" on a matter which, by virtue of that action, directly or indirectly benefits that individual financially or economically; however, that interpretation does not imply that circumstances cannot occur in which a Councilor may perceive his/her situation as obligating a formal abstention.*

A Councilor who believes that proceeding to vote on a motion or action before the Council not only warrants, but requires, his/her abstention and, thereby, recusal from deliberations, is considered to be facing an obligational abstention. Although it is not possible to draft a set of exhaustive conditions under which obligational abstentions can arise, two examples are provided by way of illustration:

Case 1: a Councilor (attorney by profession) is representing a client in legal action relating to a matter before the Council and, and as required by his/her professional code, must abstain and, furthermore, such abstention should not be counted as a negative vote. [Note: this type of situation requires one of the remedies specified in Paragraph 4.5.3].

Case 2: a Councilor is a paid consultant for a national political body that has a vested interest in a particular motion before the Council. The Councilor is concerned that his/her future income potential and ability to retain a consulting engagement with the national body may be affected if he/she votes on the measure. In such a case, the Councilor believes that the ethical course of action is to abstain.

In the two examples above, personal or professional obligations interfere with the Council member's ability to participate ethically; thus, requiring recusal from deliberations on the matter and abstention from voting.

#### 4.5.3 Remedies

All Council voting thresholds, as described in the GNSO Operating Procedures and the ICANN Bylaws, require a certain number of affirmative votes in each House in order to pass a measure. The voting thresholds are calculated based upon the total membership of each House. According to existing rules, any abstention, regardless of type or category, would not contribute to the passing of a motion; therefore, by default, an abstention functions as a negative (or "No") vote.

The purpose of the remedial procedures in this section is to minimize the effect of such potential abstentions on Council voting by providing mechanisms that will permit the abstaining Councilor's vote to be exercised.



The remainder of this paragraph describes a sequence of actions that are designed to remedy those situations in which a Councilor, facing either of the two categories of abstention in Paragraph 4.5.2 above, is not able to perform his/her duties. In general, the remedies proceed from simplest in execution to more logistically complex and should, under most circumstances, be evaluated and selected in the order provided.

a. Voting Direction<sup>2</sup>

The first remedy to be considered in avoiding the consequences of an abstention is for the Councilor at issue to request specific voting instructions in writing from Councilor's appointing organization. The Councilor would then be obligated to follow the voting instruction provided. This remedy requires that the appointing organization establish an affirmative or negative voting position, subject to provisions contained in its Charter or Bylaws, on the applicable Council measure/motion.

This remedy is recommended when receipt of specific voting instruction from the Councilor's appointing organization will obviate the conditions that would otherwise have resulted in an abstention.

b. Proxy Voting

The second method to be considered in avoiding the consequences of an abstention is the use of proxy voting, where the vote of an abstaining Councilor is transferred to another GNSO Councilor.

- i. For abstentions declared by Councilors not appointed by the Nominating Committee and where voting direction is not a viable remedy, the appointing organization may transfer the vote of the abstaining Councilor to: (1) the House Nominating Committee Appointee (NCA), (2) another of its Constituency Councilors (where applicable), or (3) another Councilor within the Stakeholder Group. The appointing organization must be able to establish an affirmative or negative voting position, subject to provisions contained in its Charter or Bylaws, on the applicable measure/motion for which one of its Councilors has declared an intention to abstain. The Councilor to whom the vote is transferred shall exercise a vote in line with the appointing organization's stated position.
- ii. If an abstention is declared by a House NCA, once formal notification has occurred pursuant to the procedures in Paragraph 4.5.4-a, a proxy is automatically transferred to the GNSO Council's unaffiliated NCA (hereinafter Council NCA) and any vote cast will be counted within the House to which the abstaining NCA is assigned. The Council NCA may exercise only one proxy at a time; therefore, the first abstention remedy properly

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<sup>2</sup> The term "appointing organization" (see Section 1.3.1) does not comprise the Nominating Committee; therefore, the Voting Direction remedy does not apply to House NCAs.

transferred to the Council NCA, including all measures/motions specified, takes precedence. It should be noted that, because NCAs do not have an appointing organization, as defined in these procedures (see Section 1.3.1), to provide specific voting direction, the Council NCA may exercise his/her best judgment, including abstaining, on the matter at issue. If the Council NCA abstains or does not cast a vote for any other reason, no further remedies are available and the automatic proxy will be nullified. The original House NCA will be recorded in the minutes as having abstained from the vote.

