

# GUIDELINES & MOTION TEMPLATES

<p><b>Annex D: EC Mechanisms</b>  <b>Section 3.3 Board Recall Process</b></p>
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## 1. Introduction

The purpose of this document is to provide guidance to the GNSO Council on the recall of the entire ICANN Board of Directors. It provides guidance on how: 1) an individual submits to the GNSO Council a Board Recall Petition; 2) the GNSO community provides feedback on a petition; 3) the GNSO Council decides whether to accept or reject a petition, or support a petition from another Decisional Participant; 4) the GNSO community provide feedback before and after a Community Forum on the Board Recall; and 5) the GNSO Council decides to support, object, or abstain from a Board Recall. 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 3.3 (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 a Decisional Participant seeking to remove all Directors (other than the President) at the same time and initiate the Board Recall Process (**‘Board Recall Petition’**), provided that a Board Recall Petition cannot be submitted solely on the basis of a matter decided by a Community IRP if (i) such Community IRP was initiated in connection with the Board's implementation of GAC Consensus Advice and (ii) the EC did not prevail in such Community IRP. Each Board Recall Petition shall include a rationale setting forth the reasons why such individual seeks to recall the Board. The process set forth in this Section 3.3 of Annex D is referred to herein as the **‘Board Recall 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 recall the Board is certified by GNSO Council leadership;
- 2) Council vote to accept/reject the Petition (including related decisions regarding the Community Forum) (entire Council votes, all votes counted); and
- 3) Council vote to support, object to, or abstain from the Board Recall (entire Council votes, all votes counted).

Link to the graphics below:

[https://www.icann.org/empowered\\_community\\_powers\\_file\\_download?file\\_name=download\\_english](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?

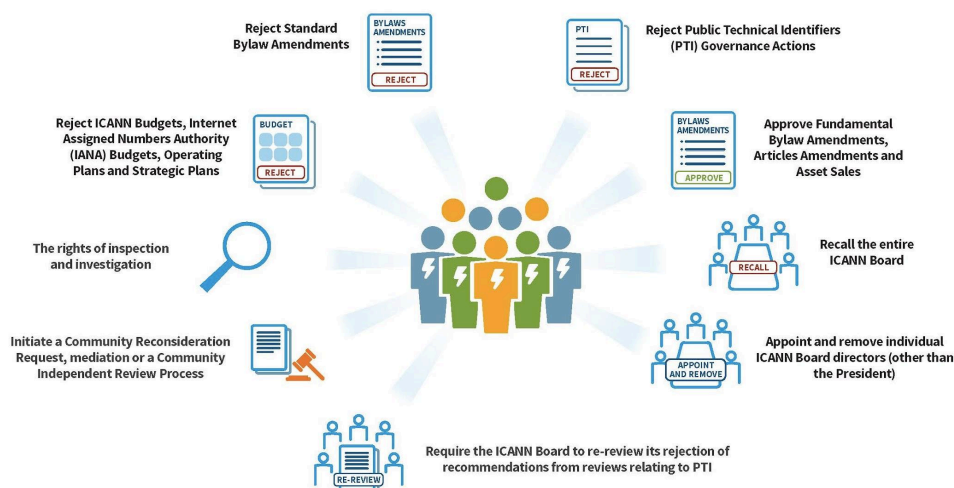
All of ICANN's SOs, as well as the At-Large and Governmental ACs, can participate in the Empowered Community including: the Generic Names Supporting Organization, the Country Code Names Supporting Organization, the Address Supporting Organization, the Governmental Advisory Committee and the At-Large 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><b>ANNEX D, SECTION 3.3 BOARD RECALL PROCESS</b></p> <p>a) Subject to the procedures and requirements developed by the applicable Decisional Participant, an individual may submit a petition to a Decisional Participant seeking to remove all Directors (other than the President) at the same time and initiate the Board Recall Process ("<b>Board Recall Petition</b>"), provided that a Board Recall Petition cannot be submitted solely on the basis of a matter decided by a Community IRP if (i) such Community IRP was initiated in connection with the Board's implementation of GAC Consensus Advice and (ii) the EC did not prevail in such Community IRP. Each Board Recall Petition shall include a rationale setting forth the reasons why such individual seeks to recall the Board. The process set forth in this <a href="#">Section 3.3</a> of this <a href="#">Annex D</a> is referred to herein as the "<b>Board Recall Process</b>."</p>	<p><b>Add new voting threshold</b> for the following action by GNSO Council to section 11.3.i of the ICANN Bylaws:</p> <p>Approval of Board recall petition – <b>GNSO Supermajority</b></p> <p>Note, the petition which is to be submitted in the form of a motion is expected to include the information as required per the ICANN Bylaws.</p> <p><b>Addition to the GNSO Operating Procedures</b> 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>	<p>Develop template for motion.</p> <p><b>Develop proposed guidance for the submission of such petitions, including any requirements for the criteria to be included in a petition.</b></p>

