

# ICANN | GNSO

Generic Names Supporting Organization

## GNSO Chair Handbook

*Version: 17 November 2020*

### Status of This Document

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This is a handbook prepared by the GNSO Support Staff Team to facilitate the uptake of duties by a new GNSO Chair. This handbook aims to document existing practices and procedures – as a result, it will be necessary to review and update this every time a new GNSO Chair takes up its role.

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# 1 Introduction

The objective of this document is to gather in one place current practices and procedures to facilitate the uptake of duties by the GNSO Chair. It is important to note that apart from aspects that are codified in the ICANN Bylaws and GNSO Operating Procedures, there is a lot of flexibility to organize the workload in coordination with the GNSO Council vice-chairs. Nevertheless, sharing how planning and tasks are currently organized may help inform how to do this going forward. It is the expectation that as management and planning evolves under a new GNSO Chair, further updates will be made to this document to ensure it remains relevant and up to date for future GNSO Chairs.

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## 2 GNSO Chair Role

As specified in the ICANN Bylaws, 'The GNSO Council shall select the GNSO Chair for a term the GNSO Council specifies, but not longer than one year'. The GNSO Operating Procedures outline a number of specific situations that highlight the responsibilities of the GNSO Chair, such as:

- Preparing a 12-month schedule of meetings within 30 days following the ICANN annual meeting.
- Review and edit draft minutes of Council meetings and resolve any disagreements that may exist among the Councilors in relation to the minutes.
- Manage GNSO Council meetings including, amongst others: preparation of the agenda, including determining whether items belong on the consent agenda; working with the secretariat to ensure all materials as well as presenters are available; run the meeting / speaking order; ensure that procedures are followed; review action items; oversee follow up of action items.

In addition to these tasks that are specifically related to the running and functioning of the GNSO Council, the GNSO Chair also liaises on an ongoing basis with the policy staff to ensure the smooth running of the GNSO Council as well as related activities such as following up on action items and planning of other activities such as the Council Strategic Planning Session.

Furthermore, the GNSO Chair plays an important representative role participating in regular meetings such as the SO/AC leadership calls, SO/AC roundtables, and other meetings where the GNSO Chair is to serve in a representative manner. There are also communication and coordination expectations for working with other SO/ACs. As the GNSO Chair participates in a number of these events as a representative of the GNSO and not only the GNSO Council, it is recommended to ensure close coordination with GNSO Stakeholder Group and Constituency Chairs on issues, particularly for SO/AC related meetings and workshops as well as the 1:1 meetings with the CEO. The GNSO Chair is also expected to communicate on these activities in a transparent manner and may seek feedback from the GNSO Council and/or GNSO on issues that may require a common position or statement, or a GNSO perspective(s). In section 6 an overview is provided of regular meetings that the GNSO Chair or a designee (typically one of the GNSO Council vice-chairs) is expected to participate in.

The GNSO Chair may also be called upon to assist in: 1) resolving disagreement on consensus designations assigned in a PDP process (see the process outlined in section 3.6 of the GNSO Working Group Guidelines) or 2) an appeal process (see section 3.7 of the GNSO Working Group Guidelines).

In addition, the GNSO Chair plays an important role in coordinating the meeting schedule for GNSO related meetings during ICANN meetings as well as setting the agenda for the GNSO Working Sessions together with the GNSO Council Vice-Chairs.

All these tasks require a dedicated weekly time commitment. It is estimated that this amounts to approximately 10 hours per week on average, not including time spent at ICANN meetings as well as other meetings in which the GNSO Chair may have a representative role.

**GNSO Council Vice-Chairs**

Although the GNSO Operating Procedures indicate a number of specific tasks in which the GNSO Council Vice-Chairs are involved, such as consulting on which items belong on the consent agenda, review of the GNSO Council meeting minutes, recommendations for a waiver for petitions, amongst others, the sharing of the workload of ongoing activities is normally worked out between the GNSO Chair and GNSO Council Vice-Chairs. From a fairly passive role for GNSO Council vice-chairs in the early days, the workload has been more evenly shared in recent years with Vice-Chairs taking on responsibility for certain activities such as planning the GNSO Council schedule for ICANN meetings, collaborating on the plan for the Council Strategic Planning Session leading small teams and performing liaison roles. It is recommended that the GNSO Chair and GNSO Council Vice-Chairs discuss at an early stage how they expect to work together and how responsibilities are expected to be assigned.

