
JEAN-BAPTISTE DEROULEZ: Hello, everyone, and welcome to the NomCom Review Implementation Working Group Meeting #54 on the 17th of September 2020 at 19:00 UTC.

Before we move on to the agenda, I'm going to do a quick roll call. So from the NomCom Review Implementation Working Group, we have today Tom Barrett, Cheryl Langdon-Orr, Dave Kissoondoyal, Leah Symekher, Remmy Nweke, Nadira Al-Araj. From ICANN Org we have Yvette Guigneaux, Pamela Smith, Chantelle Doerksen, Betsy Andrews, Jia Kimoto, and myself, Jean-Baptiste Deroulez.

Are there any updates to your Statements of Interest? All right. If none, I will pass on the microphone to Tom to run through the agenda. And Yvette, if you can move us to the next slide. Two more slides, please. Thank you, Yvette. Over to you, Tom. Thank you.

TOM BARRETT: Thanks, Jean-Baptiste. Welcome, everybody. A quick overview of the agenda today. Again, we're trying to finalize the some of the Bylaw changes that are coming out of the recommendations. So we want to review some of those, Recommendations 7 in particular. As we recall, some will be in the Bylaws and some will be elsewhere. We will review Recommendation 10, which is our proposed change for rebalancing Recommendation 27 for ICANN unaffiliated directors. Then we'll get into the Standing Committee issues and as well as Any Other Business, in particular, our plan for meetings for the rest of the year. So can we go and go to the next slide? Thanks.

Note: The following is the output resulting from transcribing an audio file into a word/text document. Although the transcription is largely accurate, in some cases may be incomplete or inaccurate due to inaudible passages and grammatical corrections. It is posted as an aid to the original audio file, but should not be treated as an authoritative record.

We have Recommendation 7, which has to do with the terms, I believe, of the candidates. You recall we were moving to two-year terms. Can you bring up the link here? There we go. So, we already made some proposed edits to the ICANN Bylaws that this be detailed that there are two-year terms for all NomCom members with a maximum of two terms with a two-year gap between the two terms. And so we have all these additional rules associated with how those term limits are calculated if someone resigns early or is appointed mid-term, etc. And so the current thinking is that all these implementation notes that you see here in the document are not necessarily going to need to be part of the Bylaws but would go into the NomCom Operating Procedures. And so the question is, again, is finalizing the package for ICANN Legal to review terms of our proposed Bylaw changes. We want to make sure we normally give them the actual edits to the Bylaws but some of the implementation of those proposed changes and where that language might reside.

Any thoughts or comments? Jean-Baptiste, what were you thinking in particular with some of the challenges remaining here?

JEAN-BAPTISTE DEROULEZ: Challenges, I'm not sure. Tom, it's just that while working on the introductory notes, I just ran through these documents, looking at the rationale, etc. and looking at the Bylaws updates that were made, I just saw that some sections might be in fact [reported] as updates into the Bylaw, so I just wanted to make sure that the version we are seeing right now is finalized so that those can be shared internally. First, there is a review of that and that's if needed. If it is felt that some of those

items listed here need to be implemented and changes are made into the Bylaws so that it's flagged and that we can inform the NomCom Review Implementation Working Group on those.

TOM BARRETT:

All right, great. So let's walk through this document and keeping that in mind, determine if you think anything here should be part of our proposed Bylaw change or if it can stay with what we're calling the NomCom Operating Procedures. So I'll just talk through it out loud.

Number one here, the initial term. There is, as you recall, a transition period because as part of this, we want to stagger the NomCom members so that only half turnover each year. And so there will be a transition year for essentially half the NomCom to make that happen. And so to make it clear, the term limit for anyone does not include that transition year they would have to serve. So that's the question here. Does the initial term for those that start with a one year count or does not count towards the maximum term limits of two terms, as we say, the additional one-year term will not count towards the two two-year term limits. And for those who are appointed for initial one-year term can still serve to two-year terms, as long as there's a minimum of two-year gap between each of the two-year terms. If a member who serves one of the initial one-year term resigns, they're eligible for two more two-year terms regardless of the timing of their resignation.

I guess the one thing we might want to be explicit about here of how we fill that vacancy of a one-year term. We might just put a note saying ... because I know we'll come to it later for a two-year term, how we fill

the vacancy. I guess we need to address how our vacancy is filled when someone resigns from a one-year term. Why don't we put that in the bucket at the end?