## 4. GNSO Process and Rules for the Board Recall 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 a Board Recall 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 Board Recall Petition to the GNSO Council?

Per Annex D, Section 3.3(a) of the ICANN Bylaws, "An individual may submit a petition to a Decisional Participant seeking to remove all Directors (other than the President) at the same time and initiate the Board Recall Process ('Board Recall 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 Board Recall 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 Board Recall Petition Period, Requirements, Publication, and Certification

#### 4.2.1 Board Recall Petition Period

##### *4.2.1.1 Board Recall Petition Period Begins*

The day on which the GNSO Council receives a Board Recall Petition marks the beginning of the Board Recall Petition Period (hereinafter referred to as the "Petition Period").

##### *4.2.1.2 Board Recall Petition Period Ends*

The twenty-first (21st) day into the Petition Period marks the end of such Petition Period, as the GNSO Council 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 21st day. In the timeline presented as a table in section 4.2.10 below, this is depicted as Day 21.

#### 4.2.2 Requirements for a Board Recall Petition

In accordance with Annex D, Section 3.3(a) of the ICANN Bylaws, and to enable an informed decision by the GNSO Council with respect to the Board Recall Petition, the Petition shall include at least the following:

- Name and affiliation of the Petitioner; and
- Rationale upon which the Petitioner seeks to recall the Board; and
- Confirmation that the Petition is not submitted solely on the basis of a matter decided by a Community IRP if (i) such Community IRP was initiated in connection with the Board's implementation of GAC Consensus Advice and (ii) the EC did not prevail in such Community IRP.

#### 4.2.3 Board Recall 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 will 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 3.3(a) 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 Board Recall 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 Section 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 shall inform the Petitioner, the ICANN Corporate Secretary, and the GNSO Representative on the EC Administration.

#### 4.2.4 GNSO Community Feedback on Certified Board Recall Petition

Upon publication of a certified Petition, the GNSO Stakeholder Groups and Constituencies will be asked to provide feedback, opinions or comments on the merits of the Petition. 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.

#### 4.2.5 GNSO Council Decision on Whether to Accept a Board Recall 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 4.2.10 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 support or reject the Petition. In accordance with Section 11.3(j)(ix) of the ICANN Bylaws, the decision shall be made by a GNSO Council Supermajority vote, which means: (A) two-thirds (2/3) of the Council members of each House, or (B) three-fourths (3/4) of the Council members of one House and a majority of the Council members of the other House.

In taking its decision, the GNSO Council shall consider:

- The rationale upon which the Petitioner seeks to recall the Board; and
- The feedback, views, and input received from the GNSO Stakeholder Groups and Constituencies regarding the Petition; and
- The importance of the matter for the GNSO Stakeholder Groups and Constituencies; 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 3.3(c)(i)(C-D)):

- Whether to request ICANN to hold a publicly available conference call prior to the Board Recall Community Forum (hereinafter referred to as the “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 Board Recall Petitioning Decisional Participant (hereinafter referred to as the “Petitioning 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 a Board Recall Petition) may be used by the GNSO Council to accept/reject such a Petition.

