

# GNSO Operating Procedures

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## Chapter 1.0: Introduction, Scope, and Definitions

### 1.1 Introduction

This document, the “Operating Procedures” of the GNSO, describes those supplementary elements of administration, governance, and other logistics/mechanics that are not already prescribed in the aforementioned ICANN Bylaws. Nothing in the contents of this document shall be in conflict with the ICANN Bylaws and, in the event of any discrepancy, apparent or otherwise, the ICANN Bylaws shall govern.

Taken together, the ICANN Bylaws and the GNSO Operating Procedures are intended to provide a complete set of rules, procedures, and practices for governing the operations of the GNSO.

### 1.2 Scope

The Generic Names Supporting Organization (GNSO), its description, purpose(s), structures (e.g. Council, Stakeholder Groups), and governance mandate are covered in ICANN Bylaws, [Article X](#), Sections 1-6. Transition procedures to the new GNSO Council, to become effective in October 2009, are contained in [Article XX, Section 5](#). The Policy Development Process (PDP) for the GNSO is described in ICANN Bylaws [ANNEX A](#).

### 1.3 Definitions

- 1.3.1 An “appointing organization” is defined to be the Stakeholder Group or Constituency that elected or appointed a representative to the GNSO Council<sup>1</sup>. Note that, for the purposes of these procedures, the Nominating Committee is not considered an “appointing organization.”
- 1.3.2 The terms “Council member,” “Council representative,” and “Councilor” have the same meaning and are used synonymously throughout the text.

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<sup>1</sup> For the purposes of these GNSO Operating Procedures, the three Board Appointees to the GNSO Council are considered to have been elected or appointed by the Non-Commercial Stakeholder Group (NCSG).

## **Chapter 2.0: GNSO Council Supplementary Procedures**

### **2.1 GNSO Council Member Term Limits**

The ICANN Bylaws { [Article X, Section 3\(2\)](#) } specify term limits for GNSO Council Representatives except under a “Special Circumstance,” which is defined within these procedures as follows:

#### **2.1.1 Special Circumstance**

A Special Circumstance may arise under the following conditions:

- a. a Stakeholder Group, as appropriate, is unable to meet a geographic/diversity requirement specified in its Charter; and
- b. after a reasonable search, including but not limited to publicizing the position among ICANN’s other Supporting Organizations and Advisory Committees, no other qualified candidate is available to serve as its Council representative.

If both conditions above are present, the applicable Stakeholder Group may petition the Council to allow its designated representative to serve a third consecutive term. Approval requires greater than 60% affirmative vote in each House and does not require the abstention of the affected Council member.

2.1.2 If a Stakeholder Group wishes to have one of its Council members serve a third consecutive term under circumstances other than as provided in 2.1.1 above, it shall document the details and provide its rationale to the GNSO Secretariat who will disseminate to the Council for consideration. The Council may elect to apply a Special Circumstance, at its discretion, and such action will require greater than 75% affirmative vote in each House without requiring the abstention of any member.

2.1.3 In the event that a Council member is approved to and serves a third consecutive term, or any portion thereof, he/she must remain out of office for one full term before being eligible to serve a subsequent term as a Council member.

### **2.2 Officer Elections: Chair and Vice-Chairs**

The GNSO Council shall select the GNSO Chair and two Vice-Chairs as follows:

- a. The GNSO Chair shall be elected by a 60 percent vote of each house.
- b. Each house will be allowed to nominate one candidate for GNSO Council Chair. Each house is responsible for determining how to nominate its candidate. A candidate for GNSO Council Chair does not need to be a member of a house, but must be a member of the GNSO Council. Should a Chair be elected from outside of the houses that Chair will be a non-voting Chair.

- i. All ballots will include the “none of the above” option. In the event that a 60 percent vote of each house selects the “none of the above” option, each house will commence a new nomination period of not longer than 15 days. An election for the new nominees will be scheduled for no sooner than 30 days after the unsuccessful vote.
  - ii. In the case of a tie for the most votes between the two candidates, or between a candidate and “none of above,” a second election will be held no sooner than 30 days. The candidates shall remain the same for this second election. In the case this second election also results in a tie, each house will commence a new nomination period of not longer than 15 days. An election for the new nominees will be rescheduled for no sooner than 30 days after the unsuccessful vote.
  - iii. The leading candidate will be defined as the one with the highest score. The score is calculated by adding together the voting percentages attained from each house. The highest percentage attainable in each house is 100. Thus, the maximum score a candidate can achieve is 200 as a result of attaining 100 percent of the votes from the contracted party house and 100 percent from the non-contracted party house (100 percent + 100 percent = score of 200). In case neither candidate reaches the 60 percent of each house threshold, a second ballot will be held between the leading candidate and “none of the above.”
  - iv. In case neither candidate reaches the 60 percent of each house threshold and the candidates do not tie, a second runoff ballot will be held between the leading candidate and “none of the above.”
  - v. If the single candidate does not reach the 60 percent of each house threshold in the runoff ballot, then each house will commence a new nomination period of not longer than 15 days. An election for the new nominees will be rescheduled for no sooner than 30 days after the unsuccessful runoff ballot.
- c. Each house shall select a Council Vice-Chair from within its respective house.
  - d. A Chair may not be a member of the same Stakeholder Group of either of the Vice-Chairs.
  - e. The Chair and Vice-Chairs shall retain their votes (if any) in their respective houses (if any).
  - f. In the event that the GNSO Council has not elected a GNSO Council Chair by the end of the previous Chair’s term, the Vice-Chairs will serve as Interim GNSO Co-Chairs until a successful election can be held.
  - g. The Council shall inform the Board and the Community appropriately and post the election results on the GNSO website within 2 business days following each election and runoff ballot, whether successful or unsuccessful.

### **2.3 Observers**

The GNSO Council may agree with the Council of any other ICANN Supporting Organization or

Advisory Committee to exchange observers. Such observers shall not be members of, or entitled to vote or make motions on, the GNSO Council, but otherwise shall be entitled to participate on equal footing with members of the GNSO Council. The appointing Council shall designate its observer (or revoke or change the designation of its observer) on the GNSO Council by providing written notice to the Chair of the GNSO Council and to the ICANN Secretary.

## 2.4 Board Seat Elections

2.4.1 The ICANN Bylaws, [Article X, Section 3\(6\)](#) specify that the Contracted Parties House shall select a representative to fill Board Seat 13 and that the Non-Contracted Parties House shall select a representative to fill Board Seat 14 according to procedures contained herein.

### 2.4.2 Timing

For the purposes of this section and Table 1 below, the date that either Board Seat 13 or 14 will become vacated shall be considered time period “T.” The following activities shall take place according to the generalized schedule in the table below in order to meet the notification requirements provided in the Bylaws, [Article VI, Section 8\(4\)](#):

**Table 1: Activities Timeline**

<b>Not Later Than:</b>	<b>Activity Commences:</b>	<b>Maximum Duration:</b>
T – 5 Months	Call for Nominations	1 Month
T – 4 Months (or 16 Weeks)	Candidate Interviews	2 Weeks
T – 14 Weeks	First Round of Voting	2 Weeks
T – 12 Weeks	Second Round of Voting (if needed)	2 Weeks
T – 10 Weeks	Third Round of Voting (if needed)	2 Weeks
T – 8 Weeks	GNSO Secretariat Reports Election Results	3 Days
Next Council Meeting	Confirmation of Election	3 Days
T – 1 Month	GNSO Chair Notifies ICANN Secretary of Election as prescribed by Article VI, Sections <a href="#">8(4)</a> and <a href="#">12(1)</a> of the ICANN Bylaws.	3 Days

At the request of the House, the GNSO Secretariat will develop a specific schedule with actual dates in accordance with the above timeline.

### 2.4.3 Detailed Election Procedures

Each House is responsible for establishing its own internal procedures for nominations, interviews, voting, and candidate selection; however, those processes must be documented and forwarded to the GNSO Council for inclusion as ANNEXES to the GNSO Operating Procedures. If a House subsequently elects to alter its procedures, such amendments must be submitted to the GNSO Council before becoming effective so that the procedures accurately reflect the actual processes and activities performed by each House in selecting its candidate.

## **Chapter 3.0: GNSO Council Meetings**

Except as provided elsewhere in these procedures, the GNSO Council shall act at meetings.

### **3.1 Meeting Facilities**

Provided that all members participating in such a meeting can communicate with one another, members of the GNSO Council may participate in a meeting of the GNSO Council through use of (i) conference telephone or similar communications equipment; or (ii) electronic video screen communication or other communication equipment; provided that (a) all members are provided the means of fully participating in all matters before the GNSO Council, and (b) ICANN adopts and implements means of verifying that a person participating in such a meeting is a member of the GNSO Council or other person entitled to participate in the meeting and all actions of, or votes by, the GNSO Council are taken or cast only by the members of the GNSO Council and not persons who are not members.

### **3.2 Open vs. Closed Sessions**

Except where determined by a majority vote of members of each house of the GNSO Council present that a closed session is appropriate, in-person meetings shall be open to physical or electronic attendance by all interested persons dependent upon space availability. Recordings of meetings will be made publicly available for any meetings not open to all interested parties. In cases where a closed session is deemed appropriate, the reason for such a closed session as well as the result of the vote will be published in the minutes. Votes in closed sessions shall be taken by a polling of the members.

### **3.3 Notice of Meetings**

Advance notice of meetings shall be posted on the GNSO website, if reasonably practicable, at least 7 days in advance of the meeting for Administrative issues and 14 days in advance for Policy issues. Advance notice shall also be posted to other GNSO Council work spaces where practical.

Reports and motions should be submitted to the GNSO Council for inclusion on the agenda as soon as possible, but no later than 8 business days before the GNSO Council meeting.

The time of the meetings may vary to accommodate the different geographic regions represented by GNSO Council members. By way of guidance, start times corresponding to local times for the GNSO Council members earlier than 0600 and later than 2300 should be avoided where possible.

### **3.4 Meeting Schedules**

The GNSO Chair and GNSO Council will prepare a 12-month schedule of meetings within 30 days following the ICANN annual meeting. GNSO Council members may request changes to

the schedule during the year, which may be agreed upon by the Chair in consultation with the Council, subject to the minimum period of notice below.

### **3.5 Procedure to Produce the Minutes**

Within 8 working days of a GNSO Council meeting, the GNSO Secretariat will forward draft summary to the GNSO Chair and Vice-Chairs.

Within 10 days of the meeting, the Chair and Vice-Chairs will edit the draft and request the Secretariat to circulate the draft summary to GNSO Council members for comment and approval. All comments received will be accepted for inclusion into the draft minutes unless there are objections. If no objections are received within 10 days, the minutes will be deemed to have been approved for posting.

All comments received from GNSO Council members will be incorporated in the summary unless there are objections from other GNSO Council members.

Where there are objections, the Chair will attempt to resolve the issue (by reference to the audio transcript, if any) and secure agreement from the relevant GNSO Council members. If agreement is not achieved, the Chair will determine the final version of the minutes and will note areas in which agreement has not been achieved

Disputes: If any GNSO Council member disputes what he or she has said in the resulting draft minutes, the recording and/or transcript of the meeting should be reviewed before minutes are approved.

The Chair will ensure the above procedure is complete and an approved version of the summary is circulated and made public within 21 days of the relevant meeting.

All minutes of meetings of the GNSO (and any working groups thereof) shall be approved promptly by the originating body. No later than the business day after the date on which they are approved by the Council, the minutes shall be made publicly available on the Website.

### **3.6 Speaking at Meetings**

Both at physical and telephone meetings the GNSO Chair will recognize three types of intervention in the following order of priority:

1. A point of order
2. A point of information
3. A normal substantive intervention

#### **3.6.1 Points of Order**

At a physical meeting, a GNSO Council member may raise a hand or, during a teleconference, a GNSO Council member may speak over the dialogue and say immediately "point of order." A point of order is raised when there is an infraction of the GNSO Operating Procedures or

improper decorum in speaking. The point of order must be raised as soon as possible after the error occurs. The Chair will suspend discussion to hear the point.

### 3.6.2 Points of Information and Normal Substantive Interventions

At a physical meeting, a GNSO Council member may raise a hand and wait to be recognized by the Chair and, during a teleconference, a GNSO Council member may speak in an appropriate gap and say immediately "[state name] to speak". This will be noted by the Chair who will invite the intervention in due course. To ensure balance, the GNSO Council Chair has the discretion to delay an intervention by a frequent speaker to allow others to speak. By way of guidance for the Chair, a GNSO Council member is not expected to speak for more than three minutes at a time and the Chair should solicit the views of other GNSO Council members before returning to the same speaker on any one issue. This guidance should not be construed as limiting the Council from substantive discussion on any one issue. The GNSO Council Chair's discretion to delay an intervention should not be exercised for a "point of information". A "point of information" is for GNSO Council members seeking information from the Chair or other GNSO Council members about meaning or procedure - it is specifically not intended to provide information.

