ICANN Bylaws & GNSO Procedures Proposed Revisions & Legal Review – 16 May 2017

## Executive Summary

On 1 December 2016, the GNSO Council directed 'ICANN Policy Staff to draft proposed language for any necessary modifications or additions to the GNSO Operating Procedures and, if applicable, those parts of the ICANN Bylaws pertaining to the GNSO. The GNSO Council requests that ICANN Legal evaluate whether the proposed modifications are consistent with the post-transition Bylaws and report their findings to the GNSO Council'. In its analysis of the Drafting Team (DT) recommendations, staff took a minimalist approach by focusing on the minimum changes needed to implement the DT recommendations, recognizing that in certain cases additional work may be desirable to facilitate the GNSO's participation in the Empowered Community, such as creating templates or fact sheets. Where applicable, this further work has been flagged. The GNSO Council will need to determine when and whom is expected to carry out this work which could result in further changes or additions to the GNSO Operating Procedures.

On the general question of whether GNSO Council has the authority to speak for GNSO on these matters, ICANN staff has advised that no changes need to be made to the ICANN Bylaws in relation to the role and description of the GNSO Council in order for the GNSO Council to take on these decisions on behalf of the GNSO as the Decisional Participant in the Empowered Community as recommended by the DT.

Based on this analysis, staff concluded that any necessary modifications or additions can basically be categorized as follows (with some covering more than one category):

1.  No new procedures and/or modifications to the ICANN Bylaws or GNSO Operating Procedures are needed as the current Bylaws and/or GNSO Operating Procedures provide sufficient guidance. For example, for those situations in which the DT indicated that a simple majority vote of each house would be applicable, no changes are needed as this is the default GNSO Council voting threshold. Also, for a number of sections detailed steps are provided that need to be followed. This applies to items #1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 28, 31, 32, 33, 34, 35, 37, 38, 39, 40, 41, 42, 43, 47 and 49 Annex A.
2.  No new procedures and/or modifications to the ICANN Bylaws or GNSO Operating Procedures are needed as a separate mechanism is in the process of being created which will deal with the required actions in relation to appointments and nominations. This applies to items #3, 4 and 9 in Annex A.
3.  Changes to section 11.3.i of the ICANN Bylaws to reflect new GNSO voting thresholds[1] which are different from the current threshold of a simple majority vote of each House. This applies to items #12, 26, 27, 29, 30, 36, 44, 45 and 46 in Annex A.
4.  Changes to the GNSO Operating Procedures, section 4.9 (Consent Agenda) to reflect that certain decisions are to be confirmed "automatically" by the GNSO Council through its consent agenda. This applies to items #26 and 27, where Council is merely a conduit for decisions made by GNSO Constituencies and Stakeholder Groups.
5.  Addition to the GNSO Operating Procedures to 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. This applies to items #37, 44, 45 and 46.

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[1] Note, this only applies to voting thresholds that are not already specifically called out in the ICANN Bylaws but which are the result of the Bylaws DT recommendations.

6. Addition to the GNSO Operating Procedures to clarify that certain petitions submitted by an individual must be submitted through a GNSO Stakeholder Group or Constituency to the GNSO Council for consideration. For this purpose, each GNSO Stakeholder Group and Constituency must develop clear rules for the submission of such petitions, including any requirements for the criteria to be included in a petition. These rules would  be added to the GNSO Operating Procedures as an annex once available. This applies to item #37.
7. Addition to the GNSO Operating Procedures to clarify that all petitions concerning a director removal process submitted by an individual must be submitted directly to the GNSO Council. For this purpose, the GNSO Council will develop a clear process and rules for the submission of such petitions, including any requirements for the criteria to be included in a petition. These rules would be added to the GNSO Operating Procedures as an annex once available. This applies to item #44, 45 and 46.

There are a number of instances where templates may be useful for Council motions related to exercise of Empowered Community decisions and responsibilities. (for example, items # 1, 2, 5 and 38).  The DT welcomes staff to draft templates for these Council motions, so that GNSO will be better prepared to respond when decisions and actions are required within prescribed deadlines.

In undertaking this work, staff identified a number of questions and made a number of assumptions that it requested DT input on before this document and the revised ICANN Bylaws and GNSO Operating Procedures are published for public comment. These assumptions and questions were shared with the DT in addition to legal assessment observations (see http://mm.icann.org/pipermail/gnso-bylaws-dt/attachments/20170306/0e432aec/StaffReport-BylawsGNSOOperatingProceduresProposedRevisionsLegalReview-6March2017-0001.pdf). In consultation with the DT, all outstanding questions as well as legal assessment issues have now been resolved and addressed through a number of footnotes throughout this document.

**Annex A - Drafting Team (DT) recommendations applied to table by staff, listing potential changes to Bylaws and GNSO Operating Procedures**

This table is color-coded to match 3 categories of decisions analyzed by the Drafting Team (DT):

**Nominations for GNSO representatives on Empowered Community Administration, Customer Service Committee, IANA Functions Review Team, and other review teams in new Bylaws**

*The consensus recommendation is that a majority of each house is the appropriate threshold for nominations to roles created in the new Bylaws.*

**Decisions made by GNSO to initiate or respond to Empowered Community petitions, instruct the GNSO Empowered Community Representative, and initiate investigations (per Bylaws Sections 22.8)**

*The consensus recomnmendation is that a majority of each house is the appropriate threshold to make most EC decisions, and that a GNSO Supermajority is the appropriate threshold for certain decisions, as indicated below.*

**Decisions made by GNSO on its own.  e.g., request document inspection (Bylaws 22.7(a) and (e))**

*The DT unanimously recommends that any GNSO Stakeholder Group or Constituency be empowered to request ICANN document inspection per Bylaws 22.7(a) and (e).  This request would be automatically communicated by the GNSO's Decisional Participant representative, and would not require action by GNSO Council.*
*In addition, the DT has a consensus recommendation to empower GNSO Council to request ICANN document inspection per Bylaws 22.7(a) and (e), with approval by 1/4 of each House or majority of one House.*

Note: the table below includes excerpts from the new ICANN Bylaws, at https://www.icann.org/resources/pages/governance/bylaws-en.

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| 1. | **ARTICLE 4 ACCOUNTABILITY AND REVIEW 4.2 & 4.3 RECONSIDERATION REQUESTS; (IRP) FOR COVERED ICANN ACTIONS** <br><br> **4.2(b)** EC may file a Reconsideration Request if approved pursuant to Section 4.3 of Annex D ("Community Reconsideration Request") and if the matter relates to the exercise of the powers and rights of the EC of these Bylaws. | GNSO representative on the EC will act in accord with instructions approved by majority of each house. <br><br> PROCESS NOTES: EC can file Reconsideration Request; SO/ACs expressly acknowledged as a possible Claimant for IRP (which may now be filed to cover enforcement of IANA contract and PTI service complaints); SO/ACs to be consulted as part of process for establishing Standing Panel (in coordination with the IRP Implementation Oversight Team); SO/ACs can nominate Standing Panel members from the list of qualified candidates. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The action requested by the EC of the GNSO representative will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions** The existing procedure for consideration of motions would apply as well as the default threshold per Section 11.3-I of the ICANN Bylaws. | |
| 2. | **4.3(b)** A "Claimant" is any legal or natural person, group, or entity including, but not limited to the EC, a Supporting Organization, or an Advisory Committee that has been materially affected by a Dispute. To be materially affected by a Dispute, the Claimant must suffer an injury or harm that is directly and causally connected to the | For GNSO on its own to initiate a claim would require a majority of each house. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The proposal for the GNSO to be a claimant will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws | **Assumptions** The GNSO will need to develop further details for the process to decide to be an IRP Claimant. <br> • How a decision to initiate an IRP is reached - not just the threshold, but what it covers. Presumably it would need to cover at a minimum the basis for the dispute and the | |

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| | alleged violation. | | is the default voting threshold.<br><br>A template will be developed that provides guidance for what should appear in the motion. Specifically, it would state, ""The claim shall state the basis for the dispute and the harms in reasonable detail." | harms in reasonable detail.<br>• Who would represent the GNSO?<br>• Who would pay for representation?<br>• How would a claim that is supported by the GNSO be put forward?<br>Such details could be in the form of a separate guideline which eventually are to be added to the GNSO Operating Procedures? | |
| 3. | **4.3(j)** ICANN shall, in consultation with SO/ACs, initiate a four-step process to establish the [IRP] Standing Panel … [SO/ACs] shall nominate a slate of proposed panel members from the well-qualified candidates identified per the process set forth in Section 4.3(j)(ii)(B).<br><br>**4.3(k)** The Claimant and ICANN shall each select one panelist from the Standing Panel, and the two panelists selected by the parties will select the third panelist from the Standing Panel. | Decisions to approve the nominated panelist shall be presented to Council for approval by a majority of each House | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The decision to nominate a slate of proposed panel members will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions:**<br>• The process for nominating a slate of proposed panel members will be carried out by the GNSO Standing Selection Committee. | |