#### 4.2.6 Informing the Community, Other Decisional Participants, and the EC Administration of Acceptance of the Board Recall Petition

Within twenty-four (24) hours after the GNSO Council decides to accept the Petition, the GNSO Secretariat will promptly provide a Board Recall 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 3.3(b)(i), the Petition Notice must include:

- The Petition and the rationale for the Petition; and
- The GNSO Council decision and the rationale for the decision. (such rationale would be required were the Petition to be accepted by at least two (2) other Decisional Participants, in accordance with Annex D, Section 3.3(c)(i)(A) of the ICANN Bylaws)

#### 4.2.7 Solicitation of Support from Other Decisional Participants

Immediately upon submission of the Petition Notice to the EC Administration and the other Decisional Participants as defined in the ICANN Bylaws, the GNSO Representative on the EC Administration shall contact the other Decisional Participants to invite them to support the GNSO Petition.

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.

#### 4.2.8 Supported GNSO Board Recall Petition

If the GNSO receives support for its Petition from at least two (2) other Decisional Participants (hereinafter referred to as the "Supporting Decisional Participant") within seven (7) days after the closure of the Petition Period, the GNSO-initiated Petition shall be known as a Board Recall Supported Petition (hereinafter referred to as the "Supported Petition").



Within twenty-four (24) hours of receiving this support, the GNSO Representative on the EC Administration shall inform the EC Administration, the GNSO Council, the other Decisional Participants, and the ICANN Corporate Secretary of having received the support required to proceed. The GNSO Secretariat will publish this information to the GNSO Stakeholder Group and Constituency mailing lists and on the GNSO website/wiki.

Additionally, the GNSO Representative on the EC will formally submit the Supported Petition to the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary. This submission must conform to the requirements set forth in Annex D, Section 3.3(c)(i)(A-D) of the ICANN Bylaws and shall include the following:

- A 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 Board Recall Community Forum is requested; and
- A statement as to whether the Community Forum is to be held during the next scheduled ICANN public meeting.

#### 4.2.9 No Support or No Sufficient Support for GNSO Board Recall Petition

If, at the end of the seventh (7th) day following the expiration of the Petition Period, no other Decisional Participant or only one Decisional Participant has expressed support for the GNSO Petition, the process ends.

The GNSO Representative on the EC shall notify the EC Administration of the lack of support or sufficient support for the Petition. Additionally, the GNSO Representative on the EC Administration shall inform the GNSO Council, the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary that the Petition cannot go forward due to a lack of requisite support from two (2) other Decisional Participants. The GNSO Secretariat will publish this information to the GNSO Stakeholder Group and Constituency mailing lists and on the GNSO website/wiki.

#### 4.2.10 Timeline for the GNSO Actions regarding a Board Recall Removal Petition

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

*Note:*

- *Absolute maximum date means the absolute last day certain action must occur*
- *Day 0 = Board Recall Petition Date*

Absolute Maximum Date	Action
Day 0	<b>Board Recall Petition Period starts</b> - GNSO Council leadership receives a Board Recall Petition