Number two, what is the criteria that will determine how partial terms served impact? I'm sorry, go ahead. Yeah, Cheryl?

CHERYL LANGDON-ORR:

I'm sorry, Tom. That's fine. I had to watch hands and read at the same time. Personally, I would only limit the Bylaw language to referring any mechanisms for these appointments to be seen in the Operational Procedures. The Bylaws need to be as mean and lean as possible, and the fluffy stuff and the detailed stuff need to be in the [SOPs] wherever possible. And I point out that, whilst it is not traditionally the case for Operating Procedures for the Nominating Committee to be subject to review beyond itself in the current state, it is absolutely normal for changes of Operating Procedures of the ACs and the SOs to be subject to much more rigor, and I think we can sort out all of our safety netting by looking at that later. But I wouldn't do much more than cross reference to the fact of details of such appointments we outlined in the Operational Procedures.

And yes, it would be, Nadira, to answer your question, the function of the sending body to actually make the appointment, but the arcane in complicated mechanisms of how we measure all of that is very much up to us. Thank you.

TOM BARRETT: Thanks, Cheryl. So I think you are proposing that as part of the revision to the Bylaws that we do make reference to the fact that there are implementation details, whatever we want to call them, in the Operating Procedures that people can refer to.

CHERYL LANGDON-ORR: Basically, subject to the details in the approved Nominating Committee Standing Operating Procedures. So I'd still want us to use some terminology which makes it very clear that there are Standing OPs. This is fluffy stuff change year to year.

TOM BARRETT: Yeah. All right, so Jean-Baptiste, if you could note that as part of the Bylaw revision for this to make sure we have a statement to that effect because I figured it's silent right now.

All right, so number two, what is the criteria that will determine how partial terms served impact the term restriction? The impact on term limits of a member's early departure from the NomCom will be determined by whether the departure occurs before or after the completion of the first eight full months of a two-year term.

Raise your hand if you want to talk about any of these things. If a member resigned prior to the completion of the first eight full months of a two-year term on the NomCom, the partial term served does not count towards their term limits. If a member resigns after the completion of eight full months of a two-year term on the NomCom, they are considered to have completed a full two-year term. The impact

on term limits of a new member who replaces another member who departs prematurely from the NomCom will be determined by whether the seating of the new member occurs before or after the first eight months of the departing member's two-year term on the NomCom described above. Their replacement, if seated prior to the first eight full months of a two-year term, will be considered to have used a full two-year term. Their replacement, if seated after the completion of the first eight full months of a two-year term, will not have this time served counted towards their term limit.

I'll take a breath. Any questions? Cheryl?

CHERYL LANGDON-ORR:

Yeah. These are the bits that I would strongly recommend that we have in the SOPs, the Standing Operational Procedures. I think in the Bylaws, if we need to even, but if we have to do anything, just reference that that's where such details will be found.

TOM BARRETT:

Right. Yeah, I agree, Cheryl. We'll walk through this to make sure we haven't missed anything. Is there another page to this, or is that it? Yeah, okay.

The NomCom Leadership, in consultation with the body who appointed the resigning member, will have final say if seating a replacement is appropriate.

Three, are term limits dependent on which entity appoints the NomCom member? The answer is no. Maybe we want to add the word no. Term limits are not dependent on which entity appoints you.

Four, does the time served by appointees before the new mechanism becomes effective count towards their term limits? Again, I think the short answer is no to number four. Once the Bylaws update takes effect for each SO/AC appointing members to the NomCom, previous memberships of the NomCom will not count towards term limits. For the avoidance of doubt, this also applies to:

A) NomCom members who had served on the NomCom directly prior to the first NomCom cycle occurring after the Bylaws change come into effect for the respective SO/AC.

B) NomCom members serving one-cycle terms even after the Bylaws change come into effect for the respective SO/AC.

This strikes me almost as an FAQ during a public comment period. I don't know if we need to have this in Operating Procedures, because it's somewhat redundant of what we just said.

CHERYL LANGDON-ORR: Tom, Cheryl here.

TOM BARRETT: Go ahead, Cheryl.

