

GUIDELINES & MOTION TEMPLATES

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| <p style="text-align: center;">Annex D: EC Mechanisms Section 3.2 SO/AC Director Removal Process</p> |
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1. Introduction

The purpose of this document is to provide guidance to the GNSO Council on the removal of a Board Director appointed by the GNSO. It provides guidance on how: 1) an individual submits to the GNSO Council a SO/AC Director Removal Petition; 2) the GNSO community provides feedback on a petition; 3) the GNSO Council decides whether to accept or reject a petition; 4) the GNSO community provides feedback before and after a Community Forum on the SO/AC Director Removal; and 5) the GNSO Council decides the level of support to remove the GNSO appointed Board Director. See the [flowchart](#) for further details.

By way of explanatory introduction, the ICANN Bylaws leave specific details about how each Decisional Participant in the Empowered Community plans to carry out its stated responsibilities to be determined by such Decisional Participant.

For example, the Bylaws require that a request to take some action must be filed by the GNSO no later than a particular time, yet do not specify how to fulfill this requirement in the specific GNSO context. Questions that arose when developing these guidelines included, for example: Is such a request made by a Stakeholder Group or Constituency (SG/C) of the GNSO via its representatives on the GNSO Council? Or alternatively by the SG/C leadership? Or by an SG/C member to SG/C mailing list? Or by an SG/C member directly to the Council? Each Bylaws requirement generates a multitude of such questions.

To help the GNSO Council carry out its new roles and responsibilities outlined in the post-transition Bylaws, the GNSO Drafting Team to Further Develop Guidelines and Principles for the GNSO's Roles and Obligations as a Decisional Participant in the Empowered Community ("the GNSO DT") has outlined in the table below the additional proposed steps to be taken, including guidance and motion templates. These steps fall within the GNSO's existing processes and procedures, and thus do not require any changes to the GNSO Operating Procedures or its Annexes.

Specifically, relevant Bylaws provisions have been quoted in order to differentiate those requirements that are explicitly provided by the Bylaws and the additional steps interpreted by the DT as needed to carry out the GNSO's responsibilities.

For the avoidance of doubt, where requirements are expressly specified by the ICANN Bylaws, these are noted to clarify the distinction with additional steps that have been designated by the DT as appropriate (but not explicitly necessary under the Bylaws) for the GNSO's specific circumstances.

These Guidelines and Templates are internal to the GNSO. They apply only to the exercise of the GNSO's rights and responsibilities as a Decisional Participant in the Empowered Community, as those are set out in the currently applicable ICANN Bylaws, and not to any other Decisional Participant.

All references to actions of the GNSO Representative on the EC Administration in these Guidelines and Templates mean the actions of the currently designated GNSO Representative on the EC Administration. All such actions must be carried out under instruction from the GNSO; the GNSO Representative on the EC Administration is not empowered or authorized by these Guidelines and Templates to act independently or otherwise on his/her own initiative.

2. Background

Per Annex D, Section 3.2 (a) of the ICANN Bylaws, “[s]ubject to the procedures and requirements developed by the applicable Decisional Participant, an individual may submit a petition to the ASO, ccNSO, GNSO or At-Large Community (as applicable, the ‘**Applicable Decisional Participant**’) seeking to remove a Director who was nominated by that Supporting Organization or the At-Large Community in accordance with Section 7.2(a) of the Bylaws, and initiate the SO/AC Director Removal Process (‘**SO/AC Director Removal Petition**’). The process set forth in this Section 3.2 of Annex D is referred to herein as the ‘**SO/AC Director Removal Process**.’”

The relevant Bylaws provisions (set out and discussed in detail below) are complex; the Drafting Team spent considerable time discussing the nature and extent of the involvement of each GNSO House in fulfilling Bylaws requirements. To help the GNSO Council better understand these Guidelines and Templates, there are essentially three major points at which the GNSO Council (or certain specified members of the Council) is/are required to act:

- 1) Completeness of a received Petition to remove a GNSO-appointed Director is certified by GNSO Council leadership;
- 2) Council vote to accept/reject the Petition (including related decisions regarding the Community Forum) (entire Council votes, but only the votes of the affected House are counted for acceptance/rejection purposes); and
- 3) Council vote to determine the level of support for the removal of the affected GNSO-appointed Director (entire Council votes, all votes counted).

Link to the graphics below:

https://www.icann.org/empowered_community_powers_file_download?file_name=download_english

HOW DOES THE EMPOWERED COMMUNITY USE THEIR POWERS?

The Empowered Community has a process to raise concerns with an action or inaction made by the ICANN Board or organization. This escalation process gives ICANN's Supporting Organizations (SOs) and Advisory Committees (ACs) opportunities to discuss solutions with the ICANN Board.



What is the Empowered Community?

The Empowered Community is the mechanism through which ICANN's SOs and ACs can organize under California law to legally enforce community powers. The community powers and rules that govern the Empowered Community are defined in the ICANN Articles of Incorporation and Bylaws.



Who can participate in the Empowered Community?