Day 2	GNSO Council leadership determines whether a Board Recall Petition addresses all requirements, and informs the Petitioner and Council (within 2 days of receipt of the Petition)
	If requirements are addressed, the GNSO Representative on the EC Administration informs the EC Administration and other Decisional Participants
	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 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 Board Recall Petition
Day 21	<p>If the Board Recall Petition is accepted, the GNSO Representative on the EC Administration informs the EC Administration, other Decisional Participants, and the ICANN Corporate Secretary and invites other Decisional Participants to support the GNSO Board Recall Petition within twenty-four (24) hours of accepting the Petition</p> <p>(Note: Annex D, Section 3.3(b)(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	<b>Board Recall Petition Period ends at 11:59 PM (as calculated by local time at the location of ICANN's principal office in Los Angeles)</b>
Day 28	The other Decisional Participants decide whether to support GNSO's Board Recall Petition
	<p>Any Supporting Decisional Participant shall provide a written notice to the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary within twenty-four (24) hours of providing support (Note: the content of the written notice from the Supporting Decisional Participant may be informed by Annex D, Section 3.3(c)(i)(A)-(D) of the ICANN Bylaws)</p> <p>(Note: Annex D, Section 3.3(c)(i) of the ICANN Bylaws requires that each Supporting Decisional Participant shall provide a written notice to the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary within twenty-four (24) hours of providing support to the Board Recall Petition. Day 28 is thus the absolute latest for submission of such written notice. However, if the Supporting Decisional Participant decides to provide support prior to Day 27, the Supporting Decisional Participant must submit the written notice within twenty-four (24) hours of the date of providing support)</p>
	<b>Board Recall Petition Support Period ends at 11:59 PM (as calculated by local time at the location of ICANN's principal office in Los Angeles)</b>

Day 29	<p>If at least two (2) other Decisional Participants support, the GNSO Representative on the EC Administration submits the Board Recall Supported Petition in accordance with Annex D, Section 3.3(c)(i) of the ICANN Bylaws to the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary within twenty-four (24) hours of receiving support</p> <p>(Note: Annex D, Section 3.3(c)(i) of the ICANN Bylaws requires that the Supported Petition be submitted within twenty-four (24) hours of receipt of support from at least two (2) other Decisional Participants. Day 29 is thus the absolute latest for submission of the Supported Petition. However, if support is received from at least two (2) other Decisional Participants prior to Day 28, the Supported Petition must be submitted within twenty-four (24) hours of the date of receipt)</p>
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### 4.3 Procedures for the GNSO Actions for Supporting a Board Recall Petition from Another Decisional Participant

This section of the Guideline details the procedures for when another Decisional Participant solicits the support of the GNSO for a Petition. The period to seek support ends at the seventh (7th) day following the Petition Period (twenty-eight (28) days after the Petition has been received). All references to “notices” and “notification” in this section mean written notice, either as formal correspondence or email.

#### 4.3.1 Receipt and Publication of a Request from another Decisional Participant to Support a Board Recall Petition

Upon receipt of the Petition Notice from another Decisional Participant to support a Board Recall Petition, the GNSO Representative on the EC Administration shall promptly notify the GNSO Council. The GNSO Secretariat will post the Petition Notice on the GNSO website/wiki, publish it on the mailing lists of GNSO Stakeholder Groups and Constituencies, and invite the Stakeholder Groups and Constituencies to provide feedback, opinions or comments in accordance with Section 4.3.3 below.

#### 4.3.2 Scheduling of GNSO Council Meetings

Upon receipt of the Petition Notice, the GNSO Chair will schedule an extraordinary GNSO Council meeting to be held no later than the twenty-seventh (27th) day at 23:59 UTC after the Petition Date as specified in the Petition. The purpose of this meeting is for the GNSO Council to make a decision as to whether to support a Petition initiated by another Decisional Participant.

#### 4.3.3 Solicitation of Community Feedback

During a three (3) day period directly following the receipt of the Petition Notice, GNSO Stakeholder Groups and Constituencies may provide their feedback, opinions or comments on the merits of the GNSO becoming a Board Recall Supporting Decisional Participant.

Immediately upon the conclusion of this community feedback solicitation 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 the review by the GNSO Council.

#### 4.3.4 GNSO Council Decision with Respect to Becoming a Board Recall Supporting Decisional Participant

The GNSO Council shall convene either in person or via tele-conference no later than the twenty seventh (27th) day at 23:59 UTC from the date of the Board Recall Petition Date to take a decision as to whether to support the Petition from another Decisional Participant.

In accordance with Section 11.3(j)(ix) of the ICANN Bylaws, the decision shall be made by a GNSO Council Supermajority vote, which means: (A) two-thirds (2/3) of the Council members of each House, or (B) three-fourths (3/4) of the Council members of one House and a majority of the Council members of the other House.

