5.6 Power: Recalling the entire ICANN Board

240 There may be situations where removing individual ICANN directors is not seen as a sufficient remedy for the community: where a set of problems have become so entrenched that the community wishes to recall the entire ICANN Board in one decision.

241 Beyond the power set out above in Section 5.5 to remove individual directors, this power would allow the community to cause the recall of the entire ICANN Board. The community would initiate use of this power on the petition of two thirds of the sum of SOs and ACs in ICANN, with at least one SO and one AC petitioning. Again, implementation of this community decision will be accompanied through a further step to be developed in conjunction with legal counsel.

> **Commented [DK1]:** ACTION ITEM #1 – WP1 TO ENGAGE WITH LEGAL ADVISORS TO DEVELOP IMPLEMENTATION DETAILS.

242 After a petition is raised, there would be a set period of time [30 calendar days] for SOs / ACs to individually and collectively deliberate and discuss whether the removal of the Board is warranted under the circumstances. Each SO and AC, following its internal processes, would decide how to vote on the matter. Again, implementation of this community decision will be accompanied through a further step to be developed in conjunction with legal counsel.

> **Commented [DK2]:** Removed as it was repetitive.

243 It would be preferable for a decision of this sort to be the result of cross-community consensus. Where this consensus is not apparent, a suitably high threshold for the exercise of this power, **[75%]** of all the support available within the community mechanism [insert reference to appropriate section/paragraph] would have to be cast in favor to exercise this community power.implement it. This ensures that non-participation does not lower the threshold required to remove the Board.

> **Commented [DK3]:** ACTION ITEM #2 – WP1 TO ENSURE PROPOSED PROCESS SYNCS WITH REFERENCE MODEL.

244 This threshold was chosen to stop any particular SO or AC being able to prevent the recall of the Board, but to be as high as possible without allowing that to occur. The requirement on all recordable support/opposition to be counted was to avoid non-participation reducing the effective threshold for decision.

245 An alternative option for the threshold is to set it at 80%. This alternative is being considered, but as it would require a unanimous vote by the community, save for one SO or AC. Such a threshold is seen as too high.

> **Commented [DK4]:** This section was removed in light of strong support for 75% threshold and only a couple of comments supporting 80% threshold.

246 Ongoing work in the CCWG-Accountability will flesh out how to implement this community decision through the ICANN Memberscommunity process, and how to deal with transitional matters raised., including at least the following:

> **Commented [DK5]:** ACTION ITEM #3 – WP1 TO ENGAGE WITH LEGAL ADVISORS ON THE QUESTION OF A CARETAKER BOARD AND/OR AN INTERIM BOARD REPLACEMENT PROCESS.

Following the receipt of public comments and further WP1 discussion, the CCWG will now work to develop a process for establishing a "Caretaker Board" to act in an interim capacity while the

community pursues its normal ICANN Board director appointment process. The process for establishing a Caretaker Board must be clearly defined to minimize instability.

Such definition will address concerns surrounding the potentially limited pool of Caretaker Board candidates and will ensure a transition phase that does not rely on a carryover of recalled Board members. It will also enumerate the specific Board powers to be given to a Caretaker Board.

The CCWG will also address enforcement procedures to be used in the event a future ICANN Board rejects the community's decision to invoke this power.

~~1. A phase of "caretaker" behavior by the outgoing Board while new members are elected;~~

Finally, the CCWG acknowledges the dependency between CCWG Community Power 5.6 and the CWG Transition reference as follows:

~~6.~~

~~7.~~1.   **Community Empowerment Mechanisms.**   The empowerment of the multistakeholder community to have the following rights with respect to the ICANN Board, the exercise of which should be ensured by the related creation of a stakeholder community / member group:

(a) The ability to appoint and remove members of the ICANN Board and to recall the entire ICANN Board;