CHERYL LANGDON-ORR: I absolutely agree with you. What this is doing in a [inaudible] Bylaw language absolutely eludes me. Other than if one was going to use this as some rationale associated with elsewhere specified Bylaw language, because none of this FAQ stuff is Bylaw language at all, it may be used in supporting documentation when the Bylaws eventually go out for public comment, I suppose, and it may be of use even in a FAQ on the permanent Nominating Committee site. That sure don't belong here. Thank you.

TOM BARRETT: So there's I guess nothing new being said in number four. We feel like we can strike all this or at least bucket it as a FAQ but not part of either the Bylaws or the Operating Procedures because that seemed redundant. Let me circle back to the earlier point, which was what if someone in the one-year transition year decides to resign, how do they get replaced? And obviously anyone replacing them, they do not have their term limits impacted. I don't know if it's necessary to go into that level of granularity. But certainly, if someone does resign within that one year, the eight-month rule, I guess, might still apply even for that one year. So if they resign within the first eight months, I say they can be replaced. If they don't resign within the first eight months, they can't be replaced. I will just leave it at that. Any thoughts or comments? Vanda?

VANDA SCARTEZINI: I have some doubts here. It's a two-year term. So the NomCom will change leadership each year. So the next year that AC/SO, if someone

resigned on the first year, for instance, in December, there is no way that group will be represented the next year, if I understand correctly.

TOM BARRETT:

No, Vanda. These are people who are always serving one-year terms. So let's say it's a November meeting. We have half the NomCom on two-year terms. We have the other half on one-year terms. We've already defined rules for those folks serving two-year terms. What if they resign early? That's the eight-month rule. So what we haven't done is define rules for folks in that first year. It only has a potential impact for one year. What if they resign early prior to their SO/AC starting a two-year cycle?

So what I'm suggesting is those folks are only on a one-year term anyway, then we simply use the eight-month rule. If they resign before ... Similar to what happens today, I would think. If they resign prior to the first eight months then they can simply be replaced. And again, the replacement will not have that replacement year counted towards their term limits. If it's after eight months then I would say they don't get replaced at that point. Or if they do want to be replaced, again, the same rule would apply. It doesn't count towards their term limits. So again, it's quite an edge case but certainly something we can anticipate and just put down a rule for. Does that make sense, Vanda? Okay.

Shall we scroll down a bit? The final part of this, obviously, the terms of implementation, we actually had identified which SO/ACs would go on a two-year term, which ones would go on a one-year term. And again,

we're leaving it to the BC and ALAC to decide which of these seats will start the one-year term, which ones will start the two-year term.

Any other thoughts or comments or input? We are going to circle back in terms of how these show up in the Operating Procedures and how we do change control on these in the Operating Procedures. All right. Go ahead, Jean-Baptiste.

JEAN-BAPTISTE DEROULEZ: Just real quick. I just wanted to make sure you had seen the latest comments in the chat as well.

TOM BARRETT: All right.

JEAN-BAPTISTE DEROULEZ: Thank you.

TOM BARRETT: Thanks. So Vanda says, "You agree with a minimum of the words in the Bylaws."

Cheryl says, "Too much detail for the Bylaws. Yes, the eight-month rule should apply. Keep it simple. It only ever might occur once at transition so the same rule can apply in Standard Operating Procedures, not the Bylaws. Again, too much detail for the Bylaws."

All right, so I think we're in agreement that all this stuff will appear in the Operating Procedure, and the only change I think we've identified today for the Bylaws was to make sure that when we mention two-year terms, there are more implementation details in the NomCom Operating Procedures.

Shall we go to the next agenda item? Nadira?

NADIRA AL-ARAJ: I just want to check. Is this the one we have kind of exchanged e-mail about it, about when to apply it or not? That's kind of dragged a little bit.

TOM BARRETT: I'm sorry. Could you rephrase that?

NADIRA AL-ARAJ: Because part of these details, one of the items I didn't agree with regarding when to reappoint, like when to start counting the appointment.

TOM BARRETT: Yeah. Actually, that's a good point. So your suggestion, Nadira, was to not ignore previous time served but perhaps say that you should not have served the last X years, 5 years, 10 years, whatever number you want to pick. Is that correct?

NADIRA AL-ARAJ: Yes. In a way, yes, but I think we agreed on something you suggested but I couldn't see it here. It was in the e-mails.

TOM BARRETT: Okay.

NADIRA AL-ARAJ: Yeah. I can't remember now. It has been two months, I think.