In making its decision, the GNSO Council will consider:

- The rationale for the Petition as noted in the Petition Notice; and
- The feedback, views, and input received from the GNSO Stakeholder Groups and Constituencies regarding the Petition; and
- The importance of the matter for the GNSO Stakeholder Groups and Constituencies; and
- Other factors deemed relevant by the GNSO Council.

If the GNSO Council supports the Petition from another Decisional Participant, it must decide, in accordance with the ICANN Bylaws (Annex D, Section 3.3(c)(i)(C-D)):

- Whether to request ICANN to hold a publicly available conference call prior to the Board Recall Community Forum; and
- Whether to request that ICANN hold the Community Forum during the next scheduled ICANN public meeting.

The motion template in Section 6.2 of this Guideline (Motion to Accept/Reject a Board Recall Petition Initiated by Another Decisional Participant) may be used by the GNSO Council to approve or reject a Petition initiated by another Decisional Participant.

If the GNSO Council has not reached a decision with respect to a Petition initiated by another Decisional Participant the end of the twenty-seventh (27th) 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 of the GNSO Council's decisions accordingly, via the GNSO Council and the Stakeholder Group and

Constituency mailing lists, as well as publish this on the GNSO website/wiki. Additionally, the GNSO Secretariat will inform the GNSO Representative on the EC Administration.

#### 4.3.5 Notification to ICANN, other Decisional Participants, and the EC Administration

Within twenty four (24) hours of the GNSO Council's decision to become a Supporting Decisional Participant, the GNSO Representative on the EC Administration shall by written notice inform the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary of the GNSO Council's decision.

In accordance with Annex D, Section 3.3(c)(i)(A)-(D) of the ICANN Bylaws, the notice shall include the following:

- A 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 Community Forum is requested; and
- A statement as to whether the Community Forum is to be held during the next scheduled ICANN public meeting.

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.

#### 4.3.6 Timeline for the GNSO Actions regarding a Board Recall Petition Initiated by Another Decisional Participant

The following timeline per the ICANN Bylaws may assist the GNSO in its actions as a Supporting Decisional Participant.

*Note:*

- *Absolute maximum date means the absolute last day certain action must occur*
- *Day 0 = Board Recall Petition Date*

<b>Absolute Maximum Date</b>	<b>Action</b>
Day 0	<b>Board Recall Petition Period starts</b> - Another Decisional Participant receives a Board Recall Petition
Day 21	GNSO receives the Board Recall Petition Notice from another Decisional Participant
	GNSO Secretariat schedules an extraordinary Meeting of the GNSO Council to occur no later than Day 27
	<b>Board Recall Petition Period ends at 11:59 PM (as calculated by local time at the location of ICANN's principal office in Los Angeles)</b>

Day 24	GNSO Stakeholder Groups and Constituencies submit feedback, if they wish to do so (within 3 days of receipt of the Board Recall Petition Notice)
Day 27	GNSO Council meets to decide whether to support another Decisional Participant's Board Recall 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 28	If the GNSO Council supports the Petition, 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 a written notice within twenty-four (24) hours of providing support (Note: the content of the written notice from the Supporting Decisional Participant may be informed by Annex D, 3.3(c)(i)(A)-(D) of the ICANN Bylaws)
	(Note: Annex D, Section 3.3(c)(i) of the ICANN Bylaws requires that each Supporting Decisional Participant shall provide a written notice within twenty-four (24) hours of providing support to the Petition. Day 28 is thus the absolute latest for submission of the written notice. However, if the GNSO decides to support the Petition prior to Day 27, the written notice must be submitted within twenty-four (24) hours of the date of the decision)
	<b>Board Recall Petition Support Period ends at 11:59 PM (as calculated by local time at the location of ICANN's principal office in Los Angeles)</b>

## 5. Developing Input to the Board Recall Community Forum & Post Community Forum Decision Making

### 5.1 Board Recall Community Forum

Immediately following the ICANN announcement of convening the Board Recall 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 Board Recall Community Forum

Upon the expiration of the Petition Support 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 Supported 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 Supported 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 3.3(d)(v) of the ICANN Bylaws.