## 3 Planning for Council meetings

*Note, this is how planning is currently carried out. The incoming GNSO Chair is allowed flexibility and should discuss with the GNSO Council vice-chairs as well as GNSO Policy Support Staff whether to continue this approach or whether changes are advisable.*

### Topics:

- A running calendar of possible topics for upcoming Council meetings is maintained by GNSO Policy Support Staff. However, any Council member is welcome to add topics to this proposed list. See <https://docs.google.com/document/d/1FSNIAHTjbWAZKcfltI7SWwzXda1NtKxfQ2k-t0oiGr8/edit#>. This list consists of topics that are of a recurring nature, such as appointments that happen at a certain point in the year as well as topics that are driven by expected milestones from Policy Development Process (PDP) Working Groups or other activities the Council is expected to decide or deliberate on. More recently, identification of topics to include on this planning document has become more predictable with the advent of the new Program Management Tool (PMT) and the Action Decision Radar (ADR).

### Preparing for the GNSO Council meeting

- A pre-meeting call between GNSO Council leadership (GNSO Chair & GNSO Council Vice-Chairs) and GNSO Policy Support Staff typically takes place 10 days or more before the Council meeting to ensure that the agenda is circulated in alignment with the document and motion deadline.
- A GNSO Policy Support staff member will circulate a proposed draft agenda, derived from the running calendar of possible topics, prior to this pre-meeting for review and input.
- During the pre-meeting, the agenda is finalized and circulated to the GNSO Council shortly thereafter. The Project List and pending Action Items are also reviewed to confirm assignments and subsequent completion.
- Motions pending or a document such as a Final Report being published, can contain <INSERT LINK> in order for the motion to be submitted on time, and the document url be inserted at a later notice. All motions require the name of the submitter and a seconder to be confirmed prior to the motion vote (see also chapter 7).
- The GNSO Policy Support Staff will confirm the availability of any external speakers for the meeting and send relevant information and call details.
- Staff will send out a “Highlights for the Council” meeting email to Council leadership with apologies, motions missing a seconder, reminder links to the Action item list and the Active Project list to review prior to the call. All councilors receive the action item list and the project list in their inboxes prior to the meeting.
- Communication prior as well as during the meeting, typically takes place via a dedicated Skype channel. Recent Council leadership has also used Slack as a tool to facilitate planning and collaboration on documents. There is also a dedicated gnso-chairs mailing list to which GNSO Policy Support Staff and the GNSO leadership team are subscribed.

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## 4 Running a GNSO Council Meeting

### Start of the meeting

- The GNSO SO/AC Support Staff will confirm when quorum has been reached and will confirm with the GNSO Chair whether the meeting can commence. If so, the GNSO SO/AC Support Staff will start the recording, carry out a roll call and hand over the meeting to the GNSO Chair. As a reminder, in addition to GNSO Council members and liaisons, observers are also able to join the meeting in listen-only capacity.