CHERYL LANGDON-ORR: It was the matter of when we start this change, when this becomes enacted as the new way forward with the term limits and two-year terms, a maximum of two-year terms, the committee as a whole has agreed that we, our majority, believes that we should just draw a line in the sand when these rules take over and anything that somebody served before that doesn't count, and these rules apply going forward. Nadira was concerned with that. There was an e-mail exchange. Her point of view did not prevail. That isn't necessarily articulated here nor would it need to be articulated in any Bylaw or even note to the Bylaw, and I'm not sure why it would go into an SOP either, because a decision was made. But yes, this is the topic, Nadira.

NADIRA AL-ARAJ: Yeah, but I think Tom rephrased it and it was acceptable by everybody. Yeah, but I don't know where.

TOM BARRETT: Yeah, I apologize. I'm going to try to recall what I may have said. I don't have the e-mail in front of me. But I may have said that, for example, people currently serving the NomCom should not go right into this new scheme, something like that. So if, for example, we have half the NomCom starting two-year terms, those should not be people who are currently serving. So they basically don't turn over. So maybe it was something to that effect. If you have served since—I'll make up a number—2018, you should not be serving for another four years. I don't know.

NADIRA AL-ARAJ: Anyway, just forget it because it's minority opinion. That's no problem.

TOM BARRETT: Yeah, it doesn't change what was said, what we're proposing here, but I think it was an additional requirement in terms of eligibility under this new scheme and whether or not there should be a waiting period. So you don't get penalized for past time served but you simply need to wait if you have recently served I think was the –

NADIRA AL-ARAJ: Yeah, exactly. Okay. Thank you.

TOM BARRETT: So certainly I'm going to dwell on that some more, because it will not impact anything what we have today. If anyone wants to weigh in some comments on that. So the idea is, nobody gets penalized for past time

served but perhaps they have to wait under the new scheme if they have served with the past X timeframe.

NADIRA AL-ARAJ: Yeah, I think that's I think I kind of ... but it's okay. There's no problem.

TOM BARRETT: Just to give you an idea, it does not impact the Bylaws. It comes when we start to finalize what goes into the Operating Procedures. Obviously, we'll have a chance to review those again and see if something additional makes sense there.

NADIRA AL-ARAJ: Thanks.

TOM BARRETT: All right. So the last part of this obviously we'd already decided creating the phasing. Shall we go on to the next agenda item? Jean-Baptiste or Yvette?

JEAN-BAPTISTE DEROULEZ: Sure.

TOM BARRETT: All right. So in terms of input on our rebalancing proposal, I don't believe we received anything new. Is that right?

JEAN-BAPTISTE DEROULEZ: That's correct, Tom. There were no new responses.

TOM BARRETT: All right. I don't necessarily see a need to discuss this one. Does anyone have any thoughts or comments?

JEAN-BAPTISTE DEROULEZ: Tom, if I can just jump in.

TOM BARRETT: Go ahead.

JEAN-BAPTISTE DEROULEZ: I recall from the last call that the NomCom Review Implementation Working Group wanted to respond individually to these groups. So if you can just –

TOM BARRETT: All right. I don't know if we can do that on the call today. If you want to draft something, we can we can edit that Google Doc or something, Jean-Baptiste.

JEAN-BAPTISTE DEROULEZ: All right. You can move to the next item. Thank you.

TOM BARRETT: Thank you. Thanks for reminding me about that one. All right. So, unaffiliated directors. So we had some language that we talked about this last week. I don't know if Ken is on the call today. I don't see him. He was opposing this to a large degree but I don't think that it's a consensus view. Move some windows around here.

This is where perhaps we can talk about the response back from Legal. So the question is whether or not we want to revise the Bylaws to mention ICANN unaffiliated. Again, do you have that paragraph or sentence we came up with? And then we can talk about what Legal's response was.

JEAN-BAPTISTE DEROULEZ: Yes. Just give me one second.

TOM BARRETT: Yeah.

JEAN-BAPTISTE DEROULEZ: Is it okay if I place it in the chat?

TOM BARRETT: Yeah. You mean as a link?

JEAN-BAPTISTE DEROULEZ: Or the text itself. I'm assuming that's the suggested text from Zahid, correct?

TOM BARRETT: Yes.

JEAN-BAPTISTE DEROULEZ: Okay.

