|  | **Reconsider/Reject Budget or Strategy Operating Plans** | **Reconsider/Reject Changes to ICANN Bylaws** | **Approve Changes to Fundamental Bylaws** | **Recalling Individual Board Directors** | **Recalling the Entire ICANN Board** |
| --- | --- | --- | --- | --- | --- |
| IN SHORT | Ability to consider/reject budget, strategic/operating plans after they are approved by Board  [If the intent is that all these powers are available, or will be included, then this statement presupposes that ICANN will be member-organized in the future. ‘Rejection’ is not a power available to designators] | Ability to reject proposed Bylaws changes after they are approved by the Board but before the come into effect | Ability to give positive assent to any change to Fundamental Bylaws before it was finalized  [Counsel comment – Its not clear to us why this description is different from that provided under Reconsider/Reject Changes to Bylaws. There is no difference in the core principle, namely that if the changes are not approved by the community, they don’t take effect.] | End the term of a director, and trigger a reappointment process | Is this intended to be blank? |
| GROUNDS TO INITIATE | No  [What does ‘No’ mean here? That there has to be a threshold reason to exercise this power?] | No  [Note: Members can make changes to bylaws, not articles, even without board consent. Designators do not have this power.] | No  [Same comment] | No; [NomCom appointed Directors: case of removal TBD 🡨 Please clarify the meaning of this statement] | No |
| STANDING | SO/AC | SO/AC | SO/AC | Same as the group that elects them | SO/AC |
| THRESHOLD TIMELINE TO INITIATE | Any [participant 🡨 SO/AC?] in the community powers mechanism would be able to raise the question  Timeframes would be included in the planning and budgeting process to ensure that a single rejection/reconsideration request would not unduly disrupt the planning process | Two-week window following Board approval | Very high degree of community assent  To be developed as part of WP2 deliberations or joint discussion between WP1/WP2 rapporteurs | For directors appointed by SO/ACs, or subdivisions within them, a process led by that organization or subdivision could lead to the director’s removal  An SO, AC, or SG would escalate issues with the director to the point where there was consideration of the director’s removal by the community mechanism e.g. a petition by 2 AC/SO, including 1 AC (TBD) or SO/AC appointed Recall Committee (SO/AC)  [To be clear, this is a 1:1 right. A member or designator can remove only the member or designator it appoints, not another party’s directors.] | Petition of two-thirds of the SOs or ACs in ICNN, with at least one SO and one AC petitioning  After a petition is raised, there would be a set period of time for SO/ACs to individually and collectively deliberate and discuss whether the removal of the Board is warranted under the circumstances  [Same comment applies as to individual recall. An additional mechanism – e.g. resignation letters – would be utilized to trigger a full recall if a threshold % vote in favor of removal is crossed. ] |
| WHO GETS VOTING POWERS | To be determined in developing the community powers mechanism | To be determined in developing the community powers mechanism | To be determined in developing the community powers mechanism | SO/AC  Each SO and AC, following its internal processes, would decide how to vote on the matter | SO/AC  Each SO and AC, following its internal processes, would decide how to vote on the matter |
| RELATIVE VOTING POWER | To be determined in developing the community powers mechanism  SOs: 5, ACs: 2 or SOs: 2, ACs: 1 | To be determined in developing the community powers mechanism  SOs: 5, ACs: 2 or SOs: 2, ACs: 1 | To be determined in developing the community powers mechanism  SOs: 5, ACs: 2 or SOs: 2, ACs: 1 | To be determined in developing the community powers mechanism | To be determined in developing the community powers mechanism  SOs: 5, ACs: 2 or SOs: 2, ACs: 1 |
| DIVERSITY REQUIRE-MENTS | (as per mechanism/ independent Advisors?) | (as per mechanism/ independent Advisors?) | (as per mechanism/ independent Advisors?) |  |  |
| CONFLICTS OF INTEREST  [Please clarify what is intended here] | (as per mechanism/ independent Advisors?) | (as per mechanism/ independent Advisors?) | No Directors, Staff, SO/AC Officers, dependent contractors  [Not sure why this is different from the statement in the prior cell?] |  |  |
| DIRECTED VOTE | No | No | To be discussed |  | Yes (Agreed 23 March?) |
| QUORUM | 2/3 of votes | 2/3 of votes | TBD |  | Roll call; Votes cast through SO/AC |
| DECISION THRESHOLD | A 2/3 level of support in the mechanism would be required to reject a first time: a 3/4 level of support for subsequent rejections  [Can’t commit to an escalation of voting thresholds in a designator model. Can start with a higher threshold. See Item 5 in the Revised Governance Chart forwarded on April 23, 2015] | 3/4 level of support in the community mechanism to reject a proposed bylaw change | 24 in favor (of 29) 10 in favor (of 12)  Please clarify the meaning of this statement | (66%) (75%) level of support (or equivalent) to decide in favor of removal | 24 in favor (of 29) 10 in favor (of 12)  Suitably high threshold: (75%) (85%) of all support available within the community mechanism would have to be cast in favor to implement |
| LIMITS | Yes. Plan or budget cannot be sent back again with new issues raised but subsequent version can be rejected  [Needs to be a limit, or this may start to infringe on the Board’s fiduciary duties] | No. There is no limit to the number of times a proposed change can be rejected, but the threshold for sending back is a supermajority in the community mechanism set out in 6.5.1 above, to limit any potential for abuse of this power | No. Any proposal to change these bylaws can fail to be approved. With failure the proposal dies, and if submitted again is a new proposal (TBC with WP2)  [In practice, a rejection is the same here as for general bylaw changes. Not sure why they are described differently] | Not discussed; A limit on time between attempts? Time after election? | Not discussed, but worth discussing |
| OTHER MATTERS |  | Binding: Board would have to absorb the feedback, make adjustments, and propose a new set of amendments to the bylaws  Note that for the Board to propose a bylaws change requires a 2/3 vote |  | Common requirements for process thresholds TBD | Mandated discussion phase |