Agenda

- **Part 1:** Rules for the ccNSO Membership

- **Part 2:** Conflict of Interest – ccNSO Internal Procedure
  - Chris Disspain (former ICANN Board member)
  - Marika Konings (GNSO)
  - Q&A
  - Polling

Rules for the
ccNSO Membership

Why do we need an update of the ccNSO Rules?

- Adopted in 2004

- Membership growth: 40 in 2004 to 172 in 2022
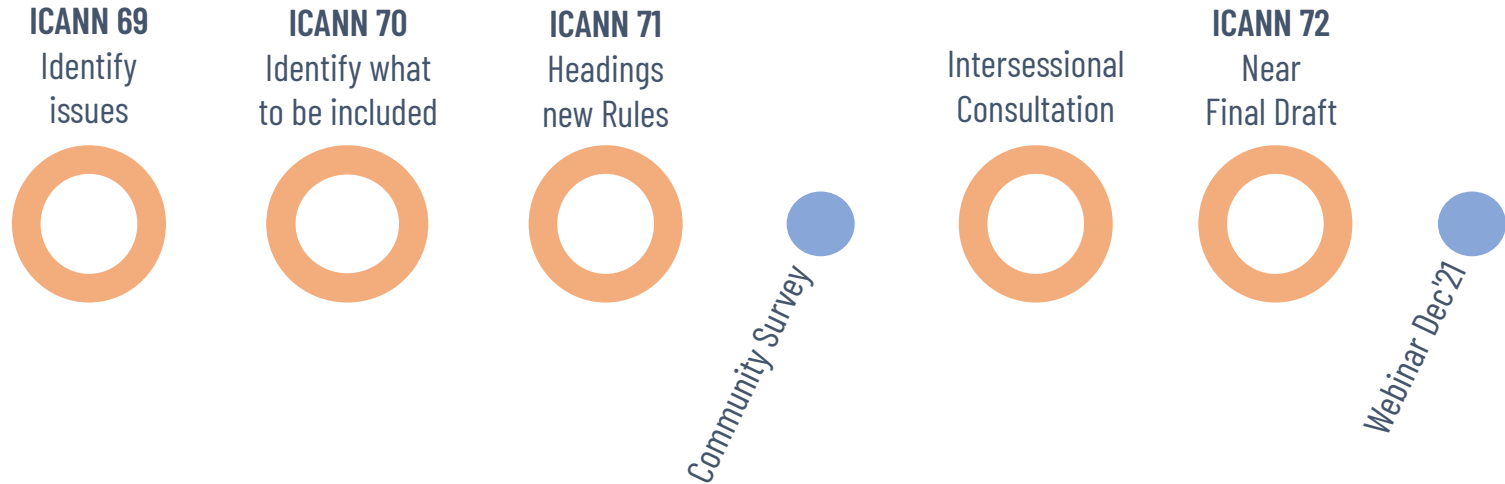
- Changed environment:

    - IDN ccTLDs

    - IANA Stewardship Transition

    - ccNSO as Decisional Participant

- Evolution of governance of the ccNSO

    - Addition of over 10 Guidelines in 2022

ICANN | ccNSO

New Rules: result of extensive discussions and consultations with ccNSO members

ICANN 69
Identify issues

ICANN 70
Identify what to be included

ICANN 71
Headings new Rules

Community Survey

Intersessional Consultation

ICANN 72
Near Final Draft

Webinar Dec'21

Wiki: https://go.icann.org/3m6eLCV

GRC Sub-group email: ccnso-grc-sg@icann.org

ICANN | ccNSO

Scope

What is **not** included in proposed Rules

- The role of Members and Council for ccNSO as Decisional Participant
  - Extensive discussion regarding the role of Members and Council with respect to decision-making
  - Awaits completion of draft of relevant Operating Procedures (Guidelines)
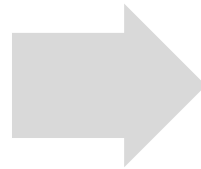
Scope

What **is** included in proposed Rules

(Section 0) Introduction to the Rules

(Section 1) ccNSO Decision making

(Section 2) Voting by ccNSO Membership

(Section 3) Review of the Rules

(Section 4) Change mechanisms Rules and Operational Procedures (Guidelines)