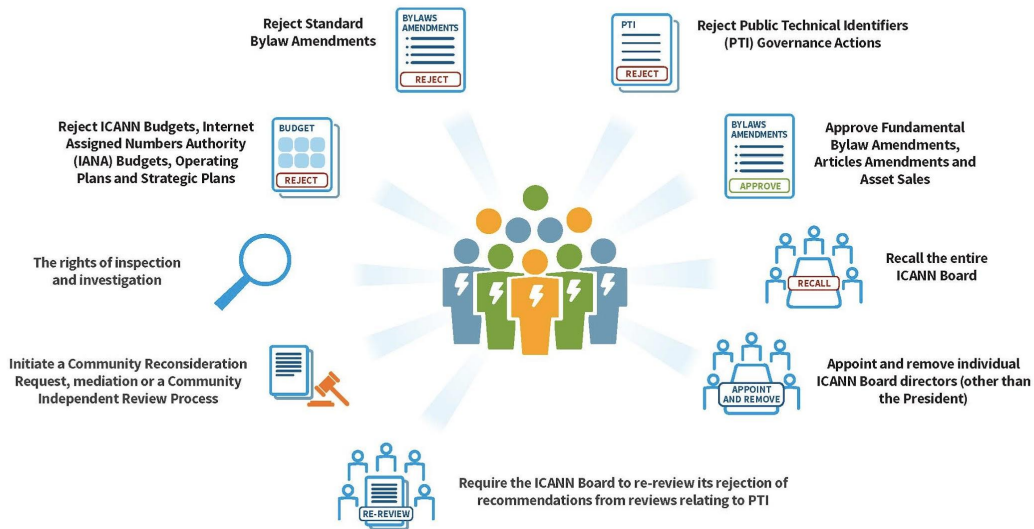
All of ICANN's SOs, as well as the At-Large and Governmental ACs, can participate in the Empowered Community including: the Generic Names Supporting Organization, the Country Code Names Supporting Organization, the Address Supporting Organization, the Governmental Advisory Committee and the At-Large Advisory Committee.



WHAT ARE THE EMPOWERED COMMUNITY POWERS?



The Empowered Community has nine powers to ensure the Internet Corporation for Assigned Names and Numbers (ICANN) Board and organization are accountable:



3. Bylaws and Additional Proposed Steps

The following table sets out the applicable Bylaws provision/s, the actions already completed by the GNSO in relation to those Bylaws provisions, and the additional proposed steps that were tasked to the GNSO DT. The remaining sections of these Guidelines are intended to address the Additional Proposed Steps.

| BYLAWS | ALREADY COMPLETED | ADDITIONAL PROPOSED STEPS |
|---|---|--|
| <p>ANNEX D, SECTION 3.2 SO/AC DIRECTOR REMOVAL PROCESS</p> <p>a) Subject to the procedures and requirements developed by the applicable Decisional Participant, an individual may submit a petition to the ASO, ccNSO, GNSO or At-Large Community (as applicable, the "Applicable Decisional Participant") seeking to remove a Director who was nominated by that Supporting Organization or the At-Large Community in accordance with <u>Section 7.2(a)</u> of the Bylaws, and initiate the SO/AC Director Removal Process ("SO/AC Director Removal Petition"). The process set forth in this <u>Section 3.2</u> of this <u>Annex D</u> is referred to herein as the "SO/AC Director Removal Process."</p> | <p>Added new voting thresholds for the following action by GNSO Council to section 11.3.(j) of the ICANN Bylaws:</p> <ul style="list-style-type: none"> • Approval of a petition to remove a director holding seat 13 or 14 -- requires an affirmative vote of at least three-fourths (3/4) of the House that appointed that Director. • Approval of a petition notice to remove a director holding seat 13 or 14 -- requires an affirmative vote of at least three-fourths (3/4) of the GNSO Council and at least three-fourths (3/4) of the House that appointed that Director. <p>Note, any individual may submit a petition for consideration and, if the Council deems that the petition meets the Bylaws requirements, the House that appointed the director is expected to submit the petition in the form of a motion for a vote by Council and to include the information as required per the ICANN Bylaws.</p> | <p>Develop template for motion.</p> <p>Develop proposed guidance for the submission of such petitions, including any requirements for the criteria to be included in a petition.</p> |

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| | <p>Addition to the GNSO Operating Procedures to 1) clarify that, in specific circumstances, the GNSO Council may waive the timeframes currently referenced in the GNSO Operating Procedures in relation to submission of motions as well as scheduling of meetings to meet its obligations under the timelines outlined in the ICANN Bylaws as a Decisional Participant and 2) add a provision to clarify that all petitions concerning a director removal submitted by an individual must be submitted directly to the GNSO Council.</p> | |
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4. GNSO Process and Rules for the SO/AC Director Removal Petition

The process of developing and providing advice to the GNSO's Representative on the Empowered Community (EC) Administration falls within the GNSO Operating Procedures. This Guideline is meant to supplement those procedures.

This section details the procedures to be followed, who may submit an SO/AC Director Removal Petition (hereinafter referred to as the "Petition"), how to submit such a Petition to the GNSO (being a Decisional Participant), and how the GNSO will go about accepting or rejecting such a Petition. All references to "notices" and "notification" in this section mean written notice, either as formal correspondence or email.

4.1 Who is eligible to submit the SO/AC Director Removal Petition to the GNSO Council?

Per the ICANN Bylaws, Annex D Section 3.2(a), "Subject to the procedures and requirements developed by the applicable Decisional Participant, an individual may submit a petition to the ASO, ccNSO, GNSO or At-Large Community (as applicable, the 'Applicable Decisional Participant') seeking to remove a Director who was nominated by the [applicable] Supporting Organization or the At-Large Community in accordance with Section 7.2(a) of the Bylaws, and initiate the SO/AC Director Removal Process ('SO/AC Director Removal Petition')."

