

## Board removal procedures

(i) Any Director designated by the EC may be removed without cause:

(A) by the EC pursuant to and in compliance with procedures in [Section 3.1](#) or [Section 3.2](#) of Annex D, as applicable, or

(B) following notice to that Director, by a three-fourths (3/4) majority vote of all Directors; provided, however, that (x) each vote to remove a Director shall be a separate vote on the sole question of the removal of that particular Director; and (y) such removal shall not be effective until the Secretary has provided notice to the EC Administration of the Board's removal vote and the requirements of [Section 6.4](#) have been met.

Annex D section 3.1

**Section 3.1 NomCom Procedure:** an individual may submit a petition to a Decisional Participant seeking to remove a Director holding Seats 1 through 8 and initiate the Nominating Committee Director Removal Process ("**Nominating Committee Director Removal Petition**"). Each Nominating Committee Director Removal Petition shall set forth the rationale upon which such individual seeks to remove such Director.

### Section 3.2. SO/AC DIRECTOR REMOVAL PROCESS

(a) Subject to the procedures and requirements developed by the applicable Decisional Participant, an individual may submit a petition to the ccNSO, (as applicable, the "**Applicable Decisional Participant**") seeking to remove a Director who was nominated by the ccNSO in accordance with [Section 7.2\(a\)](#) of the Bylaws, and initiate the SO Director Removal Process

### Section 3.3. BOARD RECALL PROCESS

Subject to the procedures and requirements developed by the applicable Decisional Participant, an individual may submit a petition to a Decisional Participant seeking to remove all Directors (other than the President) at the same time and initiate the Board Recall Process ("**Board Recall Petition**"), provided that a Board Recall Petition cannot be submitted solely on the basis of a matter decided by a Community IRP if (i) such Community IRP was initiated in connection with the Board's implementation of GAC Consensus Advice and (ii) the EC did not prevail in such Community IRP. Each Board Recall Petition shall include a rationale setting forth the reasons why such individual seeks to recall the Board.

Differences & Basic process

Suggested is to focus first on the ccNSO Appointed Board member removal process:

- For NomCom need to seek support other decisional Participants
- For Full Board need to seek support, but no need for consultation with individual Board member.

## Main Steps **ccNSO DIRECTOR REMOVAL PROCESS**

1. **Petition**, in accordance internal rules and procedures -> to be developed  
Check criteria + WS 2 recommendations Good Faith
  - 2.1.2.1 Be believed by the Indemnified Party (ccNSO) to be true.
  - 2.1.2.2 Be in writing.
  - 2.1.2.3 Contain sufficient detail to verify facts; if verifiable facts are asserted.
  - 2.1.2.4 Supply supporting evidence if available/applicable
  - 2.1.2.5 Include references to applicable by-laws and/or procedures if the assertion is that a specific by-law or procedure has been breached.
  - 2.1.2.6 Be respectful and professional in tone.
  
2. **ccNSO accept or reject** petition ( 21 days after receipt) in accordance with internal rules and procedures:
  - develop internal rules: should clearly include specific exclusions (section 3.2 (b) referencing section 3.2 (d)
  - duration procedure, max 21 days (petition period)
  - During petition period : Invite affected Director + Chair (or Vice-Chair), reasonable time to accept, during invitation period NO decision and period is stays
  
3. Written Notice of Acceptance of Petition (**ccNSO Director Removal Petition Notice**) to **ECA**, other **DP** and **Secretary**: Needs to follow within 24 hours of decision to accept the petition and within timeline of 21 days + extension to meet agenda Requirements of Statement. STATEMENT SHOULD INCLUDE;
  - Supporting rationale in reasonable detail (section 3.2 ( c ) i (A)
  - contact information liaison (section 3.2 ( c ) i (B)- > To be appointed either at time of petition or standing position: advantage standing position: dry-run table top exercise
  - Statement whether to call for a conference call PRIOR to Community Forum (3.2 ( c ) i I)
  - Statement whether to call for Community Forum at the next Public ICANN meeting ( 3.2 ( c ) i (D)): Question: does this statement look at the timing or community forum

Note 1: IF Petition NOT in time, process automatically terminates!!

Note 2: **ccNSO Director Removal Petition Notice** should be considered as informational (see below)

4. ccNSO appointed Director Removal Community Forum  
ECA shall convene such a Forum -> Either within 21 days after end of the Petition Period Note that Director and or chair need to be available or at request of ccNSO at the first upcoming ICANN meeting (section 3.2 (d) ii ).

NOTE: in the event of ccNSO removal petition, the ccNSO rep on ECA shall NOT be allowed to moderate/ assist in conducting the Community Forum. (section 3.2 (d) iv)

If ccNSO agrees that before during or after the Community Forum issue resolved -> termination notice from ccNSO: requires decision at one point and opportunity to take decision - > ccNSO needs to develop procedures to take decision.

ccNSO may decide to have one or two additional Community Forums during Community Forum Period.

5. **ccNSO Director Removal Comment Period:** Directly following community forum at **request** of ECA 7 day period for public comment : Organised by ICANN
6. **ccNSO Director Removal Decision Period:** Following Comment Period
  - 21 days
  - $\frac{3}{4}$  majority within DP for removal-> internal procedures. Question: is this Council or Council and membership. At a minimum this decision subject to members vote. If vote requested ->abstention, so in principle always affirmative. Question: increase # of request to 18 ccTLDs? If so, Guideline subject to co-decision of members? If not effectively members from 10 different countries and two regions can block decision
  - Within 24 hours of Decision ( i.e when decision has become effective) inform ECA, DPs and Secretary. Afeter 24 hours Director removed from office

## **WS 2 Recommendations**

Recommendations for guidelines with respect to Petitions for removal:

2.1.1

May for any reason; and

2.1.2 Must:

2.1.2.1

Be believed by the Indemnified Party to be true.

2.1.2.2 Be in writing.

2.1.2.3 Contain sufficient detail to verify facts; if verifiable facts are asserted.

2.1.2.4 Supply supporting evidence if available/applicable

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2.1.2.5 Include references to applicable by-laws and/or procedures if the assertion is that a specific by-law or procedure has been breached.

2.1.2.6 Be respectful and professional in tone.

**NEED TO INCLUDE ICANN LEGAL IN PROCESS TO UPHOLD INDEMNITY OF THE ccNSO MEMBERS AND COUNCIL**

Good Faith Recommendations are included to indemnify the ccNSO resulting from the Board Removal Process.

