

Guideline: ccNSO Council Roles and Responsibilities

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1 Introduction

This guideline describes how roles and responsibilities are identified and assigned to ccNSO Councillors. It also details the current assignment of responsibilities. Following the ccNSO Council workshop in June 2023, the roles and responsibilities of Councillors in a specific year have been put into a succession planning process. According to this iterative process, the following steps must be considered:

- Identify key areas and positions. Identify roles that are necessary to be filled with a view on the governance and functioning
 - Of the ccNSO Council and/or ccNSO
 - Other non-ccNSO groups
- Identify capabilities for key areas and positions
- Identify interested persons and assess against capabilities
- Develop and implement succession and knowledge transfer plans
- Evaluate effectiveness

2 Purpose of the Guideline

The purpose of this Guideline is to provide a basis to identify key areas and positions and assign these to individual Councillors. Other aspects of the succession planning process are not included and will be dealt with separately. This Guideline is limited to those key roles and responsibilities required for administering and coordinating the affairs of the ccNSO. Other roles and responsibilities and related procedures, for example, the nomination of Board candidates, are described in specific ccNSO Guidelines.

The ccNSO Chair, Vice-chairs and Councillors are jointly responsible for equitably identifying, allocating and agreeing on the workload among Councillors to ensure continuity of the ccNSO activities. This allocation takes place annually at the first face-to-face meeting of the Council in the calendar year.

3 The Identification of Key Roles and Responsibilities

By virtue of the ICANN Bylaws, the ccNSO Council has the following roles:

- **Chair and vice chair selection** - The ccNSO Council shall, in accordance with section 10.3 (j) select from among its members the ccNSO Council Chair and such Vice Chair(s) as it deems appropriate.
- **Administer and coordinate the affairs of the ccNSO** - (section 10.3.h) the role of the ccNSO Council is to administer and coordinate the affairs of the ccNSO (including coordinating meetings).
- **Any other roles as the members of the ccNSO shall decide upon** – Also, according to section 10.3.h, the Council shall also undertake such other roles as the members of the ccNSO shall decide from time to time.
- **Nomination of candidates for Board seats 11 and 12** – According to section 10.3. (i), the Council shall

nominate candidates for ICANN Board seats 11 and 12.

- **Adopt Rules and procedures** – According to section 10.3. (k), the ccNSO Council, subject to direction by the ccNSO members, shall adopt such rules and procedures for the ccNSO as it deems necessary, provided they are consistent with these Bylaws.

This Guideline is limited to the following key roles and responsibilities:

- **Chair and Vice-Chair Election**
- **Administering and coordinating the affairs of the ccNSO**
- **Administrative roles for Councillors for ccNSO as Decional Participant**
- **Any other roles as the members of the ccNSO shall decide upon**

If other roles and responsibilities will be identified, and if so the assignment of the role to Councillors, the ccNSO Council will use the procedure as described below under section 7.

4 Chair and Vice-Chairs of the ccNSO

4.1 Chair and Vice-Chairs

The ccNSO Council will be governed by one Chair and two Vice-chairs, known as the Council leaders. There is no ranking among the Vice-chairs. Each of the three ccNSO Council leaders must represent a different ICANN Geographic Region. The term of the Council leaders is one year. The term commences at the end of the first ICANN meeting of the year.

The ccNSO Council may change any Council leaders at any time with a simple majority vote.

If there are more candidates than positions, a secret vote will be conducted by electronic or paper ballot, which the Council will determine at the meeting, before the actual voting takes place. The ccNSO Secretariat will supervise the voting. The vote tally will be carried out in the presence of the ccNSO Council. A recognized Regional Organization representative(s) present may observe the vote tally.

4.2 Key responsibilities of the Chair and Vice-Chair

4.2.1 Key responsibilities of the Chair

The Chair of the ccNSO Council is responsible to the ccNSO community for the leadership of the ccNSO Council.