#### 5.2.2 GNSO Community Feedback After Board Recall Community Forum

Upon the expiration of the Community Forum Period, the GNSO Stakeholder Groups and Constituencies will be asked to provide feedback, opinions or comments on their support for, objection to, or abstention from the Supported Petition under consideration. However, this feedback period will close on the fifteenth (15th) day into the Board Recall 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, object to or abstain from the Board Recall

Annex D, Section 3.3(e) of the ICANN Bylaws states (as excerpted from the Bylaws):

- (e) Following the expiration of the Board Recall Community Forum 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 twenty-first (21st) day after the expiration of the Board Recall Community Forum Period (such period, the "Board Recall Decision Period"), each Decisional Participant shall inform the EC Administration in writing as to whether such Decisional Participant (i) supports such Board Recall Supported Petition, (ii) objects to

such Board Recall Supported Petition or (iii) has determined to abstain from the matter (which shall not count as supporting or objecting to such Board Recall Supported Petition), and each Decisional Participant shall forward such notice to the Secretary for ICANN to promptly post on the Website. If a Decisional Participant does not inform the EC Administration of any of the foregoing prior to expiration of the Board Recall Decision Period, the Decisional Participant shall be deemed to have abstained from the matter (even if such Decisional Participant informs the EC Administration of its support or objection following the expiration of the Board Recall Decision Period).

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

(x) Approval of a Board Recall Supported Petition as contemplated in Annex D, Article 3, Section 3.3(e): requires an affirmative vote of a GNSO Supermajority.

Per the above Section 11.3(j)(x), the GNSO Council must decide and inform the EC Administration of its decision within twenty-one (21) days after the expiration of the Community Forum whether to support, object to, or abstain from the Supported Petition by affirmative vote of a GNSO Supermajority. 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 Supermajority vote -- which means: (A) two-thirds (2/3) of the Council members of each House, or (B) three-fourths (3/4) of the Council members of one House and a majority of the Council members of the other House (according to Section 11.3(i) of the ICANN Bylaws) -- on a motion whether to support, object to, or abstain from the Supported Petition; and
- Convey this decision in writing to the EC Administration 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
- 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 6.3 of this Guideline (Motion to Support, Objection to, or Abstain from a Board Recall) may be used by the GNSO Council to accept/reject/abstain from the Supported Petition.



#### 5.4 Informing the Community, Other Decisional Participants, and the EC Administration of the Decision regarding the Board Recall

As soon as possible after the GNSO Council has taken its decision on the Board Recall, 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.

The GNSO Representative on the EC Administration by written notice shall promptly inform the EC Administration and the ICANN Corporate Secretary of the GNSO Council's decision.

If the GNSO Council has not reached a decision regarding the Board Recall, the GNSO Council will be deemed to have abstained from the proposed Petition

#### 5.5 Timeline for the GNSO Actions regarding a Board Recall

The following is a suggested timeline to ensure that the GNSO Council is able to complete the above activities related to a Board Recall Supported 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 Board Recall Community Forum*

<b>Absolute Maximum Date</b>	<b>Action</b>
Day 0	<b>Expiration of the Board Recall Community Forum</b>
	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 decide whether to support, object to, or abstain from the Board Recall Supported 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	GNSO Representative on the EC Administration promptly conveys GNSO Council's decision to the EC Administration and the ICANN Corporate Secretary
	Deadline for decision by Decisional Participants to the EC to decide whether to support, object to, or abstain from the Board Recall
	<b>Board Recall Decision Period ends at 11:59 (as calculated by local time at the location of ICANN's principal office in Los Angeles)</b>

## 6. Motion Templates

### 6.1 Motion to Accept/Reject a Board Recall Petition

**Made by:**

**Seconded by:**

Whereas:

1. Per Section 3.3(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 a Decisional Participant seeking to remove all Directors (other than the President) at the same time and initiate the Board Recall Process ('Board Recall Petition')."