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| | **4.3(n)** An IRP Implementation Oversight Team shall be established in consultation with SO/ACs and comprised of members of the global Internet community to develop clear, published rules for the IRP. | | | | |
| **4.** | **4.6 SPECIFIC REVIEWS** (a) Review teams will be established for each applicable review, which will include both a limited number of members and an open number of observers. The chairs of SO/ACs shall select a group of up to 21 review team members from among the prospective members nominated by SO/ACs, balanced for diversity and skill: (A)Each SSO/AC may nominate up to seven prospective members for the review team; (B)Any SO/AC nominating one, | Each GNSO Constituency/Stakeholder Group may nominate 1 candidate.  (7 candidates for GNSO)  Decisions to approve the 21 total review team members shall be presented to Council for approval by a majority of each House.[2] | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The decision to nominate up to seven prospective members for the review team will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions:** <br>• The process for nominating up to seven prospective members of the review team will be carried out by the GNSO Standing Selection Committee. <br>• The Council may provide guidance to GNSO Chair for priorities and criteria in selecting from nominees to fill open review team slots. | |

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[2] Following consultations with the DT, it was agreed that the original recommendation was not in line with the ICANN Bylaws which foresees that the final selection is made by the SO/AC Chairs. However, the DT noted that the intent of this recommendation would be met by clarifying that the Council may provide guidance to GNSO Chair for priorities and criteria in selecting from nominees to fill open review team slots.  If done via a Council motion, this resolution must be approved by a majority of each House.

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| | two or three prospective review team members shall be entitled to have those one, two or three nominees selected as members to the review team<br>(C)If any SO/AC has not nominated at least 3 review team members, the Chairs of the SO/ACs shall determine whether all 21 SO/AC member seats shall be filled and, if so, how seats should be allocated from among those nominated. | | | | |
| 5. | **4.7 COMMUNITY MEDIATION**<br>(a) If the Board refuses or fails to comply with a duly authorized and valid EC Decision (as defined in Section 4.1(a) of Annex D) under these Bylaws, the EC Administration representative of any Decisional Participant who supported the exercise by the EC of its rights in the applicable EC Decision during the applicable decision period may request that the EC initiate | Majority of each House<br><br>PROCESS NOTES: Procedure to request that the EC initiate a mediation process; ability to recommend individuals to represent the EC in the Mediation Administration. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The GNSO request, via the GNSO's EC Administration representative, for the EC to initiate a mediation will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions:**<br>• Process for requesting and initiating at EC level to be agreed by EC | |

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| | a mediation process pursuant to this Section 4.7. | | **However,** note that each Decisional Participant is expected to provide direction to its EC Administration representative for designating representatives in the Mediation Administration. | | |
| | (b) If the EC Administration delivers a Mediation Initiation Notice (as defined in Section 4.1(a) of Annex D) to the Secretary pursuant to and in compliance with Section 4.1(a) of Annex D, as soon as reasonably practicable thereafter, the EC Administration shall designate individuals to represent the EC in the mediation. Members of the EC Administration can designate themselves as representatives. | Majority of each House | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** As noted in #5a, a proposal for the GNSO to request that mediation be initiated will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions:** <br>• The EC Administration is expected to act on the direction from each Decisional Participant. Each Decisional Participant should provide direction to its EC Administration representative for designating representatives in the Mediation Administration. <br>• Should the GNSO Standing Selection Committee be created, it can be responsible for managing the selection. (Note, any recommendations by the GNSO Standing Selection Committee are to be approved by the GNSO Council) | |

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| 6. | **ARTICLE 6 EMPOWERED COMMUNITY** **SECTION 6.1** **COMPOSITION AND ORGANIZATION OF THE EMPOWERED COMMUNITY** (a) The Empowered Community ("**EC**") shall be a nonprofit association formed under the laws of the State of California consisting of the ASO, the ccNSO, the GNSO, the ALAC and the GAC | Majority of each House to approve GNSO representative on EC | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The proposal for the GNSO to appoint the GNSO representative on the EC Administration will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions**: <ul><li>The process for selecting the GNSO representative on the EC Administration will be carried out by the GNSO Standing Selection Committee.</li><li>The DT recommendation intended to refer to the EC Administration.</li></ul> | |
| 7. | **SECTION 6.1 COMPOSITION AND ORGANIZATION OF EMPOWERED COMMUNITY** (g) Each Decisional Participant shall, except as otherwise provided in Annex D, adopt procedures for exercising the rights of such Decisional Participant pursuant to the procedures set forth in Annex D, including (i) who can submit a petition to such Decisional Participant, … (iii) how the | GNSO Council speaks for GNSO, based on approval by majority of each house. PROCESS NOTES: Procedures for exercising the rights of a Decisional Participant as described in (i)-(vi) | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** Any decisions in relation to the role of the GNSO as a Decisional Participant will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | | |

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| | Decisional Participant determines whether to accept or reject a petition, (iv) how Decisional Participant determines whether an issue has been resolved, (v) how the Decisional Participant determines whether to support or object to actions supported by another Decisional Participant, and (vi) the process for the Decisional Participant to notify its constituents of relevant matters. | | | | |
| 8. | **SECTION 6.2 EC POWERS** 6.2(a) & (b) EC will have various powers and rights, including appointing and removing individual Directors; recall the entire Board; reject ICANN Budgets, IANA Budgets, Operating Plans and Strategic Plans; reject Standard Bylaws Amendments; approve Fundamental Bylaw Amendments, Articles Amendments and Asset Sales; reject PTI Governance Actions; require the ICANN Board | GNSO Council speaks for GNSO, based on approval by majority of each house. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** Any action requested of the EC, including to the EC Administration through the GNSO representative on the EC Administration, will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | | |

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| | to re-review its rejection of IFR Recommendation Decisions, Special IFR Recommendation Decisions, SCWG Creation Decisions; initiate a Community Reconsideration Request, mediation or a Community IRP; and take necessary and appropriate action to enforce powers and rights, including through the community mechanism in Annex D or an action filed in a court of competent jurisdiction. EC may also pursue an action in any court with jurisdiction over ICANN to enforce EC's rights under Bylaws. | | | | |
| 9. | **SECTION 6.3 EC ADMINISTRATION** (a) The Decisional Participants shall act through their respective chairs or such other persons as may be designated by the Decisional Participants (collectively, such persons are the "**EC Administration**"). Each Decisional Participant shall deliver annually a written | GNSO Rep to EC is approved by majority of each house. If GNSO does not reach this threshold to designate its EC Rep, Bylaws say that GNSO Chair is default EC Rep. GNSO rep on the EC will act in accord with instructions approved by majority of each house. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* The proposal for the GNSO to appoint the GNSO representative on the EC will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws | **Assumptions**: <ul><li>The process for selecting the GNSO representative on the EC Administration will be carried out by the GNSO Standing Selection Committee.</li><li>The GNSO Standing Committee will need to give further consideration to the details of the selection process, such as:</li></ul> | |

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|  | certification designating the individual who shall represent Decisional Participant on the EC. (b) In representing a Decisional Participant on the EC, the representative individual shall act solely as directed by the represented Decisional Participant and in accordance with processes developed by such Decisional Participant in accordance with Section 6.1(g). |  | is the default voting threshold. | 1. How does the GNSO decide whether another person than the GNSO Chair should be designated to the EC Administration? <br> 2. In case the GNSO decides that another person should be designated, what selection process should be in place to review / evaluate candidates to serve as the GNSO representative on the EC Administration? Can the general process for appointments / nominations be followed? <br> 3. Is there a need to consider an alternate in case the representative is not available? |  |