An individual must submit such a Petition to the GNSO Council, which is the representative body of the GNSO as a Decisional Participant. (Note: such a Petition can be submitted directly

to the Council, transmitted through a GNSO Stakeholder Group or Constituency, or via other channels. However, as per Section 4.2.1 below, the date when the GNSO Council receives a Petition marks the beginning of the SO/AC Director Removal Petition Period. For further context, reference the deliberation on this specific point in the GNSO DT meeting recording/transcript here: <https://community.icann.org/x/JpECBw>)

4.2 SO/AC Director Removal Petition Period, Requirements, Publication, and Certification

4.2.1 SO/AC Director Removal Petition Period

4.2.1.1 SO/AC Director Removal Petition Period Begins

The day on which the GNSO Council receives a Petition seeking removal of a GNSO-appointed Director marks the beginning of the SO/AC Director Removal Petition Period (hereinafter referred to as the “Petition Period”).

4.2.1.2 SO/AC Director Removal Petition Period Ends

The twenty-first (21st) day into the Petition Period marks the end of such Petition Period, as the GNSO must either accept or reject a Petition no later than 11:59 PM (as calculated by local time at the location of ICANN's principal office in Los Angeles) on that twenty-first (21st) day. In the timeline presented as a table in section 4.2.8 below, this is depicted as Day 21.

4.2.2 Requirements for an SO/AC Director Removal Petition

In accordance with Annex D, Section 3.2(b) of the ICANN Bylaws, and to enable an informed decision by the GNSO Council with respect to the SO/AC Director Removal Petition, the Petition shall, in addition to satisfying the requirements set out in Recommendation 2.1.2 of the [CCWG-Accountability-WS2 Final Report](#), include at least the following:

- Name and affiliation of the Petitioner; and
- Name and term of the affected Director who holds a seat designated either as seat 13 or seat 14, as well as the GNSO House that has appointed the affected Director; and
- Rationale upon which the Petitioner seeks to remove the affected Director, if desired (Note: “Any Director designated by the EC may be removed without cause”, as per Article 7, Section 7.11(a)(i) of the ICANN Bylaws); and
- Confirmation that the affected Director, during the same term, had NOT previously been subject to a Petition that led to an SO/AC Director Removal Community Forum (hereinafter referred to as the “Community Forum”) (as discussed in Annex D, Section 3.2(d) of the ICANN Bylaws).

Each Petition shall have as its subject only one SO/AC Director (in this case, one single Director who holds a seat designated either as seat 13 or seat 14).

4.2.3 SO/AC Director Removal Petition Review and Certification of Completeness

On receipt of a Petition submitted by an individual per Section 4.1 of this Guideline, the GNSO Secretariat will promptly circulate the Petition to the GNSO Council via the GNSO Council mailing list.

The GNSO Council leadership shall determine within two (2) days after circulation of the Petition whether the Petition is complete, i.e., that it addresses all of the requirements as set forth above and in Annex D, Section 3.1(b) of the ICANN Bylaws.

If the GNSO Council leadership determines that the Petition is not complete, the Petitioner and the GNSO Council will be informed promptly in writing, and the Petitioner will be given a reasonable time to resubmit the Petition. Failure to resubmit a correct and complete Petition will result in the automatic termination of the SO/AC Director Removal Process with respect to the applicable Petition. The GNSO Council Secretariat will publish on the GNSO website/wiki the uncertified Petition, and the findings of the GNSO Council leadership with respect to the non-certification of the Petition.

If the GNSO Council leadership certifies the Petition (i.e., determines that a Petition has addressed all of the requirements set out in 4.2.2 of this Guideline), the GNSO Council leadership will promptly inform the GNSO Council. The GNSO Council leadership will request that the GNSO Secretariat publish the Petition and its certification on the GNSO website/wiki, as well as to the GNSO Stakeholder Group and Constituency mailing lists.

Once published, the GNSO Secretariat will inform the Petitioner, the affected Director subject to the Petition, the Chair of the Board of Directors (or the Vice Chair of the Board if the Chair is the affected Director), the ICANN Corporate Secretary, and the GNSO Representative on the EC Administration and promptly send all of these parties an invitation to participate in a dialogue in accordance with Section 4.2.4 of this Guideline.

The GNSO Secretariat will post all correspondence between the GNSO Representative on the EC Administration and other Decisional Participants, the ICANN Corporate Secretary, and the EC Administration on the GNSO website/wiki.

4.2.4 Dialogue Regarding the SO/AC Director Removal Petition

Per Annex D, Section 3.2(c) of the ICANN Bylaws, upon publication of a certified Petition, the GNSO shall invite the affected Director subject to the Petition and the Chair of the Board of Directors (or the Vice Chair of the Board if the Chair is the affected Director) to a dialogue with the Petitioner and the GNSO Representative on the EC Administration.

The dialogue, either in person or via tele-conference, shall take place no later than the tenth (10th) day into the Petition Period. The GNSO Secretariat shall assist in identifying a suitable date/time for all invited parties to participate.