Proxy votes function as standard Council votes. A Councilor abstaining on a vote, if present at the meeting, does count in quorum calculations; however, the existence of a proxy does not count towards quorum for any action of the GNSO Council. In addition, the existence of a proxy does not count towards quorum calculations for any action of the GNSO Council.

No GNSO Council member is permitted to exercise more than one proxy vote for any specific action/motion before the Council. If an appointing organization finds itself with more than one abstention situation to be remedied, the appointing organization must allocate its proxy votes to as many other Councilors as required such that no individual Councilor registers more than one proxy vote at a time.

c. Temporary Alternate

The third remedy that may be exercised in avoiding the consequences of an abstention is the naming by the appointing organization of a Temporary Alternate who is empowered to “stand in” for the abstaining Councilor according to the provisions below. For a House NCA, the Temporary Alternate remedy is defined only for certain conditions of absence and vacancy as provided in Section 3.8 of these procedures.

In selecting a Temporary Alternate, the appointing organization shall choose, from within its membership ranks, a responsible individual who is not a current voting GNSO Council member, but is otherwise knowledgeable on the matter at issue and qualified to represent the appointing organization’s interests. The Temporary Alternate must meet all criteria (e.g. Term Limits) for GNSO Council membership.

- i. The GNSO Secretariat will arrange for the named Temporary Alternate to participate in GNSO Council meetings, teleconferences, email list discussions, as appropriate, and will cause such arrangements to be deactivated upon conclusion of the Temporary Alternate’s tenure.
- ii. The Temporary Alternate is entitled to participate in Council deliberations and voting only upon the specific matter(s) outlined in the communication submitted to the GNSO Secretariat (see 4.5.4-b). In all other matters, the regular Councilor is expected to function in Councilor’s normal capacity. A Temporary Alternate may not be selected to register a proxy vote, as described in 4.5.3-b, except when the Temporary Alternate is named as a result of provisions contained in Section 3.8-Absences and Vacancies.

- iii. The presence of a duly recognized Temporary Alternate at a Council meeting is counted in quorum calculations; however, the regular Councilor, if present, and any Temporary Alternate only contribute a count of one to the meeting quorum.
- iv. Only one Temporary Alternate may be named to act for a GNSO Councilor at a time.
- v. If the Temporary Alternate is named for a Council member who is an elected officer of the GNSO Council, the Temporary Alternate does not assume those officer duties and responsibilities; the Council's leadership succession shall take effect as provided elsewhere in these procedures.

The above remedies are available for the purposes of ensuring that, to the maximum extent possible, each and every GNSO Council vote can be exercised and that conditions otherwise resulting in an abstention can be mitigated. The GNSO Council has not established any provision that would permit the voting thresholds and calculations to be altered, for example, by reducing the denominator due to an abstention.

#### 4.5.4 Procedures

This paragraph outlines the notification and communication steps required when an abstention condition is identified as well as the procedures that must be followed in remedying the abstention.

For the purposes of these procedures, the term "written" or "in writing" shall mean via postal mail or electronic mail (e-mail).

In order for an abstention remedy to be implemented, all required procedures must be completed prior to the start of the GNSO Council meeting in which the vote will be taken; otherwise, the abstention will not be remedied and the provisions of paragraph 4.5.4-c will apply.

a. Notification by Councilor

A Councilor who believes that he/she should abstain from participation/voting on a measure before the Council is required to provide, at the earliest opportunity, a brief written notification documenting the circumstances to the appointing organization with a copy forwarded to the GNSO Secretariat. For a House NCA, the notification should be sent to the GNSO Secretariat with a copy to the Council NCA who is required to acknowledge receipt to both parties that an automatic proxy is confirmed. If the situation is perceived to be confidential in nature and cannot be disclosed in the notification, a statement to that effect should be included by the Councilor.

b. Communication by Appointing Organization or NCA

To effectuate a remedy described in 4.5.3, the appointing organization or, when applicable, the House or Council NCA must provide a written statement to the GNSO Secretariat, as early as possible prior to any discussion/voting on the matter at issue, containing the following information:

- Name of the abstaining Councilor.
- Remedy selected (from Paragraph 4.5.3).
- Reason(s) for or condition(s) leading to the remedy.
- Specific subject(s)/measure(s)/motion(s)/action(s) of the Council for which the remedy is being exercised.
- Date upon which the remedy will expire or terminate. No remedy may initially or subsequently extend beyond three (3) months at a time. If the period needs to be extended, a written notice can be provided to the GNSO Secretariat indicating the reason for extension (e.g. Council vote postponed) and a new expiration date. While there is no limit to the number of extensions; “standing” remedies are not allowed under any circumstances.
- For the specific remedies of Voting Direction and Proxy Voting, the communication must include an affirmation that the appointing organization has established a voting position, subject to provisions contained in its Charter or Bylaws, on the matter at issue. For Voting Direction, a statement from the appointing organization shall indicate that the affected Councilor has been instructed how to vote on the matter. Exclusion: these statements are not applicable or required in a remedy applied for a House NCA.
- For Proxy Voting, identification of the GNSO Councilor who will register the vote for the abstaining Councilor.
- For a Temporary Alternate, identification of the individual who will serve as a substitute for the abstaining Councilor. If not already published and available, a short bio and Statement/Disclosure of Interest should be prepared by the Temporary Alternate and delivered to the GNSO Secretariat in advance of any discussion or voting scheduled to take place.

c. Effect and Recording of an Abstention Not Otherwise Remedied

If an abstention cannot be avoided after pursuing the remedies provided in Paragraph 4.5.3, then the Councilor may abstain from voting and an “Abstention” will be entered into the record along with a reason. If the reason for the abstention warrants such action (e.g. obligational abstention), the Councilor shall be recused and not participate in discussions on the affected topic(s) or otherwise attempt to influence other Council members nor shall he/she vote on any action attendant to the matter for which the abstention conditions are present. An abstention shall not affect quorum requirements or calculations nor will it reduce the denominator in any vote tabulations for the affected House.

## **Chapter 5.0: Statements and Disclosures of Interest**

### **5.1 Definitions**

Generic Names Supporting Organization (GNSO) Group:

- a. the GNSO Council, or
- b. a work team, working group, committee or other such policy development body formed by and under the supervision of the GNSO Council.

Relevant Party: An individual who participates as a member of a GNSO Group.

Statement of Interest: Relevant to membership of the GNSO Group. A written statement made by a Relevant Party that provides a declaration of direct and indirect interests that may affect, or be perceived to affect, the Relevant Party's judgment, on any matters to be considered by the GNSO Group.

Disclosure of Interest: Relevant to a specific issue at a specific time. A written statement made by a Relevant Party of direct and indirect interests that may be commercial (e.g. monetary payment) or non-commercial (e.g. non-tangible benefit such as publicity, political or academic visibility) and may affect, or be perceived to affect, the Relevant Party's judgment on a specific issue.

### **5.2 Policy**

#### **5.2.1 Purpose**

The purpose of this policy is to set forth responsibilities and procedures pertaining to the content, creation, timely update, accuracy, completeness, and compliance of Statements of Interest and Disclosures of Interest as defined in Paragraph 5.1.

#### **5.2.2 Compliance**

- a. Each Relevant Party is responsible for ensuring that he or she complies with this policy. Failure to comply with these procedures is covered in Paragraph 5.6.
- b. This policy is administered by ICANN staff. Administration includes informing new members of groups of the policies, posting all Statements of Interest and Disclosures of Interest, and following up on any requests from the Chairs of groups pertaining to this procedure.

### **5.3 Statement of Interest Procedures**

#### **5.3.1 Timeliness**

Relevant Parties are required to provide to the GNSO Secretariat a Statement of Interest, updated not less frequently than once a year or whenever there is a material change, setting forth those

specified interests, relationships, arrangements, and affiliations that may affect or be perceived to affect judgments of Relevant Parties in the conduct of their participation within the GNSO. A completed Statement of Interest, updated at least annually, is a precondition for Relevant Parties to participate in a GNSO group.

### 5.3.2 Electronic Form and Publication<sup>3</sup>

To ensure consistency, ICANN Staff shall develop, maintain, and provide to Relevant Parties an electronic Statement of Interest form including procedures and instructions pertaining to its completion online. ICANN Staff shall make available an alternative arrangement (e.g. email) in the event that a Relevant Party does not have the necessary Internet access or capability to complete the form online. ICANN Staff shall post the completed Statements of Interest in the relevant section of the ICANN web site prior to Relevant Parties undertaking any activity and at least annually in the case of GNSO Councilors.