Chair's duties:

1. Create awareness to the ccNSO community of the important proceedings going on within ICANN.
2. Seeing that the decisions of the ccNSO community are carried out.
3. Ensuring that the ccNSO Council establishes oversight, discusses those issues that it needs to discuss, and dispatches its responsibilities in a business-like way.
4. Chair meetings of the ccNSO Council and facilitate discussion of and voting on matters before the ccNSO Council.
5. Represent the views of the ccNSO community before others.
6. Follow up on the advances of the working groups and make sure they are on schedule and to provide resources necessary for the proper functioning.
7. Oversee the proper execution of allocated funds.

8. Maintain healthy working relationships with other community representatives.

4.2.2 Key responsibilities of the Vice-chairs

Vice-chairs are responsible to provide support for the Chair of the ccNSO Council.

Vice-chair's duties:

- In the absence of the Chair, a Vice-chair assumes the responsibilities of the Chair.
- Participate in all meetings as an active and engaged member of the Council.
- Support the Chair handling priorities, ensuring the work gets done on time.
- Carry out duties delegated by the Chair.

4.3 Election of Chair and Vice-Chair(s)

4.3.1 Election of the Chair

The Chair of the ccNSO shall be elected annually at a meeting during the first ICANN meeting of a calendar year (whether in-person or virtual).

The part of the meeting during which the Chair of the ccNSO Council is being elected shall be chaired by a Vice-chair or a Councillor who is not standing for the position of the Chair. The Chair election precedes the Vice-chairs election.

After nomination and secondment, a candidate has to accept her/his nomination. If only one candidate stands, the Councillors will appoint the candidate by a public vote. If two or more candidates have accepted the nomination, the Councillors will elect the Chair by a secret vote. The candidate receiving the most votes will be elected. In the event two or more candidates receive the most, but equal number of votes, there will be a run-off election between these candidates.

4.3.2 Election of the Vice-chairs

Taking into account that the election of the Chair precedes the election of Vice-chairs, and noting that the three Council leaders must be from different ICANN Geographic regions, remaining Councillors from the Chair's region are automatically restricted from being nominated for a Vice-chair position. Therefore, a valid candidate is a Councillor who:

1. Is not from the Chair's ICANN Geographic region.
2. Has been nominated.
3. Has been seconded.
4. Has accepted her/his nomination.

If two or more valid candidates are from the same ICANN Geographic Region, an election by secret vote among them will be carried out to determine the final candidate for the particular ICANN Geographic Region. In the event two or more candidates receive the most, but equal number of votes, there will be a run-off election between these candidates.

After knowing all valid candidates and ensuring they are from different ICANN Geographic regions, the election procedure is:

1. If there are as many valid candidates as there are open Vice-chair seats and each candidate is from a

- different ICANN Geographic Region, the Vice-chairs will be appointed by a public vote.
2. If there are more valid candidates than there are open Vice-chair seats, Vice-chairs are elected by secret vote. The two candidates receiving the most votes are elected. In the event three or more candidates receive an equal number of votes, there will be a run-off election between these candidates.

5 Administering and coordinating the affairs of the ccNSO

5.1 Key areas

Based on experience and taking into account the guiding documents for the ccNSO,¹ the following key Council areas have been identified:

- Management of the ccNSO workload and workplan - the duty is fulfilled by the Triage Committee, see the [Triage Committee's Charter](#) and [ccNSO Guideline- ccNSO Portfolio of Activities](#).
- ccNSO travel funding - the duty is fulfilled by the Travel funding Committee, see the [Travel Funding Guideline](#).
- ccNSO membership application oversight - The duty of the overseer of membership applications is to ensure that the applicant is eligible to become a ccNSO member, as follows, and inform the Council about new membership applications.

The ccNSO Council will review and assign Councillors annually and may add additional roles at any time to ensure efficiency of the work.

5.2 Roles and Responsibilities of individual Councillors

ccNSO Councillors are expected to:

- Actively participate in the work of the Council;
- Review documents that will be delivered on behalf of the ccNSO Council, Triage Committee recommendations on suggested ccNSO actions and preparatory materials for Council meeting;
- Attend Council Meetings, participate in in-person and online decision-making;
- Make recommendations and express an opinion in response to the Chair's requests;
- Refrain from actions that may damage the activities and/or reputation of the ccNSO and its Council.