The GNSO Secretariat will assist in organizing the dialogue, which will be recorded and transcribed. The GNSO Representative on the EC Administration will assist in moderating the dialogue. After the dialogue has been completed, the GNSO Secretariat will promptly post the recording and transcription to the mailing lists of the GNSO Council, Stakeholder Groups, and Constituencies, as well as publish them on the GNSO website/wiki.

4.2.5 GNSO Community Feedback on Certified SO/AC Director Removal Petition

Upon publication of a certified Petition, the GNSO Stakeholder Groups and Constituencies -- especially those that belong in the applicable GNSO House that appointed the affected Director -- will be asked to provide feedback, opinions or comments on the merits of the Petition. They are welcome to take into consideration the feedback, views, and input exchanged during the dialogue described in Section 4.2.4 above, if it has been conducted, between the invited parties as per Annex D, Section Section 3.2(c) of the ICANN Bylaws.

This feedback period will close on the fifteenth (15th) day into the Petition Period.

The GNSO Council leadership will work with GNSO support staff to compile any comments received, and post the compilation of comments to the GNSO Council list. The GNSO Secretariat will promptly post the compilation of comments to the GNSO website/wiki. If feasible and time permits, the GNSO Council leadership may work with GNSO support staff to categorize and summarize these comments to facilitate their review by the GNSO Council.

4.2.6 GNSO Council Decision on Whether to Accept an SO/AC Director Removal Petition

The GNSO Council shall meet either in person or via tele-conference no later than the twentieth (20th) day of the Petition Period to decide whether to accept or reject the Petition. This is represented as Day 20 in the timeline table set out in Section 4.2.8 below.

Any Petition that has not been certified by the GNSO Council leadership as addressing all of the requirements identified in Section 4.2.2 above will not be considered by the GNSO Council.

In its meeting, the GNSO Council shall decide whether to accept or reject the Petition. In accordance with Section 11.3(j)(vii) of the ICANN Bylaws, the decision shall be made by an affirmative GNSO Council vote of at least three-fourths (3/4) of the GNSO House that appointed the affected Director. Nevertheless, the full GNSO Council will participate in this vote. The GNSO House that appointed the affected Director shall submit the motion for a vote by the full GNSO Council.

In taking its decision, the GNSO Council shall consider:

- The rationale upon which the Petitioner seeks to remove the affected Director; and
- Whether the dialogue between the affected Director and the Chair of the Board of Directors (or the Vice Chair of the Board if the Chair is the affected Director) with the Petitioner and the GNSO Representative on the EC Administration has occurred (note

however that, per Annex D, Section 3.2(c) of the ICANN Bylaws, “The SO/AC Director Removal Petition may not be accepted unless [the dialogue] invitation has been extended upon reasonable notice and accommodation to the affected Director's availability.”); and

- If the dialogue has occurred, the feedback, views, and input exchanged during the dialogue; and
- If the dialogue has not occurred, whether there have been reasonable efforts among all invited parties to participate in the dialogue (note that, per Annex D, Section 3.2(c) of the ICANN Bylaws, “If the invitation is accepted by either the Director who is the subject of the SO/AC Director Removal Petition or the Chair of the Board (or the Vice Chair of the Board if the Chair is the affected Director), the Applicable Decisional Participant shall not accept the SO/AC Director Removal Petition until the dialogue has occurred or there have been reasonable efforts to have the dialogue.”); and
- The feedback, views, and input received from the GNSO Stakeholder Groups and Constituencies regarding the Petition, especially those from the Stakeholder Groups and Constituencies of the applicable GNSO House that appointed the affected Director; and
- The importance of the matter for the GNSO Stakeholder Groups and Constituencies, especially the Stakeholder Groups and Constituencies of the applicable GNSO House that appointed the affected Director; and
- Other factors deemed relevant by the GNSO Council.

If the GNSO Council decides to accept the Petition, it must decide, in accordance with the ICANN Bylaws (Annex D, Section 3.2(c)(i)(C-D)):

- Whether to request ICANN to hold a publicly available conference call prior to the SO/AC Director Removal Community Forum; and
- Whether to request that ICANN hold the Community Forum during the next scheduled ICANN public meeting.

The GNSO Secretariat will publish the GNSO Council decision on the GNSO website/wiki directly after it has been taken and inform the Stakeholder Groups and Constituencies accordingly via their mailing lists. Additionally, the GNSO Secretariat will inform the GNSO Representative on the EC Administration, who will act on behalf of the GNSO as the Applicable SO/AC Director Removal Decisional Participant (hereinafter referred to as the “Applicable Decisional Participant”).

If the GNSO Council has not reached a decision with respect to a submitted and certified Petition by the end of the twentieth (20th) day of the Petition Period, the GNSO Council will be deemed to have rejected the proposed Petition. The GNSO Secretariat will inform the Stakeholder Groups and Constituencies accordingly via the GNSO Council and the Stakeholder Group and Constituency mailing lists, and publish this on the GNSO website/wiki. Additionally, the GNSO Secretariat will inform the GNSO Representative on the EC Administration; subsequently, the GNSO Representative on the EC Administration will notify the EC

Administration, the other Decisional Participants, and the ICANN Corporate Secretary about the GNSO Council's decision.

The motion template in Section 6.1 of this Guideline (Motion to Accept/Reject an SO/AC Director Removal Petition) may be used by the GNSO Council to accept/reject such a Petition.