## 3.7 Seating and Visibility

As possible, during in-person meetings, the GNSO Council Chair and Vice-Chairs should be located so they can observe all GNSO Council members.

## 3.8 Absences and Vacancies

### 3.8.1 Incidental Absence

As covered in Section 4.5.1, GNSO Council members are expected to attend all regularly scheduled Council meetings and be present at the time such sessions are called to order.

- a. Planned Absence: It is understood that, from time to time, it may be necessary for a GNSO Council member to miss a scheduled meeting due to a conflicting personal or professional obligation or other planned event that cannot be reasonably altered.
  - i. When a Councilor anticipates being absent or late for a Council meeting, the Councilor is expected to notify (e.g. telephone, e-mail) the GNSO Secretariat as soon as practicable before the meeting begins.
  - ii. A Councilor is expected to vote on such motions as may come before the GNSO Council using the alternative means provided in Section 4.4-Absentee Voting, if applicable. If circumstances will not permit voting using the alternative means available, the Councilor may declare an intention to abstain on those motions that are scheduled to be voted upon during the GNSO Council meeting at which the Councilor expects to be absent. In such an instance, the procedures in [Section 4.5-Abstentions](#) will apply.

- b. Unplanned Absence: Occasionally, it will be necessary for a GNSO Council member to miss a regularly scheduled meeting due to sudden illness, accident, injury, or other unforeseen event that cannot reasonably be anticipated.
  - i. Even though this category of absence occurs without advanced notice, a Councilor is expected to communicate the circumstances of the absence (e.g. telephone, e-mail) to the GNSO Secretariat as soon as practicable after the incident occurs.
  - ii. A Councilor is expected to vote on such motions as may come before the GNSO Council using the alternative means provided in [Section 4.4-Absentee Voting](#), if applicable. If circumstances will not permit voting using the alternative means available, the record shall be noted “Absent” and a vote will not be cast.

### 3.8.2 Leave of Absence

- a. Planned: If a GNSO Council member anticipates being unable to attend two or more regularly-scheduled GNSO Council meetings consecutively, the Councilor shall notify the appointing organization or, for a House NCA, the Nominating Committee and the GNSO Secretariat that a “Leave of Absence” is being requested at which time the remedy described in [Paragraph 3.8.4](#) is available.
- b. Unplanned: When a GNSO Council member fails to attend two regularly-scheduled GNSO Council meetings consecutively without prior notification to the GNSO Secretariat, the GNSO Secretariat will advise the appointing organization or, for a House NCA, the Nominating Committee that the Councilor has satisfied the conditions for an effective “Leave of Absence” at which time the remedy described in [Paragraph 3.8.4](#) is available.

### 3.8.3 Vacancies

- a. In the event of a GNSO Council member resignation or other permanent vacancy, the Bylaws call for replacement according [Article X, Section 3\(3\)](#).
- b. During any transition period following the occurrence of the permanent vacancy, but before a new election or appointment and subsequent seating of the replacement Councilor, the remedy in [Paragraph 3.8.4](#) is available.

### 3.8.4 Remedy: Temporary Alternate

- a. For a Councilor who is not appointed by the Nominating Committee, the appointing organization may, at its discretion, name a Temporary Alternate to serve in the absent or vacant Councilor’s seat.
- b. For a voting NCA, the Council non-voting NCA is immediately activated to serve as a Temporary Alternate subject to provisions in [Paragraph 4.5.3-c](#). The communication required pursuant to [Paragraph 4.5.4-b](#), if it cannot be submitted by the voting NCA, will be completed and forwarded by the non-Voting NCA.

- c. A named Temporary Alternate pursuant to this section is subject to the applicable provisions in [Paragraphs 4.5.3-c](#) and [4.5.4-b](#) except that the communication to the GNSO Secretariat should be amended as follows:
    - i. the reason or condition leading to the remedy is either “Leave of Absence” or “Vacancy,” as applicable; and
    - ii. the measures/motions/votes upon which the Temporary Alternate may engage are not constrained, as in other remedies (see [Section 4.5](#)), and may be noted as “All Subjects Permitted.”
  - d. A named Temporary Alternate pursuant to this section will be expected to participate in all matters that would otherwise have occupied the attention of the absent Councilor.
- 3.8.5 Any occurrence of absence or vacancy that is not declared in advance, as provided in this section, will be recorded as “Absent” and such action will not reduce the denominator in any vote tabulation for the affected House.

## **Chapter 4.0: Voting**

### **4.1 Quorum**

In order for the GNSO Council to initiate a vote, a quorum must be present. A quorum is a majority of voting members in each House, which must include at least one member of each Stakeholder Group.

### **4.2 Voting Thresholds**

Unless otherwise specified in these procedures or in the ICANN Bylaws, to pass a motion or other action, greater than 50% of the eligible voters in each House must cast affirmative votes. For all votes taken, the number of eligible voters in each House shall be fixed to the number of seats allocated in the Bylaws (a.k.a. the denominator) and is not affected by the number of members present or absent at the meeting in which the motion or other action is initiated. For rules and procedures concerning abstentions and their impact on voting thresholds, refer to [Section 4.5](#) below.

### **4.3 Motions and Votes**

- 4.3.1 Eligibility: All actions of, or votes by, the GNSO Council are taken or cast only by the members of the GNSO Council. Except as otherwise provided in these procedures, persons who are not Council members may not vote. Acts by the GNSO Council members present at any meeting at which there is a quorum shall be acts of the GNSO Council unless otherwise provided herein.
- 4.3.2 For each motion or action of the GNSO Council requiring a vote, Councilors may enter either a “No”, “Yes, or “Abstain.” For a vote of “Abstain,” a reason or explanation is required. For votes of “No” or “Yes”, at the discretion of the Councilor, an explanation or reason may be provided which will be recorded in the meeting minutes.

### **4.4 Absentee Voting**

#### **4.4.1 Applicability**

Absentee voting is permitted for the following limited number of Council motions or measures.

- a. Initiate a Policy Development Process (PDP);
  - b. Approve a PDP recommendation;
  - c. Recommend amendments to the GNSO Operating Procedures (GOP) or ICANN Bylaws;
  - d. Fill a Council position open for election.
- 4.4.2 Absentee ballots, when permitted, must be submitted within the announced time limit, which shall be 72 hours from the meeting’s adjournment. In exceptional circumstances,

announced at the time of the vote, the Chair may reduce this time to 24 hours or extend the time to 7 calendar days, provided such amendment is verbally confirmed by all Vice-Chairs present.

- 4.4.3 The GNSO Secretariat will administer, record, and tabulate absentee votes according to these procedures and will provide reasonable means for transmitting and authenticating absentee ballots, which could include voting by telephone, e-mail, web-based interface, or other technologies as may become available.
- 4.4.4 Absentee balloting does not affect quorum requirements.

## **4.5 Abstentions**

### **4.5.1 Duty of Councilors, Constituencies, and Stakeholder Groups**

The GNSO Council is, by design, a small number of members organized into two voting Houses comprised of 7 and 13 members respectively, representing Stakeholder Groups as prescribed in the ICANN Bylaws (see <http://www.icann.org/en/general/bylaws.htm#X>). If approved within a particular Stakeholder Group Charter, a GNSO Council member may be a representative of a Constituency within that Stakeholder Group. Given the Council's size and the voting thresholds that have been defined, it is important that each Stakeholder Group (or Constituency, where applicable) vote decisively, through its appointed or elected Councilors, on every matter that is before the Council for action.

When exercising his/her voting responsibilities on Council matters, a GNSO Councilor is expected to comply with any obligations prescribed within the applicable Stakeholder Group or Constituency Charter governing Councilor's appointment to the Council. If such Charter procedures are silent with respect to voting guidance, directions, or restrictions, the Councilor may use his/her best informed judgment, unless specifically directed as described in [Paragraph 4.5.3-a](#) below.

When circumstances regarding a potential voting abstention occur that would otherwise prevent a Councilor from discharging his/her responsibilities (see [Paragraph 4.5.2](#)), the Councilor's appointing organization is provided a set of remedies (see [Paragraph 4.5.3](#)) designed to enable its vote to be exercised. For a Nominating Committee Appointee (NCA) assigned to a House (hereinafter House NCA), certain remedies are available and prescribed based upon a set of specific criteria, conditions, and implementation rules without requiring formal action by the Nominating Committee.

Specific Councilor obligations include:

- a. Active participation: a Councilor is expected to actively participate in the regular affairs of the GNSO Council including, *inter alia*, attending its scheduled meetings, staying abreast of the technical and administrative agenda, engaging in relevant email and live discussions, reading minutes, evaluating reports, listening to meeting recordings (in the event of absence), asking questions that foster learning, voting

responsibly on all matters before the Council, and periodically reviewing the performance of the Chair and Vice-Chairs.

- b. Reasonable inquiry: Councilors should request and receive sufficient information, including support from their Constituencies or Stakeholder Groups, as appropriate, so Councilors may carry out their responsibilities. When a problem manifests itself or some issue does not make sense, a Councilor has a duty to inquire into the surrounding facts and circumstances and seek guidance.

#### 4.5.2 Abstention Categories

Circumstances leading to a potential voting abstention can arise when a Council member perceives a set of conditions, relative to some action or motion before the Council that warrants his/her recusal from participating and/or voting. For purposes of the Council's operating procedures, abstentions will be grouped into two categories varying by severity and recommended action: "volitional" abstentions and "obligational" abstentions.

##### a. Volitional Abstentions

Circumstances may occur when a Council member elects to refrain from participating and voting for reasons that may include, but are not limited to:

- Perception of being inadequately informed
- Has not participated in relevant discussions or studied available materials
- Lacks sufficient understanding, expertise, or technical knowledge

The above list itemizes several potential reasons for a volitional abstention; however, as described in [Paragraph 4.5.1](#) above, it is the duty of Council members to remain informed, to exercise their responsibilities to vote, and to take whatever reasonable measures are available so that this category of abstentions is minimized to the greatest extent possible. Appointing organizations are encouraged to provide sufficient guidance, assistance, education, and direction, where applicable, to avoid circumstances that might otherwise result in a volitional abstention.

##### b. Obligational Abstentions

This category of abstentions results from conditions in which a Councilor may find that he/she is unable to vote on a measure due to a competing personal (e.g. religious), professional, or political interest that interferes with his/her ability to participate in the matter or where participation raises ethical questions.

*Disclaimer concerning the term "Conflict of Interest": There are certain financial interests and, possibly, incentives associated with GNSO actions that affect Internet domain name policies. As they pertain to GNSO Council voting actions, such interests are expected to be documented in a Councilor's required Statement and/or Disclosure of Interest (see [Chapter 5.0](#)) and do not require that the Councilor abstain from participating and voting. GNSO Councilors do not have a fiduciary responsibility to act in the best interests of ICANN in discharging their*

*responsibilities on the Council. While the deliberations and decisions of ICANN are made in the interests of the global Internet community as a whole, GNSO Councilors are understood, in some cases, to represent the views of organizations and interest groups that would materially benefit from policies recommended by the GNSO. It is understood that Councilors are often employed by or represent those affected parties and such relationships could engender subsequent benefit to Councilors as individuals. As a result of these special circumstances and to avoid confusion with ICANN's Conflict of Interest Policy, which does not pertain to GNSO Council matters, the term "Conflict of Interest" will not pertain when a GNSO Councilor argues for and votes "Yes" or "No" on a matter which, by virtue of that action, directly or indirectly benefits that individual financially or economically; however, that interpretation does not imply that circumstances cannot occur in which a Councilor may perceive his/her situation as obligating a formal abstention.*

A Councilor who believes that proceeding to vote on a motion or action before the Council not only warrants, but requires, his/her abstention and, thereby, recusal from deliberations, is considered to be facing an obligational abstention. Although it is not possible to draft a set of exhaustive conditions under which obligational abstentions can arise, two examples are provided by way of illustration:

Case 1: a Councilor (attorney by profession) is representing a client in legal action relating to a matter before the Council and, as required by his/her professional code, must abstain and, furthermore, such abstention should not be counted as a negative vote. [Note: this type of situation requires one of the remedies specified in [Paragraph 4.5.3](#)].

