

Guideline: ccNSO Council Meetings

Draft Version #2

Date of review: September 2016

Date of adoption by the ccNSO Council:

1 Introduction and Background

The ccNSO Council conducts its meetings face-to-face and through conference calls. Additionally, the ccNSO Council may communicate and vote via email. As the workload and frequency of meetings are increasing the ccNSO Council agreed upon guidelines for conducting its business and reporting on it in a consistent way to the community.

2 Purpose of the Guideline

The Guideline provides information on how ccNSO Council meetings are prepared, conducted and reported to the community. The Guideline also defines roles and responsibilities of those involved in the preparation and running of ccNSO Council meetings.

3 General Information

ccNSO Council meetings are conducted at least once per month. Additional meetings can be scheduled when needed.

4 Agenda and Background Documentation

The Chair of the ccNSO Council will send out, or have the ccNSO Secretariat send out, a draft agenda at least one week before each scheduled ccNSO Council meeting. The agenda will contain the following items:

- Apologies for absence
- Approval of the minutes of the previous meeting
- Matters Arising from the previous meeting
- An update on actions from previous meetings
- Issues for discussion;
- Background documentation;
- An indication of discussion purposes, or where a decision is required;

- If a decision is required, a description of the decision and possibly a draft resolution.
- Any other business

The definite agenda will be determined at the meeting. The minutes of the meeting will only record the definite agenda as established at the meeting.

Commented [LC1]: I think this is problematic and suggest that this could result in awkward people adding new items on the day or a discussion about what should be on the agenda when people are not prepared for changes. It also means that people unable to attend do not know of new items – so is not good governance. I suggest deletion of this therefore.

5 ccNSO Council meeting Attendance

5.1 Quorum

A ccNSO Council meeting is quorate if a minimum of 10 ccNSO Councillors (50% +1) and a minimum of one Councillor per ICANN region are present at the meeting. The minutes will state if the meeting was quorate, or if only quorate for a part of the meeting, the minutes will note which items of business were quorate and which were not.

5.2 Record of attendance

The minutes of a meeting will record the names of the Councillors present at the meeting.

Councillors not present will be recorded as absent. If a Councillor has notified the ccNSO Council, the Chair of the ccNSO or the Secretariat of their absence at the latest 24 hours before the start of the meeting, she or he will be recorded as absent with apologies.

Liaisons and Observers will only be recorded if present.

The list of attendees will be included in the minutes of the meeting and separately published on the ccNSO website.

[Rule from Bylaw on removal if not attending for 3 consecutive meetings Copy from Article IX section 3 ?](#)

Commented [KS2]: I am not sure about this. I mean, it MIGHT motivate the councillors to participate at meetings but would mean that we need to run new elections. We had problems with candidates in the LAC region last year. Maybe this is something to discuss with the community during our GRC update? Are they willing to change a Councillor who is not participating? (I hope they are)

6 Minutes and Resolutions

6.1 Adoption of Resolutions

Only a quorate ccNSO Council meeting may make resolutions.. If a meeting is not quorate, a resolution may be discussed, but no decision taken or resolution adopted. In this case, votes on resolutions will be taken on-line or deferred to the next (quorate) meeting.

Commented [LC3]: I don't see a need to refer to this here and if we cross reference, then we would need to remember to update one document if the numbering changed too.

6.1.1 Adoption of a resolution at a meeting.

In addition to the quorum rule, ccNSO Council resolutions will be adopted at a meeting (conference call or face-to-face meeting) using the following procedure:

- Firstly, the Chair of the meeting will call for discussion of a proposed resolution. If a resolution is changed as a result of the discussion, the Chair will ensure the correct recording of the resolution.
- At the end of any discussion, the Chair will call for a Councillor (who is not the Chair of the meeting) to propose the resolution.
- The Chair will then call for another Councillor, who is not the Chair of the meeting to second the resolution
- A resolution that has both a proposer and a seconder is then put to a vote of the Councillors
- The Chair will also note any abstentions or declarations of a conflict of interests.

For a resolution to be adopted it must be approved by a majority vote of the Councillors present, unless another threshold is required either by the ICANN Bylaws, or by the ccNSO Council itself prior to the voting.

In some rare cases, a special procedure may be required for decision-making (for example adoption by supermajority). If this is the case, this will be noted in the meeting agenda and the procedure will be notified to all Council members in the meeting papers. When this is the case, these special procedures override the regular procedures and will be recorded as such in the minutes.

In the minutes the proposer and seconder of the resolution are recorded.

