

In order to encourage and promote healthy discussions in the director removal and Board recall process:

- If a director initiates a lawsuit in connection with their removal or recall, ICANN will provide indemnification (e.g., a director claims that they were libeled in the written rationale calling for his or her removal).
- Indemnification will be available (i) to a member of a Supporting Organization, Advisory Committee, the Nominating Committee or the Empowered Community (ii) who is acting as a representative of such applicable organization or committee (iii) for actions taken by such representative in such capacity pursuant to the Bylaws (e.g., a chair of a Supporting Organization submitting a written rationale for the removal of the director).
- As required by California law and consistent with ICANN's current Bylaws, indemnification will only be available if the actions were taken in good faith and in a *manner that the indemnified person reasonably believed to be in the best interests of ICANN.*
- ICANN will develop guidelines to provide guidance as to standards of conduct that will be deemed to have been in good faith (e.g., conducting due diligence as to the truthfulness of a statement).