Case 2: a Councilor is a paid consultant for a national political body that has a vested interest in a particular motion before the Council. The Councilor is concerned that his/her future income potential and ability to retain a consulting engagement with the national body may be affected if he/she votes on the measure. In such a case, the Councilor believes that the ethical course of action is to abstain.

In the two examples above, personal or professional obligations interfere with the Council member's ability to participate ethically; thus, requiring recusal from deliberations on the matter and abstention from voting.

#### 4.5.3 Remedies

All Council voting thresholds, as described in the GNSO Operating Procedures and the ICANN Bylaws, require a certain number of affirmative votes in each House in order to pass a measure. The voting thresholds are calculated based upon the total membership of each House. According to existing rules, any abstention, regardless of type or category, would not contribute to the passing of a motion; therefore, by default, an abstention functions as a negative (or "No") vote.

The purpose of the remedial procedures in this section is to minimize the effect of such potential abstentions on Council voting by providing mechanisms that will permit the abstaining Councilor's vote to be exercised.

The remainder of this paragraph describes a sequence of actions that are designed to remedy those situations in which a Councilor, facing either of the two categories of abstention in [Paragraph 4.5.2](#) above, is not able to perform his/her duties. In general, the remedies proceed from simplest in execution to more logistically complex and should, under most circumstances, be evaluated and selected in the order provided.

a. Voting Direction<sup>2</sup>

The first remedy to be considered in avoiding the consequences of an abstention is for the Councilor at issue to request specific voting instructions in writing from Councilor's appointing organization. The Councilor would then be obligated to follow the voting instruction provided. This remedy requires that the appointing organization establish an affirmative or negative voting position, subject to provisions contained in its Charter or Bylaws, on the applicable Council measure/motion.

This remedy is recommended when receipt of specific voting instruction from the Councilor's appointing organization will obviate the conditions that would otherwise have resulted in an abstention.

b. Proxy Voting

The second method to be considered in avoiding the consequences of an abstention is the use of proxy voting, where the vote of an abstaining Councilor is transferred to another GNSO Councilor.

- i. For abstentions declared by Councilors not appointed by the Nominating Committee and where voting direction is not a viable remedy, the appointing organization may transfer the vote of the abstaining Councilor to: (1) the House Nominating Committee Appointee (NCA), (2) another of its Constituency Councilors (where applicable), or (3) another Councilor within the Stakeholder Group. The appointing organization must be able to establish an affirmative or negative voting position, subject to provisions contained in its Charter or Bylaws, on the applicable measure/motion for which one of its Councilors has declared an intention to abstain. The Councilor to whom the vote is transferred shall exercise a vote in line with the appointing organization's stated position.
- ii. If an abstention is declared by a House NCA, once formal notification has occurred pursuant to the procedures in [Paragraph 4.5.4-a](#), a proxy is automatically transferred to the GNSO Council's unaffiliated NCA (hereinafter Council NCA) and any vote cast will be counted within the House to which the abstaining NCA is assigned. The Council NCA may exercise only one proxy at a time; therefore, the first abstention remedy properly

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<sup>2</sup> The term "appointing organization" (see [Section 1.3.1](#)) does not comprise the Nominating Committee; therefore, the Voting Direction remedy does not apply to House NCAs.

transferred to the Council NCA, including all measures/motions specified, takes precedence. It should be noted that, because NCAs do not have an appointing organization, as defined in these procedures (see [Section 1.3.1](#)), to provide specific voting direction, the Council NCA may exercise his/her best judgment, including abstaining, on the matter at issue. If the Council NCA abstains or does not cast a vote for any other reason, no further remedies are available and the automatic proxy will be nullified. The original House NCA will be recorded in the minutes as having abstained from the vote.

Proxy votes function as standard Council votes. A Councilor abstaining on a vote, if present at the meeting, does count in quorum calculations; however, the existence of a proxy does not count towards quorum for any action of the GNSO Council. In addition, the existence of a proxy does not count towards quorum calculations for any action of the GNSO Council.

No GNSO Council member is permitted to exercise more than one proxy vote for any specific action/motion before the Council. If an appointing organization finds itself with more than one abstention situation to be remedied, the appointing organization must allocate its proxy votes to as many other Councilors as required such that no individual Councilor registers more than one proxy vote at a time.

c. Temporary Alternate

The third remedy that may be exercised in avoiding the consequences of an abstention is the naming by the appointing organization of a Temporary Alternate who is empowered to “stand in” for the abstaining Councilor according to the provisions below. For a House NCA, the Temporary Alternate remedy is defined only for certain conditions of absence and vacancy as provided in [Section 3.8](#) of these procedures.

In selecting a Temporary Alternate, the appointing organization shall choose, from within its membership ranks, a responsible individual who is not a current voting GNSO Council member, but is otherwise knowledgeable on the matter at issue and qualified to represent the appointing organization’s interests. The Temporary Alternate must meet all criteria (e.g. Term Limits) for GNSO Council membership.

- i. The GNSO Secretariat will arrange for the named Temporary Alternate to participate in GNSO Council meetings, teleconferences, email list discussions, as appropriate, and will cause such arrangements to be deactivated upon conclusion of the Temporary Alternate’s tenure.
- ii. The Temporary Alternate is entitled to participate in Council deliberations and voting only upon the specific matter(s) outlined in the communication submitted to the GNSO Secretariat (see [Paragraph 4.5.4-b](#)). In all other matters, the regular Councilor is expected to function in Councilor’s normal capacity. A Temporary Alternate may not be selected to register a proxy vote, as described in [Paragraph 4.5.3-b](#), except when the Temporary Alternate is named as a result of provisions contained in [Section 3.8-Absences and Vacancies](#).

- iii. The presence of a duly recognized Temporary Alternate at a Council meeting is counted in quorum calculations; however, the regular Councilor, if present, and any Temporary Alternate only contribute a count of one to the meeting quorum.
- iv. Only one Temporary Alternate may be named to act for a GNSO Councilor at a time.
- v. If the Temporary Alternate is named for a Council member who is an elected officer of the GNSO Council, the Temporary Alternate does not assume those officer duties and responsibilities; the Council's leadership succession shall take effect as provided elsewhere in these procedures.

The above remedies are available for the purposes of ensuring that, to the maximum extent possible, each and every GNSO Council vote can be exercised and that conditions otherwise resulting in an abstention can be mitigated. The GNSO Council has not established any provision that would permit the voting thresholds and calculations to be altered, for example, by reducing the denominator due to an abstention.

#### 4.5.4 Procedures

This paragraph outlines the notification and communication steps required when an abstention condition is identified as well as the procedures that must be followed in remedying the abstention.

For the purposes of these procedures, the term "written" or "in writing" shall mean via postal mail or electronic mail (e-mail).

In order for an abstention remedy to be implemented, all required procedures must be completed prior to the start of the GNSO Council meeting in which the vote will be taken; otherwise, the abstention will not be remedied and the provisions of [Paragraph 4.5.4-c](#) will apply.

##### a. Notification by Councilor

A Councilor who believes that he/she should abstain from participation/voting on a measure before the Council is required to provide, at the earliest opportunity, a brief written notification documenting the circumstances to the appointing organization with a copy forwarded to the GNSO Secretariat. For a House NCA, the notification should be sent to the GNSO Secretariat with a copy to the Council NCA who is required to acknowledge receipt to both parties that an automatic proxy is confirmed. If the situation is perceived to be confidential in nature and cannot be disclosed in the notification, a statement to that effect should be included by the Councilor.

##### b. Communication by Appointing Organization or NCA

To effectuate a remedy described in [Paragraph 4.5.3](#), the appointing organization or, when applicable, the House or Council NCA must provide a written statement to the GNSO Secretariat, as early as possible prior to any discussion/voting on the matter at issue, containing the following information:

- Name of the abstaining Councilor.
  - Remedy selected (from [Paragraph 4.5.3](#)).
  - Reason(s) for or condition(s) leading to the remedy.
  - Specific subject(s)/measure(s)/motion(s)/action(s) of the Council for which the remedy is being exercised.
  - Date upon which the remedy will expire or terminate. No remedy may initially or subsequently extend beyond three (3) months at a time. If the period needs to be extended, a written notice can be provided to the GNSO Secretariat indicating the reason for extension (e.g. Council vote postponed) and a new expiration date. While there is no limit to the number of extensions; “standing” remedies are not allowed under any circumstances.
  - For the specific remedies of Voting Direction and Proxy Voting, the communication must include an affirmation that the appointing organization has established a voting position, subject to provisions contained in its Charter or Bylaws, on the matter at issue. For Voting Direction, a statement from the appointing organization shall indicate that the affected Councilor has been instructed how to vote on the matter. Exclusion: these statements are not applicable or required in a remedy applied for a House NCA.
  - For Proxy Voting, identification of the GNSO Councilor who will register the vote for the abstaining Councilor.
  - For a Temporary Alternate, identification of the individual who will serve as a substitute for the abstaining Councilor. If not already published and available, a short bio and Statement/Disclosure of Interest should be prepared by the Temporary Alternate and delivered to the GNSO Secretariat in advance of any discussion or voting scheduled to take place.
- c. Effect and Recording of an Abstention Not Otherwise Remedied

If an abstention cannot be avoided after pursuing the remedies provided in [Paragraph 4.5.3](#), then the Councilor may abstain from voting and an “Abstention” will be entered into the record along with a reason. If the reason for the abstention warrants such action (e.g. obligational abstention), the Councilor shall be recused and not participate in discussions on the affected topic(s) or otherwise attempt to influence other Council members nor shall he/she vote on any action attendant to the matter for which the abstention conditions are present. An abstention shall not affect quorum requirements or calculations nor will it reduce the denominator in any vote tabulations for the affected House.

## Chapter 5.0: Statements and Disclosures of Interest

### 5.1 Definitions

Generic Names Supporting Organization (GNSO) Group:

- a. the GNSO Council, or
- b. a work team, working group, committee or other such policy development body formed by and under the supervision of the GNSO Council.

Relevant Party: An individual who participates as a member of a GNSO Group.

Statement of Interest: Relevant to membership of the GNSO Group. A written statement made by a Relevant Party that provides a declaration of direct and indirect interests that may affect, or be perceived to affect, the Relevant Party's judgment, on any matters to be considered by the GNSO Group.

Disclosure of Interest: Relevant to a specific issue at a specific time. A written statement made by a Relevant Party of direct and indirect interests that may be commercial (e.g., monetary payment) or non-commercial (e.g., non-tangible benefit such as publicity, political or academic visibility) and may affect, or be perceived to affect, the Relevant Party's judgment on a specific issue.

### 5.2 Policy

#### 5.2.1 Purpose

The purpose of this policy is to set forth responsibilities and procedures pertaining to the content, creation, timely update, accuracy, completeness, and compliance of Statements of Interest and Disclosures of Interest as defined in [Section 5.1](#).

#### 5.2.2 Compliance

- a. Each Relevant Party is responsible for ensuring that he or she complies with this policy. Failure to comply with these procedures is covered in [Section 5.6](#).
- b. This policy is administered by ICANN staff. Administration includes informing new members of groups of the policies, posting all Statements of Interest and Disclosures of Interest, and following up on any requests from the Chairs of groups pertaining to this procedure.

### 5.3 Statement of Interest Procedures

#### 5.3.1 Timeliness

Relevant Parties are required to provide to the GNSO Secretariat a Statement of Interest, updated not less frequently than once a year or whenever there is a material change, setting forth those

specified interests, relationships, arrangements, and affiliations that may affect or be perceived to affect judgments of Relevant Parties in the conduct of their participation within the GNSO. A completed Statement of Interest, updated at least annually, is a precondition for Relevant Parties to participate in a GNSO group.

### 5.3.2 Electronic Form and Publication<sup>3</sup>

To ensure consistency, ICANN Staff shall develop, maintain, and provide to Relevant Parties an electronic Statement of Interest form including procedures and instructions pertaining to its completion online. ICANN Staff shall make available an alternative arrangement (e.g. email) in the event that a Relevant Party does not have the necessary Internet access or capability to complete the form online. ICANN Staff shall post the completed Statements of Interest in the relevant section of the ICANN web site prior to Relevant Parties undertaking any activity and at least annually in the case of GNSO Councilors.