### Running through the agenda

- Agenda item #1 is a set of administrative matters which always appear on the main agenda. This item typically includes confirmation of whether there are any updates to statements of interest and a confirmation of the status of the minutes from the previous meeting.
- The review of the Project List and Action item list always appear on the main agenda as well. However, when there is limited time available, the GNSO Chair may just ask whether there are any questions or concerns instead of running through updates to the Project List and the status of outstanding action items. Note, these documents are also circulated to the Council prior to the meeting, allowing for input on the mailing list. The GNSO Chair often calls upon the GNSO Policy Support staff to comment on the Project List and Action Items, pointing out the most recent progress.
- The Consent Agenda does not necessarily need to be filled, but it has to appear on the main agenda. Items (approvals of appointments) and/or motions (requiring no discussion) can be dealt with in the Consent Agenda (see also chapter 7]. Regardless of the number of listed items, there is only one vote for the entire content. Any councilor can request an item be moved from the Consent Agenda to the main agenda if they are of the view that further discussion is necessary. Note, Consent Agenda items also are required to be developed by the 10-day Motions and Documents deadline.
- Any voting items that appear on the agenda will contain further information on the voting threshold required for the item to pass. Voting items also include basic rationale for the vote, generally derived from the GNSO's role under the ICANN Bylaws (i.e., develop and recommend policy to the ICANN Board). The typical sequence for items requiring a vote is for the maker of the motion to introduce the motion and read just the resolved clauses, followed by a Council discussion and then a vote. The vote is conducted by the GNSO SO/AC Support Staff who use a motion vote recorder tool to track the votes and report on the results.
- Each item will have an expected duration associated with it. The GNSO Policy Support Staff will throughout the meeting provide time indications to the GNSO Chair to allow for a timely conclusion of the meeting.

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## 5 Post-Council Meeting

### Leadership Post-meeting call

- Post Council meeting calls typically take place on the Monday following the GNSO Council meeting in order to review and assign the action items gathered during the Council meeting.
- The GNSO Policy Support Staff will share a first draft of the action items gleaned from the meeting for leadership review. Once finalized, these will be posted (see [here](#)) and circulated to the GNSO Council.
- During the post-Council meeting, Council leadership and GNSO Policy Support Staff will also discuss concrete next steps and assign Council and staff leads for ensuring that these action items are completed in a timely manner. Typical action items include following up with the GNSO Council on items for input / feedback, communicating to the ICANN Board on decisions taken by the GNSO Council as well as drafting proposed Council communications on certain topics.

Note that in addition to these regularly scheduled meetings, further ad-hoc meetings are often scheduled to either work through outstanding action items or deal with other issues. Some Chairs have scheduled regular coordination calls with a subset of the GNSO Policy Support Staff to help ensure timely completion of action items.



## 6 Other GNSO Chair Responsibilities

### Correspondence

As the Chair of the GNSO, any correspondence from ICANN org, the ICANN Board or other GNSO Supporting Organizations or Advisory Committees is typically addressed to the GNSO Chair. GNSO Policy Support Staff and/or Vice-Chairs may be copied on the correspondence, but this is not always the case. It is important for the GNSO Chair to be aware of such communications coming in, especially if others may not have been copied, to be able to direct appropriate follow up and or sharing with the GNSO Council. Once shared on a public mailing list, correspondence will be posted here: <https://gns0.icann.org/en/council/correspondence>.

### Communication

The GNSO Chair has communications- related responsibilities to help raise awareness of the GNSO policy efforts and other activities that may garner the interest of the wider ICANN community and the general public. Typically, the GNSO Chair work with support staff to carry out these communication efforts, including but not limited to:

- Develop the “welcome message” (introduction section) for each edition of the [GNSO Policy Briefing](#) (three editions annually);
- Develop blogs to be published on icann.org to promote specific GNSO projects/initiatives;
- Participate in video interviews produced at ICANN public meetings;
- Develop additional communications products in response to requests from ICANN Communications Team (e.g., newsletter blurbs, “the week ahead for the GNSO”);
- Conduct GNSO Council webinars as a presenter and/or facilitator;
- Represent the GNSO Council to speak at session(s) during ICANN public meeting that specifically invite remarks from SO and AC Chairs;
- Engage in information sharing sessions, networking events, and other outreach activities to raise awareness of GNSO activities and foster collaboration with members in other ICANN community groups.