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| 10. | **ARTICLE 7 BOARD OF DIRECTORS** SECTION 7.12 designating **INTERIM DIRECTORS** to fill vacancies created by EC recall 7.12(a) A vacancy occurring in Seats 1 through 15 shall be filled by the EC after nomination as provided in Section 7.2 and Articles 8 - 12. 7.12(b) [Concerning vacancies when entire Board is recalled] Concurrently with delivery of any EC Board Recall Notice, the EC shall provide notice of the EC's designation of individuals to fill such vacancies. An Interim Director shall hold office until the EC designates the Interim Director's successor | Names of interim director(s) must be approved by majority of each house GNSO selection of it's replacement director(s) should follow current procedures. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* The GNSO nomination of an interim director for any of the GNSO seats will follow the existing procedures developed by the CPH and NCPH. (Note, the NCPH selection procedures are still under development). Similarly, the confirmation by the GNSO Council is typically handled as part of the consent agenda where the default voting threshold of a simple majority vote of each house would apply. | Assumptions: <br>• 'Names of interim director(s) must be approved by a majority of each house' only applies to the interim directors for the GNSO seats. | |

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| 11. | **SECTION 11.3 GNSO COUNCIL**<br><br> (i) Except as otherwise specified in these Bylaws, <u>Annex A</u>, or GNSO Operating Procedures, the default threshold to pass a GNSO Council motion or other voting action requires a simple majority vote of each House.  The voting thresholds described below shall apply to the following GNSO actions: | This is the existing Bylaws section describing GNSO voting thresholds.<br><br>This section can be amended to add new thresholds required in bylaws or recommended by DT and approved by GNSO Council.<br><br>The DT notes that Sec 17.3 requires "simple majority of GNSO Council", and suggests that GNSO Operating Procedures define that as a majority of Council, or a majority of each house. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** | **Assumptions**:<br>• In those instances where there is a reference to GNSO Supermajority, there is no need to add the voting threshold to section 11.3 as a GNSO Supermajority is already a defined term.<br>• For those decisions that are new as a result of the GNSO's role in the EC but that are subject to the default voting threshold, no changes to the ICANN Bylaws or GNSO Operating Procedures are required. Nevertheless, it may be helpful to draw up a separate list so that the GNSO is aware what decisions it may be required to or may be asked to make as part of the EC.<br>• The reference to simple majority of GNSO Council refers to the default voting threshold of simple | |

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| | | | | majority of each house. | |
| 12. | **SECTION 16.2 PTI GOVERNANCE** No amendment or modification of the articles of incorporation of PTI shall be effective unless approved by the EC | GNSO representative on the EC will act in accord with instructions approved by GNSO Supermajority for approval of PTI Amendments . | Add new voting thresholds for the following action by GNSO Council in its role as Decisional Participant to section 11.3.i of the ICANN Bylaws: <br>• Amendment of PTI Articles of Incorporation – GNSO Supermajority. | **Assumptions**: Decision gets sent to and is tallied by the EC Administration, and then based on the EC threshold is essentially self-executing. No independent action is needed at the EC Administration level. | |
| 13. | **SECTION 16.3 IANA NAMING FUNCTIONS CONTRACT** ICANN shall enter into contract with PTI for performance of IANA naming functions. … ICANN shall not agree to modify, amend or waive any Material Terms of the IANA Naming Function Contract if a majority of each of the ccNSO and GNSO Councils reject the proposed modification, amendment or waiver. | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** | **Assumption:** <br>• The reference to the GNSO representative on the EC by the DT was an oversight, as no action is required of the EC or EC Administration in Section 16.3, which refers to a majority of the ccNSO and GNSO Councils. | |

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| 14. | **SECTION 17.1 CSC** The CSC is not authorized to initiate a change in PTI through a Special IFR, but may escalate a failure to correct an identified deficiency to the ccNSO and GNSO, which might then decide to take further action using consultation and escalation processes, which may include a Special IFR.  The ccNSO and GNSO may address matters escalated by the CSC, pursuant to their operating rules and procedures. | GNSO Council speaks for GNSO, and a majority of each house is required to instruct the GNSO Representative on the EC. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The required action will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions**: <br>• The reference in the DT recommendation to the EC is an oversight as the Empowered Community is not part of the CSC Escalation Procedure. <br>• Collaboration and agreement on how to collaborate with the ccNSO may be needed in relation to escalation. | |
| 15. | **SECTION 17.2 CSC COMPOSITION, APPOINTMENT, TERM AND REMOVAL** (b) If so determined by the ccNSO and GNSO, the CSC may, but is not required to, include one additional member: an individual representing top-level domain registry operators that are not considered a ccTLD or gTLD, who shall be appointed by the ccNSO and the GNSO. (c) Each of the following organizations may also | On its own, the Registry Stakeholder Group names 2 CSC members. No involvement of Council. <br><br>The Registrars Stakeholder Group or the NCPH may name 1 CSC member. Decisions to approve the nominated GNSO liaison shall be presented to Council for approval by a majority of each House. <br><br>The nominated slate of CSC members shall be presented to Council for | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The decision to approve the nominated GNSO member and/or liaison as well as the slate of CSC members will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions:** <br>• The reference to "1 CSC Member" should be read as "liaison" in accordance with the Bylaws. <br>• The GNSO process for selecting the optional additional ccNSO-GNSO registry operator member on the CSC will be carried out by the GNSO Standing Selection Committee and is to be coordinated with the | |

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| | appoint one liaison to the CSC in accordance with the rules and procedures of the appointing organization: (i) GNSO (from the Registrars Stakeholder Group or the Non-Contracted Parties House) …<br>(d) The GNSO and ccNSO shall approve the initial proposed members and liaisons of the CSC, and thereafter, the ccNSO and GNSO shall approve each annual slate of members and liaisons recommended for a new term. | approval by a majority of each House | | ccNSO.<br>• The GNSO and ccNSO will need to discuss whether or not to formalize the joint approval process and what process / procedures should be in place in case of disagreement / non-approval by one of the two.<br>• If one or more letters of support are provided for a non ccTLD or gTLD representative to join as a member, a procedure will need to be developed to identify how the GNSO will (i) internally and (ii) externally [with the ccNSO] determine the additional member.<br>• It is the expectation that the RySG will publish its procedure for appointing members will be documented in the GNSO Operating Procedures. | |

