Preparatory document for the Governance session

Introduction
The session is intended to seek you feed-back on the items to include in the new Rules for the ccNSO. Based on the outcomes of the previous 2 sessions on the Governance of the ccNSo (during ICANN69 and ICANN70), a sub-group of the Guideline Review Committee together with additional interested volunteers have develop a basic framework of items they believe should be included in the updated version of the ccNSO members Rules.

As indicated during the previous meeting, at ICANN71 the sub-group will be looking for your feed-back and input on these items. During the session you will be asked:
1. Whether you have any questions on inclusion of the topics (Questions for Clarifications)
2. Your opinion about whether to include the items and some additional questions.

To prepare for this session the subgroup has compiled this document with the main headings of the items and a brief description.

For a complete overview of the topics and other related preparatory you are referred to the documentation the sub-group has been using. This can be found at the workspace of the sub-group:
https://community.icann.org/display/ccnsowkspc/Background+Material+%7C+Documents

Items
Include principles in Rules
- The ccNSO is a bottom-up organization. The members give guidance to the Council, as stated in the Bylaws.
- The ccNSO is open and transparent to members and non-members.
- The ccNSO will operate transparently and in public, wherever possible and on a non-discriminatory basis.
- There should be minimum periods of notice for meetings and votes.
- There should be a minimum a turnout or quorum for a vote to be valid, with a regional representation.
- The ccNSO operates on the principle of one member, one vote, unless specifically provided otherwise.
- The ccNSO should be able to make decisions at face-to-face, virtual and hybrid meetings, and on-line.
- The ccNSO wishes to allow non- members to participate in discussions on issue before the ccNSO.

Change Mechanism Membership Rules
Currently, only members can change the Membership Rules

Change Mechanism Operational Procedures / Guidelines

Guidelines (Operational Procedures) are introduced and / or changed by the following mechanism:

- GRC to draft/update Guideline
- Council feed-back and comments, and update Guideline if necessary
- Membership consultation feed-back and comments, and update Guideline if necessary
- Council Adoption of new Guideline/ updated version Guideline

This change mechanism for Guidelines is NOT included in the 2004 Rules
Section 10.4(k): The ccNSO Council, subject to direction by the ccNSO members, shall adopt such rules and procedures for the ccNSO as it deems necessary, provided they are consistent with these Bylaws.

Council only Decisions
Council only Decicions are currently NOT explicitly listed in the Rules. Examples are: Decisions of ccNSO Council in Guidelines if timeline is to limiting for example decisions as Decisional Particpant that need taken in 14 days.

Council Decisions, subject to Members Veto
Under the 2004 Rules all Council decisions are subject to a veto by the members, unless ICANN Bylaws specifically reserve decision to ccNSO Council.
Examples: Board Seat 11 and 12 Nomination (section 10.3(i), Council decisions listed in Annex B of the Bylaws, ccNSO Policy Development Process
The range of decisions to which this rule applies is currently very wide.
- From: ICANN Board Director Removal and Rejecting ICANN's Yearly Budget,
- Over: Approval Guidelines and Charters, ccNSO Council Statements
- To: appointment Members WG

Requirements to Veto a Council Decision
The 2004 Rules state that currently 18 (10 % of) ccNSO members may ask for a veto vote.

Members only Decisions (not provided in Bylaws)
Currently some decisions are exclusively reserved for member(s) in the Bylaws, for example the Members vote on the outcome of a ccPDP and the Council election).
However, other members decisions are reserved in the ccNSO Rules or Guidelines. Examples are:
- Change of Members Rules (Rules)
- Request vote on Council decision (Rules)
- Veto Council decision (Rules)
- Board seat 11 and 12 candidate selection (nomination and election of candidate) (Guidelines)

Members only Decisions (not provided in Bylaws)
As a Decisional Participant the ccNSO may have to take very impactful decisions:
- Recall of the full Board
- Removal of a ccNSO appointed Board member or NomCom Board member

- Decide on a Rejection Petition, for example to reject the ICANN Budget for the upcoming year
- Approve or object to a Fundamental Bylaw Change

These decisions must be taken during a specific decision period defined in Annex D of the Bylaws (21 days). If decision is not made within that timeframe it is deemed to be an abstention.

To date these decisions have been structured as decisions by the Council subject to a veto by the members. Effectively, due to timelines, 10 % of the ccNSO membership (18 members) could force an abstention by the ccNSO as Decisional Participant.

Members Vote / Decision-making
The 2004 Rules provide a mechanism for voting by the members at in person meetings and for electronic voting:
- Electronic vote: At least 5 days notification and to remain open 14 days
- In person meeting: Notification at least 14 days (email), Resolution needs to be properly moved and seconded

Quorum Rule
The 2004 rules thresholds for a valid vote are:
 - 50 % of the ccNSO members (currently 87 members) and
 - 2 members per ICANN Geographic Region
If quorum is not met, there will be a second round 14 days are first one, with no threshold

Review of the members Rules
Introduce a regular review of the Rules or a review at request of members and/or Council at a regular interval and under special circumstances.