

# WS2 – Proposed Guidelines

## For Standard of Conduct Presumed to Be Good Faith with Exercising Removal of ICANN Board Members

First Draft of Guidelines with Questions | October 18, 2016  
Google Doc available through Subgroup wiki

### Proposed guidelines for bringing proposed board removal actions:

1

For All Board seats, petitions for removal:

- a. may be for any cause/reason (which is better word?)
- b. should:
  - i. *be fact based*
  - ii. *in sufficient detail to verify facts or support reasoning*
  - iii. *supply supporting evidence if available*
  - iv. *include references to applicable by-laws and/or procedures if the assertion is that a specific by-law or procedure has been breached*
  - v. *be respectful and professional in tone*

# WS2 – Proposed Guidelines (cont.)

## Proposed guidelines for bringing proposed board removal actions: (cont.)

2

In addition, for SO/AC nominees, each SO/AC should:

- a. establish expectations for Board member effectiveness with regard to representing SO/AC interests
- b. transmit the expectations to the Board Members within a specified period of time upon taking a seat on the board<sup>1</sup>
- c. clarify that SO/AC expectations are in addition to any cause/reason that may be brought forth without limiting cause/reason
- d. develop procedures for consideration of SO/AC Director Removal Petition Notices that include:
  - i. *reasonable time frames for investigation*<sup>2</sup>
  - ii. *written verification of claims*<sup>3</sup>
  - iii. *consistent voting method for accepting or rejecting a petition*

# WS2 – Proposed Guidelines Questions to Consider

*(1) Do we want to elaborate as to what we recommend as a fair time frame? Within 30 days of announcement of Board appointment? What would that rationale be for a particular time frame? Or do we leave it to SO/AC? In the interest of fairness and good faith, all of the guidelines should be predicated on some sort of reasonableness standard. What is reasonable?*

*(2) Again we if are referring to a reasonableness standard, it would probably helpful to the community to provide guidance on what the community expectation is for reasonableness. While we don't expect SO/ACs to have cookie cutter policies, we do expect policies that produce informed and rational decisions.*

*(3) If we convey expectations are we inadvertently creating a list of causes which would be contrary to what was decided in Workstream 1 – that Board members could be removed for any reason as long the reason is rationale?*

# WS2 – Proposed Guidelines Questions to Consider

*(4) Should the group produce a standard form that all communities must use to raise the issue of Board removal to the respective body – either the specific SO/AC who appointed the member or the Decisional Participant in the case of a Nom Com appointee?*

*(5) Should there be any difference in standards if petition is to remove 1 member, more than 1 member or the entire board?*

- *Subgroup will aim for completion of work for March Submission.*
- *Subgroup has requested legal review to ensure compliance with CA law.*