The minutes will also note the vote on the resolution. In the event of abstentions or votes against, the name of the Councillor abstaining or voting against will be recorded in the minutes. The Councillor who abstained or opposed will be given the opportunity to express her/his concerns by the Chair

6.1.2 Adoption of resolutions by email

Where the ccNSO Council needs to take a decision by email, the Secretariat will send out the proposed resolution to all Councillors using the ccNSO Council email list. The email will include the resolution and the date and time by which a decision is needed, which will be at least 5 business days after sending the email. An email resolution is considered adopted if:

- None of the Councillors raises objections by the date and time included in the email, or
- In case at least one of the Councillor raises an objection, by a majority vote in support of the resolution. If a Councillor raises questions or an objection, the email vote will be extended for another 5 business days.

In some cases a special procedure is required for decision-making (for example appointing members to a cross-community working group), or as announced by the Chair in the initial email from the Secretariat. When this is the case, this will override the regular email procedure and will be recorded and published at the same time of publication of the resolution.

6.2 Numbering and publication of Minutes and Resolutions

The numbering of minutes and resolutions follows the numbering of the ccNSO Council meetings.

If, for instance, a ccNSO Council meeting is held where no resolutions are passed, the next resolution's number will remain the same as the number of the meeting. Sub-numbers are then given to each resolution item that is passed. E.g. Meeting 1, resolution 1 will have the resolution number 1.1 and so on.

All resolutions adopted by the ccNSO Council (whether at a meeting or by email) will be published as soon as possible after they have been approved, preferably within 24 hours. The resolutions will be published on the ccNSO website.

6.3 Recording of Discussions

The minutes will reflect only those remarks which are considered to be relevant to understand the resolution or thread of the discussion. The minutes will refer to a verbatim recording of the proceedings of the meeting, if such a recording has been made. The recording will be made publicly available via the ccNSO website.

7 Action Items

The minutes will reflect the action items adopted at the meeting, a short description of the action item, who is responsible for completion of the action item and the due date.

The format for the numbering of the action items starts with the number of the meeting and items are sub-numbered 01, Action 02 and so on.

8 Approval of the Minutes and Amendments

The Chair of the ccNSO Council, or at the request of the Chair the Secretariat, will send draft minutes of a meeting to the ccNSO Council email list. Councillors will be given an opportunity to propose amendments to the minutes within one week after posting of the minutes for comments. If no comments are received, the minutes will be considered adopted by the ccNSO Council.

In the event that amendments to the minutes are proposed, the Chair will determine whether the minutes will be amended and amended minutes will be resent again for approval. If no consensus can be reached, the Chair or two or more Councillors present at the meeting to which the minutes relate may request an email vote on the minutes.

The minutes will be published on the ccNSO website after they have been approved by the ccNSO Council.

9 ccNSO Council email list

The ccNSO Council has a dedicated email list, which is maintained by the Secretariat. The following persons will be subscribed to the list:

- ccNSO Councillors for the duration of their term;
- Liaisons to the ccNSO Council as defined in Article IX section 3.2 of the ICANN bylaw, for the duration of their designation;
- Observers to the ccNSO Council as defined in Article IX section 3.3 of the ICANN bylaws, for the duration of their designation;
- The ccNSO appointed members of the ICANN Board of directors;
- The Secretariat, and IANA ccTLD liaison.
- Others, at their request and after approval of the ccNSO Council, for the duration subscription as granted by the ccNSO Council.

Once the term, designation, or appointment ends of any of the persons listed above, they will be un-subscribed by the Secretariat within two business days.

10 Miscellaneous

10.1 ccNSO Internal Guideline

This Guideline is an internal rule of the ccNSO in accordance with Article IX section 3.11 and Article IX section 4.2 of the ICANN Bylaws.

10.2 Omission in or Unreasonable Impact of the Guideline

In the event the Guideline does not provide guidance and/or the impact is unreasonable to conduct the business of the ccNSO or the ccNSO Council, the Chair of the ccNSO will decide.

10.3 Publication and Review of the Guideline

The Guideline will be published as part of the rules and guidelines of the ccNSO after adoption by the ccNSO Council.

The Guideline will be reviewed every 2 years at the time of review of the annual Work plan, or adjusted when considered necessary. In order to become effective the updated Guideline must be adopted by the ccNSO Council and published on the ccNSO website.

Before publishing the updated Guideline, the Secretariat will adjust the version number and insert the date the Guideline was reviewed and adopted by the ccNSO Council.

Commented [KS4]: We also promised to update the guidelines by adding a request to subscribe all the councillors to the ccTLD mailing list (even if they are not affiliated with a ccTLD). I am not sure this is the right guideline for that but if we put it into another guideline (ccNSO Council elections?) then we should move this part there too. To have everything email related in one place. On the other hand, we have here all those liaisons, board members, etc. and they won't fit in the elections document.

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R - Responsible, A - Accountable, C - Consulted, I - Informed