### 5.3.3 Content<sup>3</sup>

Relevant Parties shall complete all five sections of the Statement of Interest form as specified below:

1. Please identify your current employer(s) and position(s).
2. Please identify your declared country of residence, which may be the country to which you pay taxes.
3. Please identify the type(s) of work performed at #1 above.
4. Please identify any ownerships, investment interests, or compensation arrangements by answering the following three questions:
  - i. Do you have any ownership or investment interest, excluding ownership of a *de minimis* number of shares in a publicly traded company, in any entity with which ICANN has a transaction, contract, or other arrangement (e.g., Registries, Registrars, Consultants, etc.)? Please answer “yes” or “no.” If the answer is “yes,” please provide the name of each entity for which such an interest exists.
  - ii. Do you have a compensation arrangement with any entity or individual with which ICANN has a transaction, contract, or other arrangement (e.g., does the Relevant Party have a consulting arrangement with a Registrar)? Please answer “yes” or “no.” If the answer is “yes,” please provide the name of each entity for which such an arrangement exists.
  - iii. Do you have potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ICANN is negotiating a transaction, contract, or other arrangement? Please answer “yes” or “no.” If the answer is “yes,” please provide the name of each entity for which such a potential ownership, interest, or arrangement exists.

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<sup>3</sup> This section is **not approved** pending creation by ICANN Staff of a list of entities with which ICANN has a transaction, contract, or other arrangement (e.g., Registries, Registrars, Consultants, et al.), including appropriate considerations of privacy.

5. Are you participating in the GNSO policy process as a representative of any individual or entity, whether paid or unpaid? Please answer “yes” or “no.” If the answer is “yes,” please provide the name of the represented individual or entity.
6. Please identify any other relevant arrangements, interests, or benefits as requested in the following three questions:
  - i. Do you have any type of commercial or non-commercial interest in ICANN GNSO policy development processes and outcomes? Please answer “yes” or “no.” If the answer is “yes,” please describe the commercial or non-commercial interest in ICANN GNSO policy development processes and outcomes.
  - ii. Are there any arrangements/agreements between you and any other group, constituency or person(s) regarding your participation as a work team member? Please answer “yes” or “no.” If the answer is “yes,” please describe the arrangements/agreements and the name of the group, constituency, or person(s).
  - iii. Do you receive any tangible or intangible benefit from participation in ICANN GNSO policy development processes and outcomes? For example, if you are an academic or NGO and use your position to advance your ability to participate, this relationship should be disclosed in the Statement of Interest just as should employment by a contracted party or a business relationship with a non-contracted party that has an interest in policy outcomes. Please answer “yes” or “no.” If the answer is “yes,” please describe the tangible or intangible benefits.

#### 5.3.4 Timing of Updates and Recordation

A Relevant Party shall provide any changes/and or updates to his or her Statement of Interest within ten business days. Such changes shall also be recorded in the minutes of the meeting at which the Relevant Party advises of such change and should be posted as soon as possible.

### **5.4 Disclosure of Interest Procedures**

#### 5.4.1 Applicability

A Relevant Party shall provide a Disclosure of Interest setting forth any direct or indirect interests that may affect a Relevant Party’s judgment on an issue that is under review, consideration, or discussion.

#### 5.4.2 Duty to Remind Participants and Speakers

- a. The GNSO Council Chair or Vice-Chairs, Working Group Chair, Work Team Chair, Committee Chair, or Chair of any other organization formed by the GNSO shall remind all participants to provide Disclosures of Interest and updates to Disclosures of Interest at the beginning of each meeting during which the Relevant Parties will discuss or act upon the specific matter(s) to which the disclosure pertains and such disclosures shall be recorded in the minutes of that meeting. Participants should be polled individually by the Chair to ensure that all updates to respective Disclosures of Interest have been received and those responses shall be recorded in all minutes. At that time, anyone who has a question about the interpretation or meaning of a

Relevant Party's Disclosure of Interest may petition the Chair to request clarification from the Relevant Party. Concerns related to the accuracy and/or completeness of a Disclosure of Interest are addressed in [Section 5.5](#).

- b. At the beginning of any ICANN public meeting, forum, or discussion being coordinated and/or moderated by the GNSO, the person acting as Chair or coordinator of the public meeting, forum, or discussion shall encourage all speakers to provide Disclosures of Interest prior to beginning their remarks.

## **5.5 Completeness and Accuracy**

### **5.5.1 Completeness**

ICANN Staff shall review each Relevant Party's Statement of Interest and Disclosure of Interest to ensure completeness. If ICANN Staff has reason to believe that a Relevant Party's documentation is not complete, ICANN Staff shall notify the Relevant Party and request that the omitted or missing information be provided or, if there are extenuating circumstances, explanation as to why the document is incomplete. If the matter cannot be satisfactorily resolved with the Relevant Party after a reasonable period, Staff shall raise the matter with the applicable Chair pursuant to [Paragraph 5.5.3](#).

### **5.5.2 Accuracy**

Concerns raised by ICANN Staff or a member of the ICANN community about the accuracy of a Relevant Party's Statement of Interest or Disclosure of Interest, including whether a direct or indirect interest that may affect the Relevant Party's judgment with respect to a pending matter has been disclosed, shall be brought to the attention of the applicable Chair and handled pursuant to [Paragraph 5.5.3](#).

### **5.5.3 Appeal Process**

If concerns about the completeness and/or accuracy of a Statement of Interest or Disclosure of Interest persist after reasonable attempts are made to resolve them with the Relevant Party, the matter shall be brought to the attention of the applicable Chair and handled according to decision-making methodology and appeal process as prescribed in the GNSO Working Group Guidelines<sup>4</sup>. At each step of the appeal process, every effort should be made to resolve the accuracy concerns by working cooperatively with the Relevant Party.

## **5.6 Failure to Comply**

### **5.6.1 Requirement to Participate**

A Statement of Interest form must be submitted by each Relevant Party in accordance with these procedures. If a Relevant Party fails to provide a Statement of Interest prior to the start of a GNSO meeting, the Chair may temporarily suspend that Relevant Party's participation until the

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<sup>4</sup> A reference will be supplied once the final document is approved and published.

Statement of Interest is provided. Participation shall not be suspended if a Statement of Interest is subject to the Appeals process of [Paragraph 5.5.3](#) until a final determination is made under that process.

#### 5.6.2 Suspension

Pursuant to the appeal provisions referenced in [Paragraph 5.5.3](#), if it is determined that a Relevant Party has not complied with these procedures, the GNSO Council Chair, in consultation with the Vice-Chairs, may suspend that Relevant Party's participation in GNSO affairs until the failure to comply has been remedied. The ICANN General Counsel and GNSO Council will be notified when such actions are taken as a matter of protocol and the decision to take this step will be recorded in the GNSO Council minutes. If the failure to comply pertains to a Chair, the applicable Vice-Chairs shall act pending completion of the appeal process. If the failure to comply pertains to the GNSO Council Chair, the Vice-Chairs shall act after consulting with the ICANN Vice President - Policy Development.

## Chapter 6.0: Stakeholder Groups and Constituencies: Operating Principles and Participation Guidelines

### 6.1 Participation Rules and Operating Procedures

The following sections address the BGC WG’s recommendation that Groups shall establish and abide by a set of participation rules and operating procedures.

#### 6.1.1 Participation Principles

All Stakeholder Groups/Constituencies (here-in-after called Groups) should adopt the rules below for participation. Such rules and procedures should be part of their Charters.<sup>5</sup>

- a. All Groups should adopt these rules for participation to encourage openness, transparency and accountability. These rules and any other rules governing participation should be objective, standardized and clearly stated.<sup>6</sup> For the avoidance of doubt, while commonality is encouraged in the interest of simplification, Groups are not required to have identical rules and variation between Groups is acceptable, as appropriate.
- b. Groups should have their participation rules based on common principles developed by the GNSO. Groups should avail themselves of ICANN staff services to make these rules available in English and the five United Nations languages – Chinese, Russian, Arabic, Spanish, and French – so that ICANN’s global audience can understand them.<sup>7</sup>
- c. All Groups should strive to improve inclusiveness and representativeness. Groups should have either a differential fee structure based on the ability to pay, in order to encourage increased representation from those living in less developed economies, or hardship provisions that entitle any potential member to apply for relief from the normal fee scale.<sup>8</sup>
- d. All Groups should strive to remove information barriers and put in place well-structured outreach programs so that many potential stakeholders come to know of their existence and also of the benefits in being part of the ICANN policy process, thereby becoming more aware of the value of joining the GROUP.<sup>9</sup>

#### 6.1.2 Membership<sup>10</sup>

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<sup>5</sup> See Board Governance Committee (BGC) GNSO Review Working Group Report on GNSO Improvements, page 45, last paragraph.

<sup>6</sup> Ibid, page 43, paragraph 1.

<sup>7</sup> Ibid, page 42, paragraph 5.

<sup>8</sup> Ibid, page 41, last paragraph.

<sup>9</sup> Ibid, page 42, paragraph 4.

<sup>10</sup> Ibid, page 43, paragraph 2.

- a. All Groups should make and publish rules and procedures for admission requirements of interested parties as Members in clear and simple terms. Such rules and procedures should be part of their Charters.
- b. All Groups should abide by rules governing membership, which are based on common principles. All Group members should have rights, duties and responsibilities and in particular, rights to vote as applicable as per Group membership rules.
- c. All Groups must offer membership to natural persons or individuals (if applicable) as well as to entities with legal personality such as corporations. However, any person or organization applying for membership should meet the membership criteria laid down by the Group with ICANN's approval.
- d. All Groups should stipulate the rights, duties, and responsibilities of its members in clear and simple terms and publish the same.
- e. A simple application form should be devised for membership and it should be publicly available on the Group's website.
  - i. Admission criteria should be predictable and objective and not arbitrary or discretionary. Where eligibility depends on participation in a certain sector of business, then applicants should be entitled to submit evidence of their participation in that sector.
  - ii. The general membership should be entitled to object to an application for membership provided that such objection is based on predictable and objective membership criteria. Such an objection should be published to the Group members.
  - iii. In applying for membership an applicant thereby agrees to abide by the written rules and regulations, including charters and bylaws, of the Group and terms and conditions laid down by it.
- f. Status of a new application and admission decision, as far as possible, should be publicly available at the option of the applicant and an applicant should be advised of any objection to the application, be given the opportunity to ask clarifying questions about the objection, and be given the opportunity to reply with clarification or to reply in general.
- g. In case of unfair treatment resulting in the rejection of an application or a dispute, the applicant may lodge a complaint with the ICANN Ombudsman or a mutually agreed upon non-biased neutral third party. The process for lodging a complaint with the Ombudsman is set forth in Article V of the ICANN Bylaws and in the Ombudsman Framework.<sup>11</sup>
- h. Every member should remain in good standing until the Group has decided otherwise as per its Charter provisions. The reasons that such status can be imperiled should be certain and predictable and objective and not arbitrary or discretionary. In such an event, the member should be given an opportunity to be heard. Appropriate

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<sup>11</sup> See <<http://www.icann.org/ombudsman/documents/ombudsman-framework-26mar09-en.pdf>>.

- procedures should be made for such an eventuality. The affected party should have right of appeal to a neutral third party.
- i. List of members and their contact details should be publicly available on the Group website. Individual members should have the right to have publication of address and other contact details withheld to protect their privacy. All members, unless otherwise stated should be eligible to participate in the business of the Group and have voting rights as applicable.
  - j. No legal or natural person should be a voting member of more than one Group.

### 6.1.3 Policy and Consensus

- a. All Group members should be eligible to participate in the Policy work of the Group and to join Committees formed to deal with policy issues and other Group issues, including eligibility of membership in the Group's committees.
- b. Groups should refer to the GNSO Working Group model and guidelines for the purpose of reaching consensus and to improve accessibility, transparency, and accountability all Groups should establish and publish a consensus-building model or process that is publicly available to their membership and the community. Whatever consensus-building model or process a Group uses, the Group must describe the process and ensure that is publicly available to their membership and the community so it is visible and transparent.

## 6.2 **Operating Principles**

The following sections address the BGC WG's recommendations for clear operating principles for each Group to ensure that all Groups function in a representative, open, transparent and democratic manner.

Groups should adhere to the following common operating principles: representativeness, process integrity, flexibility, transparency, participation, openness, and other norms common to the GNSO.

### 6.2.1 Term Limits

- a. No person should serve in the same Group Officer position for more than four consecutive years. A member who has served four consecutive years must remain out of office for one full term prior to serving any subsequent term in the same Group Officer position. Any exception to this policy would require approval by the Group membership.

### 6.2.2 Executive Committees

- a. All Executive Committees must promptly publish action points, decisions, and any resolutions to Group members. It is recommended that prompt publication means within a reasonable period and a guideline is between 72 hours and 1 week of the relevant meeting.

- b. All Executive Committees must publish to Group members their rules and procedures, decision making process and criteria.