### Mailing lists

Upon election, the GNSO Chair will be added to the following mailing lists:

- GNSO-Chairs
- SO/AC Chairs
- SO/AC/SG/C Leaders
- ICANN Meeting Planning
- EC Admin

### Representation

- Empowered Community Administration Representative

Per the GNSO Operating Procedures, “The GNSO Representative to the Empowered Community Administration will only act as directed by the GNSO as the Decisional Participant”. The process for selecting the GNSO Representative to the EC Admin has been outlined here: <https://gns0.icann.org/en/council/process-criteria-gns0-representative-empowered-community-administration-28jun17-en.pdf>. The GNSO Chair is confirmed by the GNSO Council upon election as the interim representative to the EC Admin, until such time as the GNSO leadership team has had an opportunity to meet and decide who is taking on this role. As soon as possible upon confirmation of the GNSO leadership team, the GNSO leadership team will meet to decide who is to be designated as GNSO Representative to the EC Admin. Following this determination, this decision is to be confirmed by the GNSO Council as part of the agenda. The decision on the designation of the permanent representative to the EC Admin is then communicated to the ICANN Secretary and EC Admin. Further information about the role and responsibilities of the EC Admin can be found here: <https://www.icann.org/resources/pages/ec-administration-2017-05-25-en>.

### **Non-GNSO Council Meetings**

In addition to GNSO Council-related meetings, there are a number of other meetings / fora to which the GNSO Chair is typically invited and expected to participate:

- ICANN Meeting Production Calls

These meetings take place between ICANN meetings to plan and prepare for the next ICANN meeting. The meetings are led by ICANN org with participation from all SO/ACs, including GNSO Stakeholder Groups and Constituencies. The GNSO Chair (or designee) is expected to provide input from a GNSO Council perspective in relation to the ICANN meeting planning and schedule. This group is also responsible for deciding on issues such as the # of plenary sessions to be held as well as topics for those plenary sessions.

- SO/AC Chairs' Roundtable discussion with ICANN's CEO, Board Chair, Vice-Chair and Executives

This meeting typically takes place the day prior to the start of the ICANN meeting (although for recent virtual meetings the timing has differed). SO/AC Chairs are able to bring one or more of their vice-chairs to this meeting, but not required to do so. Recent meetings have focused on topics such as prioritization and budget planning. There are no recordings from these meetings but a report is produced that can be shared with the GNSO Council.

- SO/AC Chairs Intersessional Meeting

A first meeting of this kind was held in January 2020 (see <https://community.icann.org/x/qSCJBw>). This meeting was envisioned as an extension to build off of the success of the SOAC Chairs' Roundtable discussions. It is not clear at this stage if/when a second meeting may occur.

- SO/AC Chairs Only Calls

There is a tradition of monthly SO/AC Chairs only calls, with no attendance by ICANN org reps. The GNSO Chair is expected to receive further information about these calls from other SO/AC Chairs.

- 1:1 meeting between the ICANN CEO and Chair

Prior to every ICANN meeting, the current ICANN CEO likes to touch base with each SO/AC chair(s) to discuss issues of mutual interest. Typically the ICANN CEO will have a number of topics he would like to brief SO/AC chair(s) on but it also allows each SO/AC chair to raise topics for the CEO's consideration. The GNSO Chair may invite the GNSO Council Vice-Chairs to this meeting. Notes are produced from this meeting that the GNSO Chair may share with the GNSO Council.

- Meetings with PDP leadership

Council leadership typically meets with the leadership of each PDP prior to an ICANN meeting to discuss progress as well as identify any potential challenges that may require Council discussion or action.

- Preparatory calls with GAC leadership

Council leadership typically meets with the GAC leadership prior to every ICANN meeting to prepare the agenda for the joint GAC-GNSO meeting.

- Community Excellence Award Panel

The GNSO Chair is invited to serve on the Community Excellence Award Panel or to designate a representative. For past award panels, this responsibility has been designated to one of the GNSO Council vice-chairs.

## 7 GNSO Operating Procedures Brief Guide

Hereunder is an abstract of procedures most relevant to the GNSO Chair from the GNSO Operating Procedures. Please note that the authoritative version of the GNSO Operating Procedures can be found here: <https://gns0.icann.org/en/council/procedures> and should be reviewed in its entirety.

### Notes:

1. Numbers in brackets correspond to the referenced sections in the GNSO Operating Procedures and the PDP Manual.
2. Special emphasis that does not exist in the procedures document or PDP Manual (color red and underline) has been provided to highlight numerical deadlines and voting thresholds when referenced in text.
3. This Brief Guide contains excerpts from the GNSO Operating Procedures and PDP Manual and is not a replacement for those documents.