2. Per Section 3.3(a) of Annex D, "A Board Recall Petition cannot be submitted solely on the basis of a matter decided by a Community IRP if (i) such Community IRP was initiated in connection with the Board's implementation of GAC Consensus Advice and (ii) the EC did not prevail in such Community IRP."

3. Per Section 3.3(a) of Annex D, "Each Board Recall Petition shall set forth the rationale upon which such individual seeks to recall the Board."

4. Per Section 3.3(b) of Annex D, "A Decisional Participant that has received a Board Recall Petition shall either accept or reject such Board Recall Petition during the period beginning on the date the Decisional Participant received the Board Recall Petition ('Board Recall Petition Date') 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 Board Recall Petition Date (the 'Board Recall Petition Period')."

5. Per Section 3.3(c) of Annex D, "Following the delivery of a Board Recall Petition Notice to the EC Administration by a Board Recall Petitioning Decisional Participant pursuant to Section 3.3(b)(i) of this Annex D, the Board Recall Petitioning Decisional Participant shall contact the

EC Administration and the other Decisional Participants to determine whether any other Decisional Participants support the Board Recall Petition.”

8. The GNSO Council may waive the timeframes currently referenced in the GNSO Operating Procedures in relation to submission of motions with regard to a Board Recall Petition as well as scheduling of meetings to meet its obligations under the timelines outlined in the ICANN Bylaws.

9. All Board Recall Petitions submitted by an individual must be submitted to the GNSO Council.

10. On [date], [insert Petitioner’s name] submitted a Board Recall Petition to the GNSO Council during the Board Recall Petition Period, seeking to recall the ICANN Board of Directors.

11. This Board Recall Petition includes the rationale upon which the recall of the Board is sought. The Board Recall Petition was not solely on the basis of a matter decided by a Community IRP that (i) was initiated in connection with the Board’s implementation of GAC Consensus Advice and (ii) the EC did not prevail.

12. 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 Board Recall Petition. GNSO support staff’s compilation of any feedback received is available here [insert link].

Resolved:

1. The GNSO Council determines to [accept] [reject] such Board Recall Petition.

2. [If the GNSO Council accepts a Board Recall 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 requests the GNSO Representative on the EC Administration to provide to the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary written Board Recall Petition Notice of such acceptance within twenty-four (24) hours, providing all requested information per Annex D, Section 3.3(c)(i) of the ICANN Bylaws. The GNSO Council also requests the GNSO Representative on the EC Administration to contact other Decisional Participants to determine whether any other Decisional Participants support the Board Recall Petition.

4. The GNSO Council appoints [insert name], as the GNSO Representative on the EC Administration, to be its liaison with respect to the Board Recall Supported Petition, should at least two (2) other Decisional Participants provide support to the Petition during the Board Recall Petition Support Period.

5. Should at least two (2) other Decisional Participants provide support to the Petition during the Board Recall Petition Support Period, the GNSO Council [requests] [does not request] that ICANN hold (a) the Board Recall Community Forum during [insert ICANN meeting] to discuss the Board Recall Supported Petition, and (b) a publicly-available conference call prior to the Board Recall Community Forum.

6. Should at least two (2) other Decisional Participants provide support to the Petition during the Board Recall Petition Support Period, the GNSO Council requests the GNSO Representative on the EC Administration to provide all requested information within twenty-four (24) hours per Annex D, Section 3.3(c)(i)(A-D) of the ICANN Bylaws to the EC Administration, the other Decisional Participants and the ICANN Corporate Secretary.