Glossary

ICANN | ccNSO

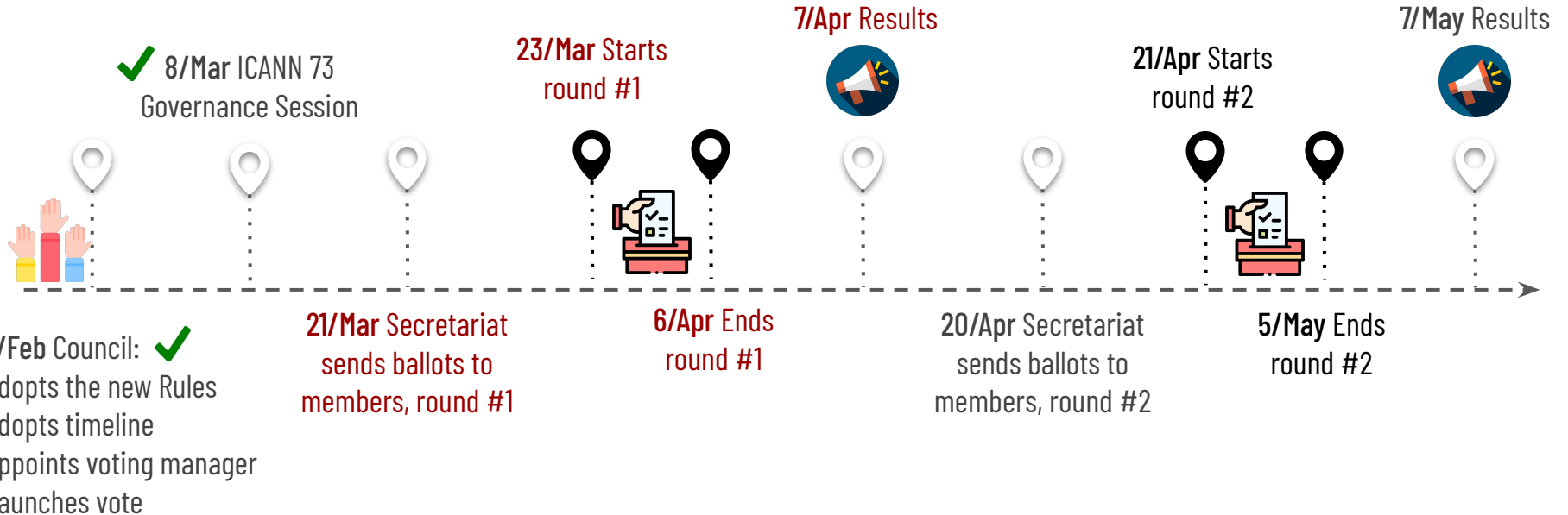# What needs to happen, to replace the 2004 Rules?

1. Adoption by Council
   - Section 10.3 (k) of the ICANN Bylaws

2. Council launches a Members' vote

Adoption by ccNSO Members
- Section 8 of the 2004 Rules

Proposed Timeline Members' Vote

✔️ **8/Mar** ICANN 73
Governance Session

23/Mar Starts
round #1

7/Apr Results

21/Apr Starts
round #2

7/May Results

24/Feb Council: ✔️
- Adopts the new Rules
- Adopts timeline
- Appoints voting manager
- Launches vote

21/Mar Secretariat
sends ballots to
members, round #1

6/Apr Ends
round #1

20/Apr Secretariat
sends ballots to
members, round #2

5/May Ends
round #2

Quorum: 50% Members
Super Majority: 66% votes in favor

ICANN|ccNSO

Thank you

GRC Sub-group email: ccnso-grc-sg@icann.org
Wiki: https://go.icann.org/3m6eLCV

SG Members:

David McAuley (Chair)

Irina Danelia

Stephen Deerhake

Chris Disspain

Atsushi Endo

Ann-Cathrin Marcussen

Alejandra Reynoso

Katrina Sataki (observer)

Sean Copeland (observer)

Conflict of Interest
ccNSO Internal Procedure

ICANN | ccNSO
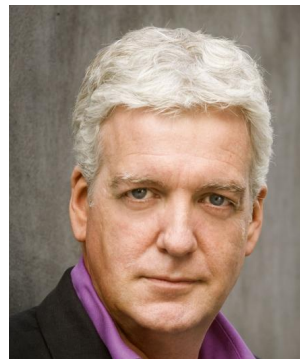
Next steps

ICANN 73
Exploring the topic

GRC subgroup
Work on proposal

ICANN 74
Consult with Community

Poll time!

1. Does the governance structure of your ccTLD have a procedure in place to deal with "Conflict of Interest", or similar procedures regarding ethical behaviour?

2. Should the ccNSO have a procedure in place for dealing with "Conflict of Interest", or similar procedures regarding ethical behaviour?

CoI introduction

Chris Disspain

High level look at ICANN's conflict of interest policy: Why have a CoI policy?