### 6.2.3 Committees

- a. Groups should adopt a standard set of rules and procedures to govern Group Committee constitution and operations. Whatever model is adopted, it should be published to the entire Group membership and maintained.
- b. The formation of all Committees should be made known to the entire Group membership and eligibility to participate should be open to all members.
- c. The fact a Committee has been established and its membership should be made available to the entire Group membership and should be published on the Group website.
- d. Action points, decisions and any resolutions and final work products should be made available to the entire Group membership within a reasonable period of any given meeting.
- e. Going forward, Groups should publish to the Group membership a list of all active and inactive Committees and their final decisions, resolutions and final work products.

### 6.2.4 Communications

- a. Group mailing lists should be open to the entire Group membership and, at the election of the Group in any given case, to the public. The Group may have reserved lists if needed.
- b. The outcome of all Group policy decisions should be open and publicly archived with posting rights limited to members at the election of the Group.
- c. Group business, work products, finance and accounts, and submissions to Staff and other ICANN entities should be made available to the entire Group membership unless there are valid grounds for restricting distribution.
- d. All Groups should have a published Privacy Policy providing for the protection of the private data of members.

### 6.2.5 Elections

Groups should publish and maintain a list of all Office holders, past and present, to inform Group members and to provide transparency for term limits.

### 6.2.6 Voting

- a. All Group Charters should clearly delineate the voting rights of all of their members.
- b. All Groups should permit all voting members in good standing to vote in elections as delineated in their Charters.
- c. Members may be entitled to appoint proxies.

- d. No legal or natural person should be a voting member of more than one Group.

#### 6.2.7 Charter Amendments

The procedure for amending Group Charters should be stipulated therein.

#### 6.2.8 Meetings

Groups should adopt simple and accessible basic meeting procedures. Groups also may refer to the GNSO Bylaws, Operating Procedures, and the GNSO Council Working Group Guidelines.

Minutes should be taken at meetings of the general Group membership and action points, decisions and any resolutions or minutes be published to the entire Group membership within a reasonable period.

#### 6.2.9 Policy

- a. Eligibility to participate on Policy Committees should be open to all members in good standing.
- b. Any Member of a Group should be able to propose the Policy Committee consider a Policy issue in accordance with the Group Charter.
- c. Policy Committee meetings should be open for attendance by all Group members.

#### 6.2.10 GNSO Working Group (WG)

- a. Any individual participant of a Group should be entitled to join any GNSO WG in an individual capacity and Groups should publish and advise all members of the call for WG participants.
- b. Groups should adopt and publish to the Group membership their rules and procedures for selecting and appointing Group representatives to GNSO WGs. It is recommended that these appointments be open to the entire membership to increase opportunities for participation.
- c. Group Members may participate in an individual or representative capacity, but Group representatives must advise the entire Group membership of the WG activity from time to time.

## Version Control

Version	Date	Description
1.0	24 Sep 2009	New GNSO Operating Procedures adopted by Council
1.1	23 Nov 2009	Council approved text changes that were inadvertently omitted in v1.0 (Seoul)
1.2	28 Jan 2010	Council approved Annex 1 - Board Seat Elections Transition for Seat #13 and directed that a <a href="#">Public Comment Forum</a> be initiated (28 Jan 2010 to 18 Feb 2010).
2.0	5 Aug 2010	Added Table of Contents; placeholder Chapters (6,8-9) for anticipated future content; Version Control; and Section 1.3-Definitions to Chapter 1.0. New content approved by GNSO Council: 2.1-Term Limits; 2.4-Board Seat Elections; 3.8-Absences and Vacancies; Chapter 4.0-Voting; Chapter 5.0-Statements and Disclosures of Interest; and Chapter 7.0-Stakeholder Groups and Constituencies: Operating Principles and Participation Guidelines.
2.1	7 April 2011	Added APPENDIX 1: GNSO Council Voting Results Table; Removed placeholder Chapter 6.0 (GNSO Work Prioritization) and renumbered Chapter 7.0 to become Chapter 6.0; Removed placeholder Chapters 8.0 (WG Guidelines) and 9.0 (PDP Procedures); Added ANNEX 1 for Council approved Working Group Guidelines; and Added bookmarks and reference links throughout the document.

## APPENDIX 1: GNSO Council Voting Results Table

Motion or Action	Reference	Threshold	CPH: (3.3.1)	Conj.	NCPH: (6.6.1)
Create Issues Report	<a href="#">Bylaws: Art X, §3(9)a</a>	> 25% Both (or)	2	AND	4
		> 50% One	4	OR	7
Initiate PDP Within Scope	<a href="#">Bylaws: Art X, §3(9)b</a>	> 33% Both (or)	3	AND	5
		> 66% One	5	OR	9
Initiate PDP Out-of-Scope	<a href="#">Bylaws: Art X, §3(9)c</a>	> 75% One (and)	6	AND (or)	7
		> 50% One	4	AND	10
Approve PDP w/o GNSO Super Majority	<a href="#">Bylaws: Art X, §3(9)d</a>	> 50% Both <sup>12</sup>	4	AND	7
Approve PDP with GNSO Super Majority <sup>13</sup>	<a href="#">Bylaws: Art X, §3(9)e/f</a>	> 75% One (and)	6	AND	7
		> 50% One	4	AND	10
Elect GNSO Chair	<a href="#">GOP: §2.2a</a>	> 60% Both	5	AND	8
Elect Vice-Chair Each House	<a href="#">GOP: §2.2c</a>	> 50% One	4	OR	7
Elect Board Seat 13	<a href="#">Bylaws: Art X, §3(6)a</a>	> 60% One	5		
Elect Board Seat 14	<a href="#">Bylaws: Art X, §3(6)b</a>	> 60% One			8
Remove NCA Each House	<a href="#">Bylaws: Art X, §3(3)</a>	> 75% One	6	OR	10
Remove Council-Level NCA	<a href="#">Bylaws: Art X, §3(3)</a>	> 75% Both	6	AND	10
Extend Term Limit: Geog/Diversity Circumstance	<a href="#">GOP: §2.1.1</a>	> 60% Both	5	AND	8
Extend Term Limit: New Circumstance	<a href="#">GOP: §2.1.2</a>	> 75% Both	6	AND	10
All Other (Default)	<a href="#">Bylaws: Art X, §3(9)</a>	> 50% Both	4	AND	7

<sup>12</sup> Requires that one GNSO Council member representative of at least 3 of the 4 Stakeholder Groups supports the Recommendation.

<sup>13</sup> Also serves to approve a PDP Recommendation imposing new obligations on certain Contracting Parties.

## **Instructions:**

Set forth above are all possible vote counts necessary to effectuate GNSO Council decisions that result from the consensus voting thresholds published in the ICANN Bylaws and GNSO Council Operating Procedures.

Where the threshold action notes a “both” designation, the vote in that column cell that corresponds with the appropriate voting house composition must be combined with the vote total in a second column cell. Where a result indicates “one” the action can be triggered by only the vote count in the column cell that corresponds with the appropriate voting house composition. For example, to create an Issues Report would require (2 votes in the Contracted Parties House combined with 4 votes in the Non-Contracted Parties House) OR (4 votes from the Contracted Parties House or 7 votes in the Non-Contracted Parties House).

Unless otherwise specified, a motion or action affecting a Council Member (e.g., Extend Term Limit) does not require that Councilor to abstain.

The Secretariat shall announce the motion and then call the roll, varying the sequence randomly for each new vote.

Results shall be published by Councilor by House indicating number of votes by category: Yes, No, Abstain (with Reason).

## **Legend:**

CPH = Contracted Parties House

NCPH = Non-Contracted Parties House

GOP = GNSO Operating Procedures

(3.3.1) = Three CPH Members; Three NCPH Members; 1 Voting NCA

(6.6.1) = Six CPH Members; Six NCPH Members; 1 Voting NCA

# **ANNEX 1: GNSO Working Group Guidelines**

## **Section 1.0: General**

### **1.1 Purpose**

The objective of this document is to assist Working Groups to optimize productivity and effectiveness by providing a set of guidelines, checklists, templates, and other 'best practice' materials that they may consider and/or utilize, as appropriate, in the process of establishing the WG and throughout its life cycle.

### **1.2 Intended Audience**

This document is intended to inform the (potential) members of Working Groups that have been created or are in the process of being created by the GNSO or another Chartering Organization<sup>1</sup> to achieve or accomplish one or more objectives or outcomes. It should be noted that the manner in which the output of a WG defined by these guidelines is used is not determined by these guidelines, but rather is determined by the charter of the WG and, if applicable, the relevant ICANN Bylaw definitions such as the Policy Development Process.

While the document is the outcome of an effort started in response to the GNSO reorganization, the guidelines are meant to be applicable to other chartering organizations; hence, reference is made to Chartering Organization or CO as opposed to GNSO Council throughout this document.

### **1.3 Revisions**

As further experience is developed in the management, operation and practice of Working Groups, it is intended that this document will be updated when appropriate. Any proposals for updates or changes should be submitted to the GNSO Council for consideration (please contact the [GNSO Secretariat](#) for further information).

The GNSO Council should commit to the annual review of these documents to ensure that documents stay up-to-date.

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<sup>1</sup> These guidelines can also be used when several organizations want to charter a joint working group, such as has been done in the Cross-Community Working Groups (CWG).

## **Section 2.0: Roles and Responsibilities**

### **2.1 Introductions and Working Group Formation**

#### **2.1.1 Announcement of a Working Group**

After a decision has been taken to form a Working Group, it is important to circulate a ‘Call For Volunteers’ as widely as possible in order to ensure broad representation and participation in the Working Group. Depending upon the scope of the Working Group and its intended subject matter, the following avenues could be explored:

- Publication of announcement on relevant ICANN web sites, including by not limited to the GNSO and other Supporting Organization and Advisory Committee web pages.
- Distribution of announcement to GNSO Stakeholder Groups, Constituencies, and/or other ICANN Supporting Organizations and Advisory Committees.
- Circulation of announcement to organizations that are considered to have expertise/knowledge/interest in relation to the subject matter of the Working Group.
- One-to-one outreach from either the GNSO Chair or the Interim WG Chair to the Chair of other ICANN Supporting Organizations and Advisory Committees either known to have an interest in the subject, or those where it is felt that their input into the discussions will be valuable. Individuals known to be knowledgeable or interested could be similarly approached.

Ideally, the ‘Call For Volunteers’ announcement should include the following types of information about the Working Group: its objective(s), expectations concerning activities and timeframes, links to relevant background information including its charter, details on how to sign up as a participant, and the requirement to submit a Statement of Interest (SOI). In addition, a Chartering Organization (CO) might want to include some statement as to the importance of the activity, that is, why the effort is being undertaken, its criticality, context, and perceived usefulness to the GNSO. While a WG may not "need to know" these elements in order to complete their tasks, it could help in recruitment and sense of purpose. In addition, the announcement should include a link to these Working Group Guidelines as well as any other instructions or information that might be applicable to that particular Working Group.

#### **2.1.2 Membership Applications**

The Chartering Organization Secretariat or their representative, herein after referred as the Secretariat, will be tasked to gather expressions of interest to participate in a WG. Following the submission of an expression of interest, the Secretariat will verify that the submission has been received from a ‘real person.’ If the expression of interest has been made on behalf of a company or organization, a primary point of contact and alternate will be required in order to be eligible for WG membership.

Upon completion of the ‘real person’ verification, the Secretariat will send a confirmation of receipt together with a request for a Statement of Interest (SOI), according to GNSO Operating Procedures, [Chapter 5.0](#), including any additional guidance as to whether a Disclosure of Interest (DOI) is expected to be submitted and a link to these Working Group Guidelines.

### **Appeals Process**

If concerns about the completeness and/or accuracy of a Statement of Interest or Disclosure of Interest persist after reasonable attempts are made to resolve them with the Relevant Party, the matter shall be brought to the attention of the applicable Chair and handled according to decision-making methodology and appeal process as prescribed in Sections 3.6 and 3.7.

### 2.1.3 Planning the First Meeting

The responsible ICANN Staff member will coordinate with the Chair, Interim Chair or Chartering Organization (as appropriate) on the timing and proposed agenda for the first meeting of the WG. In addition, the ICANN Staff member is expected to provide the members of the WG with the relevant background information, including any relevant historical data, and recommended materials for review prior to the first meeting, including, but not limited to, a link to these Working Group Guidelines.

Once a date and time has been identified, the Secretariat will send out the call-in details to all the members of the WG.

### 2.1.4 First Meeting of the Working Group

#### 2.1.4.1 Introductions

For team-building purposes, to understand its resources and capabilities and, potentially, to help with prospective assignments, members of the Working Group should be provided with the opportunity, at the start of the first meeting, to share information regarding interests, background, skills, experience, especially as related to any requirements in the Charter.

