



## GOVERNANCE COUNCIL: STRUCTURE & SCOPE

### 1.0

#### SUMMARY

THE APPLICANT BELIEVES THAT THE SUCCESS OF THE GTLD WILL BE DETERMINED IN LARGE PART BY THE SECTORS' KEY STAKEHOLDERS. NOT ONLY WILL THESE STAKEHOLDERS HAVE THE PRIMARY INTEREST IN REGISTERING DOMAINS ON THE GTLD, BUT THEY WILL ALSO BE MOTIVATED TO PROTECT THE SECTOR FROM PRACTICES THAT WOULD NEGATIVELY IMPACT THE SECTOR OVERALL. THE APPLICANT FURTHER BELIEVES THAT SECTOR STAKEHOLDERS SHOULD BE AFFORDED THE OPPORTUNITY TO INFLUENCE THE MANNER IN WHICH THE GTLD IS GOVERNED. ACCORDINGLY, THE APPLICANT IS ESTABLISHING A GOVERNANCE COUNCIL (THE "GC"), TO BE COMPRISED OF KEY SECTOR STAKEHOLDERS THAT WILL SERVE AS AN ADVISORY BODY. EACH GC WILL ELECT ITS OWN BOARD OF DIRECTORS, WHICH

WILL BE RESPONSIBLE FOR SELF-GOVERNANCE, THE RECOMMENDATION OF SECTOR-SPECIFIC POLICIES, AND THE FORMULATION OF GUIDANCE ON INTELLECTUAL PROPERTY AND OTHER BEST PRACTICES RELATED TO THE GTL

### 2.0

#### DEFINITIONS

##### 2.1 GOVERNANCE COUNCIL (GC)

THE GC EXISTS TO PROVIDE GUIDANCE ON MATTERS RELATED TO BEST PRACTICES, INTELLECTUAL PROPERTY, AUTHENTICATION, CERTIFICATION, AND OTHER MATTERS OF IMPORTANCE TO THE SECTOR. THE GC IS RESPONSIBLE FOR ELECTING THE GC BOARD OF DIRECTORS AND, IN ACCORDANCE WITH THE PARAMETERS ESTABLISHED IN SECTION 5, REVIEWING AND PROVIDING FEEDBACK ON BEST PRACTICE RECOMMENDATIONS



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THE GC SHALL BE COMPRISED OF KEY STAKEHOLDERS REPRESENTING THE SECTOR. THE NUMBER OF PARTICIPANTS ON THE GC, THE BOARD AND THE FULL SCOPE OF ITS RESPONSIBILITIES ARE DEFINED IN SECTION 5.

### 2.2 GOVERNANCE COUNCIL BOARD OF DIRECTORS

THE GOVERNANCE COUNCIL BOARD OF DIRECTORS (THE “BOARD”) IS ELECTED BY THE GC AND IS RESPONSIBLE FOR SETTING ALL POLICIES AND PROCEDURES FOR THE GC. THE BOARD SHALL MEET REGULARLY TO DISCUSS MATTERS RELATED TO BEST PRACTICES, INTELLECTUAL PROPERTY, AUTHENTICATION, CERTIFICATION AND OTHER MATTERS OF IMPORTANCE TO THE SECTOR. IT IS RESPONSIBLE FOR PRODUCING BEST PRACTICES RECOMMENDATIONS AND, IN ACCORDANCE WITH THE GUIDELINES ESTABLISHED IN SECTION 5, PROCESSING INPUT RECEIVED FROM THE GC PRIOR TO FINALIZING SUCH RECOMMENDATIONS.

IF APPLICABLE THE BOARD WILL BE GIVEN THE RESPONSIBILITY OF DEALING WITH THE ABUSE PREVENTION AND MITIGATION SEAL (THE “APM SEAL”) REPORTING SYSTEM, AS DISCUSSED IN SECTION 5.1.1. THE

BOARD WILL ENSURE THAT THE SECTORS INTERESTS ARE SAFEGUARDED BY EFFECTIVELY EQUIPPING THE APM SEAL WITH THE RELEVANT TOOLS. THE BOARD WILL ALSO BE RESPONSIBLE FOR THE REMAINING ITEMS DISCUSSED IN SECTION 5.1 SCOPE.