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| 16. | **SECTION 17.3 CSC CHARTER; PERIODIC REVIEW** (b) The effectiveness of the CSC shall be reviewed two years after the first meeting of the CSC; and then every three years thereafter. The method of review will be determined by the ccNSO and GNSO | GNSO Council may approve effectiveness review resolution by majority of each house. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The decision to approve the effectiveness review will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions**:<br>• How this review is to be conducted as well as the timeline is to be discussed and coordinated with the ccNSO. Following agreement on the process and timeline, this could eventually be documented as part of the GNSO Operating Procedures or as a standalone document. | |
| 17. | (c) The CSC Charter shall be reviewed by a committee of representatives from the ccNSO and the Registries Stakeholder Group selected by such organizations. This review shall commence one year after the first meeting of the CSC. Thereafter, the CSC Charter shall be reviewed by such committee of representatives from the ccNSO and the Registries Stakeholder Group selected by such organizations at the | GNSO Council may approve amendments by majority of each house.<br><br>PROCESS NOTES: GNSO is one of the bodies that is to request the formation of committee comprised of ccNSO and RySG representatives, to review CSC Charter. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The decisions to request a periodic CSC Charter review (following the first required review) and appoint a review committee will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. This threshold is also specified in Bylaws | **Assumption**:<br>• There is a distinction between requesting that the Charter be reviewed after the first such review, forming the Charter review committee, and approving any amendments following a review (see Bylaws Section 17). | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | request of the CSC, ccNSO, GNSO, the Board and/or the PTI Board and/or by an IFRT in connection with an IFR. | | Section 17.3(d). | | |
| 18. | (d) Amendments to the CSC Charter shall not be effective unless ratified by the vote of a simple majority of each of the ccNSO and GNSO Councils pursuant to each such organizations' procedures. Prior to any action by the ccNSO and GNSO, any recommended changes to the CSC Charter shall be subject to a public comment period | The DT notes that Sec 17.3 requires "simple majority of … GNSO Council", and suggests that GNSO Operating Procedures define that as a majority of Council, or a majority of each house. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The decision to approve amendments to the CSC charter will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions**: <br>• The reference to simple majority of GNSO Council refers to the default voting threshold of simple majority of each house. <br>• Coordination with the ccNSO in relation to any possible amendments is anticipated. | |
| 19. | **ARTICLE 18 IANA NAMING FUNCTION REVIEWS SECTION 18.2 FREQUENCY OF PERIODIC IFRS** (c) In the event a Special IFR is ongoing at the time a Periodic IFR is required to be convened under this Section 18.2, the Board shall cause the convening of the Periodic IFR to be delayed if such delay is approved by the vote of (i) a supermajority of the ccNSO Council … and (ii) a | No recommended action, noting that GNSO Supermajority is defined in Bylaws: " (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." | See #11 | See #11 | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | GNSO Supermajority. | | | | |
| 20. | **SECTION 18.6 RECOMMENDATION TO AMEND THE IANA NAMING FUNCTION CONTRACT, IANA NAMING FUNCTION SOW OR CSC CHARTER**<br><br>(b) (i) The IFR Recommendation becomes effective if it has been approved by the vote of … and (B) a GNSO Supermajority. | No recommended action, noting that GNSO Supermajority is defined in Bylaws:<br>" (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." | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws*** | **Assumptions**:<br>• In those instances where there is a reference to GNSO Supermajority, there is no need to add the voting threshold to section 11.3 as a GNSO Supermajority is already a defined term. | |
| 21. | **SECTION 18.7 COMPOSITION OF IFR REVIEW TEAMS**<br>Each GNSO SG can appoint one member (except that the RySG may appoint two). One of the two IFRT co-chairs is to be appointed "by the GNSO" from among the members appointed by the different stakeholder groups or constituencies in the GNSO. There is also the possibility of "other participants" that cannot vote. | Each GNSO Stakeholder Group designates its own review team members: 2 from RySG; 1 from RrSG; 1 from CSG; 1 from NCSG.<br><br>GNSO Council approves the GNSO co-chair on IFRT from among the 6 GNSO reps, by majority of each house. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The decision to approve the GNSO Co-chair on the IFRT among the 5 GNSO reps will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumption**:<br>• There is no role here for the GNSO Standing Selection Committee as appointments are directly made by the SGs (this will need to be made clear in the charter for the GNSO Standing Selection Committee)<br>• Each SG will publish the procedures for making appointments in its respective operating procedures.<br>• The reference to "6" GNSO reps should | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | | | | read "5". | |
| 22. | **SECTION 18.12 SPECIAL IFRS** (a) A Special IFR may be initiated outside of the cycle for the Periodic IFRs to address any deficiency, problem or other issue that has adversely affected PTI's performance under the IANA Naming Function Contract and IANA Naming Function SOW [under] the following conditions: (i) The Remedial Action Procedures of the CSC set forth in the IANA Naming Function Contract shall have been followed and failed to correct the PTI Performance Issue and the outcome of such procedures shall have been reviewed by the ccNSO and GNSO according to each organization's respective operating procedures; (ii) The IANA Problem Resolution Process set forth in the IANA Naming Function Contract shall have been followed and failed to correct the PTI Performance Issue and the | Required review by GNSO shall be determined by majority of each house. GNSO Supermajority, as defined in Bylaws: " (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." | See #11 | **Assumptions:** • In those instances where there is a reference to GNSO Supermajority, there is no need to add the voting threshold to section 11.3 as a GNSO Supermajority is already a defined term. • For (a) there needs to be a process for revising the procedures and outcomes (i) and (ii) and then a consultation process developed with the ccNSO on whether to initiate the IFR. Only then the threshold comes into play. - For the review referenced in ii, the GNSO has processes available such as the GIP it could use. | . |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | outcome of such process **shall have been reviewed by the ccNSO and GNSO according to each organization's respective operating procedures;** (iii) The ccNSO and GNSO shall have considered the outcomes of the processes set forth in the preceding clauses (i) and (ii) and shall have conducted meaningful consultation with the other SO/ACs with respect to the PTI Performance Issue and whether or not to initiate a Special IFR; and (iv) After a public comment period … if a public comment period is requested by the ccNSO and the GNSO, a Special IFR shall have been approved by the vote of (A) a **supermajority** of the ccNSO Council and (B) a GNSO Supermajority. (c) A recommendation of an IFRT for a Special IFR shall only become effective if, with respect to each such recommendation, each of | | | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | the following occurs: (i) The Special IFR Recommendation has been approved by the vote of (A) a supermajority of the ccNSO Council  and (B) a GNSO Supermajority. | | | | |
| 23. | **ARTICLE 19 IANA NAMING FUNCTION SEPARATION PROCESS SECTION 19.1 ESTABLISHING AN SCWG** (b) The Board shall establish an SCWG if each of the following occurs:  (ii) The SCWG Creation Recommendation has been approved by the vote of (A) a supermajority of the ccNSO Council … and (B) a GNSO Supermajority; | No recommended action, noting that GNSO Supermajority is defined in Bylaws: " (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." | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws* | **Assumptions:** In those instances where there is a reference to GNSO Supermajority, there is no need to add the voting threshold to section 11.3 as a GNSO Supermajority is already a defined term. | |
| 24. | **SECTION 19.4 SCWG RECOMMENDATIONS** (b) ICANN shall not implement an SCWG recommendation (including an SCWG recommendation to issue an IANA Naming Function RFP) unless, with respect to each such recommendation (each, an "**SCWG Recommendation**"), each of the following occurs: | No recommended action, noting that GNSO Supermajority is defined in Bylaws: " (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." | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws* | **Assumptions:** In those instances where there is a reference to GNSO Supermajority, there is no need to add the voting threshold to section 11.3 as a GNSO Supermajority is already a defined term. | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | (i) The SCWG Recommendation has been approved by the vote of (A) a supermajority of the ccNSO and (B) a GNSO Supermajority. | | | | |
| 25. | **SECTION 19.6 ELECTION OF CO-CHAIRS AND LIAISONS** (a) The SCWG shall be led by two co-chairs: one appointed by the GNSO from one of the members appointed pursuant to clauses (iii)-(vi) of Section 19.5(a) and one appointed by the ccNSO from one of the members appointed pursuant to clauses (i)-(ii) of Section 19.5(a). | Each GNSO Stakeholder Group designates its own review team members: 3 from RySG; 1 from RrSG; 1 from CSG; 1 from NCSG. (per 19.5 a)\n\nGNSO Council approves the GNSO co-chair on SCWG from among the 6 GNSO reps, by majority of each house. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The decision to approve the GNSO Co-chair on the SCWG from among the 6 GNSO reps will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumption**:\n• There is no role here for the GNSO Standing Selection Committee as appointments are directly made by the SGs (this will need to be made clear in the charter for the GNSO Standing Selection Committee)\n• Each SG will publish the procedures for making appointments in its respective operating procedures. | |
| 26. | **SECTION 22.7 INSPECTION** (a) A Decisional Participant may request to inspect the accounting books and records of ICANN, as interpreted pursuant to the provisions of Section 6333 of the CCC, and the | Any GNSO Stakeholder Group or Constituency may request ICANN document inspection. This request would be automatically communicated by the GNSO's Decisional Participant representative, | Add new voting thresholds for the following action by GNSO Council to section 11.3.i of the ICANN Bylaws:\n• GNSO Council to request ICANN document inspection – ¼ of each house or | **Assumption**:\n• Communication will be relayed by the GNSO Secretariat to ICANN requesting an inspection as a Decisional Participant, on behalf of the | t |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | minutes of the Board or any Board Committee for a purpose reasonably related to such Inspecting Decisional Participant's interest as a Decisional Participant in the EC. | and would not require action by GNSO Council[3]. <br><br> In addition, GNSO Council may request ICANN document inspection, with approval by 1/4 of each House or majority of one House. | majority of one house <br><br> Update the GNSO Operating Procedures section 4.9 (consent agenda) to clarify that a request for a petition may be requested by any GNSO SG/C to be added to the consent agenda without the ability to deny this request nor the ability for anyone to remove this item from the consent agenda unless requested by the original requestor. | GNSO. <br><br> • Any GNSO Stakeholder Group or Constituency may initiate the GNSO's submission of a document inspection request. All such requests shall be considered as part of the GNSO Council's Consent Agenda. Such a Consent Agenda item shall not be subject to the rule in Section 4.9 of the GNSO Operating Procedures that it may be removed from the Consent Agenda at the request of a GNSO Council member. | |
| 27. | (e) If the Inspecting Decisional Participant believes that ICANN has violated the provisions of | The requesting Constituency or SG may decide whether to seek the remedy.[4] | Add new voting thresholds for the following action by GNSO Council to section 11.3.i of the ICANN Bylaws: | | |

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[3] Staff pointed out that granting of an inspection right directly to a Stakeholder Group or Constituency, without any requirement that it pass through the Decisional Participant (here, the GNSO) seems to run afoul of Section 22.7(d), which specifically limits this right: "The inspection rights provided to the Decisional Participants are granted to the Decisional Participants and are not granted or available to any other person or entity." As a result, staff advised that action be required at the GNSO level to confirm that any request issued in the GNSO name meets the specific form and requirements set out in Section 22.7 as a whole. The DT agreed with this comment and as a result clarified that a petition would require an action from the GNSO Council as part of the consent agenda, with the inability to remove such an item from the Council agenda by any other Council member than the original requestor.