Members of the Working Group should be informed that all Working Groups are normally expected to operate under the principles of transparency and openness, which means, *inter alia*, that mailing lists are publicly archived, meetings are normally recorded and/or transcribed, and SOIs are required from Working Group participants which will be publicly posted.

#### 2.1.4.2 Election of the WG Leaders

Unless a Chair has already been named by the Chartering Organization, normally a Chair will be selected at the first meeting of the WG. Until that time, the Chartering Organization's liaison may fulfill the role of interim Chair. A Working Group may elect to have Co-Chairs and Vice-Chairs. Under extraordinary circumstances, ICANN staff may be requested to perform administrative coordination of the WG until such time a Chair can be appointed. Once selected, a Working Group Chair will need to be confirmed by the Chartering Organization (CO). The newly elected Chair will act on a provisional basis until the Chartering Organization has confirmed the appointment. If there are any objections to the selected Chair, the CO will conduct a vote to establish whether there is sufficient support for the selected Chair according to the voting procedures of the CO. If not, the Working Group will be requested to reconsider their choice for Chair and return to the CO with a new proposal.

In the unlikely event that the selected Chair is rejected by the CO, the CO must articulate its reason for the rejection and the WG must be able to ask for reconsideration of the decision.

#### 2.1.4.3 Items for Review

At the first meeting of the WG or as soon thereafter as practicable, the following documents should be reviewed in order to ensure all members have a common understanding of the WG's mission, goals, objectives, deliverables, decision-making process and timeframes: Charter, Working Group Guidelines and any other documents relevant for the WGs discussion (e.g., Policy Development Process Guidebook, Issues Paper). These documents are normally transmitted to the WG prior to the first meeting. It is required that WGs develop a work plan that outlines the necessary steps and expected timing in order to achieve the milestones set out in the WG Charter. If a WG does not develop a work plan, it will need to provide a justification to the Chartering Organization.

The WG Chair may use the checklist (see [Addendum](#)) for further details.

## 2.2 Working Group Member Roles and Responsibilities

The following is a description of standard WG roles. Typically, the Charter will outline the desired qualities and skills a WG Chair should possess, the role and name of the official liaison to the Chartering Organization, and any key Staff or other experts assigned to the WG. Any additional roles that are not included here should be listed in the WG Charter, including a description and minimal set of functions/duties to the extent that the chartering organization might wish to specify them.

A suggested procedure to conduct elections may be:

- Nominations or self-nominations;
- Statements of qualifications from candidates, which sets forth the qualifications, qualities and experience that they possess that will serve the particular WG;
- Vote by simple majority;
- Notification of and subsequent confirmation by the Chartering Organization of results of actions.

### 2.2.1 Chair

The purpose of a Chair is to call meetings, preside over working group deliberations, manage the process so that all participants have the opportunity to contribute, and report the results of the Working Group to the Chartering Organization. The Chair should underscore the importance of achieving overall representational balance on any sub-teams that are formed. The Chair should make it clear that participation on sub-teams is open to all and he/she should encourage representational balance to the degree possible. However, it should be understood that there will not always be volunteers from every interest group and that it is often acceptable to have a small sub-team that is not totally representational perform an initial role that will later be reviewed by a broader more representational group. In those cases where initially there is insufficient balance, the Chair should make a special outreach effort to those groups not represented. In all cases where the Chair believes that one set of interests or expertise is

missing from a group, special efforts must be made to bring that interest or expertise into the group via invitation or other method and the situation must be documented in the final report, including a discussion of the efforts made to redress the balance. Additionally, the Chair should ensure that particular outreach efforts are made when community reviews are done of the group's output, to include reviews from the interests or expertise that were not adequately represented. The Chair should always encourage and, where necessary, enforce the ICANN Standards of Behavior (see [3.0 Norms](#)).

#### 2.2.2 Co-Chairs or Vice-Chairs

Appointing a co-chair(s) or vice-chair(s) may facilitate the work of the Chair by ensuring continuity in case of absence, sharing of workload, and allowing the Chair to become engaged in a particular debate.

#### 2.2.3 Secretary

Note taker and recorder of the WG's activities (Note: this role could also be fulfilled by ICANN Staff).

#### 2.2.4 Liaison

A Member of the Chartering Organization (CO) may be appointed to serve as a Liaison to the Working Group. The role of the Liaison consists of reporting to the CO on a regular basis on the progress of the Working Group; assisting the Chair as required with his/her knowledge of WG processes and practices; taking back to the CO any questions or queries the WG might have in relation to its charter and mission; and, assisting or intervening when the WG faces challenges or problems. The liaison is expected to fulfill the liaison role in neutral manner, monitor the discussions of the Working Group and assist and inform the Chair and the WG as required.

#### 2.2.5 Members

WG members as a whole are expected to participate, contribute and drive the work of the group. It is the responsibility of the WG members to make sure that any initial drafts represent as much of the diversity of views as possible. This may be done by either asking multiple WG members to contribute text that may be assembled with the help of staff, or for a drafting subgroup to be established to produce such an initial draft. While staff may be asked to help in assembling initial drafts, the WG is responsible for driving the work. Examples of member responsibilities include:

- Develop and draft working-group documents;
- Contribute ideas and knowledge to working group discussions;
- Act as liaisons between the Working Group and their respective stakeholder groups or constituencies;
- Ensure that stakeholder group or constituency statements are developed in an informed and timely way; and
- Actively and constructively participate in the consensus decision making process.

#### 2.2.6 Staff

ICANN Staff performs the following two basic functions for any WG, namely secretariat (fundamentally a support function covering logistics) and policy liaison (a support function providing WG assistance in a neutral manner, including drafting, if required, which should reflect faithfully the deliberations of the Working Group). In addition, workload permitting, ICANN Staff may perform the following distinct roles for a WG as requested and appropriate:

- Expertise (technical, legal, economic, etc.);
- Operational/Implementation (facilitation with the framework of existing policies and rules);
- Scoping (for policy matters, internal role of the General Counsel, but possibly distinct, guaranteeing respect of the procedures and competencies of the different structures); or
- Liaison with other Staff or experts.

### **2.3 Use of Sub-Teams**

The WG may decide to employ sub-teams as an efficient means of delegating topics or assignments to be completed. Sub-team members need to have a clear understanding of issues they work on as well as the results to be achieved. The members of sub-teams report their results to whole working group for review and approval. The WG should indicate whether or not it would like to have meetings of the sub-team recorded and/or transcribed.

Any member of the WG may serve on any sub-team; however, depending upon the specific tasks to be accomplished, the Chair should ensure that the sub-team is properly balanced with the appropriate skills and resources to ensure successful completion. It is recommended that the sub-team appoints a coordinator who heads up the sub-team and is responsible for providing regular progress updates to the Working Group. There is no need for formal confirmation by the CO or WG of such a coordinator.

The lifespan of a sub-team should not extend beyond that of the Working Group.

**Decisions made by sub-teams should always be shared with the larger working group and a call for consensus must be made by the entire WG.**

## **Section 3.0: Norms**

### **3.1 Participation**

Members of a WG are expected to be active participants, either on the WG mailing lists and/or in the WG meetings, although some might opt to take an observer approach (monitor mailing lists and/or meetings). The WG Chair is expected to make an assessment at the start of every meeting whether a sufficient number of WG members are present to proceed with the meeting and discussions. A sufficient number has not been defined in exact numbers in this context, but should be understood as having a representative number of WG members present. For example, the Chair may decide that there is not a sufficient number of WG present to make decisions, but that there is a sufficient number of WG members to have initial discussions on a certain issue and following those initial discussions encourage members on the mailing list to share their views before a decision is made at a subsequent meeting. An attendance record will be kept of every WG meeting.

If there is lack of participation resulting in meetings being cancelled and/or decisions being postponed, the Chair is expected to explore the reasons (e.g. issues with the schedule of meetings, conflict with other activities or priorities) and attempt to address them (e.g. review meeting schedule). If there is no obvious way to address the situation, the Chair should approach the Chartering Organization, Stakeholder Groups, or Constituencies for assistance (e.g. request for additional volunteers to the WG) on whether there is sufficient interest from the community to continue or whether the work should be delayed.

### **3.2 Representativeness**

Ideally, a Working Group should mirror the diversity and representativeness of the community by having representatives from most, if not all, CO Stakeholder Groups and/or Constituencies. It should be noted that certain issues might be more of interest to one part of the community than others. The Chair, in cooperation with the Secretariat and ICANN Staff, is continually expected to assess whether the WG has sufficiently broad representation, and if not, which groups should be approached to encourage participation. Similarly, if the Chair is of the opinion that there is over-representation to the point of capture, he/she should inform the Chartering Organization.

### **3.3 Process Integrity**

WGs are encouraged to focus and tailor their work efforts to achieve the identified goals of the Charter. While minimum attendance and participation requirements are not explicitly recommended, a Chair is expected, as outlined above, to take the necessary measures to ensure that all WG members have an opportunity to provide their input on issues and decisions. WG members should be mindful that, once input/comment periods have been closed, discussions or decisions should not be resurrected unless there is group consensus that the issue should be revisited in light of new information that has been introduced. If the reopening is perceived as abusive or dilatory, a WG member may appeal to the Chair (see Section 3.7).

Members are expected to participate faithfully in the WG's process (e.g., attending meetings, providing input OR monitoring discussions) and should formally withdraw if they find that they can no longer meet this expectation. Working group members may request a review by the Chair if a member disrupts the work or decision-making of the group as a result of inconsistent participation. It should be noted that

there are no rules or requirements as to what constitutes sufficient or adequate ‘participation;’ this is an assessment that each WG member should make individually.

Public comments received as a result of a public comment forum held in relation to the activities of the WG should be carefully considered and analyzed. In addition, the WG is encouraged to explain their rationale for agreeing or disagreeing with the different comments received and, if appropriate, how these will be addressed in the report of the WG.

### 3.4 Individual/Group Behavior and Norms

ICANN’s Expected Standards of Behavior are outlined in the ICANN Accountability and Transparency Framework, see <http://www.icann.org/transparency/acct-trans-frameworks-principles-10jan08.pdf> for further details.<sup>2</sup>

If a WG member feels that these standards are being abused, the affected party should appeal first to the Chair and Liaison and, if unsatisfactorily resolved, to the Chair of the Chartering Organization or their designated representative. It is important to emphasize that expressed disagreement is not, by itself, grounds for abusive behavior. It should also be taken into account that as a result of cultural differences and language barriers, statements may appear disrespectful or inappropriate to some but are not necessarily intended as such. However, it is expected that WG members make every effort to respect the principles outlined in ICANN’s Expected Standards of Behavior as referenced above.

### 3.5 Rules of Engagement

This section contains procedures for handling any member that is perceived to be persistently and continually obstructing the Working Group’s efforts.

The Chair, in consultation with the Chartering Organization liaison(s), is empowered to restrict the participation of someone who seriously disrupts the Working Group. Any such restriction will be reviewed by the Chartering Organization. Generally, the participant should first be warned privately, and then warned publicly before such a restriction is put into place. In extreme circumstances, this requirement may be bypassed. This restriction is subject to the right of appeal as outlined in Section 3.7.

### 3.6 Standard Methodology for Making Decisions

The Chair will be responsible for designating each position as having one of the following designations:

- **Full consensus** - when no one in the group speaks against the recommendation in its last readings. This is also sometimes referred to as **Unanimous Consensus**.
- **Consensus** - a position where only a small minority disagrees, but most agree<sup>3</sup>.

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<sup>2</sup> Other best practices that can be considered include the ‘Statement on Respectful Online Communication’, see [http://www.odr.info/comments.php?id=A1767\\_0\\_1\\_0\\_C](http://www.odr.info/comments.php?id=A1767_0_1_0_C).

<sup>3</sup> For those that are unfamiliar with ICANN usage, you may associate the definition of ‘Consensus’ with other definitions and terms of art such as rough consensus or near consensus. It should be noted, however, that in the case of a GNSO PDP originated Working Group, all reports, especially Final Reports, must restrict themselves to the term ‘Consensus’ as this may have legal implications.

- **Strong support but significant opposition** - a position where, while most of the group supports a recommendation, there are a significant number of those who do not support it.
- **Divergence** (also referred to as **No Consensus**) - a position where there isn't strong support for any particular position, but many different points of view. Sometimes this is due to irreconcilable differences of opinion and sometimes it is due to the fact that no one has a particularly strong or convincing viewpoint, but the members of the group agree that it is worth listing the issue in the report nonetheless.
- **Minority View** - refers to a proposal where a small number of people support the recommendation. This can happen in response to a **Consensus**, **Strong support but significant opposition**, and **No Consensus**; or, it can happen in cases where there is neither support nor opposition to a suggestion made by a small number of individuals.