## 3.0

### MISSION

THE GC SHALL AIM TO REPRESENT ALL STAKEHOLDERS OF THE SECTOR. IN SETTING ITS ELIGIBILITY AND DEFINING ITS SCOPE, IT SHALL BE SURE TO INCLUDE AN APPROPRIATE AND REPRESENTATIVE CONTINGENT BOTH WITHIN THE GC AND ON THE BOARD. ITS RECOMMENDATIONS ON BEST PRACTICES AND INTELLECTUAL PROPERTY SHALL BE AIMED AT BENEFITTING THE ENTIRE SECTOR, WITHOUT PREFERENCE FOR PARTICULAR CONSTITUENTS OR SECTOR SUB-GROUPS.

## 4.0

### ELIGIBILITY & TENURE

BECAUSE THE GTLD IS BEING NEWLY FORMED TO REPRESENT THE INTERESTS OF THE SECTOR, IT IS NECESSARY TO CREATE AN OPEN STRUCTURE THAT ALLOWS PARTICIPATION BY



INDIVIDUALS AND ORGANIZATIONS WHO SELF-IDENTIFY AS MEMBERS OF THE SECTOR. THE OBJECTIVE IS TO ENSURE THAT ALL STAKEHOLDERS ARE REPRESENTED, WHICH CANNOT POSSIBLY BE PRE-DEFINED BY THE APPLICANT. BECAUSE THE SECTOR IS COMPRISED OF A BROAD SET OF STAKEHOLDERS, IT WILL BE NECESSARY TO ALLOW EQUALLY BROAD PARTICIPATION—NOT JUST IN THE ORGANIZATION, BUT ALSO IN ESTABLISHING THE POLICIES AND PROCEDURES FOR SELF GOVERNANCE.

HOWEVER, SINCE THIS GTLD DOES NOT YET EXIST, IT WILL BE NECESSARY TO ESTABLISH PROCEDURES FOR BOTH THE INITIAL CREATION, AND ONGOING MANAGEMENT OF, BOTH THE GC AND BOARD OF DIRECTORS.

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#### **4.1 INITIAL CREATION OF THE GOVERNANCE COUNCIL & BOARD**

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UPON SUBMISSION OF THE GTLD APPLICATION TO ICANN, THERE WILL BE A NEED TO INITIATE A MARKETING, COMMUNICATIONS AND FEEDBACK CAMPAIGN TO STAKEHOLDERS OF THE SECTOR. FOLLOWING SUCH A CAMPAIGN, IT WILL BE NECESSARY TO CREATE THE GC, ELECT THE BOARD OF DIRECTORS AND BEGIN OPERATIONS OF THE GC. THE SECTIONS BELOW DETAIL THE PROCESS THAT WILL BE FOLLOWED FOR THE INITIAL CREATION OF THESE ENTITIES.

##### **4.1.1 MARKETING & AWARENESS PERIOD**

FOLLOWING SUBMISSION OF THE ICANN APPLICATION FOR THE GTLD, A COMMUNICATIONS PERIOD OF NO LESS THAN TWO MONTHS AND NO MORE THAN THREE MONTHS (CURRENTLY SCHEDULED FOR Q3 2012) WILL BEGIN. DURING THIS PERIOD, THE APPLICANT WILL PROACTIVELY CONDUCT A COMMUNICATIONS CAMPAIGN AIMED AT REACHING SECTOR STAKEHOLDERS AND INFORMING THEM OF THE GTLD MISSION, AS WELL AS THE OPPORTUNITY TO PARTICIPATE ON THE GC.

THIS COMMUNICATIONS OUTREACH WILL, AT A MINIMUM, INCLUDE EMAIL COMMUNICATIONS TO HUNDREDS OF LEADING SECTOR ORGANIZATIONS. SHOULD THE OPPORTUNITY ARISE TO INITIATE COMMUNICATIONS THROUGH OTHER SECTOR GROUPS, THE APPLICANT WOULD WELCOME ANY AND ALL EXPANSION OF COMMUNICATION EFFORTS.