[4] See footnote 3. The DT agreed to clarify this recommendation as follows: The requesting GNSO Stakeholder Group or Constituency may decide whether to seek the remedy e(ii) and e(iii), and Council must approve this decision by ¼ of each House or majority of one House. For the other remedies identified, the same procedure as identified under footnote 3 will be followed.

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | this Section 22.7, the Inspecting Decisional Participant may seek one or more of the following remedies: (i) appeal such matter to the Ombudsman and/or the Board for a ruling on the matter, (ii) initiate the Reconsideration Request process in accordance with Section 4.2, (iii) initiate the Independent Review Process in accordance with Section 4.3, or (iv) petition the EC to initiate (A) a Community Independent Review Process pursuant to Section 4.3 of Annex D or (B) a Board Recall Process pursuant to Section 3.3 of Annex D. | If Council was the requesting entity, Council may seek review with approval by 1/4 of each House or majority of one House. | • SG/C to request inspection remedy e(ii) and e(iii)<br>• GNSO Council to request inspection remedy, if it was the requesting entity – ¼ of each house or majority of one house<br>• Update the GNSO Operating Procedures section 4.9 (consent agenda) to clarify that a request for a petition remedy that does not concern e(ii) or e(iii) may be requested by any GNSO SG/C to be added to the consent agenda without the ability to deny this request nor the ability for anyone to remove this item from the consent agenda unless requested by the original requestor. | | |
| 28. | **SECTION 22.8 INDEPENDENT INVESTIGATION** If three or more Decisional Participants deliver to the | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** The action requested will be put | **Assumption**:<br>• The DT's reference to the EC may be an oversight as the Bylaws do not require | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | Secretary a joint written certification from the respective chairs of each Decisional Participant that the constituents of such Decisional Participants have, pursuant to the internal procedures of such Decisional Participants, determined that there is a credible allegation that ICANN has committed fraud or that there has been a gross mismanagement of ICANN's resources,… [excerpt] | | before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | that this action go through the EC Administration.<br>• Where the GNSO receives a request from another Decisional Participant to consider joining such a certification, deliberations on whether to do so will take place within the GNSO SG/Constituencies and at Council level (where a vote will be taken on a final decision) in accordance with existing practice and procedures. | |
| 29. | **SECTION 25.2 AMENDMENTS TO FUNDAMENTAL BYLAWS & ARTICLES OF INCORPORATION**<br>25.2(b) a Fundamental Bylaw or the Articles of Incorporation may be altered, amended, or only upon approval by a three-fourths vote of all Directors and the approval of the EC as set forth in this Section 25.2. | GNSO representative on the EC will act in accord with instructions approved by GNSO Supermajority | **Add new voting threshold** for the following action by GNSO Council to section 11.3.i of the ICANN Bylaws:<br><br>• Amendments to Fundamental Bylaws & Articles of Incorporation -- GNSO Supermajority. | **Assumptions:**<br>The motion should include direction to forward to EC Administration, which will just tally the votes to determine if the overall EC threshold is met. There is no specific additional role for the EC Administration or for the GNSO representative to the EC Administration. | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| 30. | **ARTICLE 26 SALE & DISPOSITION OF ICANN ASSETS** 26(a) ICANN may consummate a transaction or series of transactions that would result in the sale or disposition of all or substantially all of ICANN's assets (an "Asset Sale") only upon approval by a three-fourths vote of all Directors and the approval of the EC as set forth in this Article 26. | GNSO representative on the EC will act in accord with instructions approved by GNSO Supermajority. | **Add new voting threshold** for the following action by GNSO Council to section 11.3.i of the ICANN Bylaws: <ul><li>Approval of Sale & Disposition of ICANN Assets -- GNSO Supermajority.</li></ul> | **Assumptions:** The motion should include direction to forward to EC Administration, which will just tally the votes to determine if the overall EC threshold is met. There is no specific additional role for the EC Administration or for the GNSO representative to the EC Administration. | |
| 31. | **ANNEX D EC MECHANISM SECTION 1.2 APPROVAL PROCESS** Regarding: Fundamental Bylaw Amendments Articles Amendments Asset Sales Following the delivery of a Board Notice for an Approval Action by the Secretary to the EC, the Decisional Participants shall promptly inform their constituents of the delivery of the Approval Action Board Notice. | GNSO notification, but no decision. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* Communication will be made by the GNSO Secretariat. | **Assumption:** The existing methods for the GNSO to send a communication or notice via the Council will suffice. | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| 32. | **SECTION 1.3 APPROVAL ACTION COMMUNITY FORUM**<br><br>1.3(a) ICANN shall, at the direction of the EC Administration, convene a forum at which the Decisional Participants and interested parties may discuss the Approval Action. | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* Any action to be requested of the EC by the GNSO representative will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | | |
| 33. | **1.3(b)** If the EC Administration requests a publicly-available conference call by providing a notice to the Secretary, ICANN shall, at the direction of the EC Administration, schedule such call prior to any Approval Action Community Forum, and inform the Decisional Participants of the date, time and participation methods of such conference call. | GNSO notification, but no decision.<br><br>In any decision, the GNSO representative on the EC will act in accord with instructions approved by majority of each house. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* Any action requested of the EC through the GNSO representative will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions:**<br>The GNSO Council may wish to consider the following item as inputs to the EC Administration: Does the GNSO believe that a conference call will be appropriate? If so, they can direct the EC Admin rep to request one. (community conversation should take place to determine how many members of the EC Admin are required to convene the conference call.) | |
| 34. | **(f)** ICANN and any SO or AC (including Decisional Participants) may deliver to the EC Administration | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* Any | **Assumptions:**<br>This item is not about GNSO as a participant in the EC. This item is about | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | its views and questions on the Approval Action prior to the convening of and during the Approval Action Community Forum. | | decision by the GNSO as a Decisional Participant will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | how the GNSO will develop inputs (views and questions) for consideration at the Community Forum. Once that process is agreed, then whatever is produced is sent for information and posting. This should not focus on any action by the EC Admin Rep. | |
| 35. | **1.3(i)** During the Approval Action Community Forum Period, an additional one or two Community Forums may be held at the discretion of the Board or the EC Administration. | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** Any action requested of the EC by the GNSO representative will be put before the GNSO Council as a motion for consideration. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumption:** The GNSO will need to determine how it communicates to the EC Administration that it thinks another community forum is of use, as well as determine what is the community coordination requirement on that. | |
| 36. | **SECTION 1.4 DECISION WHETHER TO APPROVE AN APPROVAL ACTION** Regarding: <br> - Fundamental Bylaw Amendments | GNSO representative on the EC will act in accord with instructions approved by GNSO Supermajority[5] | **Add new voting threshold** for the following action by GNSO Council to section 11.3.i of the ICANN Bylaws: <br><br> • Approval of an | **Assumptions:** This is a notification to the EC Admin as a whole for tallying. | |

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[5] The DT confirmed that this should be read as 'The GNSO rep on the EC Administration will convey the decision of the GNSO to the EC Administration'.

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | - Articles Amendments<br>- Asset Sales | | Approval Action regarding Fundamental Bylaw amendments, Articles amendments or Asset Sales - GNSO Supermajority. | | |
| 37. | **SECTION 2.2 PETITION PROCESS FOR SPECIFIED ACTIONS**<br>**(b)** During the period beginning on the Rejection Action Board Notification Date and ending on the 21st day after the Rejection Action Board Notification Date, subject to the procedures and requirements developed by the applicable Decisional Participant, an individual may submit a petition to a Decisional Participant, seeking to reject the Rejection Action and initiate the Rejection Process (a "**Rejection Action Petition**").<br>**(c)** A Decisional Participant that has received a Rejection Action Petition | GNSO representative on the EC will act in accord with instructions approved by majority of each house.[6] | **Addition to the GNSO Operating Procedures** 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 submitted by an individual must be submitted through a GNSO Stakeholder Group or Constituency to the GNSO Council. For this purpose, each GNSO Stakeholder Group and Constituency | | |

[6] Following consultations with the DT in relation to the timing prescribed by the ICANN Bylaws as well as the requirement to allow individuals to submit a petition, it was agreed that a specific waiver should be included to allow for the GNSO to act within the timeframes prescribed in the ICANN Bylaws for these specific actions as well as provide additional clarification that rules for the submission of petitions by individuals are to be developed by each GNSO Stakeholder Group and/or Constituency.