4.2.7 Informing the Community, Other Decisional Participants, and the EC Administration of Acceptance of the SO/AC Director Removal Petition

Within twenty-four (24) hours after the GNSO Council decides to accept the Petition, the GNSO Representative on the EC Administration, now acting on behalf of the GNSO as the Applicable Decisional Participant, shall promptly provide an SO/AC Director Removal Petition Notice (hereinafter referred to as the "Petition Notice") to the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary.

In accordance with the Bylaws Annex D, Section 3.2(c)(i)(A)-(D), the Petition Notice must include:

- The Petition and the rationale for the Petition; and
- The GNSO Council decision and the supporting rationale in reasonable detail; and
- Contact information of the GNSO Representative on the EC Administration; and
- A statement as to whether a publicly available conference call prior to the SO/AC Director Removal Community Forum is requested; and
- A statement as to whether the Community Forum is to be held during the next scheduled ICANN public meeting.

4.2.8 Timeline for the GNSO Actions regarding an SO/AC Director Removal Petition

The following timeline per the ICANN Bylaws may assist the GNSO Council in its actions as an Applicable Decisional Participant with respect to the Petition.

Note:

- *Maximum date means the absolute last day certain action must occur*
- *Day 0 = SO/AC Director Removal Petition Date*

| Absolute Maximum Date | Action |
|-----------------------|---|
| Day 0 | SO/AC Director Removal Petition Period starts - GNSO Council leadership receives an SO/AC Director Removal Petition |
| Day 2 | GNSO Council leadership determines whether an SO/AC Director Removal Petition addresses all requirements, and informs the Petitioner and Council (within 2 days of receipt of the Petition) |
| | If requirements are addressed, GNSO Secretariat invites the affected Director and the Chair of the Board of Directors (or the Vice Chair of the Board if the Chair is the affected Director) to a dialogue with the Petitioner and the GNSO Representative on |

| | |
|--------|--|
| | the EC Administration |
| | GNSO Secretariat sends requests for feedback from GNSO Stakeholder Groups and Constituencies |
| | GNSO Secretariat schedules an extraordinary Meeting of the GNSO Council to occur no later than on Day 20 |
| Day 10 | Deadline for the invited parties to have a dialogue |
| Day 15 | Deadline for GNSO Stakeholder Groups and Constituencies to provide feedback, if they wish to do so |
| Day 20 | GNSO Council meets to decide whether to accept or reject the SO/AC Director Removal Petition |
| Day 21 | <p>If the SO/AC Director Removal Petition is accepted, the GNSO Representative on the EC Administration informs the EC Administration, other Decisional Participants, and the ICANN Corporate Secretary within twenty-four (24) hours</p> <p>(Note: Annex D, Section 3.2(c)(i) of the ICANN Bylaws requires that the Petition Notice be submitted within twenty-four (24) hours of Petitioning Decisional Participant's acceptance of the Petition. Day 21 is thus the absolute latest for submission of the Petition Notice. However, if the Petition is accepted prior to Day 20, the Petition Notice must be submitted within twenty-four (24) hours of the date of acceptance)</p> |
| Day 21 | SO/AC Director Removal Petition Period ends at 11:59 PM (as calculated by local time at the location of ICANN's principal office in Los Angeles) |

5. Developing Input to the SO/AC Director Removal Community Forum & Post Community Forum Decision Making

5.1 SO/AC Director Removal Community Forum

Immediately following the ICANN announcement of convening the SO/AC Director Removal Community Forum, the GNSO Representative on the EC Administration shall inform the GNSO Council on the details of the Community Forum.

The GNSO Secretariat will post the notice of the Community Forum on the GNSO website/wiki, publish it on the mailing lists of GNSO Stakeholder Groups and Constituencies, and inform GNSO Stakeholder Groups and Constituencies the start of the GNSO Community Feedback period before the Community Forum per Section 5.2.1 below.

5.2 GNSO Community Feedback

5.2.1 GNSO Community Feedback Before SO/AC Director Removal Community Forum

Upon the expiration of the Petition Period, the GNSO Representative on the EC Administration shall request the GNSO Council to prepare the GNSO Community Feedback to the Community Forum.

The GNSO Community Feedback should be developed through input/feedback from the GNSO Stakeholder Groups and Constituencies to record any GNSO views and questions on the Petition. This feedback period will close at 23:59 UTC on the day prior to the Community Forum. The GNSO Council leadership will work with GNSO support staff to compile any views and questions received, and post the compilation to the GNSO Council list. The GNSO Secretariat will promptly post the compilation to the GNSO website/wiki. Note, however, that this feedback period does not preclude GNSO Stakeholder Groups and Constituencies from submitting views and questions on the Petition in writing during the Community Forum.

The GNSO Council will ask the GNSO Representative on the EC Administration to transmit to the EC Administration and the ICANN Corporate Secretary the GNSO Community Feedback in writing prior to the convening of and during the Community Forum as per Annex D, Section 3.2(d)(v) of the ICANN Bylaws.

5.2.2 GNSO Community Feedback After SO/AC Director Removal Community Forum

Per Annex D, Section 3.2(e) of the ICANN Bylaws, a seven (7)-day SO/AC Director Removal Comment Period (hereinafter referred to as “Comment Period”) shall be held following the expiration of the Community Forum Period, seeking comments and recommendations from the community. As the Comment Period is open to the public and not specifically directed to the affected Decisional Participant, the GNSO Council is not required to develop specific guidelines/procedures for actions related to the Comment Period. All GNSO Stakeholder Groups and Constituencies are free to participate in this Comment Period in accordance with their own internal procedures and Bylaws.