ADDITIONALLY, THE COMMUNICATIONS OUTREACH WILL BE ACCOMPANIED BY A WEBSITE PRODUCED FOR THE DUAL PURPOSE OF COMMUNICATING INFORMATION ABOUT THE GTLD, AS WELL AS ALLOWING INTERESTED MEMBERS OF THE SECTOR TO EXPRESS INTEREST IN SERVING ON THE GC AND/OR BOARD OF DIRECTORS (EXPLAINED IN FURTHER DETAIL IN SECTION 4.1.2).

OTHER COMMUNICATIONS EFFORTS INCLUDING BUT NOT LIMITED TO PRESS RELEASES, SECTOR GROUP PARTNERSHIPS, OR SOCIAL MEDIA





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CAMPAIGNS-SHALL BE INITIATED TO THE EXTENT THAT THE APPLICANT BELIEVES NECESSARY TO ENSURE THAT THE SECTOR IS SUFFICIENTLY AWARE.

### **4.1.2 SELF-NOMINATION PERIOD**

IN CONJUNCTION WITH THE MARKETING & AWARENESS PERIOD DISCUSSED IN SECTION 4.1.1, THE APPLICANT WILL LAUNCH A SELF-NOMINATION PERIOD DURING WHICH TIME INDIVIDUALS WILL BE ABLE TO NOMINATE THEMSELVES TO PARTICIPATE ON THE GC AND/OR BOARD OF DIRECTORS. THE SELF-NOMINATION PERIOD WILL BE NO LESS THAN TWO MONTHS IN DURATION AND MAY OVERLAP THE MARKETING & AWARENESS PERIOD DESCRIBED IN SECTION 4.1.1. THE SELF-NOMINATION PERIOD IS CURRENTLY SCHEDULED FOR Q3-Q4 2012.

DURING THE SELF-NOMINATION PERIOD, SECTOR STAKEHOLDERS WILL BE ABLE TO VISIT THE GTLD WEBSITE CREATED BY THE APPLICANT AND EXPRESS INTEREST IN JOINING THE GC AND/OR BOARD OF DIRECTORS; IN THE EVENT THAT AN INDIVIDUAL EXPRESSES A DESIRE TO SERVE ON THE BOARD OF DIRECTORS, S/HE WILL SUBMIT A SELF-NOMINATING STATEMENT WHICH WILL BE USED DURING

BOARD ELECTIONS LATER IN THE YEAR. THE OBJECTIVE IS TO INVITE ALL PARTICIPANTS WHO SELF-IDENTIFY WITH THE SECTOR, SO AS TO ENSURE INCLUSIVE REPRESENTATION OF A BROAD SPECTRUM OF PARTICIPANTS. SUBMISSIONS WILL BE STORED FOR REVIEW DURING THE NOMINATION PROCESSING PERIOD, DESCRIBED IN SECTION 4.1.3.

### **4.1.3 NOMINATION PROCESSING PERIOD**

FOLLOWING THE CONCLUSION OF THE SELF-NOMINATION PERIOD, AN INDEPENDENT MANAGEMENT COMPANY (DISCUSSED IN FURTHER DETAIL IN SECTION 7) WILL BE RESPONSIBLE FOR PROCESSING INQUIRIES FROM ALL PARTIES. THE MANAGEMENT COMPANY WILL BE RESPONSIBLE FOR DEFINING THE ENTIRETY OF THE INITIAL GC, WHICH SHALL CONSIST OF ALL INDIVIDUALS WHO SUBMITTED INTEREST DURING THE SELF-NOMINATION PERIOD. ONLY IN EXCEPTIONAL CIRCUMSTANCES, AND IF APPROVED BY THE APPLICANT, WILL ANYONE BE EXCLUDED FROM THE INITIAL GC. THE INDEPENDENT MANAGEMENT COMPANY WILL BE TASKED WITH ENSURING THAT THE ENTIRETY OF THE SELF-IDENTIFIED SECTOR IS REPRESENTED.

THE NOMINATION PROCESSING PERIOD WILL LAST APPROXIMATELY ONE MONTH



CURRENTLY SCHEDULED FOR Q3-Q4 2012.