In cases of **Consensus**, **Strong support but significant opposition**, and **No Consensus**, an effort should be made to document that variance in viewpoint and to present any **Minority View** recommendations that may have been made. Documentation of **Minority View** recommendations normally depends on text offered by the proponent(s). In all cases of **Divergence**, the WG Chair should encourage the submission of minority viewpoint(s).

The recommended method for discovering the consensus level designation on recommendations should work as follows:

- i. After the group has discussed an issue long enough for all issues to have been raised, understood and discussed, the Chair, or Co-Chairs, make an evaluation of the designation and publish it for the group to review.
- ii. After the group has discussed the Chair's estimation of designation, the Chair, or Co-Chairs, should reevaluate and publish an updated evaluation.
- iii. Steps (i) and (ii) should continue until the Chair/Co-Chairs make an evaluation that is accepted by the group.
- iv. In rare case, a Chair may decide that the use of polls is reasonable. Some of the reasons for this might be:
  - A decision needs to be made within a time frame that does not allow for the natural process of iteration and settling on a designation to occur.
  - It becomes obvious after several iterations that it is impossible to arrive at a designation. This will happen most often when trying to discriminate between **Consensus** and **Strong support but Significant Opposition** or between **Strong support but Significant Opposition** and **Divergence**.

Care should be taken in using polls that they do not become votes. A liability with the use of polls is that, in situations where there is **Divergence** or **Strong Opposition**, there are often disagreements about the meanings of the poll questions or of the poll results.

Based upon the WG's needs, the Chair may direct that WG participants do not have to have their name explicitly associated with any Full Consensus or Consensus view/position. However, in all other cases

and in those cases where a group member represents the minority viewpoint, their name must be explicitly linked, especially in those cases where polls were taken.

If a Chartering Organization wishes to deviate from the standard methodology for making decisions or empower the WG to decide its own decision-making methodology it should be affirmatively stated in the WG Charter.

Consensus calls should always involve the entire Working Group and, for this reason, should take place on the designated mailing list to ensure that all Working Group members have the opportunity to fully participate in the consensus process. It is the role of the Chair to designate which level of consensus is reached and announce this designation to the Working Group. Member(s) of the Working Group should be able to challenge the designation of the Chair as part of the Working Group discussion. However, if disagreement persists, members of the WG may use the process set forth below to challenge the designation.

If several participants<sup>4</sup> in a WG disagree with the designation given to a position by the Chair or any other consensus call, they may follow these steps sequentially:

1. Send email to the Chair, copying the WG explaining why the decision is believed to be in error.
2. If the Chair still disagrees with the complainants, the Chair will forward the appeal to the CO liaison(s). The Chair must explain his or her reasoning in the response to the complainants and in the submission to the liaison. If the liaison(s) supports the Chair's position, the liaison(s) will provide their response to the complainants. The liaison(s) must explain their reasoning in the response. If the CO liaison disagrees with the Chair, the liaison will forward the appeal to the CO. Should the complainants disagree with the liaison support of the Chair's determination, the complainants may appeal to the Chair of the CO or their designated representative. If the CO agrees with the complainants' position, the CO should recommend remedial action to the Chair.
3. In the event of any appeal, the CO will attach a statement of the appeal to the WG and/or Board report. This statement should include all of the documentation from all steps in the appeals process and should include a statement from the CO.<sup>5</sup>

### **3.7 Appeal Process**

Any WG member that believes that his/her contributions are being systematically ignored or discounted or wants to appeal a decision of the WG or CO should first discuss the circumstances with the WG Chair. In the event that the matter cannot be resolved satisfactorily, the WG member should request an

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<sup>4</sup> Any Working Group member may raise an issue for reconsideration; however, a formal appeal will require that that a single member demonstrates a sufficient amount of support for initiating an appeal before the formal process outlined in Section 3.7 can be invoked. In those cases where a single Working Group member is seeking reconsideration, the member will advise the Chair and/or Liaison of their issue and the Chair and/or Liaison will work with the dissenting member to investigate the issue and to determine if there is sufficient support for the reconsideration to initial the appeal process set forth in Section 3.7.

<sup>5</sup> It should be noted that ICANN also has other conflict resolution mechanisms available that could be considered in case any of the parties are dissatisfied with the outcome of this process.

opportunity to discuss the situation with the Chair of the Chartering Organization or their designated representative.

In addition, if any member of the WG is of the opinion that someone is not performing their role according to the criteria outlined in Section 2.2 of this document, the same appeals process may be invoked.

## **Section 4.0: Logistics and Requirements**

### **4.1 Session Planning – General Meeting Logistics**

The Chair will normally work with ICANN Staff and/or the Secretariat to coordinate the logistics for the WG meetings. Online tools are available that may be used to find a day and time convenient for most WG participants. It should be noted, however, that scheduling tools should follow the preference of the majority and accommodate those that are in different time zones. Alternating meeting times should be considered as an option if the same members of the WG are always ‘inconvenienced’ by a standing meeting time. WGs should decide how often they would like to meet (e.g., weekly, every two weeks) and for how long (e.g., 1 hour, 1.5 hours).

The Secretariat is responsible for communicating the timing and dial-in details for meetings that take place by conference call. Universal Standard Time (UTC) is used as a standard reference (local times can be found using [www.timeanddate.com](http://www.timeanddate.com)). Dial out support and/or toll free numbers, when available, will be provided to WG members to facilitate participation. Additionally, to facilitate remote participation and sharing of documents, WGs may make use of various online connect services. As described above, meetings are normally recorded and transcribed.

There is a presumption of full transparency in all WGs. In the extraordinary event that the WG should require confidentiality, it is up to that WG to propose a set of rules and procedures in collaboration with the CO.

WGs may opt to organize face-to-face meetings during ICANN meetings to take advantage of those members attending and to open its session to the broader ICANN community. It should be noted that not all WG members may attend an ICANN meeting, a factor that should be weighed in deciding whether to arrange a face-to-face session. Best efforts should be made to provide remote participation facilities for those not attending an ICANN meeting in person.

Apart from face-to-face sessions during ICANN meetings, WGs might decide that it is vital for its deliberations and/or reaching consensus to meet in person for a certain amount of time (e.g., day, two days). If funding is required to organize such a meeting (e.g., travel expenses), a request should be made to the Chartering Organization for approval with as much advance notice as possible<sup>6</sup>.

A WG may request additional tools or applications if considered necessary to achieve the objectives set out in its Charter.

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<sup>6</sup> Please note that the ICANN Budget is finalized and approved in advance of each fiscal year so if general funds are not available for a need like this, it may be difficult to obtain funding.

The Chair, with support of ICANN Staff, if required, is expected to circulate the draft agenda to the WG ideally at least 24 hours in advance. At the start of a meeting, the Chair should review the agenda and any proposed changes to that agenda.

Following the meeting, an MP3 recording and/or transcript will be made available for those who were not able to attend and/or other interested parties. In addition, a WG may consider using action items and/or notes from the meeting to record the main decisions or follow-up items from a meeting. The action items or meeting notes should be circulated in a timely manner in order to allow for sufficient preparation or response ahead of the next meeting.

## **4.2 Communication/Collaboration Tools**

Each Working Group will have a dedicated mailing list. Working Group mailing lists are publicly archived (e.g., on the GNSO web site (<http://gnsso.icann.org>)). In addition, WGs may make use of collaborative workspaces such as Wikis (see <https://community.icann.org>). WGs are free to make use of different document formats, but it might be helpful to come to an agreement, in advance, to ensure that all members are able to work with them.

## **4.3 Translation**

ICANN uses the following [translation principles](#):

ICANN will provide timely and accurate translations, and move from an organization that provides translation of texts to one that is capable of communicating comfortably with a range of different languages. The translation framework comprises a four-layer system:

- The bottom layer contains those specific documents and publications that address the organization's overall strategic thinking. They will be translated into an agreed block of languages.
- The next layer contains a class of documents that ICANN undertakes to provide in different languages to allow interaction within ICANN processes by non-English speakers.
- The third layer comprises documents suggested by ICANN staff as being helpful or necessary in ongoing processes; and documents requested by the Internet community for the same reasons. These documents will be run through a translation approval system.
- The top layer is where the community is encouraged to use online collaborative tools to provide understandable versions of ICANN materials as well as material dynamically generated by the community itself. ICANN will provide the technology for community editing and rating, and a clear and predictable online location for this interaction to occur. It will also seek input from the community to review the tools.

English will remain the operating language of ICANN for business consultation and legal purposes.

Every effort will be made to ensure equity between comments made in languages other than English and those made in English. If it is not possible to arrange the release of particular documents in the agreed

languages at the same time, then each language will be provided with the same time period in which to make comments.

ICANN will adopt the International Organisation for Standardisation's 639-2 naming system for identifying and labeling particular languages.

#### **4.4 Briefings and Subject Matter Experts**

If the WG determines that it needs additional educational briefings occurring upfront or as issues emerge during deliberations, it should identify its specific requests to the CO including subject matter(s), type(s) of expertise, objectives, and costs. If additional costs are involved, prior approval must be obtained from the CO.

Additionally, a WG may, at any stage throughout its deliberations, decide to seek input from self-formed groups and/or individuals with the aim of further informing WG members about matters that fall within the remit of the WG and which are of interest to the ICANN community.

#### **Section 5.0: Products and Outputs**

The products and outputs of a Working Group may be prescribed by the Charter such as a report, recommendations, guidelines, self-assessment or defined by the process under which the WG operates (e.g., Policy Development Process). In addition, the Working Group might decide that additional products or outputs are required in order to carry out its Charter in an efficient and productive manner such as a statement of work or a project plan. Working Groups should be encouraged to review products and outputs from other WGs and/or consult with ICANN Staff to decide what additional products or outputs would be advisable to develop. Links to some examples of products and outputs produced by other GNSO Working Groups can be found hereunder:

- Initial Report – [IRTP Part A WG Initial Report](#)
- Final Report – [GNSO Final Report on Domain Tasting](#)
- Public Comment Review Sheet – [Fast Flux Public Comments Review](#)
- Recommendations/Guidelines – [New gTLDs Principles, Recommendations & Implementation Guidelines](#)
- Stakeholder Group/Constituency Statement Template – [IRTP Part B Constituency Statement Template](#)
- Public Comment Announcement Text – [Post-Expiration Domain Name Recovery Public Comment Announcement](#)
- Self Assessment Template (TBD)

## **Section 6.0: Charter Guidelines**

This section of the document is intended to assist any Chartering Organization in its effective implementation of Working Groups by providing a set of guidelines, checklists, templates, and other 'best practice' materials that it should consider and/or utilize, as appropriate, in creating, chartering, staffing, and guiding a Working Group (WG) to accomplish some desired outcome. The term “Chartering Organization” (CO), in this context, can be any formal entity or informal grouping of individuals that wishes to generate a WG Charter document.

These Guidelines are organized into three major sections as follows:

**Section 6.1:** Contains suggestions and recommendations related to the implementation of Working Groups.

**Section 6.2:** Is organized and structured to be a template containing specific elements that are recommended to be considered by any CO intending to produce a specific Working Group Charter document.

**Section 6.3:** Contains background information informing the effort to create this document.

### **6.1 General Working Group Implementation Guidelines**

**Introduction:** This Section contains suggestions and recommendations related to the general implementation of Working Groups. For those engaged in drafting a specific Working Group Charter, please see Section 6.2 below for further details.

#### **6.1.1 Announcement of a Working Group**

After a decision has been taken to form a Working Group, it is important to circulate a ‘Call For Volunteers’ as widely as possible in order to ensure broad representation and participation in the Working Group. Depending upon the scope of the Working Group and its intended subject matter, the following avenues are required to be utilized as the default rule, subject to exceptions only in extraordinary circumstances:

- Publication of announcement on the relevant ICANN web sites.
- Distribution of announcement to appropriate Stakeholder Groups, Constituencies, and/or other ICANN Supporting Organizations and Advisory Committees.

Nothing in the foregoing is intended to limit the wider distribution of the call for volunteers. For example, the WG could consider:

- Circulation of announcement to organizations that are considered to have expertise/knowledge/interest in relation to the subject matter of the Working Group.