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | shall either accept or reject such Rejection Action Petition; provided that a Decisional Participant may only accept such Rejection Action Petition if it was received by such Decisional Participant during the Rejection Action Petition Period. (i) If, in accordance with the requirements of Section 2.2(c) of this Annex D, a Decisional Participant accepts a Rejection Action Petition during the Rejection Action Petition Period, the Decisional Participant shall promptly provide …written notice of such acceptance | | must develop clear rules for the submission of such petitions, including any requirements for the criteria to be included in a petition. These rules would be added to the GNSO Operating Procedures as an annex once available.<br><br>GNSO Council action on the receipt, acceptance or rejection of a Rejection Action Petition will be put before the GNSO Council as a motion for consideration. The motion must be framed as a petition, and include the Bylaws-required rationale. Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold and as such does not require any further change. | | |
| 38. | **(d)** Following the delivery of a Rejection Action Petition Notice to the EC Administration pursuant to Section 2.2(c)(i) of this Annex D, the Rejection Action Petitioning | GNSO representative on the EC will act in accord with instructions approved by majority of each house.<br><br>PROCESS NOTES:<br>(d) Contact EC | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** All decisions (including whether to support a Rejection Action Petition) | **Assumptions**:<br>• A template to be developed for a Rejection Action Supporting Petition which will include the following information: | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | Decisional Participant shall contact the EC Administration and the other Decisional Participants to determine whether any other Decisional Participants support the Rejection Action Petition.<br>(i) If the Rejection Action Petitioning Decisional Participant obtains the support of at least one other Decisional Participant (a "**Rejection Action Supporting Decisional Participant**") … the Rejection Action Petitioning Decisional Participant shall provide written notice, to include: (A) a supporting rationale in reasonable detail;<br> (C) a statement as to whether or not the Rejection Action Petitioning Decisional Participant and/or the Rejection Action Supporting Decisional Participant requests that ICANN organize a conference call prior to the Rejection Action Community Forum for the | Administration and other Decisional Participants to determine whether any others support.<br>(i) Providing written notice to the EC Administration, other Decisional Participant and Secretary.<br>(A) Supporting rationale.<br>(B) Contact information.<br>(C) Statement re: conference call.<br>(D) Statement re: forum.<br>(E) Citing PDP Standard Bylaw Statement. | will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | (A) Supporting rationale, (B) Contact information, (C) Statement re: conference call, (D) Statement re: forum, (E) Citing PDP Standard Bylaw Statement.<br><br>• The first part of this process is only triggered if the GNSO received a petition and accepts it according to its procedures. Notice of acceptance must include rationale, etc. as set forth in 2.2ciA. Then the GNSO will need to determine the process that it would follow to become a Supporting Decisional Participant if it receives notice of a petition from another DP.<br>• The GNSO will also need processes to identify its representative for purpose of the petition to act as a liaison and how it will | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | community to discuss the Rejection Action Supported Petition; (D) a statement as to whether the Rejection Action Petitioning and Supporting Decisional Participants have determined to hold the Rejection Action Community Forum during the next scheduled ICANN public meeting. (E) a PDP Standard Bylaw Statement | | | provide direction to that person. | |
| 39. | **SECTION 2.3 REJECTION ACTION COMMUNITY FORUM** **2.3(a)** If the EC Administration receives a Rejection Action Supported Petition under Section 2.2(d) of this Annex D during the Rejection Action Petition Support Period, ICANN shall, at the direction of the EC Administration, convene a forum at which the Decisional Participants and interested parties may discuss the Rejection Action Supported Petition | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* | **Assumptions:** • If there is a supported petition, the need for a community forum is automatic. • The GNSO can consider how it wishes to organize its representation and participation at the Community Forum. | |
| 40. | **(f)** ICANN and any SO or AC may deliver to the EC | GNSO representative on the EC will act in accord with | *No new procedures or changes to the GNSO* | **Assumption:** • EC will need to decide | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | Administration in writing its views and questions on the Rejection Action Supported Petition prior to the convening of and during the Rejection Action Community Forum. | instructions approved by majority of each house. | ***Operating Procedures and/or ICANN Bylaws.*** Any GNSO views or questions, and any action requested of the EC Administration through the GNSO representative, will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | on process for receiving and processing submissions; however, this section is not about GNSO participation in the EC, it is about how the GNSO will develop its inputs (views and questions) for consideration at the Community Forum. Once that process is agreed, then whatever is produced is sent for information and posting.<br>• GNSO will use existing practices and processes for collecting views and questions. | |
| 41. | **(h)** If the Rejection Action Petitioning and Supporting Decisional Participants for a Rejection Action Supported Petition agree before, during or after the Community Forum that the issue  has been resolved, such Rejection Action Supported Petition shall be deemed withdrawn | GNSO representative on the EC will act in accord with instructions approved by majority of each house<br><br>PROCESS NOTES: For the avoidance of doubt, the Rejection Action Community Forum is not a decisional body and the foregoing resolution process shall be handled | ***No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.*** | **Assumptions:**<br>Further details may need to be developed in relation to how the GNSO determines that an issue is resolved if they are a petitioner or supporting decisional participant. | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | | | pursuant to the *internal procedures of the Rejection Action Petitioning Decisional Participant and the Rejection Action Supporting Decisional Participant(s).* | | |
| 42. | **(i)** During the Rejection Action Community Forum Period, an additional one or two Rejection Action Community Forums may be held at the discretion of a Rejection Action Petitioning and Supporting Participant or the EC Administration | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* Any request for additional Forums, and any action requested of the EC by the GNSO representative, will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumption:** The GNSO will need to determine how it communicates to the EC Administration that it thinks another community forum is of use, as well as determine what is the community coordination requirement on that. | |
| 43. | **SECTION 2.4 DECISION WHETHER TO REJECT A REJECTION ACTION** (a) Following the expiration of the Rejection Action Community Forum Period, with respect to each Rejection Action Supported Petition, each Decisional Participant shall inform the EC | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* All decisions will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN | **Assumptions:** This is not an action requested of the EC. This is a vote by the GNSO as a Decisional Participant as to whether it supports the action or not. Once the action is taken, it is forwarded to the EC Administration solely for tallying against the | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | Administration in writing as to whether such Decisional Participant (i) supports such Rejection Action Supported Petition and has determined to reject the Rejection Action , (ii) objects to such Rejection Action Supported Petition or (iii) has determined to abstain from the matter (which shall not count as supporting or objecting to such Rejection Action Supported Petition) | | Bylaws is the default voting threshold. | relevant threshold. | |
| 44. | **SECTION 3.1 NOMINATING COMMITTEE DIRECTOR REMOVAL PROCESS** (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 a Director holding Seats 1 through 8 and | GNSO representative on the EC will act in accord with instructions approved by GNSO Supermajority. **[Note higher threshold.]**[7] | **Add new voting threshold** for the following action by GNSO Council to section 11.3.i of the ICANN Bylaws:<br><br>• Approval of a petition to remove a director holding seats 1 through 8 – GNSO Supermajority<br><br>Note, the petition which is to be submitted in the form of a motion is expected to | **Assumptions:**<br>• Petitions are to be received in the form of a motion which is to be made by a GNSO Council member.<br>• If the petition does not meet the GNSO Supermajority threshold, the petition is considered rejected.<br>• The steps as outlined in the Bylaws are to be followed, factoring in | |

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[7] Following consultations with the DT in relation to the timing prescribed by the ICANN Bylaws as well as the requirement to allow individuals to submit a petition, it was agreed that a specific waiver should be included to allow for the GNSO to act within the timeframes prescribed in the ICANN Bylaws for these specific actions as well as provide additional clarification that rules for the submission of petitions by individuals are to be developed by each GNSO Stakeholder Group and/or Constituency.