### 7.1 GNSO Council Meetings

#### 7.1.1 Before a meeting:

##### Section 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.

##### Section 3.3 Notice of Meetings

###### Section 3.3.1 Advance 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.

###### Section 3.3.2 Submission of Reports and Motions

Reports and motions should be submitted to the GNSO Council for inclusion on the agenda as soon as possible, but no later than 23h59 Coordinated Universal Time (UTC) on the day, 10 calendar days before the GNSO Council meeting.

If a motion is submitted after the Submission Deadline, the GNSO Council shall consider the motion if the following requirements are met:

- a. The motion (including any report or other supporting documentation) is submitted to the GNSO Council at least 24 hours in advance of the GNSO Council meeting;
- b. The motion is accompanied by a request to consider the motion despite submission after the Submission Deadline (a "Request for Consideration");
- c. A vote on the Request for Consideration shall be called as the first order of business

for the agenda item that deals with the motion. The vote on the Request for Consideration must be unanimous (i.e., all Councilors or their proxies must vote and all votes cast must be in favor of considering the motion at such GNSO Council meeting) for the motion to be considered at such GNSO Council meeting.

If these requirements are not met, the motion shall not be considered submitted for the next Council meeting. For the avoidance of doubt, if the motion is proposed again for a subsequent Council meeting, it shall not be considered a resubmitted motion under the rules for Resubmission of a Motion in these Operating Procedures.

### Section 4.3 Motions and Votes

Section 4.3.3 Resubmission of a Motion: If a motion has been voted on by the GNSO Council and not adopted, that motion may be resubmitted to the Council for consideration at a subsequent meeting of the Council, subject to the following criteria:

1. Explanation: The Councilor submitting the motion must also submit an explanation for the resubmission of the motion. The explanation need not accompany the motion when it is resubmitted; however, the explanation must be submitted no later than the deadline for submitting the motion (i.e., no later than 23h59 Coordinated Universal Time (UTC) on the day 10 calendar days before the Council meeting at which the motion is to be reconsidered). The explanation does not need to meet any requirements other than being submitted in a timely manner.
2. Publication: The text and explanation of the resubmitted motion must be published (i.e., circulated to the Council mailing list) no later than the deadline for submitting the motion.
3. Second: Upon the second resubmission of a motion (i.e., the third time the same motion comes before the Council), the motion must be seconded by a Councilor from each house as a prerequisite for placing the resubmitted motion on the consent agenda.

Section 4.3.4 Limitations and Exceptions to Resubmission of a Motion: The above procedure on resubmission of a motion is subject to the following limitations and exceptions:

1. Same Meeting: A motion may not be resubmitted at the same meeting at which the motion was voted upon but not adopted.
2. Material Changes: If material changes have been made to the text of a motion, the revised motion will not be considered a resubmitted motion. The revised motion will instead be considered a new motion. Whether or not a change in the text of a motion is material will be determined at the discretion of the GNSO Council Chair.
3. Timing: A motion will no longer be considered a resubmitted motion once two Council meetings have passed after the meeting at which the motion was voted upon but not adopted. The motion will thereafter be considered a new motion. For example, if a motion has been voted upon but not adopted at a meeting in January, it would be considered a resubmitted motion if submitted for a meeting in February or March, but

- would be considered a new motion if submitted for a meeting in April.
4. Motions Not Voted Upon: A motion that has been submitted to the Council but not voted upon (e.g., because the motion was tabled or withdrawn) will not be considered a resubmitted motion if it is submitted again to the Council. Instead, such a motion will still be considered a new motion.
  5. ICANN Meetings: For purposes of this procedure, all Council sessions at an ICANN Meeting will be considered to be part of a single meeting.