### 5.3.3 Content<sup>3</sup>

Relevant Parties shall complete all five sections of the Statement of Interest form as specified below:

1. Please identify your current employer(s) and position(s).
2. Please identify your declared country of residence, which may be the country to which you pay taxes.
3. Please identify the type(s) of work performed at #1 above.
4. Please identify any ownerships, investment interests, or compensation arrangements by answering the following three questions:
  - i. Do you have any ownership or investment interest, excluding ownership of a *de minimis* number of shares in a publicly traded company, in any entity with which ICANN has a transaction, contract, or other arrangement (e.g. Registries, Registrars, Consultants, etc.)? Please answer “yes” or “no.” If the answer is “yes,” please provide the name of each entity for which such an interest exists.
  - ii. Do you have a compensation arrangement with any entity or individual with which ICANN has a transaction, contract, or other arrangement (e.g. does the Relevant Party have a consulting arrangement with a Registrar)? Please answer “yes” or “no.” If the answer is “yes,” please provide the name of each entity for which such an arrangement exists.
  - iii. Do you have potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ICANN is negotiating a transaction, contract, or other arrangement? Please answer “yes” or “no.” If the answer is “yes,” please provide the name of each entity for which such a potential ownership, interest, or arrangement exists.

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<sup>3</sup> This section is **not approved** pending creation by ICANN Staff of a list of entities with which ICANN has a transaction, contract, or other arrangement (e.g. Registries, Registrars, Consultants, et al.), including appropriate considerations of privacy.

5. Are you participating in the GNSO policy process as a representative of any individual or entity, whether paid or unpaid? Please answer “yes” or “no.” If the answer is “yes,” please provide the name of the represented individual or entity.
6. Please identify any other relevant arrangements, interests, or benefits as requested in the following three questions:
  - i. Do you have any type of commercial or non-commercial interest in ICANN GNSO policy development processes and outcomes? Please answer “yes” or “no.” If the answer is “yes,” please describe the commercial or non-commercial interest in ICANN GNSO policy development processes and outcomes.
  - ii. Are there any arrangements/agreements between you and any other group, constituency or person(s) regarding your participation as a work team member? Please answer “yes” or “no.” If the answer is “yes,” please describe the arrangements/agreements and the name of the group, constituency, or person(s).
  - iii. Do you receive any tangible or intangible benefit from participation in ICANN GNSO policy development processes and outcomes? For example, if you are an academic or NGO and use your position to advance your ability to participate, this relationship should be disclosed in the Statement of Interest just as should employment by a contracted party or a business relationship with a non-contracted party that has an interest in policy outcomes. Please answer “yes” or “no.” If the answer is “yes,” please describe the tangible or intangible benefits.

#### 5.3.4 Timing of Updates and Recordation

A Relevant Party shall provide any changes/and or updates to his or her Statement of Interest within ten business days. Such changes shall also be recorded in the minutes of the meeting at which the Relevant Party advises of such change and should be posted as soon as possible.

### **5.4 Disclosure of Interest Procedures**

#### 5.4.1 Applicability

A Relevant Party shall provide a Disclosure of Interest setting forth any direct or indirect interests that may affect a Relevant Party’s judgment on an issue that is under review, consideration, or discussion.

#### 5.4.2 Duty to Remind Participants and Speakers

- a. The GNSO Council Chair or Vice-Chairs, Working Group Chair, Work Team Chair, Committee Chair, or Chair of any other organization formed by the GNSO shall remind all participants to provide Disclosures of Interest and updates to Disclosures of Interest at the beginning of each meeting during which the Relevant Parties will discuss or act upon the specific matter(s) to which the disclosure pertains and such disclosures shall be recorded in the minutes of that meeting. Participants should be polled individually by the Chair to ensure that all updates to respective Disclosures of Interest have been received and those responses shall be recorded in all minutes. At that time, anyone who has a question about the interpretation or meaning of a

Relevant Party's Disclosure of Interest may petition the Chair to request clarification from the Relevant Party. Concerns related to the accuracy and/or completeness of a Disclosure of Interest are addressed in Paragraph 5.5.

