

Work Stream 2
**Guidelines for Standard of Conduct Presumed to Be Good Faith
with Exercising Removal of ICANN Board Members**

Annotated First Draft of Guidelines

October 18, 2016

Proposed guidelines for bringing proposed board removal actions:

1) For All Board seats, petitions for removal:

- a. may be for any cause
- b. should:
 - i. be fact based
 - ii. in sufficient detail to verify facts
 - 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

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 [1] upon taking a seat on the board
- c. clarify that SO/AC expectations are in addition to any cause that may be brought forth without limiting cause
- d. develop procedures for consideration of SO/AC Director Removal Petition Notices that include:
 - i. reasonable time frames for investigation[2]
 - ii. written verification of claims[3]
 - iii. consistent voting method for accepting or rejecting a petition

[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 are referring to a reasonableness standard, it would probably be 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] 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?