- To prevent any Conflict of Interest or THE APPEARANCE of a Conflict of Interest from affecting any decision-making of ccNSO

- To ensure that the deliberations and decisions are made for the benefit of the ccTLD community, as a whole,

- To protect the ccTLDs interests when the ccNSO is approving a policy, program or other matter that might benefit the personal interests of a ccNSO member.

The key things to think about

- Duty to Disclose - cannot rely on assumed knowledge about each individual. Many issues are solved simply by transparency and disclosure of interest.
  - Example: CD/Donuts

- Interest -v- Conflict. The principal that disclosure of interest is often enough.

- Be clear about when conflict matters –
  - ccNSO policy and membership discussions -v- council admin and decisions

- As an individual ask yourself the conflict question - err on the side of caution but don't be ridiculous

- If ccNSO wants a process for questioning if there is a conflict and having a third party decision about it then it is critical that we are clear about the circumstances.

GNSO's Approach
to Conflict of Interest

Marika Konings

ccNSO Governance Session ICANN73
8 March 2022

GNSO Statement of Interest

Developed in the context of the 2008 GNSO Review

Board Governance Committee noted:

- *"The traditional concept of conflict of interest test may be difficult to apply in some of these circumstances. Rather than a conflict of interest policy (which might preclude an individual from taking part in a policy process because they stand to gain from the outcome – which is exactly the reason why most participants in the GNSO policy development process do take part), what is needed is a "Statement of Interest" approach that allows the interests of participants to be declared publicly".*

Now SOIs required for basically all GNSO efforts and even beyond – currently 1158 on file

From the GNSO Operating Procedures

"What conflict of interest?!
I work here in my spare time."

"It is understood that Councilors are often employed by or represent those affected parties and such relationships could engender subsequent benefit to Councilors as individuals. As a result of these special circumstances and to avoid confusion with ICANN's Conflict of Interest Policy, which does not pertain to GNSO Council matters, the term "Conflict of Interest" will not pertain when a GNSO Councilor argues for and votes "Yes" or "No" on a matter which, by virtue of that action, directly or indirectly benefits that individual financially or economically."

GNSO Specifics

ICANN | GNSO
Generic Names Supporting Organization

- Most Council members serve in a representative function;
- Voting for most Council members is directed by their appointing groups;
- It is expected that participants have an interest – why would they otherwise choose to participate?
- What IS important is that those interests are declared and known to others.

GNSO Statement of Interest (SOI)

- "A written statement made by a Relevant Party that provides a declaration of interests that may affect the Relevant Party's judgment, on any matters to be considered by the GNSO Group"

- "Material Interest: A material interest is an important interest and is generally, but not always, financial in nature. However, in the legal sense, the interest needs to be substantial or of consequence".

GNSO SOI Content

1. Please identify your current employer(s) and position(s).

2. Please identify your declared country of primary residence (which may be the country to which you pay taxes).

3. Please identify the type(s) of work performed at #1 above.

4. Please list any financial relationship beyond *de minimus* stock ownership you may have with any company that to your knowledge has a financial relationship or contract with ICANN.

5. Do you believe you are participating in the GNSO policy process as a representative of any individual or entity, whether paid or unpaid? Please answer "yes" or "no." If the answer is "yes," please provide the name of the represented individual or entity. If professional ethical obligations prevent you from disclosing this information, please so state.

6. Please identify any other relevant arrangements, interests, or benefits as requested in the following two questions:

    ○   i. Do you have any type of material interest in ICANN GNSO policy development processes and outcomes? Please answer "yes" or "no." If the answer is "yes," please describe the material interest in ICANN GNSO policy development processes and outcomes.

    ○   ii. Are there any arrangements/agreements between you and any other group, constituency or person(s) regarding your participation as a work team member? Please answer "yes" or "no." If the answer is "yes," please describe the arrangements/agreements and the name of the group, constituency, or person(s).

Review of GNSO SOI

- Nothing is perfect
- Review has recently commenced of GNSO SOI requirements
- Are these still useful and effective in highlighting potential interests?
- Are these procedures still relevant in the current environment?