DURING THE NOMINATION PROCESSING PERIOD, THE NAMES AND COMPANIES OF ALL INDIVIDUALS SELECTED TO THE GC WILL BE POSTED ON THE WEBSITE PRODUCED BY THE APPLICANT FOR THE PURPOSE OF MARKETING TO THE SECTOR. FURTHER, IT WILL BE NOTED WHICH INDIVIDUALS SIGNALLED A DESIRE TO BE ELECTED TO THE BOARD.

POSTING OF ALL INFORMATION WILL BE ACCOMPANIED BY APPROPRIATE ELECTRONIC COMMUNICATIONS TO THE SELECTED GC PARTICIPANTS.

#### **4.1.4 ELECTION OF THE BOARD**

WITH THE SELECTION OF THE GC COMPLETE, IT WILL NEXT BE NECESSARY TO ELECT THE BOARD. THE INDEPENDENT MANAGEMENT COMPANY (DISCUSSED IN SECTION 7) SHALL CONDUCT AN ELECTION WITH THE FOLLOWING CHARACTERISTICS:

ELIGIBILITY TO BE ELECTED TO THE BOARD WILL HAVE BEEN DETERMINED BY THE EXPRESSIONS OF INTEREST AND SUBMISSION OF A SELF-NOMINATING STATEMENT DURING THE SELF-NOMINATION PERIOD DESCRIBED IN SECTION 4.1.2.

THE TOTAL NUMBER OF BOARD SEATS SHALL BE ONE-TENTH THE NUMBER OF PARTICIPANTS ON THE GC, SUBJECT TO THE FOLLOWING CONSTRAINTS: THE BOARD SHALL CONSIST OF ODD

NUMBER RANGING FROM BETWEEN 5 AND 11. ALL PARTICIPANTS ON THE GC SHALL BE GRANTED ONE VOTE PER ELIGIBLE BOARD SEAT.

VOTING WILL LAST A MINIMUM OF 14 DAYS AND IS CURRENTLY SCHEDULED FOR Q3-Q4 2012.

IN THE EVENT THAT THERE ARE NO CLEAR WINNERS FOLLOWING THE VOTE, THE INDEPENDENT MANAGEMENT COMPANY MAY HOLD RUNOFF ELECTIONS.

#### **4.1.5 ELECTION RESULTS & GOVERNANCE**

FOLLOWING THE ELECTION OF THE BOARD, RESULTS SHALL BE ANNOUNCED TO THE GC; IT IS ESTIMATED THAT THIS WILL OCCUR IN Q4 2012. THE INDEPENDENT MANAGEMENT COMPANY WILL THEN SCHEDULE AN INITIAL BOARD MEETING IN LATE 2012 OR EARLY 2013, DURING WHICH TIME THE BOARD WILL ELECT A CHAIRPERSON AND PROCEED TO SELF-GOVERNANCE AS DESCRIBED IN SECTION 5.

IT SHOULD BE NOTED THAT, ONCE THE INITIAL BOARD IS ELECTED, SECTION 4.1 SHALL NO LONGER APPLY. ONGOING ELIGIBILITY IS DISCUSSED IN SECTION 4.2, WITH THE SCOPE BEING ADDRESSED IN SECTION 5.

#### **4.1.6 DEPENDENCE ON GTLD AWARD FROM ICANN**

MUCH OR ALL OF THE ACTIVITY



OUTLINED IN SECTION 4 OF THIS DOCUMENT WILL TRANSPIRE PRIOR TO LEARNING FROM ICANN WHETHER OR NOT THE APPLICANT WILL BE AWARDED THE GTLD. ALL RESPONSIBILITIES, DUTIES AND PRIVILEGES ASSOCIATED WITH SERVING ON THE GC AND/OR BOARD PRESUPPOSE THAT ICANN AWARDS THE GTLD TO THE APPLICANT. IN THE EVENT THAT THE APPLICANT IS UNSUCCESSFUL IN ITS BID, THE GC AND BOARD SHALL BE DISSOLVED.