- b. At the beginning of any ICANN public meeting, forum, or discussion being coordinated and/or moderated by the GNSO, the person acting as Chair or coordinator of the public meeting, forum, or discussion shall encourage all speakers to provide Disclosures of Interest prior to beginning their remarks.

## **5.5 Completeness and Accuracy**

### **5.5.1 Completeness**

ICANN Staff shall review each Relevant Party's Statement of Interest and Disclosure of Interest to ensure completeness. If ICANN Staff has reason to believe that a Relevant Party's documentation is not complete, ICANN Staff shall notify the Relevant Party and request that the omitted or missing information be provided or, if there are extenuating circumstances, explanation as to why the document is incomplete. If the matter cannot be satisfactorily resolved with the Relevant Party after a reasonable period, Staff shall raise the matter with the applicable Chair pursuant to 5.5.3.

### **5.5.2 Accuracy**

Concerns raised by ICANN Staff or a member of the ICANN community about the accuracy of a Relevant Party's Statement of Interest or Disclosure of Interest, including whether a direct or indirect interest that may affect the Relevant Party's judgment with respect to a pending matter has been disclosed, shall be brought to the attention of the applicable Chair and handled pursuant to 5.5.3.

### **5.5.3 Appeal Process**

If concerns about the completeness and/or accuracy of a Statement of Interest or Disclosure of Interest persist after reasonable attempts are made to resolve them with the Relevant Party, the matter shall be brought to the attention of the applicable Chair and handled according to decision-making methodology and appeal process as prescribed in the GNSO Working Group Guidelines<sup>4</sup>. At each step of the appeal process, every effort should be made to resolve the accuracy concerns by working cooperatively with the Relevant Party.

## **5.6 Failure to Comply**

### **5.6.1 Requirement to Participate**

A Statement of Interest form must be submitted by each Relevant Party in accordance with these procedures. If a Relevant Party fails to provide a Statement of Interest prior to the start of a GNSO meeting, the Chair may temporarily suspend that Relevant Party's participation until the

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<sup>4</sup> A reference will be supplied once the final document is approved and published.



Statement of Interest is provided. Participation shall not be suspended if a Statement of Interest is subject to the Appeals process of 5.5.3 until a final determination is made under that process.

#### 5.6.2 Suspension

Pursuant to the appeal provisions referenced in 5.5.3, if it is determined that a Relevant Party has not complied with these procedures, the GNSO Council Chair, in consultation with the Vice-Chairs, may suspend that Relevant Party's participation in GNSO affairs until the failure to comply has been remedied. The ICANN General Counsel and GNSO Council will be notified when such actions are taken as a matter of protocol and the decision to take this step will be recorded in the GNSO Council minutes. If the failure to comply pertains to a Chair, the applicable Vice-Chairs shall act pending completion of the appeal process. If the failure to comply pertains to the GNSO Council Chair, the Vice-Chairs shall act after consulting with the ICANN Vice President - Policy Development.

## **Chapter 6.0: GNSO Work Prioritization (Placeholder)**

## **Chapter 7.0: Stakeholder Groups and Constituencies: Operating Principles and Participation Guidelines**

### **7.1 Participation Rules and Operating Procedures**

The following sections address the BGC WG’s recommendation that Groups shall establish and abide by a set of participation rules and operating procedures.

#### **7.1.1 Participation Principles**

All Stakeholder Groups/Constituencies (here-in-after called Groups) should adopt the rules below for participation. Such rules and procedures should be part of their Charters.<sup>5</sup>

- a. All Groups should adopt these rules for participation to encourage openness, transparency and accountability. These rules and any other rules governing participation should be objective, standardized and clearly stated.<sup>6</sup> For the avoidance of doubt, while commonality is encouraged in the interest of simplification, Groups are not required to have identical rules and variation between Groups is acceptable, as appropriate.
- b. Groups should have their participation rules based on common principles developed by the GNSO. Groups should avail themselves of ICANN staff services to make these rules available in English and the five United Nations languages – Chinese, Russian, Arabic, Spanish, and French – so that ICANN’s global audience can understand them.<sup>7</sup>
- c. All Groups should strive to improve inclusiveness and representativeness. Groups should have either a differential fee structure based on the ability to pay, in order to encourage increased representation from those living in less developed economies, or hardship provisions that entitle any potential member to apply for relief from the normal fee scale.<sup>8</sup>
- d. All Groups should strive to remove information barriers and put in place well-structured outreach programs so that many potential stakeholders come to know of their existence and also of the benefits in being part of the ICANN policy process, thereby becoming more aware of the value of joining the GROUP.<sup>9</sup>

#### **7.1.2 Membership**<sup>10</sup>

- a. All Groups should make and publish rules and procedures for admission requirements of interested parties as Members in clear and simple terms. Such rules and procedures should be part of their Charters.

