

GNSO Operating Procedures

(Note: 24 September 2009 Posted Version Revised to Include Work Team Edits from 17 September Version)

1. Introduction and 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 (link TBD). Transition procedures to the new GNSO Council, to become effective in October 2009, are contained in Article XX, Section 5 (link TBD). The Policy Development Process (PDP) for the GNSO is described in ICANN Bylaws ANNEX A (link TBD).

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.

2. 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” that is to be defined in the GNSO Operating Procedures¹.

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.

¹ Note: this sub-section will outline the conditions and methods for approving when a “special circumstance” exists that would permit a GNSO Councilor to serve one additional term beyond the Bylaws limit.

- 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 between the two candidates, or between a candidate and “none of above,” a second election will be held in 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 the event that 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 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.

3. 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 dependant 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 as 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 06.00 and later than 23.00 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

When a GNSO council member fails to participate in two regularly-scheduled GNSO Council meetings without notification of absence to the GNSO Secretariat or GNSO Council Chair or Council list, the GNSO Secretariat will notify the Stakeholder Group and ask for an explanation.

4. 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. Council members are permitted to abstain in any vote, but must provide a reason which shall be recorded in the minutes along with the abstention.

4.3 Eligibility to Make Motions or Cast Votes

All actions of, or votes by, the GNSO Council are taken or cast only by the members of the GNSO Council. 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.

4.4 Absentee Voting

Members that are absent from a meeting at the time of a vote on the following items may vote by absentee ballot:

- a. Initiate a policy development process;
- b. Forward a policy recommendation to the Board;
- c. Recommend amendments to the ICANN Bylaws;
- d. Fill a position open for election.

The GNSO Secretariat will provide reasonable means for transmitting and authenticating absentee ballots, which could include voting by telephone, e-mail, or web-based interface. Absentee ballots must be submitted within 72 hours following the start of the meeting in which a vote is initiated, except that, 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 days. There must be a quorum for the meeting in which the vote is initiated.

4.5 Proxy Voting²

² This is a placeholder. This section is deferred due to the fact that 1) language in the GNSO Council Operating Procedures that pertains to this section requires ICANN legal counsel review, and 2) it is not necessary to complete this language in order to seat the Council at the ICANN Annual Meeting in Seoul, Korea, in October 2009. Thus, the OSC GNSO Council Operations Work Team has decided to defer completion of its work on this language until after the ICANN Annual Meeting in Seoul.