GRC 2.0 Teleconference
13 December | 14:00 UTC
Agenda:

- Welcome and roll call
- Subgroup presentation and follow up
- Conflict of Interest
    - Creating the subgroup: working method: Meeting frequency (same cadence WG and Rules Subgroup?)? Request review of draft by ICANN legal?
    - Conversation on defining parameters
        - Scope: what to focus on first?
        - Elections and bylaw changes tweaking, Applicability of Conflict of Interest, timing
        - Homework, ICANN COI, UN COI, OECD toolkit
    - Launch call for volunteers.
- Nomination of vice chair. Vice-Chair to be nominated by WG members to be appointed by the ccNSO Council:
see https://ccnso.icann.org/sites/default/files/field-attached/guidelines-annex-a-22mar21-en.pdf
- Next meetings
- AOB
- Closure

David:	Atsushi:

Dear members of the Rules Subgroup:
 	
As you know, we will have a short debrief at the GRC meeting December 13th regarding the results of the latest webinar.
 	
In that debrief, let's visit the issue of quorum for votes on selecting an ICANN Board member.
 	
The two quorum options on the table both leave open the potential for no quorum being realized and the result being that the 'status quo' remains in place.
 	
Do we see that status quo being that Council would then decide who fills the board seat as per Bylaw section 10.3(i)? Or should we add the old option #2 just for board member selection? Or maybe I am missing something.
 	
Let's discuss.
	Here's my understanding regarding member's vote for Board Seat 11 and 12.
	
	(1)
	The final draft of the Rules states on 1.1 the following resolutions and/or decisions are reserved to be taken by the ccNSO Members exclusively:
	  A. Members vote to change the Rules.
	  B. Veto vote on ccNSO Council resolutions and/or decisions as provided for in the Rules.
	  C. ICANN Board of Directors Seats 11 and 12 elections
	
	with following description.
	
	 Details on the voting procedure and other aspects of the ICANN Board of Directors Seats 11 and 12 elections are specified in the relevant Operating Procedures.
	
	(2)
	The relevant Operating Procedures of Board seat 11 and 12 elections is
	
	"Guideline: ccNSO Nominations Process ICANN Board Seats 11 and 12"
	
	https://urldefense.com/v3/__https://ccnso.icann.org/sites/default/files/field-attached/ccnso-nominations__;!!PtGJab4!tAFsGQSrlHUr49bXwsSB4Cpd1ojuGcrhg2PTTBlEMCe6KQynpeKf49a4P2cp_y00v6C1K-xC-4c$
	-icann-board-guideline-21may20-en.pdf.
	
	(3)
	The Guideline says 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.
	
	and there is no quorum requirements.
	
	(4)
	My understanding is that regarding Board Seat 11 and 12 election, The Guideline overrides the Rules's quorum requirements to avoid the situation that not able to select the person for the seat.
	
	Irina:
	My feeling is that

	1) we have always stressed, that Members decide on candidates for Board seats 11 & 12, Council just formally submits the candidates. If members haven't made a decision (for example because quorum requirement was not met), Council cannot decide instead of Members
	2) Rules have 'higher' priority than Operating Procedures. So Procedures can clarify technical details not described in Rules, but cannot change what is stated in Rules.
	If during election of the candidate the requirements of the Rules were not met, one could claim that according the Rules Council must not submit such a candidate
	So my interpretation of current text of the Rules is that if quorum is not met, the decision is not taken and status quo remains (no candidate is elected)
	If we want to apply different approach, we should clearly state it in the text of the Rules The most important is that Rules should not create possibility for 2 different interpretation