

Description of the “Sole Designator Model”

The name is to some extent a misnomer in that it does not fully describe the overall model. There has been general agreement that it is just a “working name” and we need to change it to a better one.

There are two components to the model.

Designator Function

Currently only the three SOs, At-Large and the Nominating Committee (NomCom) act as designators. The term is not used in the ICANN Bylaws, but these groups have powers that might be deemed to be that of a designator. Under California law, these groups might also be given the ability to unilaterally remove the director(s) each entity appointed, but currently the Bylaws do not include such a provision.

The “Sole Designator”, an Unincorporated Association (UA), will act as an intermediary between the organizations that actually select the Directors and the ICANN process to actually seat the Director (initiated by a notification to the Secretary of the Board). Should a Director be removed (according to the to-be-agreed process), the UA will similarly pass through the removal notification. The cases of directors appointed by the Board, or entire Board removal will be dealt with later.

Community Mechanism

There are a variety “community” powers being discussed. These include action on plans and budgets, Bylaw approval and veto (for fundamental and regular bylaws respectively), removal of NomCom-appointed directors and removal of the entire board.

These powers are exercised by the entire AC/SO community. Under the decision process currently on the table, to exercise a power (following the overall process of petitions and Community Forum) a specific number (3 or 4) of AC/SOs must support this action. Such action could be blocked by any two AC/SOs objecting (the number supporting and number objecting subject to further discussion)

If a successful Community Mechanism is removing directors, the decision is communicated to the Sole Designator which acts on it.

If the successful community action is one of the other powers, the UA passes this message to the Board. This message could be conveyed through some other path, but since the UA exists, it would likely be the one used. To be clear, although the Sole Designator may be used to communicate the result of a community decision, it is the entire set of AC/SO communities that may participate in any decision.

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