The closure of the Comment Period is represented in the timeline set out in the table in Section 5.5 below as Day 0.

Upon the expiration of the Comment Period, the GNSO Stakeholder Groups and Constituencies will be asked to provide feedback, opinions or comments on their support for or objection to the Petition under consideration, which may influence the GNSO Council’s decision-making per Section 5.3 below. This feedback period will close on the fifteenth (15th) day into the SO/AC Director Removal Decision Period (hereinafter referred to as the “Decision Period”). This date is represented in the timeline set out in the table in Section 5.5 below as Day 15.

The GNSO Council leadership will work with GNSO support staff to compile any comments received, and post the compilation of comments to the GNSO Council list. The GNSO Secretariat will promptly post the compilation of comments to the GNSO website/wiki. If feasible and time permits, the GNSO Council leadership may work with GNSO support staff to categorize and summarize these comments to facilitate the review by the GNSO Council.

5.3 GNSO Council Decision to Support or Object to the SO/AC Director Removal

Annex D, Section 3.2(f) of the ICANN Bylaws states (as excerpted from the Bylaws):

(f) Following the expiration of the SO/AC Director Removal Comment Period, at any time or date prior to 11:59 p.m. (as calculated by local time at the location of ICANN's principal office in Los Angeles) on the 21st day after the expiration of the SO/AC Director Removal Comment Period (such period, the "SO/AC Director Removal Decision Period"), the Applicable Decisional Participant shall inform the EC Administration in writing as to whether the Applicable Decisional Participant has support for the SO/AC Director Removal Petition Notice within the Applicable Decisional Participant of a three-quarters majority as determined pursuant to the internal procedures of the Applicable Decisional Participant ("SO/AC Director Removal Notice"). The Applicable Decisional Participant shall, within twenty-four (24) hours of obtaining such support, deliver the SO/AC Director Removal Notice to the EC Administration, the other Decisional Participants and Secretary, and ICANN shall, at the direction of the Applicable Decisional Participant, concurrently post on the Website an explanation provided by the Applicable Decisional Participant as to why the Applicable Decisional Participant has chosen to remove the affected Director. Upon the Secretary's receipt of the SO/AC Director Removal Notice from the EC Administration, the Director subject to such SO/AC Director Removal Notice shall be effectively removed from office and shall no longer be a Director and such Director's vacancy shall be filled in accordance with Section 7.12 of the Bylaws.

Accordingly, the GNSO has added a new voting threshold in the ICANN Bylaws. Section 11.3(j)(viii) of the ICANN Bylaws states (as excerpted from the Bylaws):

(viii) Approval of a petition notice to remove a director holding seat 13 or 14 as contemplated in Annex D, Article 3, Section 3.2(f): requires an affirmative vote of at least three-fourths (3/4) of the GNSO Council and at least three-fourths (3/4) of the House that appointed that Director.

Per the above Section 11.3(j)(viii), the GNSO Council must decide and inform the EC Administration within twenty-one (21) days after the expiration of the Comment Period whether there is required support to remove a director holding seat 13 or 14, requisite support being demonstrated by affirmative votes from three-fourths (3/4) of the GNSO Council and three-fourths (3/4) of the House that appointed the affected Director. This date is represented in the timeline set out in the table in Section 5.5 below as Day 21.

The GNSO Council shall:

- Take a decision via a vote in accordance with the ICANN Bylaws Section 11.3(j)(viii) on a motion whether to support the Petition; and

- Provide an explanation as to why the GNSO Council has chosen to remove the affected Director; and
- Convey this decision and explanation in writing to the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary by the GNSO Representative on the EC Administration.

In taking its decision, the GNSO Council shall consider:

- The feedback, views and input received from the GNSO Stakeholder Groups and Constituencies; and
- The Community Forum; and
- Comments and recommendations received during the Comment Period; and
- The importance of the matter for the GNSO Stakeholder Groups and Constituencies; and
- Other factors deemed relevant by the GNSO Council.

The motion template in Section 6.2 of this Guideline (Motion to Determine the Level of Support for an SO/AC Director Removal) may be used by the GNSO Council to determine the level of support for the Petition.

5.4 Informing the Community, Other Decisional Participants, and the EC Administration of the Decision regarding the SO/AC Director Removal

As soon as possible after the GNSO Council has taken its decision on the SO/AC Director Removal, the GNSO Secretariat will publish the GNSO Council's decision on the mailing lists of the GNSO Council and Stakeholder Groups and Constituencies, as well as the GNSO website/wiki. Additionally, the GNSO Secretariat will inform the GNSO Representative on the EC Administration.

Within twenty-four (24) hours of the GNSO Council's approval of the removal of a Director holding Seat 13 or 14, the GNSO Representative on the EC Administration, acting on behalf of the GNSO as the Applicable Decisional Participant, shall provide an SO/AC Director Removal Notice to the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary.

In accordance with the Bylaws Annex D, Section 3.2(f), the SO/AC Director Removal Notice must include:

- The GNSO Council's decision; and
- An explanation as to why the GNSO has chosen to remove the affected Director.