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<sup>5</sup> See Board Governance Committee (BGC) GNSO Review Working Group Report on GNSO Improvements, page 45, last paragraph.

<sup>6</sup> Ibid, page 43, paragraph 1.

<sup>7</sup> Ibid, page 42, paragraph 5.

<sup>8</sup> Ibid, page 41, last paragraph.

<sup>9</sup> Ibid, page 42, paragraph 4.

<sup>10</sup> Ibid, page 43, paragraph 2.

- b. All Groups should abide by rules governing membership, which are based on common principles. All Group members should have rights, duties and responsibilities and in particular, rights to vote as applicable as per Group membership rules.
- c. All Groups must offer membership to natural persons or individuals (if applicable) as well as to entities with legal personality such as corporations. However, any person or organization applying for membership should meet the membership criteria laid down by the Group with ICANN's approval.
- d. All Groups should stipulate the rights, duties, and responsibilities of its members in clear and simple terms and publish the same.
- e. A simple application form should be devised for membership and it should be publicly available on the Group's website.
  - i. Admission criteria should be predictable and objective and not arbitrary or discretionary. Where eligibility depends on participation in a certain sector of business, then applicants should be entitled to submit evidence of their participation in that sector.
  - ii. The general membership should be entitled to object to an application for membership provided that such objection is based on predictable and objective membership criteria. Such an objection should be published to the Group members.
  - iii. In applying for membership an applicant thereby agrees to abide by the written rules and regulations, including charters and bylaws, of the Group and terms and conditions laid down by it.
- f. Status of a new application and admission decision, as far as possible, should be publicly available at the option of the applicant and an applicant should be advised of any objection to the application, be given the opportunity to ask clarifying questions about the objection, and be given the opportunity to reply with clarification or to reply in general.
- g. In case of unfair treatment resulting in the rejection of an application or a dispute, the applicant may lodge a complaint with the ICANN Ombudsman or a mutually agreed upon non-biased neutral third party. The process for lodging a complaint with the Ombudsman is set forth in Article V of the ICANN Bylaws and in the Ombudsman Framework.<sup>11</sup>
- h. Every member should remain in good standing until the Group has decided otherwise as per its Charter provisions. The reasons that such status can be imperiled should be certain and predictable and objective and not arbitrary or discretionary. In such an event, the member should be given an opportunity to be heard. Appropriate procedures should be made for such an eventuality. The affected party should have right of appeal to a neutral third party.
- i. List of members and their contact details should be publicly available on the Group website. Individual members should have the right to have publication of address and

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<sup>11</sup> See <<http://www.icann.org/ombudsman/documents/ombudsman-framework-26mar09-en.pdf>>.

other contact details withheld to protect their privacy. All members, unless otherwise stated should be eligible to participate in the business of the Group and have voting rights as applicable.

- j. No legal or natural person should be a voting member of more than one Group.

### 7.1.3 Policy and Consensus

- a. All Group members should be eligible to participate in the Policy work of the Group and to join Committees formed to deal with policy issues and other Group issues, including eligibility of membership in the Group's committees.
- b. Groups should refer to the GNSO Working Group model and guidelines for the purpose of reaching consensus and to improve accessibility, transparency, and accountability all Groups should establish and publish a consensus-building model or process that is publicly available to their membership and the community. Whatever consensus-building model or process a Group uses, the Group must describe the process and ensure that is publicly available to their membership and the community so it is visible and transparent.

## 7.2 **Operating Principles**

The following sections address the BGC WG's recommendations for clear operating principles for each Group to ensure that all Groups function in a representative, open, transparent and democratic manner.

Groups should adhere to the following common operating principles: representativeness, process integrity, flexibility, transparency, participation, openness, and other norms common to the GNSO.

### 7.2.1 Term Limits

- a. No person should serve in the same Group Officer position for more than four consecutive years. A member who has served four consecutive years must remain out of office for one full term prior to serving any subsequent term in the same Group Officer position. Any exception to this policy would require approval by the Group membership.