Do's – Suggestions for your consideration
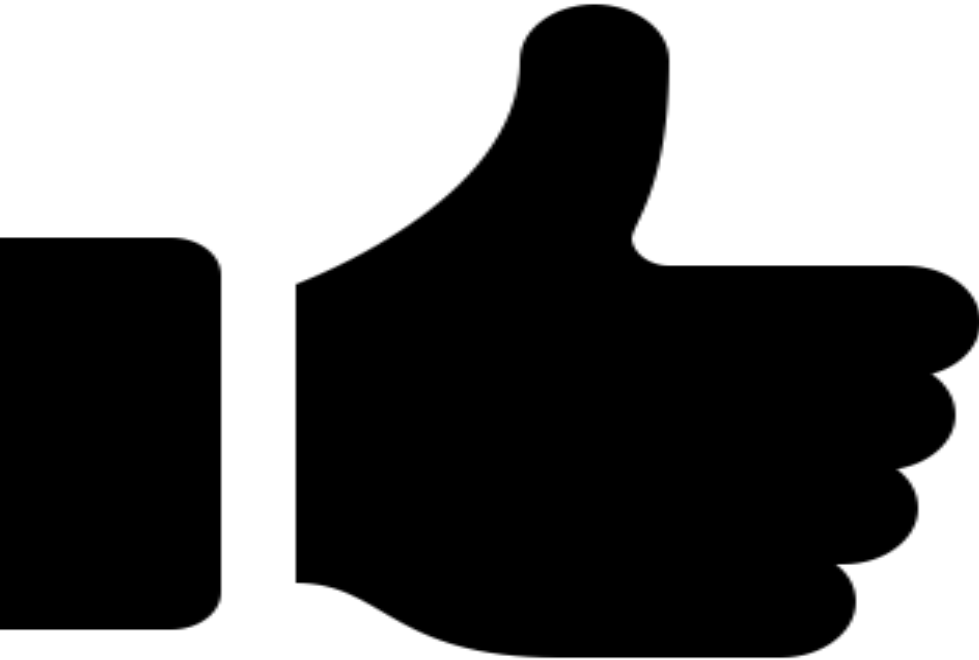
- Don't overcomplicate;
- Consider focusing on stating interests and being transparent about those, instead of viewing those always as a conflict;
- Compare how other similar organizations outside of ICANN deal with this.

- Do not exclude those with relevant expertise and knowledge from contributing
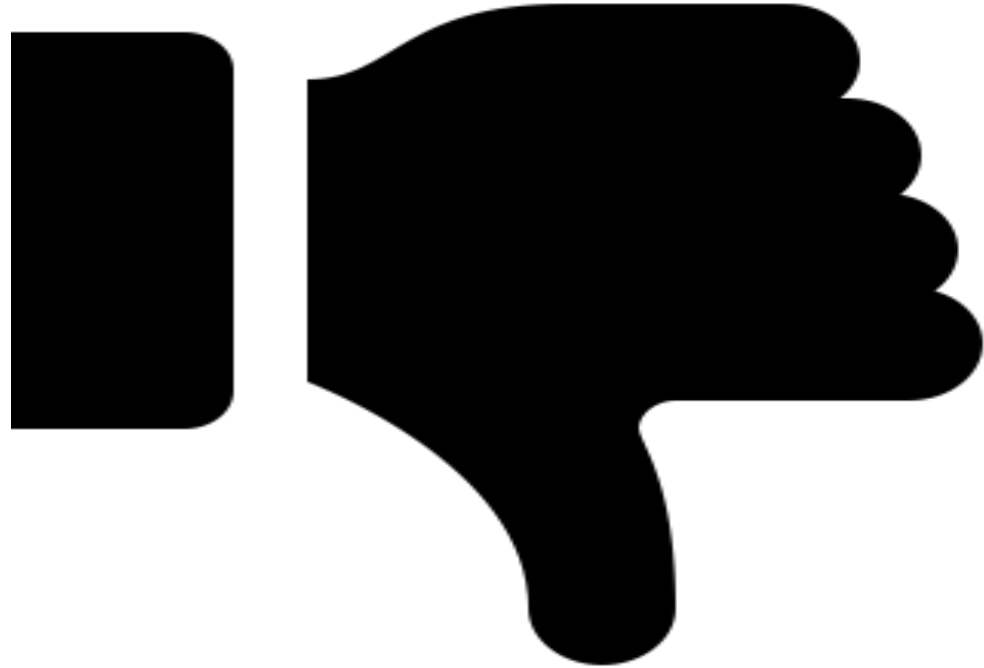
Poll time!

	Statements with respect to ccNSO & COI
1	Introduce a Statement of Interest procedure Suggestion by Chris, Marika
2	Make Statements of Interest mandatory Suggestion by Chris
3	Compare with others, outside of ICANN Suggestion by Marika
4	Never exclude those with relevant expertise Suggestion by Marika
5	Be clear about when conflict matters Suggestion by Chris
6	Keep the processes and procedures as simple and possible Suggestion by Marika

Do you agree with the statement?
Support
Do not support
Abstain
No opinion

ICANN|ccNSO

Poll time!

In your view, should the ccNSO have a procedure in place for dealing with "Conflict of Interest", or similar procedures regarding ethics?

Next steps

Missing: Council decision

ICANN 73
Exploring the topic

GRC subgroup
Work on proposal

ICANN 74
Consult with Community

Thank you!