If the GNSO Council has not reached a decision or obtained the requisite level of support to remove the affected Director, the GNSO Council will be deemed to have rejected the proposed Petition. The GNSO Representative on the EC Administration will notify the EC Administration,

the other Decisional Participants, and the ICANN Corporate Secretary about the GNSO Council's decision.

5.5 Timeline for the GNSO Actions regarding an SO/AC Director Removal

The following is a suggested timeline to ensure that the GNSO Council is able to complete the above activities related to an SO/AC Director Removal Petition per the Bylaws-mandated deadline. If the GNSO Council is unable to complete the activities per deadline, its decision will automatically be recorded as an abstention.

Note:

- *Absolute maximum date means the absolute last day certain action must occur*
- *Day 0 = Expiration of the SO/AC Director Removal Comment Period*

| Absolute Maximum Date | Action |
|-----------------------|---|
| Day 0 | Expiration of the SO/AC Director Removal Comment Period |
| | GNSO Secretariat requests feedback from GNSO Stakeholder Groups and Constituencies |
| Day 6 | GNSO Secretariat schedules an extraordinary Meeting of the GNSO Council to occur within 14 days |
| Day 15 | Deadline for GNSO Stakeholder Groups and Constituencies to provide feedback |
| Day 20 | Extraordinary Meeting of the GNSO Council to determine the level of support for the SO/AC Director Removal Petition |
| | GNSO Secretariat informs the Stakeholder Groups and Constituencies, as well as the GNSO Representative on the EC Administration, of the Council's decision and publishes it on the GNSO website/wiki |
| Day 21 | <p>If the GNSO Council approves the removal of the affected Director, the GNSO Representative on the EC Administration informs the EC Administration, other Decisional Participants, and the ICANN Corporate Secretary of the GNSO Council's decision by providing the SO/AC Director Removal Notice in accordance with Annex D, Section 3.2(f) of the ICANN Bylaws within twenty-four (24) hours of approving the removal</p> <p>(Note: Annex D, Section 3.2(f) of the ICANN Bylaws requires that the Applicable Decisional Participant shall provide the Removal Notice within twenty-four (24) hours of obtaining the requisite level of support. Day 21 is thus the absolute latest for submission of the Removal Notice. However, if the GNSO approves the removal of the affected Director prior to Day 20, the written notice must be submitted within twenty-four (24) hours of the date of the decision)</p> |

| | |
|--|--|
| | Deadline to deliver the SO/AC Director Removal Notice in accordance with Annex D, Section 3.2(f) of the ICANN Bylaws |
| | SO/AC Director Removal Decision Period ends at 11:59 (as calculated by local time at the location of ICANN's principal office in Los Angeles) |

6. Motion Templates

6.1 Motion to Accept/Reject an SO/AC Director Removal Petition

Made by:

Seconded by:

Whereas:

1. Per Section 3.2(a) of Annex D of the ICANN Bylaws, "Subject to the procedures and requirements developed by the applicable Decisional Participant, an individual may submit a petition to the GNSO, as an 'Applicable Decisional Participant', seeking to remove a Director who was nominated by the GNSO in accordance with Section 7.2(a) of the Bylaws, and initiate the SO/AC Director Removal Process ('SO/AC Director Removal Petition')."
2. Per Section 3.2(b) of Annex D, "During the period beginning on the date that the Applicable Decisional Participant received the SO/AC Director Removal Petition and ending at 11:59 p.m. (as calculated by local time at the location of ICANN's principal office in Los Angeles) on the date that is the 21st day after the SO/AC Director Removal Petition Date, the Applicable Decisional Participant shall either accept or reject such SO/AC Director Removal Petition pursuant to the internal procedures of the Applicable Decisional Participant for the SO/AC Director Removal Petition."
3. Per Section 3.2(b) of Annex D, "The Applicable Decisional Participant shall not accept an SO/AC Director Removal Petition if, during the same term, the Director who is the subject of such SO/AC Director Removal Petition had previously been subject to an SO/AC Director Removal Petition that led to an SO/AC Director Removal Community Forum."
4. Per Section 3.2(c) of Annex D, "During the SO/AC Director Removal Petition Period, the Applicable Decisional Participant shall invite the affected Director subject to the SO/AC Director Removal Petition and the Chair of the Board (or the Vice Chair of the Board if the Chair is the affected Director) to a dialogue with the individual(s) bringing the SO/AC Director Removal Petition and the Applicable Decisional Participant's representative on the EC Administration."

5. Per Section 3.2(c) of Annex D, “The SO/AC Director Removal Petition may not be accepted unless this invitation has been extended upon reasonable notice and accommodation to the affected Director’s availability. If the invitation is accepted by either the Director who is the subject of the SO/AC Director Removal Petition or the Chair of the Board (or the Vice Chair of the Board if the Chair is the affected Director), the Applicable Decisional Participant shall not accept the SO/AC Director Removal Petition until the dialogue has occurred or there have been reasonable efforts to have the dialogue.”

6. Per Section 3.2(c)(i)(A)-(D) of Annex D, “Such SO/AC Director Removal Petition Notice shall include: (A) a supporting rationale in reasonable detail; (B) contact information for at least one representative who has been designated by the Applicable Decisional Participant who shall act as a liaison with respect to the SO/AC Director Removal Petition Notice; (C) a statement as to whether or not the Applicable Decisional Participant requests that ICANN organize a publicly-available conference call prior to the SO/AC Director Removal Community Forum (as defined in Section 3.2(d) of this Annex D) for the community to discuss the SO/AC Director Removal Petition; and (D) a statement as to whether the Applicable Decisional Participant has determined to hold the SO/AC Director Removal Community Forum during the next scheduled ICANN public meeting.”