Councillors may be assigned to:

- Management and oversight of activities related to the ccNSO (Council, membership, working groups).
- Coordination of activities.
- Representational roles, where they represent the ccNSO (i.e., ccNSO Council and/or membership) in both institutional and informal settings.
- Roles, where they engage and encourage the involvement of others on behalf of the ccNSO (Council and/or membership) in ccNSO or ccNSO related activities.

¹ Article 10 of the ICANN Bylaws and Rules and Guidelines for the ccNSO.
<https://www.icann.org/resources/pages/governance/bylaws-en/#article10>

6 Councillors' Roles and Responsibilities related to the ccNSO as Decisional Participant

6.1 Key Roles

The ccNSO Council has the following roles and responsibilities:

- Member of the Empowered Community Administration
- Approval Action Manager
- Rejection Action Manager & Rejection Action Petition Review Committee
- [Placeholder: Board recall – and Director removal process manager]

The Key Areas of responsibilities of the member of the ECA are described in the related Guideline, [ccNSO Guideline appointment of representative on the ECA](#).

The key areas of responsibilities of the Approval Action Manager and Rejection Action Manager & Petition Review Committee are described in the relevant Guidelines.

- [ccNSO : Guideline Approval Actions](#)
- [ccNSO : Guideline Rejection Action Procedure](#)

[Placeholder: key areas regarding Board Recall and Director removal]

6.1.1 Member of ECA

According to the relevant ccNSO Guideline and subject to Annex D of the ICANN Bylaws, and subject to the direction by the ccNSO Council, the ccNSO representative on the EC Administration shall:

- Actively participate in the work of the EC Administration
- Regularly, at least once per month, inform the ccNSO Council on the discussions on the EC Administration
- Provide all communications and notices required or permitted
- In representing the EC Administration, act as required for the EC to follow the applicable procedures in Annex D.

6.1.2 Key Roles Approval Action Manager

According to the relevant ccNSO Guideline the Approval Action Manager shall:

- Attend a conference call with the Decisional Participants regarding an Approval Action Board Notice if the Empowered Community Administration decides to request that ICANN arrange a publically-available conference call prior to the Approval Action Community Forum.
- Attend the Approval Action Community Forum.
- Attend additional Approval Action Community Forums if either the ICANN Board or the Empowered Community Administration elects to hold them.
- Provide prompt and accurate accounts of developments relating to the Approval Action Board Notice to the ccNSO Council and the ccNSO Community.
- Manage the Approval Action Process on behalf of the ccNSO in accordance with Annex D of the ICANN Bylaws.

6.1.3 Key Roles Rejection Action Petition Manager(s) & Petition Review Committee

The Rejection Action Petition Manager(s) is expected to, inter alia:

- Attend any publically available conference call with the Decisional Participants should either a Petitioning Decisional Participant or a Supporting Decisional Participant submit a request to ICANN for such a call
- Attend any Rejection Action Community Forum, should one be requested in a Supported Rejection Action Petition.
- Attend any additional Rejection Action Community Forums if a Decisional Participant or the Empowered Community Administration elects to hold them.
- Provide prompt and accurate accounts of developments relating to the Rejection Action Petition or Supported Rejection Action Petition to the ccNSO Council and the ccNSO Community.
- Manage the Rejection Action Process on behalf of the ccNSO in accordance with Annex D Article 2 of the ICANN Bylaws.

In addition, the Rejection Action Petition Manager will be the Chair of the Rejection Action Petition Review Committee and will be responsible for organising the work of the Rejection Action Petition Review Committee and for all communication between the Rejection Action Petition Review Committee and the ccTLD community.

The core role of the the Rejection Action Petition Review Committee is to evaluate any Rejection Action Petition received by the Rejection Action Petition Manager to ensure that it meets the requirements for a Rejection Action Petition as set forth in Annex D of the ICANN Bylaws and advise the ccNSO Council accordingly For further details see the relevant ccNSO Guideline.

6.2 Assignment of Roles to Councillors

The Council agreed that the role of representative of the ccNSO on the Empowered Community Administration (ECA) is assigned to the chair of the ccNSO, unless the Chair opts out of this role.