## 6.2 Motion to Accept/Reject a Board Recall Petition Initiated by Another Decisional Participant

**Made by:**

**Seconded by:**

Whereas:

1. Per Section 3.3(c)(i) of Annex D of the ICANN Bylaws, “If the Board Recall Petitioning Decisional Participant obtains the support of at least two (2) other Decisional Participants during the period beginning upon the expiration of the Board Recall Petition Period 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 7th day after the expiration of the Board Recall Petition Period, the Board Recall Petitioning Decisional Participant shall provide a written notice to the EC Administration, the other Decisional Participants and the ICANN Corporate Secretary within twenty-four (24) hours of receiving the support of at least two (2) Board Recall Supporting Decisional Participants.”

2. Per Section 3.3(c)(i)(A)-(D) of Annex D, “Such Board Recall Supported Petition shall include: (A) a supporting rationale in reasonable detail; (B) contact information for at least one representative who has been designated by the Board Recall Petitioning Decisional Participant who shall act as a liaison with respect to the Board Recall Supported Petition; (C) a statement as to whether the Board Recall Petitioning Decisional Participant and/or the

Board Recall Supporting Decisional Participants requests that ICANN organize a publicly-available conference call prior to the Board Recall Community Forum (as defined in Section 3.3(d) of this Annex D) for the community to discuss the Board Recall Supported Petition; and (D) a statement as to whether the Board Recall Petitioning Decisional Participant and the Board Recall Supporting Decisional Participants have determined to hold the Board Recall Community Forum during the next scheduled ICANN public meeting.”

3. The GNSO has received the Board Recall Petition Notice from [insert Board Recall Petitioning Decisional Participant] of a Board Recall Petition. [insert Board Recall Petitioning Decisional Participant] contacted the EC Administration and the other Decisional Participants to seek support for the Board Recall Petition.

4. 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 Board Recall Petition. GNSO support staff’s compilation of any feedback received is available here [insert link].

Resolved:

1. The GNSO Council determines to [become] [not become] a Board Recall Supporting Decisional Participant for the Board Recall Petition initiated by [insert Board Recall Petitioning Decisional Participant].

2. The GNSO Council [requests] [does not request] that ICANN hold (a) the Board Recall Community Forum during [insert ICANN meeting] to discuss the Board Recall Supported Petition, and (b) a publicly-available conference call prior to the Board Recall Community Forum.

3. The GNSO Council requests the GNSO Representative on the EC Administration to provide a written notice within twenty-four (24) hours to the EC Administration, the other Decisional Participants and the ICANN Corporate Secretary of providing support to the Board Recall Petition. The written notice shall provide all requested information per Annex D, Section 3.3(c)(i)(A)-(D) of the ICANN Bylaws.

### 6.3 Motion to Support, Objection to, or Abstain from a Board Recall

**Made by:**

**Seconded by:**

Whereas:

1. Per Section 3.3(e) of Annex D of the ICANN Bylaws, “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 Board Recall Community Forum Period (such period, the ‘Board Recall Decision Period’), each Decisional Participant shall inform the EC Administration in writing as to whether such Decisional Participant (i) supports such Board Recall Supported Petition, (ii) objects to such Board Recall Supported Petition or (iii) has determined to abstain from the matter (which shall not count as supporting or objecting to such Board Recall Supported Petition), and each Decisional Participant shall forward such notice to the Secretary for ICANN to promptly post on the Website. If a Decisional Participant does not inform the EC Administration of any of the foregoing prior to expiration of the Board Recall Decision Period, the Decisional Participant shall be deemed to have abstained from the matter (even if such Decisional Participant informs the EC Administration of its support or objection following the expiration of the Board Recall Decision Period).”

2. From [insert dates of GNSO community feedback period], the GNSO Stakeholder Groups and Constituencies provided feedback, opinions or comments on the merits of the Board Recall Supported Petition. See GNSO support staff’s summary here [insert link].

Resolved:

1. The GNSO Council [supports] [objects to] [abstains from] the Board Recall Supported Petition.

2. The GNSO Council requests the GNSO Representative on the EC Administration to promptly inform the EC Administration, the other Decisional Participants, and the ICANN Corporate Secretary about the GNSO Council’s decision with respect to the Board Recall Supported Petition.