## **4.2 ONGOING ELIGIBILITY & TENURE**

FOLLOWING THE INITIAL CREATION OF THE GC AND BOARD, THE PROCESS OUTLINED IN SECTION 4.1 ABOVE WILL NO LONGER BE APPLICABLE. MOVING FORWARD, THE BOARD WILL HAVE DISCRETION TO DEFINE THE GC AND BOARD ELIGIBILITY REQUIREMENTS, IF DESIRED.

### **4.2.1 DEFAULT ELIGIBILITY & TENURE**

THE FOLLOWING ORGANIZATIONAL DEFAULTS SHALL PREVAIL:

UNLESS MODIFIED BY VOTE OF THE BOARD, GC PARTICIPATION SHALL BE FOR RENEWABLE TWO-YEAR TERMS.

UNLESS MODIFIED BY VOTE OF THE BOARD, GC PARTICIPATION SHALL BE DICTATED BY SELF-NOMINATION.

ONCE THE GTLD GOES LIVE, PARTICIPATION ON THE GC AND BOARD REQUIRE THAT AN INDIVIDUAL OR AN INDIVIDUAL'S COMPANY IS A REGISTRANT ON THE DOMAIN AND IS ACTIVELY USING THE DOMAIN. NO MORE THAN ONE PARTICIPANT

PER DOMAIN SHALL BE ALLOWED.

BOARD MEMBERS SHALL BE ELECTED TO TWO-YEAR TERMS AND ARE ELIGIBLE TO RUN FOR REELECTION; IF THE BOARD WISHES TO ALLOW FOR STAGGERED ELECTIONS, IT MAY MAKE SLIGHT MODIFICATIONS FOR THIS PURPOSE

THE BOARD SHALL ELECT ITS OWN CHAIRPERSON.

THE BOARD MAY ELECT TO ALTER COMPOSITION OF THE BOARD AND/OR GC SO AS TO BETTER REPRESENT THE INTERESTS OF THE SECTOR. THIS COULD, FOR EXAMPLE, TAKE THE SHAPE OF ELECTING BOARD MEMBERS BY VERTICAL SECTOR SEGMENTS OR ANOTHER LOGICAL SEGMENTATION OF BENEFIT TO THE SECTOR OR BY THE CREATION OF SUB-COMMITTEES. IT COULD INVOLVE CREATING GC AND/OR BOARD SELECTION CRITERIA, DEFINING REQUIREMENTS, CREATING COMMITTEES, AND OTHERWISE DEFINING THE SIZE AND STRUCTURE OF THE GC.

### **4.2.2 REVISIONS TO ELIGIBILITY & TENURE**

THE BOARD SHALL HAVE THE AUTHORITY TO MODIFY ELIGIBILITY REQUIREMENTS FOR PARTICIPATION ON THE BOARD AND GC. SUBJECT TO THE VOTING GUIDELINES OUTLINED IN SECTION 5.4, THE BOARD MAY MODIFY THE SIZE AND/OR COMPOSITION OF THE BOARD; THE SIZE AND/OR COMPOSITION OF THE GC; AND IT MAY ESTABLISH CRITERIA OF VALUE TO THE SECTOR



THAT ARE DESIGNED ENSURE A REPRESENTATIVE, EFFICIENT AND WELL-RUN ENTITY.

## 5.0

### SCOPE & RESPONSIBILITIES

THE BOARD OF DIRECTORS OF THE GC SHALL HOLD REGULAR MEETINGS TO DISCUSS ITS RESPONSIBILITIES AND OBLIGATIONS TO THE SECTOR.

#### 5.1 SCOPE

AS EXPLAINED IN THE MISSION STATEMENT, THE GC SHALL AIM TO REPRESENT ALL STAKEHOLDERS OF THE SECTOR. IT DOES NOT EXIST TO DICTATE WHICH DOMAINS MAY EXIST ON THE GTLD, NOR WHICH CONTENT SHALL BE DEEMED PERMISSIBLE. HOWEVER, IT WILL BE RESPONSIBLE FOR MONITORING, ADVISING AND RECOMMENDING BEST PRACTICES AND PARAMETERS FOR THE INITIATIVE. ALL SUCH ACTIVITY SHALL BE UNDERTAKEN WITH THE TOTAL INTERESTS OF THE SECTOR IN MIND AND TO THE EXTENT THAT SUCH INTERESTS ARE ALIGNED. RESPONSIBILITIES INCLUDE THE FOLLOWING:

##### 5.1.1 ABUSE PREVENTION AND MITIGATION SEAL (THE “APM SEAL”) REPORTING SYSTEM (IF APPLICABLE)

THE APM SEAL WILL PROVIDE USERS, RIGHTS HOLDERS, ETC., WITH A DIRECT LINK TO AN ABUSE PREVENTION AND MITIGATION REPORTING WEBSITE THAT CONTAINS A CLEAR DESCRIPTION AND INSTRUCTIONS THAT WILL PROVIDE THE INQUIRING PARTY WITH GUIDANCE ON

HOW IT CAN REPORT INFRINGEMENT OR OTHER ABUSIVE CONDUCT (TO THE REGISTRY AND RELEVANT AUTHORITIES). THIS WILL ALLOW THE USER A DIRECT AND PRACTICAL MEANS OF PURSUING ANY COMPLAINTS IT MAY HAVE.

SHOULD THE APM SEAL BE VALID FOR THE GTLD, THE BOARD WILL HAVE THE RESPONSIBILITY FOR IT. THIS WILL INCLUDE THE FOLLOWING:

LIAISE WITH THE RELEVANT INTERNATIONAL GOVERNMENTAL ORGANIZATIONS TO INTRODUCE ANY EXISTING REPORTING SYSTEMS THAT WOULD HELP TO ENHANCE THE APM SEAL

FURTHER ENSURE THAT ALL RELEVANT SECTOR BODIES’ REPORTING SYSTEMS THAT ARE ALREADY IN OPERATION ARE INCLUDED AS WELL.

SHOULD THERE BE ANY FURTHER REPORTING AND MITIGATION FUNCTIONS THAT WOULD ENHANCE THE APM SEAL, THEY SHOULD BE INCLUDED.

##### 5.1.2 INTELLECTUAL PROPERTY RIGHTS PROTECTION

THE BOARD SHALL BE RESPONSIBLE FOR RECOMMENDING ADEQUATE MECHANISMS TO PROTECT THE SECTOR FROM HAVING RIGHTS VIOLATED. THE BOARD MAY RECOMMEND PRE-ESTABLISHED METHODS FOR RESOLUTION OR CREATE NEW METHODS. THIS INCLUDES, BUT IS NOT LIMITED TO, METHODS FOR DEALING WITH AN INFRINGEMENT.

##### 5.1.3 BEST PRACTICES



THE BOARD SHALL BE RESPONSIBLE FOR DISCUSSING, IDENTIFYING AND RECOMMENDING BEST PRACTICES FOR THE SECTOR. THIS INCLUDES, BUT IS NOT LIMITED TO, DISPUTE RESOLUTION OR DEFINITION OF SECTOR TERMS AND CATEGORIES.

#### **5.1.4 TLD RULES**

THE BOARD MAY RECOMMEND RULES, LIMITATIONS, OR ADDED VALUE PROPOSITIONS SUBJECT TO THE OPERATING GUIDELINES AGREED TO WITH ICANN FOR DOMAINS ON THE GTLD.

#### **5.1.5 RESERVED DOMAINS**

THE BOARD MAY RECOMMEND RESERVATION OF CERTAIN SECOND-LEVEL DOMAINS FOR VARIOUS SECTOR PURPOSES AND INITIATIVES SUBJECT TO THE OPERATING GUIDELINES AGREED TO WITH ICANN FOR DOMAINS ON THE GTLD.

#### **5.1.6 CERTIFICATION OR AUTHENTICATION**

THE BOARD MAY RECOMMEND THE CREATION OF CERTIFICATION PROGRAMS OR AUTHENTICATION PROCEDURES THAT ALLOW THE SECTOR TO OFFICIALLY SANCTION OR APPROVE OF CERTAIN ACTIVITIES OR TYPES OF CONTENT.

#### **5.1.7 MANAGEMENT**

THE BOARD SHALL SELF-GOVERN AND IMPLEMENT ITS OPERATIONAL ACTIVITIES AS DESCRIBED IN SECTION 5.3.