### 7.2.2 Executive Committees

- a. All Executive Committees must promptly publish action points, decisions, and any resolutions to Group members. It is recommended that prompt publication means within a reasonable period and a guideline is between 72 hours and 1 week of the relevant meeting.
- b. All Executive Committees must publish to Group members their rules and procedures, decision making process and criteria.

### 7.2.3 Committees

- a. Groups should adopt a standard set of rules and procedures to govern Group Committee constitution and operations. Whatever model is adopted, it should be published to the entire Group membership and maintained.
- b. The formation of all Committees should be made known to the entire Group membership and eligibility to participate should be open to all members.
- c. The fact a Committee has been established and its membership should be made available to the entire Group membership and should be published on the Group website.
- d. Action points, decisions and any resolutions and final work products should be made available to the entire Group membership within a reasonable period of any given meeting.
- e. Going forward, Groups should publish to the Group membership a list of all active and inactive Committees and their final decisions, resolutions and final work products.

#### 7.2.4 Communications

- a. Group mailing lists should be open to the entire Group membership and, at the election of the Group in any given case, to the public. The Group may have reserved lists if needed.
- b. The outcome of all Group policy decisions should be open and publicly archived with posting rights limited to members at the election of the Group.
- c. Group business, work products, finance and accounts, and submissions to Staff and other ICANN entities should be made available to the entire Group membership unless there are valid grounds for restricting distribution.
- d. All Groups should have a published Privacy Policy providing for the protection of the private data of members.

#### 7.2.5 Elections

Groups should publish and maintain a list of all Office holders, past and present, to inform Group members and to provide transparency for term limits.

#### 7.2.6 Voting

- a. All Group Charters should clearly delineate the voting rights of all of their members.
- b. All Groups should permit all voting members in good standing to vote in elections as delineated in their Charters.
- c. Members may be entitled to appoint proxies.
- d. No legal or natural person should be a voting member of more than one Group.

### 7.2.7 Charter Amendments

The procedure for amending Group Charters should be stipulated therein.

### 7.2.8 Meetings

Groups should adopt simple and accessible basic meeting procedures. Groups also may refer to the GNSO Bylaws, Operating Procedures, and the GNSO Council Working Group Guidelines.

Minutes should be taken at meetings of the general Group membership and action points, decisions and any resolutions or minutes be published to the entire Group membership within a reasonable period.

### 7.2.9 Policy

- a. Eligibility to participate on Policy Committees should be open to all members in good standing.
- b. Any Member of a Group should be able to propose the Policy Committee consider a Policy issue in accordance with the Group Charter.
- c. Policy Committee meetings should be open for attendance by all Group members.

### 7.2.10 GNSO Working Group (WG)

- a. Any individual participant of a Group should be entitled to join any GNSO WG in an individual capacity and Groups should publish and advise all members of the call for WG participants.
- b. Groups should adopt and publish to the Group membership their rules and procedures for selecting and appointing Group representatives to GNSO WGs. It is recommended that these appointments be open to the entire membership to increase opportunities for participation.
- c. Group Members may participate in an individual or representative capacity, but Group representatives must advise the entire Group membership of the WG activity from time to time.

**Chapter 8.0: Working Groups (Placeholder)**

**Chapter 9.0: Policy Development Process (Placeholder)**



## Version Control

Version	Date	Description
1.0	24 Sep 2009	New GNSO Operating Procedures adopted by Council
1.1	23 Nov 2009	Council approved text changes that were inadvertently omitted in v1.0 (Seoul)
1.2	28 Jan 2010	Council approved Annex 1 - Board Seat Elections Transition for Seat #13 and directed that a <a href="#">Public Comment Forum</a> be initiated (28 Jan 2010 to 18 Feb 2010).
2.0	5 Aug 2010	Added Table of Contents; placeholder Chapters (6,8-9) for anticipated future content; Version Control; and Section 1.3-Definitions to Chapter 1.0. New content approved by GNSO Council: 2.1-Term Limits; 2.4-Board Seat Elections; 3.8-Absences and Vacancies; Chapter 4.0-Voting; Chapter 5.0-Statements and Disclosures of Interest; and Chapter 7.0-Stakeholder Groups and Constituencies: Operating Principles and Participation Guidelines.