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | initiate the Nominating Committee Director Removal Process ("**Nominating Committee Director Removal Petition**"). Each Nominating Committee Director Removal Petition shall set forth the rationale upon which such individual seeks to remove such Director. (b) During the period beginning on the date that the Decisional Participant received the Removal Petition and ending on the 21st day after, the Decisional Participant that has received a Nominating Committee Director Removal Petition shall either accept or reject such Nominating Committee Director Removal Petition; (i) the Nominating Committee Director Removal Petitioning Decisional Participant must obtain the support of at least one other Decisional Participant ... Each Decisional Participant shall | | include the information as required per the ICANN Bylaws. **Addition to the GNSO Operating Procedures** to 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 process submitted by an individual must be submitted directly to the GNSO Council. For this purpose, the GNSO Council will develop a clear process and rules for the submission of such petitions, including any requirements for the criteria to be included in a petition. These rules would be added to the GNSO Operating Procedures as an | the customary GNSO practices and procedures. | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | provide a written notice to the EC Administration, the other Decisional Participants and the Secretary, to include: (A) a supporting rationale in reasonable detail; (C) a statement as to whether or not the Nominating Committee Director Removal Petitioning and/or supporting Decisional Participant requests that ICANN organize a conference call prior to the Nominating Committee Director Removal Community Forum for the community to discuss the Nominating Committee Director Removal Supported Petition; and (f) Following the expiration of the Nominating Committee Director Removal Community Forum Period, each Decisional Participant shall inform the EC Administration in writing as to whether such Decisional Participant (i) supports such Nominating Committee Director | | annex once available.. Note, in relation to 1), due to the added requirement here for a dialogue with the affected Director, to take place during the 21-day petitioning period, the Operating Procedures would make clear that any expedited Council vote should not take place before this dialogue (or a reasonable opportunity for one) has taken place. | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | Removal Supported Petition, (ii) objects to such Nominating Committee Director Removal Supported Petition or (iii) has determined to abstain from the matter (which shall not count as supporting or objecting to the Nominating Committee Director Removal Supported Petition), | | | | |
| 45. | **SECTION 3.2 SO/AC DIRECTOR REMOVAL PROCESS** (a) Subject to the procedures and requirements developed by the applicable Decisional Participant, an individual may submit a petition to the ASO, ccNSO, GNSO or At-Large Community (as applicable, the "**Applicable Decisional Participant**") seeking to remove a Director who was nominated by that Supporting Organization or | GNSO will determine in its procedures how to satisfy the ¾ threshold required in Bylaws Annex D Section 3.2(f) "three-quarters majority as determined pursuant to the internal procedures of the Applicable Decisional Participant". **Five DT members believe that voting would occur only in the House that nominated the director, while other DT members said the entire GNSO** | **Add new voting threshold** for the following action by GNSO Council to section 11.3.i of the ICANN Bylaws: • Approval of a petition to remove a director holding seats 13 or 14 - three-quarters of the House that appointed that Director. Note, the petition which is to be submitted by a member of the House that appointed the director, is expected to be in the form | **Assumptions:** • The steps as outlined in the Bylaws are to be followed, factoring in the customary GNSO practices and procedures. | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | the At-Large Community in accordance with Section 7.2(a) of the Bylaws, and initiate the SO/AC Director Removal<br>(b) During the 21 day period, the Applicable Decisional Participant shall either accept or reject such SO/AC Director Removal Petition pursuant to the internal procedures of the Applicable Decisional Participant.<br> (i) If the Applicable Decisional Participant accepts an SO/AC Director Removal Petition, the Applicable Decisional Participant shall, within twenty-four (24) hours of the Applicable Decisional Participant's acceptance of the SO/AC Director Removal Petition, provide written notice ("**SO/AC Director Removal Petition Notice**") of such | **should vote on this decision.**[8] [9] | of a motion and to include the information as required per the ICANN Bylaws.<br><br>**Addition to the GNSO Operating Procedures** to 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 process submitted by an individual must be submitted directly to the GNSO Council. For this purpose, the GNSO Council will develop a clear process | | |

[8] The DT clarified in subsequent discussions that the approval of a petition for the removal of a director appointed by the GNSO would at a minimum need to be supported by ¾ of the house that appointed the director. Furthermore, the petition would need to be submitted by a member of the house that appointed the director in order to be considered.

[9] Following consultations with the DT in relation to the timing prescribed by the ICANN Bylaws as well as the requirement to allow individuals to submit a petition, it was agreed that a specific waiver should be included to allow for the GNSO to act within the timeframes prescribed in the ICANN Bylaws for these specific actions as well as provide additional clarification that rules for the submission of petitions by individuals are to be developed by each GNSO Stakeholder Group and/or Constituency.

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | acceptance. Such SO/AC Director Removal Petition Notice shall include:<br>(A) a supporting rationale in reasonable detail;<br>(B) contact information for at least one representative who has been designated by the Applicable Decisional Participant who shall act as a liaison with respect to the SO/AC Director Removal Petition;<br>(C) a statement as to whether or not the Applicable Decisional Participant requests that ICANN organize a publicly-available conference call prior to the SO/AC Director Removal Community Forum (as defined in Section 3.2(d) of this Annex D) for the community to discuss the SO/AC Director Removal Petition; and<br>(D) a statement as to whether the Applicable Decisional Participant has determined to hold the SO/AC Director Removal Community Forum during the next scheduled ICANN public meeting. | | and rules for the submission of such petitions, including any requirements for the criteria to be included in a petition. These rules would be added to the GNSO Operating Procedures as an annex once available. | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | The SO/AC Director Removal Process shall thereafter continue for such SO/AC Director Removal Petition pursuant to Section 3.2(d) of this Annex D. … (f) Following the expiration of the SO/AC Director Removal Comment Period, …the Applicable Decisional Participant shall inform the EC Administration as to whether the Decisional Participant has support for the SO/AC Director Removal Petition of a three-quarters majority as determined pursuant to the internal procedures of the Applicable Decisional Participant. | | | | |
| 46. | **SECTION 3.3 BOARD RECALL PROCESS** (a) Subject to the procedures and requirements developed by the applicable Decisional Participant, an | GNSO representative on the EC will act in accord with instructions approved by GNSO supermajority. **[Note higher threshold.]** [10] | **Add new voting threshold** for the following action by GNSO Council to section 11.3.i of the ICANN Bylaws: - Approval of Board | **Assumptions** • Petitions are to be received in the form of a motion which is to be made by a GNSO Council member • If the petition does | |

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[10] Following consultations with the DT in relation to the timing prescribed by the ICANN Bylaws as well as the requirement to allow individuals to submit a petition, it was agreed that a specific waiver should be included to allow for the GNSO to act within the timeframes prescribed in the ICANN Bylaws for these specific actions as well as provide additional clarification that rules for the submission of petitions by individuals are to be developed by each GNSO Stakeholder Group and/or Constituency.