Section 4.3.5 Parallel efforts on similar / identical topics should be avoided: Where two or more requests (e.g. in the form of motions) are received by the GNSO Council that propose different processes for addressing the same issue, the GNSO Council as the manager of the overall policy development process must have the flexibility to determine the most appropriate course of action. In determining the most appropriate course of action, the GNSO Council should take into account all of the following:

1. The scope of each process, as expressly delineated in the ICANN Bylaws and the relevant portions of the GNSO Operating Procedures (including the PDP, GGP and EPDP Manuals, as applicable);
2. The information contained in the relevant motion, form or scoping document requesting the initiation of each process; and
3. Any other materials and information the Council deems relevant, such as the original Board, Supporting Organization or Advisory Committee request to the GNSO (if applicable).

#### Section 4.9 Consent Agenda

When preparing the meeting agenda, the Council Chair in consultation with the Council Vice-Chairs determines whether an item belongs on the consent agenda. All items that are subject to a different voting threshold than a simple majority vote (see ICANN Bylaws, Article X, section 3-9) or are subject to absentee voting (see section 4.4 – Absentee Voting) are not eligible for inclusion in the consent agenda. A numbered list of consent items is included as part of the meeting agenda. The list and supporting documents are included in the Council agenda in sufficient time to be read by all Council members prior to the meeting in accordance with section 3.3 – Notice of Meetings of these Operating Procedures.

#### Section 3.8 Absences and Vacancies

##### Section 3.8.1 Absence

GNSO Councilors are expected to attend all regularly scheduled Council meetings and be present at the time such sessions are called to order. Absences may be **planned** (due to a conflicting personal or professional obligation that cannot be reasonably altered) or **unplanned** (e.g. sudden illness, accident, injury, or other unanticipated event). In either case (including being late) the Councilor is expected to notify the GNSO Secretariat by e-mail or telephone [as soon as practicable before the meeting begins.](#)

## 7.1.2 During a meeting:

### Section 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.

### Section 6.3 Statements of Interest Procedures

**At the beginning of each meeting** the Chair of the GNSO Group shall ask all Relevant Parties whether they have updates to their Statements of Interest.

### Section 4.9 Consent Agenda

**At the beginning of the meeting**, the Chair asks members what items they wish to have removed from the consent agenda and discussed individually. If any Council member requests that an item be removed from the consent agenda, it must be removed, unless it concerns a request made by a GNSO Council member on behalf of a SG or C for an ICANN inspection request or an inspection remedy<sup>1</sup> (see section 22.7 of the ICANN Bylaws). Any such request is automatically added to the consent agenda and can only be removed at the request of the GNSO Council member that made the original request or the person serving as an alternate for such Council member. Council members may request that any other item be removed for any reason. They may wish, for example, to discuss the item, to query the item, or to register a vote against the item. If an item is removed from the consent agenda, it is added to the meeting agenda for that meeting, unless the Council Chair in consultation with the Council Vice-Chairs determines differently.

When there are no more items to be removed, the Chair reads out the number of the remaining consent items. Then the Chair calls for a vote.

### Section 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.

### Section 3.6.2 Points of Information and Normal Substantive Interventions

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<sup>1</sup> This exception will not apply to requests to initiate the Reconsideration Request or Independent Review Process under Article 22.7, section e(ii) and (iii).

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.

### 7.1.3 AFTER A MEETING:

#### Section 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.

## 7.2 Voting

#### Section 4.2 Voting Thresholds

Unless otherwise specified in the GNSO Operating 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. For rules and procedures concerning abstentions and their impact on voting thresholds, refer to [Section 4.5-Abstentions](#).

#### Section 4.3.2 Motions and Votes

For each motion or action of the GNSO Council requiring a vote, Councilors may enter either a "No", "Yes, or "Abstain." For a vote of "Abstain," a reason or explanation is required. For votes of "No" or "Yes", at the discretion of the Councilor, an explanation or reason may be provided which will be recorded in the meeting minutes.

#### Section 4.4 Absentee Voting

##### Section 4.4.1 Applicability

Absentee voting is permitted for the following limited number of Council motions or measures.



- a. Initiate a Policy Development Process (PDP);
- b. Approve a PDP recommendation;
- c. Recommend amendments to the GNSO Operating Procedures (GOP) or ICANN Bylaws;
- d. Fill a Council position open for election.