## **5.2 RESPONSIBILITIES**

THE BOARD IS RESPONSIBLE FOR REPORTING BOTH TO THE GC AND TO THE APPLICANT. THE RESPONSIBILITIES TO EACH PARTY ARE EXPLAINED IN FURTHER DETAIL BELOW.

### **5.2.1 BOARD RESPONSIBILITIES TO THE GC**

THE BOARD IS RESPONSIBLE FOR THE DEVELOPMENT OF DOCUMENTATION, RECOMMENDATIONS, BEST PRACTICES, AND OTHERS AS DESCRIBED IN SECTION 5.1. WHILE IT IS THE BOARD THAT IS RESPONSIBLE FOR CREATING SUCH DOCUMENTATION AND APPROVING THE FINAL DRAFTS, THE BOARD SHALL SHARE DRAFT DOCUMENTATION AND IDEAS WITH THE GC. THE GC SHOULD BE AFFORDED ADEQUATE OPPORTUNITY TO COMMENT ON ANY PROPOSED RECOMMENDATIONS AND SUCH FEEDBACK SHOULD BE THOROUGHLY CONSIDERED BY THE BOARD PRIOR TO APPROVING A FINAL DRAFT OF A BOARD RECOMMENDATION, AS DESCRIBED IN SECTION 5.2.2 BELOW.

IN THE EVENT THAT THE SECTOR BELIEVES THAT IT WOULD BE VALUABLE AND THE APPLICANT IS ABLE TO SUPPORT SUCH INITIATIVES, THE BOARD MAY HOLD WEBINARS OR FACE-TO-FACE MEETINGS WITH THE GC.

### **5.2.2 BOARD RECOMMENDATIONS**

FOLLOWING APPROPRIATE REVIEW AMONGST THE BOARD AND GC, THE BOARD SHALL ISSUE RECOMMENDATIONS TO THE APPLICANT REGARDING



AREAS OF IMPORTANCE TO THE SECTOR. SUCH RECOMMENDATIONS ARE SUBJECT TO THE VOTING PROVISIONS OUTLINED IN SECTION 5.4.

### **5.2.3 COMMITTEE OVERSIGHT**

IF THE BOARD DEEMS THAT IT IS IN THE BEST INTEREST OF THE SECTOR, IT MAY CREATE COMMITTEES OR ADVISORY PANELS THAT WOULD BE RESPONSIBLE FOR PROVIDING GUIDANCE TO THE BOARD. SUCH COMMITTEES WOULD BE ESTABLISHED UPON VOTE OF THE BOARD AND WOULD MAKE RECOMMENDATIONS DIRECTLY TO THE BOARD.

## **5.3 MEETINGS & MANAGEMENT**

THE BOARD IS RESPONSIBLE FOR SCHEDULING ITS OWN MEETINGS, ALONG WITH SUPPORT FROM THE INDEPENDENT MANAGEMENT COMPANY DESCRIBED IN SECTION 7. TIME, DURATION, FORMAT AND FOLLOW-ON ACTIONS SHALL BE DETERMINED BY THE BOARD. THE BOARD SHALL BE REQUIRED TO HOLD AT LEAST TWO MEETINGS ANNUALLY AND, UNLESS DEEMED NECESSARY, SHALL NOT HOLD MORE THAN SIX MEETINGS ANNUALLY

## **5.4 QUORUM & VOTING**

TO ESTABLISH QUORUM, 60% OF ELECTED BOARD MEMBERS MUST BE PRESENT.

PRIOR TO APPROVING A BOARD RECOMMENDATION DOCUMENT FOR GC REVIEW OR FINALIZING IT FOR SUBMISSION TO THE APPLICANT, THE BOARD MUST APPROVE SUCH AN ACTION.

APPROVAL REQUIRES A MAJORITY AFFIRMATIVE VOTE OF THE BOARD, WITH ABSENTEES AND ABSTENTIONS COUNTING AS A “NO” VOTE.