Ideally, the ‘Call For Volunteers’ announcement should include the following types of information about the Working Group: its objective(s), expectations concerning activities and timeframes, links to relevant background information including its charter, details on how to sign up as a participant, and the

requirement to submit a Statement of Interest (SOI). In addition, a CO might want to include some statement as to the purpose of the activity, that is, why the effort is being undertaken, its criticality, context, and perceived usefulness to the Chartering Organization. While a WG may not "need to know" these elements in order to complete their tasks, it could help in recruitment and sense of purpose.

### 6.1.2 Transparency and Openness

All Working Groups are expected to operate under the principles of transparency and openness, which means, *inter alia*, that mailing lists are publicly archived, meetings are normally recorded and/or transcribed, and SOIs are required from Working Group participants and will be publicly available. It is important that prospective Working Group members are made aware of these principles.

### 6.1.3 Purpose, Importance, and Expectations of the Chair

While open Working Groups may offer many benefits in terms of broad participation and support, it is equally important that inclusiveness does not compromise effectiveness. An experienced Chair with strong leadership and facilitation skills will be a key ingredient of a successful outcome. He or she should be able to distinguish between participants who offer genuine reasons for dissent and those who raise issues in an effort to block progress. The Chair should have the authority to enforce agreed upon rules applicable to anyone trying to disrupt discussions and be able to exclude individuals in certain cases, provided an avenue of appeal is available. In addition, the Chair should be able to ensure that anyone joining a Working Group after it has begun has reviewed all documents and mailing list postings and agrees not to reopen previously decided questions. However, if there is support from the Chair to reopen an issue in light of new information that is provided either by a new member or an existing member of the Working Group, this should be possible.

The Chair is expected to assume a neutral role, refrain from promoting a specific agenda, and ensure fair treatment of all opinions and objectivity in identifying areas of agreement. This does not mean that a Chair experienced in the subject matter cannot express an opinion, but he or she should be explicit about the fact that a personal opinion or view is being stated, instead of a 'ruling of the chair.' However, a Chair should not become an advocate for any specific position. The appointment of co-chairs could be considered and is encouraged as a way to share the burden, provide continuity in case of absence of the Chair as well as allowing group leaders to rotate their participation in the discussion. In addition, in certain circumstances the CO may decide that it must appoint a completely neutral and independent Chair who would not participate in the substance of the discussions. In such circumstances, the Chair would be appointed by the CO.

Ideally, a Chair should have sufficient and substantive process expertise, possess leadership skills and be skilled in consensus building.

The Chartering Organization, working with the Staff, might consider the use of a professional facilitator, in certain circumstances, to help a Chair ensure neutrality and promote consensus or to provide other capabilities and expertise.

### 6.1.4 Other Important Roles

There are a number of other roles that a Chartering Organization should consider including:

- **Chartering Organization Liaisons** – A Member of the Chartering Organization (CO) is appointed to serve as a Liaison to the Working Group. The role of the Liaison consists of reporting to the CO on a regular basis on the progress of the Working Group; assisting the Chair as required with his/her knowledge of WG processes and practices; taking back to the CO any questions or queries the WG might have in relation to its charter and mission; and, assisting or intervening when the WG faces challenges or problems. The Liaison is expected to play a neutral role, monitor the discussions of the Working Group and assist and inform the Chair and the WG as required. The CO is therefore strongly encouraged to appoint an individual to the role of liaison who is expected to remain neutral and fulfill the role as described above.
- **Expert Advisors/Consultants** – If deemed necessary to fulfill the charter obligations, a CO may consider inviting one or more expert advisors or consultants to participate in the WG. If there are budget implications related to the participation of such external resources, funding should be confirmed in advance with the appropriate ICANN Staff organization.
- **ICANN Staff** – the following distinct Staff roles may be assigned to a WG:
  - Expertise (technical, legal, economic, etc.)
  - Secretariat (fundamentally a support function covering both logistics and drafting assistance in a neutral manner reflecting faithfully the deliberations of the Working Group)
  - Operational/Implementation (facilitation with the framework of existing policies and rules)
  - Scoping (for policy matters, internal role of the General Counsel, but possibly distinct, guaranteeing respect of the procedures and competencies of the different structures)

## 6.2 Working Group Charter Template<sup>7</sup>

**Introduction:** This Section of the Guidelines is organized and structured to be a template containing specific elements that are recommended to be considered by any group intending to produce a specific Working Group Charter document.

***Disclaimer:** The reader is cautioned that, while this template was designed to be comprehensive in terms of topics that might be applicable to a wide range of circumstances, not all Working Group Charters need to contain each and every section outlined below. Charter drafters are encouraged to consider all of the elements contained herein, but should feel unconstrained in skipping any section(s) that are not relevant to a particular purpose or adding additional sections that are specific to the particular WG effort. However, the following sections are required like 6.2.1, 6.2.2, 6.2.3 and all associated sub-sections.*

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<sup>7</sup> The Chartering Organization will be responsible for drafting the charter and may follow its own internal procedures for completing and/or assigning this task.

### **6.2.1 Working Group Identification**

*This section of the Charter should identify the name/identity of the Working Group and any sponsoring motion (as well as links/pointers) that establishes the Charter, if applicable. Drafters are also encouraged to identify which version of these Guidelines was referenced in preparing the Charter document. Specific elements that might be included in this section are:*

- *Name of WG*
- *Name of Appointed Liaison(s)*
- *Names of Advisers to the WG, if any*
- *Name of WG Chair, if appointed in advance [Note: the Liaison may serve as Interim Chair until a Chair selected by the WG and confirmed by the CO]*
- *URL of any WG Workspace(s) and WG mailing list archives, if available*
- *Links to other ICANN documents or initiatives, including past documents or initiatives, that might have a bearing on the WGs discussions and deliberations*

*Links to documents and/or decisions that have led to the creation of the WG*

### **6.2.2 Mission, Purpose, and Deliverables**

#### **6.2.2.1 Mission and Scope**

*A well-written mission statement is characterized by its specificity, breadth and measurability.*

*The Scope of a WG should outline the boundaries within which the WG is expected to operate, e.g., in the context of a GNSO policy development process, the scope of a WG is limited to consideration of issues related to gTLDs and within ICANN's mission.*

#### **6.2.2.2 Objectives and Goals**

*The objectives/goals should clearly set out the issues that the WG is supposed to address. This could, for example, be in the form of a number of questions that the WG is expected to answer. In addition, objectives/goals could also include specific activities such as the organization of a workshop or production of certain documents. In general, well-defined objectives will structure and facilitate the deliberations of the WG and should be written clearly and concisely to minimize questions and confusion.*

*A provision should be considered that encourages the WG to request clarity from the CO if it feels it cannot carry out its tasks and responsibilities due to perceived uncertainties or limitations within the Charter. Furthermore, a WG has the possibility to renegotiate potential changes to the Charter if deemed necessary in order to achieve the objectives and goals set out.*

### **6.2.2.3 Deliverables and Timeframes**

*A Charter is expected to include some, if not all, of the following elements: potential outcomes and/or expected deliverables, key milestones, and a target timeline - all of which can, if necessary, be further refined by the WG at its onset in conjunction with the CO. Although the identification of specific work tasks, outcomes, and deadlines might be perceived as constraining the WG in its activities, it is also intended to provide guidance to the WG and prevent unintentional scope creep. It should be emphasized that the WG can always ask the CO to reconsider any of the deliverables or renegotiate deadlines identified by providing its rationale.*

*In certain WGs, such as a Policy Development Process, the milestones and timeline might be prescribed by the ICANN Bylaws. In other situations, sufficient thought should be given to key milestones, realistic timelines, and ways to inform and consult the ICANN Community (such as public comment periods). It should be noted that any changes to milestone dates incorporated in the charter will need to be cleared with the CO.*

## **6.2.3 Formation, Staffing, and Organization**

### **6.2.3.1 Membership Criteria**

*This section of the charter should contain the chartering organization's guidance to the Working Group in terms of membership/staffing and may specify certain types of knowledge/expertise needed or desired, balance in skills/background/interest, openness to the ICANN community and its modus operandi, sizing elements/factors, and any limitations or restrictions to individuals previously banned from participating in a WG for cause.*

### **6.2.3.2 Group Formation, Dependencies, and Dissolution**

*This section should outline information about the proper formation and instantiation of the Working Group (e.g., date, place, logistics). It would also indicate any dependencies or relationships with other groups, if applicable. Further information might be included addressing under what conditions the WG is dissolved.*

### **6.2.3.3 Working Group Roles, Functions, and Duties**

*This section is intended to describe the WG roles that exist (e.g., Chair, Vice-Chair, Secretary, Liaison, Expert Advisor, Staff). A description of standard WG roles [provide list of standard roles] can be found in the WG Guidelines [include reference]. A reference to this section should be included in the Charter. Any additional roles that are not included in the WG Guidelines should be listed here including a description and minimal set of functions/duties to the extent that the chartering organization might wish to specify them.*

### **6.2.3.4 Statements of Interest (SOI)**

*This section will contain guidelines relating to the elements and content of SOIs that each member of the WG is required to supply to the team. [See GNSO Operating Procedures, [Chapter 5.0](#), for provisions related to Statements and Disclosures of Interest]*

*Further guidance is provided in Section 2.1.2 of this document on how to deal with any participant that does not provide an SOI despite multiple requests and reminders.*

#### **6.2.4 Rules of Engagement**

*The intention of this section is to provide a place in the Charter for those situations where a sponsor or chartering organization wishes to emphasize the rules of engagement or impose specific overarching 'rules of engagement' that will apply to the WGs deliberations and activities. The standard rules of engagement, including behavior and norms, are explained in further detail in Section 3.0 of this document.*

##### **6.2.4.1 Decision Making Methodologies**

*The standard methodology for making decisions is incorporated in Section 3.6 of this document and should be reproduced/referenced in the WG's charter. If a chartering organization wishes to deviate from the standard methodology for making decisions or empower the WG to decide its own decision-making methodology it should be affirmatively stated in this section.*

##### **6.2.4.2 Status Reporting**

*This section of the Charter should stipulate the types of status reports requested (e.g., Chair or Liaison update), frequency of reporting, and any guidance to the WG in terms of expected substance/content, e.g. status of deliberations, significant agreements/disagreements, how often are meetings held, how many active participants are there, role assignments, etc. It should also specify if there is a requirement for status updates at set times, e.g., two weeks prior to an ICANN meeting<sup>8</sup>. If the CO has a standard for reporting, it can be included here by reference.*

##### **6.2.4.3 Problem/Issue Escalation and Resolution Processes**

*The standard methodology for problem/issue escalation and resolution is incorporated in Section 3.4, 3.5 and 3.7 of this document and should be reproduced in the WG's charter. If a chartering organization wishes to deviate from the standard methodology for problem/issue escalation and resolution, and empower the WG to decide its problem/issue escalation and resolution methodology it should be affirmatively stated in this section.*

##### **6.2.4.4 Closure and Working Group Self-Assessment**

*This section of the Charter should describe any instructions for WG final closure including any feedback and/or self-assessment that is requested by the Chartering organization. This section might also indicate if there is any specific format, template, or prescribed manner in which the feedback is to be provided.*

#### **Charter Document History**

*This section should record key changes to the WG Charter, that take place after the adoption of the Charter by the CO.*

### **6.3 Revisions**

The original drafters of this document intended that its contents be continually revised and improved as individuals and groups gain experience with Working Groups and utilize these guidelines in writing charter documents. Comments about this document, including suggestions for revision may be directed to: [policy-staff@icann.org](mailto:policy-staff@icann.org). When offering suggestions for update, please cite the section, chapter, page number, and specific text along with recommendations for amendment. This document and its prior versions will be available on the GNSO Website (<http://gns0.icann.org>).

<sup>8</sup> It should be noted that the Board has adopted a 'Document Publication Operational Policy' (see <http://www.icann.org/en/committees/participation/document-publication-operational-policy-30oct09-en.pdf>) which requires the publication of documents 15 working days in advance of an ICANN public meeting.

## 6.4 Applicability

The GNSO Council or any of its sub-groups may decide to utilize a WG anytime they think that community wide participation is advisable for resolving issues. It should be emphasized that WGs are not intended to apply to policy development processes solely.

### Addendum: Chair Checklist

Checklist	Yes/No
Have all WG members submitted Statements of Interest?	
Introduction of WG members	
Inform members that WG will operate under the principles of transparency and openness (i.e., mailing lists are publicly archived, meetings are recorded / transcribed)	
Review of WG's mission, goals, objectives, deliverables, decision-making process, timeframes and any other documents relevant for the WG's discussion	
Development of a work plan	
Schedule for future meetings of the WG	

\*\*END OF ANNEX 1\*\*