#### Section 4.4.2 Absentee ballots

When permitted, must be submitted within the announced time limit, which shall be 72 HOURS from the meeting's adjournment. 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 CALENDAR DAYS, provided such amendment is verbally confirmed by all Vice-Chairs present.

#### Section 4.5 Abstentions

When exercising his/her voting responsibilities on Council matters, a GNSO Councilor is expected to comply with any obligations prescribed within the applicable Stakeholder Group or Constituency Charter governing Councilor's appointment to the Council. If such Charter procedures are silent with respect to voting guidance, directions, or restrictions, the Councilor may use his/her best-informed judgment, unless specifically directed as described in [Paragraph 4.5.3](#) below.

When circumstances regarding a potential voting abstention occur that would otherwise prevent a Councilor from discharging his/her responsibilities (see [Paragraph 4.5.2](#)), the Councilor's appointing organization is provided a remedy (see [Paragraph 4.5.3](#)) designed to enable its vote to be exercised. For a Nominating Committee Appointee (NCA) assigned to a House (hereinafter House NCA), certain remedies are available and prescribed based upon a set of specific criteria, conditions, and implementation rules without requiring formal action by the Nominating Committee.

#### Section 4.5.2 Abstention Categories

Circumstances leading to a potential voting abstention can arise when a Council member perceives a set of conditions, relative to some action or motion before the Council that warrants his/her recusal from participating and/or voting. For purposes of the Council's operating procedures, abstentions will be grouped into two categories varying by severity and recommended action: "volitional" abstentions and "obligational" abstentions.

##### a. Volitional Abstentions

Circumstances may occur when a Council member elects to refrain from participating and voting for reasons that may include, but are not limited to:

- Perception of being inadequately informed
- Has not participated in relevant discussions or studied available materials
- Lacks sufficient understanding, expertise, or technical knowledge

The above list itemizes several potential reasons for a volitional abstention; however, as described in [Paragraph 4.5.1](#) above, it is the duty of Council

members to remain informed, to exercise their responsibilities to vote, and to take whatever reasonable measures are available so that this category of abstentions is minimized to the greatest extent possible. Appointing organizations are encouraged to provide sufficient guidance, assistance, education, and direction, where applicable, to avoid circumstances that might otherwise result in a volitional abstention.

b. Obligational Abstentions

This category of abstentions results from conditions in which a Councilor may find that he/she is unable to vote on a measure due to a competing personal (e.g. religious), professional, or political interest that interferes with his/her ability to participate in the matter or where participation raises ethical questions.

*Disclaimer concerning the term “Conflict of Interest”: There are certain financial interests and, possibly, incentives associated with GNSO actions that affect Internet domain name policies. As they pertain to GNSO Council voting actions, such interests are expected to be documented in a Councilor's required Statement of Interest (see [Chapter 5.0](#)) and do not require that the Councilor abstain from participating and voting. GNSO Councilors do not have a fiduciary responsibility to act in the best interests of ICANN in discharging their responsibilities on the Council. While the deliberations and decisions of ICANN are made in the interests of the global Internet community as a whole, GNSO Councilors are understood, in some cases, to represent the views of organizations and interest groups that would materially benefit from policies recommended by the GNSO. It is understood that Councilors are often employed by or represent those affected parties and such relationships could engender subsequent benefit to Councilors as individuals. As a result of these special circumstances and to avoid confusion with ICANN's Conflict of Interest Policy, which does not pertain to GNSO Council matters, the term “Conflict of Interest” will not pertain when a GNSO Councilor argues for and votes “Yes” or “No” on a matter which, by virtue of that action, directly or indirectly benefits that individual financially or economically; however, that interpretation does not imply that circumstances cannot occur in which a Councilor may perceive his/her situation as obligating a formal abstention.*

A Councilor who believes that proceeding to vote on a motion or action before the Council not only warrants, but requires, his/her abstention and, thereby, recusal from deliberations, is considered to be facing an obligational abstention.