The Council also agreed that the role of Approval Action and Rejection Action Manager should be assigned to one (1) Councillor.

6.2.1 Appointment member of the ECA

In the event the chair opts out of the role, and In accordance with the relevant Guideline, the ccNSO representative on the ECA will be appointed for a year by a simple majority of the ccNSO Councillors eligible to vote. Only ccNSO Councillors who do not volunteer are eligible to vote. The appointment is aligned with the yearly elections of the Chair and Vice-chairs of the ccNSO

6.2.2 Appointment Approval Action Manager

To avoid that the Approval Action Manager is not available to manage a specific Approval Action Process, the ccNSO Council will designate another Councillor as alternate.

In accordance with the relevant ccNSO Guideline, the Approval Action Process Manager, as well as the alternate Approval Action Process Manager, are appointed by the ccNSO Council for a term of one (1) year.

6.2.3.a Appointment Rejection Action Manager(s)

The Rejection Action Petition Manager, as well as the alternate Rejection Action Petition Manager, are appointed by the ccNSO Council for a term of one (1) year.

6.2.3.b Appointment Rejection Action Petition Review Committee

The Rejection Action Petition Review Committee consists of the Rejection Action Petition Manager, the alternate Rejection Action Petition Manager and two (2) additional ccNSO Council members appointed by the ccNSO Council for a term of one (1) year.

7 Identification of Other Roles and Responsibilities

7.1 Identifying Key Areas of Responsibilities

The ccNSO Council will review the list of ccNSO roles and responsibilities annually. During this review the Council will discuss and determine:

- If any new roles or responsibilities need to be added or whether existing roles or responsibilities can be deleted. Whether the responsibilities, skills and/or expertise needs to be amended. Changes can be proposed by any Councillor or the ccNSO Secretariat, but must be agreed by a majority of the ccNSO Council at that meeting.
- Whether the current assignments to named roles in the ccNSO should remain or be changed.
- Which Councillor will be assigned to the roles and responsibilities that require so.

The annual s assignment and re-assignments of roles will preferably be determined at the same meeting the Chair and Vice-Chair(s) are elected , taking into account section 7.2 below.

7.2 Assignment to Roles and Responsibilities

Members to chartered ccNSO Council committees will be selected according to the principles outlined in the charters or terms of reference for these respective committees.

Councillors for other roles are selected as follows:

1. There is a call for volunteers among Councillors.
2. If there is only one volunteer, that Councillor is appointed by a public vote.
3. If there is more than one volunteer, the Council will appoint the Councillor for that role by a secret vote. The volunteer receiving the most votes will be selected. In the event two or more volunteers receive the most, but equal number of votes, there will be a run-off selection between these candidates.

8 Overview Roles and Responsibilities Assignments

The overview of roles and responsibilities, expected skills and expertise, and assignment of these roles to individual Councillors will be annually published on the website after approval of the overview by Council. Publication of the annual overview² is required to make the assignments effective.

9 Miscellaneous

9.1 ccNSO Internal Guideline

This Guideline is an internal rule of the ccNSO in accordance with Article 10 section 3.11 and Article 10 section 4.2 of the ICANN Bylaws.

9.2 Omission in or Unreasonable Impact of the Guideline

In the event the Guideline does not provide guidance and/or the impact is unreasonable to conduct the business of the ccNSO or the ccNSO Council, the Chair of the ccNSO will decide.

9.3 Publication and Review of the Guideline

The Guideline will be published as part of the rules and guidelines of the ccNSO after adoption by the ccNSO Council.

The Guideline will be reviewed every 2 years at the time of review of the annual Work plan, or adjusted when considered necessary. In order to become effective the updated Guideline must be adopted by the ccNSO Council and published on the ccNSO website.

Before publishing the updated Guideline, the Secretariat will adjust the version number and insert the date the Guideline was reviewed and adopted by the ccNSO Council.

² See for example:

<https://ccnso.icann.org/sites/default/files/field-attached/roles-responsibilities-council-30jun23-en.pdf>