

GNSO Council Operating Procedures

Public Comment Draft – 17 September 2009

1. Background and Organization

See ICANN Bylaws, Article X: Generic Names Supporting Organization, Section 1. Description and Section 2. Organization. [INSERT LIVE LINK TO BYLAWS]

2. The Generic Names Supporting Organization ("GNSO")

See ICANN Bylaws, Article X: Generic Names Supporting Organization, Section 3. GNSO Council and Section 5. Stakeholder Groups. [INSERT LIVE LINK TO BYLAWS.]

3. GNSO Council

3.1. GNSO Council Responsibilities

3.1.1 Policy Development Process

See ICANN Bylaws, Article X: Generic Names Supporting Organization, Section 3. GNSO Council, Subsection 4. [INSERT LIVE LINK TO BYLAWS.]

3.1.2 GNSO Committees, Task Forces, Working Groups, Work Teams

See ICANN Bylaws, Article X: Generic Names Supporting Organization, Section 3. GNSO Council, Subsection 6. [INSERT LIVE LINK TO BYLAWS.]

3.1.3. ICANN Board Seats 13 & 14

See ICANN Bylaws, Article X: Generic Names Supporting Organization, Section 3. GNSO Council, Subsection 6. [INSERT LIVE LINK TO BYLAWS.]

3.2 GNSO Council Composition

See ICANN Bylaws, Article X: Generic Names Supporting Organization, Section 3. GNSO Council, Subsection 1. [INSERT LIVE LINK TO BYLAWS.]

3.3 Terms of GNSO Council Members

See ICANN Bylaws, Article X: Generic Names Supporting Organization, Section 3. GNSO Council, Subsection 2. [INSERT LIVE LINK TO BYLAWS.]

3.3.1 Special Circumstances¹

3.4 GNSO Council Vacancy

See ICANN Bylaws, Article X: Generic Names Supporting Organization, Section 3. GNSO Council, Subsection 3. [INSERT LIVE LINK TO BYLAWS.]

3.5. Quorum

A quorum is a majority of voting members, which must include at least one member of each Stakeholder Group. [INSERT LIVE LINK TO BYLAWS.] Whenever a vote is initiated the GNSO Council Chair will ensure that a quorum is present.

3.6 Votes

Except as otherwise specified in the GNSO Council Operating Procedures or the ICANN Bylaws, the default threshold to pass a GNSO Council motion or other voting action requires a simple majority vote of each house [INSERT LIVE LINK TO BYLAWS]

4. GNSO Council Chair

4.1 Selection of the Council Chair

See ICANN Bylaws, Article X: Generic Names Supporting Organization, Section 3. GNSO Council, Subsection 7. [INSERT LIVE LINK TO BYLAWS.]

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

- a. The GNSO Chair shall be elected by a 60 percent vote of each house.
- b. Each house will be allowed to nominate one candidate for GNSO Council Chair. Each house is responsible for determining how to nominate its candidate. A candidate for GNSO Council Chair does not need to be a member of a house but must be a member of the GNSO Council. Should a Chair be elected from outside of the houses that Chair will be a non-voting Chair.
 - i. All ballots will include the “none of the above” option. In the event that a 60 percent vote of each house selects the “none of the above” option, each house will commence a new nomination period of not longer than 15 days. An election for the new nominees will be scheduled for no sooner than 30 days. after the unsuccessful vote.

¹ Note that this is a place-holder section that the Work Team will return to at a later date to provide suggested language.

- 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 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 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.

4.2 Meeting Schedules

The GNSO Chair and GNSO Council will prepare a 12-month schedule of meetings within 30 days following the ICANN annual general 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.

5. Conduct of Council Meetings

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

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.

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 a closed session as well as the result of the vote will be published in the minutes. Votes in closed sessions shall be taken by a polling of the members.

5.2 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 calendar 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.

5.3 Who May 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 GNSO Council members may not vote.

5.4 The Number of Votes Cast

See ICANN Bylaws, Article X: Generic Names Supporting Organization, Section 3. GNSO Council, Subsections 10 and 11. [INSERT LIVE LINK TO BYLAWS.]

To pass, a motion must attain a majority of the votes cast in each house unless otherwise specified in these procedures or in the ICANN Bylaws. Abstentions count as votes cast and shall include a reason for the abstention.

5.5 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.

5.6 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

5.6.1 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 Council 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.

5.6.2 Points of Information and Normal 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 of an 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.

5.7 Seating

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

5.8 Proxies²

5.9 Absences

When a GNSO council member fails to participate in two consecutive 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.

6. GNSO Policy Development Process

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.

See ICANN Bylaws, Annex A: GNSO Policy Development Process, Sections 1-15. [INSERT LIVE LINK TO BYLAWS.]³

7. GNSO Council Absentee Voting

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

1. Initiate a policy development process;
2. Forward a policy recommendation to the Board;
3. Recommend amendments to the ICANN Bylaws; or
4. 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.](#)

9.8. Observers⁴

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 Note that this reference to Annex A of the ICANN Bylaws will remain until such time as the Policy Process Steering Committee Work Teams have completed their recommendations on these topics.

⁴ This section previously appeared in the ICANN Bylaws. In the Bylaws amendments approved by the ICANN Board of Directors on 27 August 2009, the section was removed from the Bylaws and thus now appears in the GNSO Council Operating Procedures.