Although it is not possible to draft a set of exhaustive conditions under which obligational abstentions can arise, two examples are provided by way of illustration:

Case 1: a Councilor (attorney by profession) is representing a client in legal action relating to a matter before the Council and, as required by his/her professional code, must abstain and, furthermore, such

abstention should not be counted as a negative vote. *[Note: this type of situation requires the remedy specified in [Paragraph 4.5.3](#) below].*

Case 2: a Councilor is a paid consultant for a national political body that has a vested interest in a particular motion before the Council. The Councilor is concerned that his/her future income potential and ability to retain a consulting engagement with the national body may be affected if he/she votes on the measure. In such a case, the Councilor believes that the ethical course of action is to abstain.

In the two examples above, personal or professional obligations interfere with the Council member's ability to participate ethically; thus, requiring recusal from deliberations on the matter and abstention from voting.

#### Section 4.5.3 Remedy To Avoid Abstaining on a Vote

According to existing rules, any abstention would not contribute to the passing of a motion; therefore, by default, an abstention functions as a "No" vote. The purpose of the remedial procedures in this section is to minimize this effect.

##### Voting Direction<sup>2</sup>

The preferred remedy, if applicable for the appointing organization, is to request a "Yes" or "No" voting instruction from the Council member's appointing organization (if applicable). The Council member is obligated to follow the instruction.

If a Voting Direction is not obtained then the Council member may opt for [Section 4.6](#) (Proxy Voting).

#### Section 4.6 Proxy Voting

An abstaining or absent Council member as defined above (the Proxy Giver) may transfer his or her vote to any other Council member (the Proxy Holder).

The Proxy Holder must vote in order of precedence according to one of three types:

1. An instruction from the Proxy Giver's appointing organization (if applicable), or if none;
2. An instruction from the Proxy Giver, or in the absence of either;
3. The Proxy Holder's own conscience.

##### a. Multiple Proxies

A GNSO Council member is not permitted to be a Proxy Holder for more

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<sup>2</sup> The term "appointing organization" (see [Section 1.3.1](#)) does not comprise the Nominating Committee; therefore, the Voting Direction remedy does not apply to House NCAs.

than one Proxy Giver.

b. Quorum

An absent Council member does not count toward quorum even if a proxy has been established. A Temporary Alternate (see [Section 4.7-Temporary Alternate](#) below) if present, would count toward quorum.

c. Proxy Notification

A proxy notification must be sent to the GNSO Secretariat and should indicate which type it is. The notification should, where applicable, be sent by the Proxy Giver's appointing organization. Ordinarily a proxy notification must be received by the GNSO Secretariat before the start of the relevant meeting.

Exceptionally, a proxy notification may be given during a meeting by a Council member who is present but needs to leave before a vote. In all cases the most recent notification takes precedence.

*Relevant voting thresholds can be found in [section 11.3-i of the ICANN Bylaws](#) as well as [Appendix 1](#) of the GNSO Operating Procedures (GNSO Council Voting Results Table).*

## 8 Background Information / Documents

- GNSO Operating Procedures:  
<https://gns0.icann.org/en/council/op-procedures-24oct19-en.pdf> (version 24 October 2019)
- GNSO Council Action Items: <https://community.icann.org/x/RgZlAg>
- GNSO Council Action / Decision Radar: <https://community.icann.org/x/RgZlAg> (see bottom of the page)
- GNSO Council Project List: <https://gns0.icann.org/en/council/project>
- Guidelines and Templates that Help the GNSO Fulfill Its Role & Obligation as a Decisional Participant in the Empowered Community:  
<https://gns0.icann.org/en/council/procedures>
- GNSO Resolutions: <https://gns0.icann.org/en/council/resolutions>
- GNSO Council wikispace: <https://community.icann.org/x/wRVpBQ>
- GNSO Correspondence: <https://gns0.icann.org/en/council/correspondence>
- GNSO Drafts/ Presentations: <https://gns0.icann.org/en/council/drafts>

## 9 Tips and tricks from previous GNSO Chairs / Vice-Chairs

[TBC]