7. The GNSO Council may waive the timeframes currently referenced in the GNSO Operating Procedures in relation to submission of motions with regard to an SO/AC Director Removal Petition as well as scheduling of meetings to meet its obligations under the timelines outlined in the ICANN Bylaws.

8. All SO/AC Director Removal Petitions submitted by an individual must be submitted to the GNSO Council.

9. On [date], [insert Petitioner’s name] submitted an SO/AC Director Removal Petition to the GNSO Council during the SO/AC Director Removal Petition Period, seeking to remove [insert affected Director’s name] who holds Seat [insert affected Director’s Seat number] for the period from [insert affected Director’s term duration]. [Insert affected Director’s name], during the same term, had NOT previously been subject to an SO/AC Director Removal Petition that led to an SO/AC Director Removal Community Forum.

10. On [insert date when the invitation to a dialogue has been extended], the GNSO invited [insert affected Director’s name] and [insert name and title of the Board Chair, or the Board Vice Chair if the Chair is the affected Director] to a dialogue with [insert Petitioner’s name] bringing the SO/AC Director Removal Petition and [insert name and title of the GNSO Representative on the EC Administration]. The dialogue took place on [insert date when the dialogue took place], with the participation of [insert all attendees’ names]. See the recording and transcript here [insert link].

11. From [insert dates of GNSO community feedback period], the GNSO Stakeholder Groups and Constituencies had the opportunity to provide feedback, opinions or comments on the merits of the SO/AC Director Removal Petition. GNSO support staff's compilation of any feedback received is available here: [insert link].

12. The GNSO House that appointed the affected Director submits this motion for a vote by the GNSO Council.

Resolved:

1. The GNSO Council determines to [accept] [reject] such SO/AC Director Removal Petition.

2. [If the GNSO Council accepts an SO/AC Director Removal Petition] The GNSO Council requests that the GNSO Secretariat (a) publish the GNSO Council decision on the GNSO website/wiki, (b) inform the Stakeholder Groups and Constituencies accordingly via their mailing lists, and (c) inform the GNSO Representative on the EC Administration.

3. The GNSO Council appoints [insert name], as the GNSO Representative on the EC Administration, to be its liaison with respect to the SO/AC Director Removal Petition.

5. The GNSO Council [requests] [does not request] that ICANN hold (a) the SO/AC Director Removal Community Forum during [insert ICANN meeting] to discuss the SO/AC Director Removal Petition, and (b) a publicly-available conference call prior to the SO/AC Director Removal Community Forum.

4. The GNSO Council requests the GNSO Representative on the EC Administration to provide to the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary a written SO/AC Director Removal Petition Notice of such acceptance within twenty-four (24) hours, providing all requested information per Annex D, Section 3.2(c)(i)(A)-(D) of the ICANN Bylaws.

6.2 Motion to Determine the Level of Support for the SO/AC Director Removal

Made by:

Seconded by:

Whereas:

1. Per Section 3.2(f) of Annex D of the ICANN Bylaws, "Following the expiration of the SO/AC Director Removal Comment Period, at any time or date prior to 11:59 p.m. (as calculated by local time at the location of ICANN's principal office in Los Angeles) on the 21st day after the expiration of the SO/AC Director Removal Comment Period (such period, the 'SO/AC Director

Removal Decision Period'), the Applicable Decisional Participant shall inform the EC Administration in writing as to whether the Applicable Decisional Participant has support for the SO/AC Director Removal Petition Notice within the Applicable Decisional Participant of a three-quarters majority as determined pursuant to the internal procedures of the Applicable Decisional Participant ('SO/AC Director Removal Notice')."

2. Per Section 3.2(f) of Annex D, "The Applicable Decisional Participant shall, within twenty-four (24) hours of obtaining such support, deliver the SO/AC Director Removal Notice to the EC Administration, the other Decisional Participants and ICANN Corporate Secretary, and ICANN shall, at the direction of the Applicable Decisional Participant, concurrently post on the Website an explanation provided by the Applicable Decisional Participant as to why the Applicable Decisional Participant has chosen to remove the affected Director."

3. Per Section 11.3(j)(viii), "Approval of a petition notice to remove a director holding seat 13 or 14 as contemplated in Annex D, Article 3, Section 3.2(f): requires an affirmative vote of at least three-fourths (3/4) of the GNSO Council and at least three-fourths (3/4) of the House that appointed that Director."

4. On [date], [insert Petitioner's name] submitted an SO/AC Director Removal Petition to the GNSO Council during the SO/AC Director Removal Petition Period, seeking to remove [insert affected Director's name] who holds Seat [insert affected Director's Seat number] for the period from [insert affected Director's term duration].

Resolved:

1. The GNSO Council [approves] [rejects] the SO/AC Director Removal Petition.

2. The GNSO Council requests the GNSO Representative on the EC Administration to provide to the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary a written SO/AC Director Removal Notice of such acceptance within twenty-four (24) hours, providing all requested information per Annex D, Section 3.2(f) of the ICANN Bylaws.