TO MODIFY ELIGIBILITY REQUIREMENTS FOR THE BOARD OR GC (AS DISCUSSED IN SECTION 4.2.1), A MAJORITY AFFIRMATIVE VOTE OF THE BOARD MUST BE OBTAINED, WITH ABSENTEES AND ABSTENTIONS COUNTING AS A “NO” VOTE.

## **5.5 BUDGET MANAGEMENT**

IF FUNDS ARE AVAILABLE, THE BOARD WILL HAVE DISCRETION OVER EXPENDITURES, WITH THE REQUIREMENT BEING THAT FUNDS ARE USED TO FURTHER THE OBJECTIVES OF THE GTLD AND THE SECTOR.

# 6.0

## **SELF GOVERNANCE**

THE BOARD SHALL OPERATE UNDER A SELF-GOVERNANCE MODEL. THE APPLICANT SHALL PAY FOR AN INDEPENDENT MANAGEMENT COMPANY TO PROVIDE ORGANIZATIONAL SUPPORT TO THE BOARD, BUT THE OVERALL WORK OF THE BOARD SHALL BE CONDUCTED BY THE BOARD ITSELF. SELF GOVERNANCE SHALL APPLY TO ALL AREAS OF SCOPE AS DISCUSSED IN SECTION 5.

# 7.0

## **INDEPENDENT MANAGEMENT SUPPORT**



SO AS TO ENSURE THAT THE BEST INTERESTS OF THE SECTOR ARE REPRESENTED, AND IN ORDER TO ENABLE THE BOARD'S SELF-GOVERNANCE, THE APPLICANT WILL PAY FOR THE SERVICES OF AN INDEPENDENT MANAGEMENT COMPANY. ALLIANCES MANAGEMENT, AN ACCREDITED ASSOCIATION MANAGEMENT COMPANY, HAS BEEN SELECTED FOR THIS PURPOSE. IT SHALL BE RESPONSIBLE FOR SCHEDULING BOARD MEETINGS, TAKING BOARD MEETING MINUTES, FACILITATING THE DOCUMENT REVIEW AND COMMENT PROCESS BETWEEN THE BOARD AND GC AND FACILITATING THE DISSEMINATION OF BOARD RECOMMENDATIONS. IT WILL SCHEDULE AND PLAN MEETINGS, AS WELL AS FACILITATE COMMUNICATIONS AMONGST THE BOARD AND GC. IT WILL ALSO ADMINISTER AND SUPERVISE ELECTIONS. AS PART OF THE SERVICE TO THE BOARD AND GC, A MEMBER WEBSITE SHALL BE MAINTAINED THAT ALLOWS MEMBERS TO COLLABORATE ON SUCH DOCUMENTATION.

## 8.0

### CONFLICT RESOLUTION & ESCALATION

IN THE EVENT THAT THERE ARE DISPUTES THAT CANNOT BE SETTLED BY THE BOARD, OR IN THE EVENT THAT A MATTER REQUIRES INDEPENDENT ARBI-

TRATION, MATTERS MAY BE ESCALATED TO THE APPLICANT, BY WAY OF THE INDEPENDENT MANAGEMENT COMPANY.

## 9.0

### CONTRIBUTIONS AND INTELLECTUAL PROPERTY

TO PROTECT THE SECTOR OVERALL, AS WELL AS THE INDIVIDUAL PARTICIPANTS ON THE GC AND/OR BOARD, IT IS NECESSARY TO REMOVE ANY AND ALL INTELLECTUAL PROPERTY CONCERNS SO THAT THE GC AND BOARD CAN PURSUE THE SECTOR'S BEST INTERESTS WITHOUT THREAT OF PROSECUTION. ACCORDINGLY, ALL PARTICIPANTS SHALL AGREE THAT DISCUSSIONS DURING CALLS, WEBINARS, AND OTHER MEETINGS AS WELL AS ALL WRITTEN COMMENTS OR CONTRIBUTIONS SHALL BE FREE FROM INTELLECTUAL PROPERTY CONSTRAINTS. ALL SUCH CONTRIBUTIONS OR IDEAS MAY BE USED IN THE COURSE OF ANY AND ALL WORK PRODUCT OF THE GC AND/OR BOARD IN THEIR PURSUIT OF RECOMMENDATIONS FOR THE GTLD.