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | 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 <u>Section 3.3</u> of this <u>Annex D</u> is referred to herein as the "**Board Recall Process**." (b) A Decisional Participant that has received a Board Recall Petition shall either accept or reject such Board Recall Petition during the period | | recall petition – GNSO Supermajority<br><br>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.<br><br>**Addition to the GNSO Operating Procedures** to 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 process submitted by an individual must be submitted directly to the GNSO Council. For this purpose, the GNSO Council will develop a clear process and rules for the submission | not meet the GNSO Supermajority threshold, the petition is considered rejected.<br>• The steps as outlined in the Bylaws are to be followed, factoring in the customary GNSO practices and procedures. | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | 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) on the date that is the 21st day after the Board Recall Petition Date (the "**Board Recall Petition Period**"). (i) If, in accordance with Section 3.3(b) of this Annex D, a Decisional Participant accepts a Board Recall Petition during the Board Recall Petition Period (such Decisional Participant, the "**Board Recall Petitioning Decisional Participant**"), the Board Recall Petitioning Decisional Participant shall, within twenty-four (24) hours of the expiration of its acceptance of the Board Recall Petition, provide written notice ("**Board Recall Petition Notice**") of such acceptance to the EC Administration, the other Decisional Participants and | | of such petitions, including any requirements for the criteria to be included in a petition. These rules would be added to the GNSO Operating Procedures as an annex once available. | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | the Secretary. <br> (c) EC Administration and the other Decisional Participants to determine whether any other Decisional Participants support the Board Recall Petition. <br> (i) If the Board Recall Petitioning Decisional Participant obtains the support of at least two other Decisional Participants .. provide notice: <br> (A) a supporting rationale in reasonable detail; <br> (C) a statement as to whether or not the Board Recall Petitioning and/or Supporting Decisional Participants want a conference call prior to the Board Recall Board Recall Community Forum; and <br> (D) a statement as to whether the Board Recall Petitioning Decisional and Supporting Participants have determined to hold the Board Recall Community Forum during the next scheduled ICANN public meeting. <br> … | | | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | (v) ICANN and any Supporting Organization or Advisory Committee (including Decisional Participants) may deliver to the EC Administration in writing its views and questions on the Board Recall Supported Petition prior to the convening of and during the Board Recall Community Forum .Each Decisional Participant shall inform the EC Administration 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), | | | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| 47. | **SECTION 4.1 MEDIATION INITIATION**<br>(a) If the Board refuses or fails to comply with a decision by the EC delivered to the Secretary pursuant to an EC Approval Notice, EC Rejection Notice, Nominating Committee Director Removal Notice, SO/AC Director Removal Notice or EC Board Recall Notice pursuant to and in compliance with Article 1, Article 2 or Article 3 of this Annex D, or rejects or otherwise does not take action that is consistent with a final IFR Recommendation, Special IFR Recommendation, SCWG Creation Recommendation or SCWG Recommendation, as applicable (each, an "**EC Decision**"), the EC Administration representative of any Decisional Participant who supported the exercise by the EC of its rights in the applicable EC Decision during the applicable decision period may | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* Any request that the EC Administration initiate a Mediation, to be made through the GNSO representative, will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | See notes in #5, above. | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | request that the EC initiate mediation with the Board in relation to that EC Decision as contemplated by Section 4.7 of the Bylaws | | | | |
| 48. | **SECTION 4.2 COMMUNITY IRP** (a) After completion of a Mediation under Section 4.7 of the Bylaws, the EC Administration representative of any Decisional Participant who supported the exercise by the EC of its rights in the applicable EC Decision during the applicable decision period may request that the EC initiate a Community IRP (a "**Community IRP Petitioning Decisional Participant**"), as contemplated by Section 4.3 of the Bylaws, by delivering a notice to the EC Administration and the Decisional Participants requesting the initiation of a Community IRP ("**Community IRP Petition**"). The Community IRP Petitioning Decisional Participant shall forward such notice to the Secretary | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* Any action requested of the EC Administration by the GNSO representative will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the default voting threshold. | **Assumptions:** <br>• The steps as outlined in the Bylaws are to be followed, factoring in the customary GNSO practices and procedures. <br>• The GNSO to consider how it will develop the advice to its representative on the EC Administration. How the GNSO wishes to join a petition raised by a different Decisional Participant could be part of the same process. (see also other related items). | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | for ICANN to promptly post on the Website. The process set forth in this Section 4.2 of this Annex D as it relates to a particular Community IRP Petition is referred to herein as the "**Community IRP Initiation Process**." (b) Following the delivery of a Community IRP Petition to the EC Administration by a Community IRP Petitioning Decisional Participant pursuant to Section 4.2(a) of this Annex D (which delivery date shall be referred to herein as the "**Community IRP Notification Date**"), the Community IRP Petitioning Decisional Participant shall contact the EC Administration and the other Decisional Participants to determine whether any other Decisional Participants support the Community IRP Petition. (i) If the Community IRP Petitioning Decisional Participant obtains the support of at least one other Decisional Participant | | | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | … provide a written notice … Such Community IRP 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 Community IRP Petitioning Decisional Participant who shall act as a liaison with respect to the Community IRP Supported Petition; (C) a statement as to whether or not the Community IRP Petitioning Decisional Participant and/or the Community IRP Supporting Decisional Participant requests that ICANN organize a publicly-available conference call prior to the Community IRP Community Forum; (D) a statement as to whether the Community IRP Petitioning Decisional Participant and the Community IRP Supporting Decisional Participant have determined to hold the Community IRP Community Forum during the next | | | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | scheduled ICANN public meeting; <br>(E) where the Community IRP Supported Petition relates to a Fundamental Bylaw Amendment, a PDP Fundamental Bylaw Statement if applicable and, if so, the name of the Fundamental Bylaw Amendment PDP Decisional Participant; <br>(F) where the Community IRP Supported Petition relates to a Standard Bylaw Amendment, a PDP Standard Bylaw Statement if applicable and, if so, the name of the Standard Bylaw Amendment PDP Decisional Participant; and <br>(G) where the Community IRP Supported Petition relates to a policy recommendation of a cross community working group chartered by more than one Supporting Organization (**"CCWG Policy Recommendation"**), a statement citing the specific CCWG Policy Recommendation and related provision in the Community IRP Supported | | | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | Petition ("**CCWG Policy Recommendation Statement**"), and, if so, the name of any Supporting Organization that is a Decisional Participant that approved the CCWG Policy Recommendation("**CCWG Policy Recommendation Decisional Participant**"). … (v) ICANN and any SO/AC may deliver to the EC Administration its views and questions on the Community IRP Supported Petition prior to the convening of and during the Community IRP Community Forum. … (vii) If the Community IRP Petitioning Decisional Participant and each of the Community IRP Supporting Decisional Participants for the Community IRP Supported Petition **agree** before, during or after a Community IRP Community Forum that the issue raised in such Community IRP Supported Petition has been resolved, such Community IRP Supported | | | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | Petition shall be deemed withdrawn and the Community IRP Process with respect to such Community IRP Supported Petition will be terminated. … (d) Following the expiration of the Community IRP Community Forum Period, each Decisional Participant shall inform the EC Administration whether such Decisional Participant (i) supports such Community IRP Petition, (ii) objects to such Community IRP Petition or (iii) has determined to abstain from the matter | | | | |
| 49. | (a) Any Decisional Participant may request that the EC initiate a Reconsideration Request (a "**Community Reconsideration Decisional Participant**"), as contemplated by Section 4.2(b) of the Bylaws, by delivering a notice to the EC Administration and the other Decisional Participants, with a copy to the Secretary for ICANN to promptly post on the | GNSO representative on the EC will act in accord with instructions approved by majority of each house. | *No new procedures or changes to the GNSO Operating Procedures and/or ICANN Bylaws.* The request to the EC Administration through the GNSO representative will be put before the GNSO Council as a motion for consideration Threshold for approval is a simple majority vote of each house, which per Section 11.3-I of the ICANN Bylaws is the | **Assumptions:** <br>• The steps as outlined in the Bylaws are to be followed, factoring in the customary GNSO practices and procedures. <br>• Further consideration to be given to the standards internal to the GNSO in order to raise this to a decision and the process for doing so. | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | Website, requesting the review or reconsideration of an action or inaction of the ICANN Board or staff ("**Community Reconsideration Petition**"). A Community Reconsideration Petition must be delivered within 30 days after the occurrence of any of the conditions set forth in Section 4.2(g)(i)(A), (B) or (C) of the Bylaws.  In that instance, the Community Reconsideration Petition must be delivered within 30 days from the initial posting of the rationale. (b) Following the delivery of a Community Reconsideration Petition to the EC Administration … the Community Reconsideration Petitioning Decisional Participant shall contact the EC Administration and the other Decisional Participants to determine whether any other Decisional Participants support the Community Reconsideration Petition. The Community | | default voting threshold. | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
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| | Reconsideration Decisional Participant shall forward such communication to the Secretary for ICANN to promptly post on the Website.<br>(i) If the Community Reconsideration Petitioning Decisional Participant obtains the support of at least one other Decisional Participant … provide a written notice.  Such Community Reconsideration Supported Petition shall include:<br>(A) a supporting rationale in reasonable detail;<br> (C) a statement as to whether or not the Community Reconsideration Petitioning and/or Supporting Participant requests a conference call …for the community to discuss the Community Reconsideration Supported Petition; and<br>(D) a statement as to whether the Community Reconsideration Petitioning Decisional and Supporting Participants want to hold the Community | | | | |

| No. | Relevant Bylaw Section | DT Recommendation | Proposed language for Operating Procedures and/or Bylaws | Open issues / questions / assumptions | Legal Assessment |
|---|---|---|---|---|---|
| | Reconsideration Community Forum during the next scheduled ICANN public meeting. … (v) ICANN and any SO/AC may deliver to the EC its views and questions on the Community Reconsideration Supported Petition prior to the convening of and during the Community Reconsideration Community Forum. … (d) Following the expiration of the Community Reconsideration Community Forum Period… each Decisional Participant shall inform the EC Administration whether such Decisional Participant (i) supports such Community Reconsideration Petition, (ii) objects to such Community Reconsideration Petition or (iii) has determined to abstain from the matter | | | | |