TOM BARRETT: Yeah. You can even put it into the chat. I assume everyone's on chat. I can read it out loud. Notwithstanding section 7 of the ICANN Bylaws, which talks about—to refresh your mind what the attributes of a Board director—the NomCom shall ensure the nomination of non-affiliated Board members. For the purpose of this section reapplying NomCom Board appointees shall be deemed to be non-affiliated.

I would suggest one sentence here just for completeness, and then we can talk some more. For definition of non-affiliated, see the NomCom Operating Procedures. So, we're not going to try to define it here, but we can refer them to our Operating Procedures to see what we mean by non-affiliated. That's what we've been discussing so far. Is everyone okay with adding additional sentence, similar to what we did for the Recommendation 7? And then we'll talk about whether or not what the ICANN Legal response was. If you can bring that up, Jean-Baptiste.

JEAN-BAPTISTE DEROULEZ: I think it's on screen.

TOM BARRETT: All right. So, ICANN Org, specifically ICANN Legal, says there's no need to amend the Bylaw section. Okay. This is actually something a little different. So I'm sorry I'm mixing these things up. So in terms of that, ICANN unaffiliates, I think we're good. We're making that Bylaw change, specifically for the Bylaws themselves. I don't think ICANN Legal was referring specifically to that recommendation. So how do we allow for fundamental procedures to be included in the NomCom Operating Procedures? So it's related to Rec 27 but it's not specific to the Bylaw change we were recommending for Recommendation 27. Am I missing something there?

JEAN-BAPTISTE DEROULEZ: That's fine, Tom, because I think that this text they came after our request, I think.

TOM BARRETT: Yeah, okay. So ignore the title of the slide because this is unrelated to Recommendation 27. We have Zahid's text that you see here in the chat. I guess I am proposing we add a sentence to that simply saying for a definition of non-affiliated, please see the NomCom Operating Procedures. So we could add that revision as a friendly amendment. That will put Recommendation 27 to rest.

Independent from that, we've also asked ICANN Legal, "So how do we have what I call the picket fence idea? How do we have Operating

Procedures that the NomCom can't change at a whim?" If we want to prevent that sort of whimsical change, should we put something in the Bylaws? So we change the Bylaws, specifically section 8.7, which says they can change things at a whim. And so ICANN Legal's response was, "No, you don't need to change that section 8.7. If you want, you can still have fundamental procedures be included in the NomCom Operating Procedures." The working group will need to recommend what principles from the Operating Procedures need to be reported every year to avoid the tabula rasa situation, in other words, the idea that you start with a clean slate every year. And expect these to be carried through in some form of persistent document. They use the word master Operating Procedure. The working group should also specify within the Operating Procedures how they can be amended, and that includes the flexibility of designating certain portions with a very high threshold to amend. Cheryl?

CHERYL LANGDON-ORR:

Thanks, Tom. It took a moment to unmute. I have no idea other than the fact that for whatever reason the Gremlins were with me this morning that I had to join via the web browser, I come up as Yvette each time. Trust me. If it sounds like me, it is me. Yvette's good but she's not that good at pretending to be other people.

With this particular thing, some of you may have noticed today I started to introduce a term Standard Operational Procedures, and I started doing this in response to this almost useful piece of feedback from ICANN Legal. And I say almost useful because of the concept of saying that the procedures need to be reported every year somehow avoids

the tabula rasa situation. I could argue that one because the reporting of it doesn't in fact affect the overriding principle in the current Bylaw section 8.7, but I'm choosing not to. I'm following the more useful part of what they've said, which is the aspect of having these particular things in some form of persistent document with its own thresholds, etc. on how it can be amended. And that's where I think that the term for some of these things should be that they belong in Standard Operational Procedures. In other words, the ones that do not get subject to ease of change and the rest can be ... One normally would do those as annexes. So it's more in how we design what the Nominating Committee Operational Procedures will look like going forward than it is about changing Bylaws, which for whatever reason they are allergic to doing in the case of 8.7. Thank you.

TOM BARRETT:

Thanks, Cheryl. What I've done here, actually, is just whip this up in the last half hour. I thought about how we might practically go through the Operating Procedures and label which ones are sacred, they require public comments and change, and which ones you can change from year to year. And I like to, as a way to spark that discussion, put this up just for your review.

So just to remind you what 8.7 says, "The Nominating Committee shall adopt such Operating Procedures as it deems necessary, which shall be published on the website." So ICANN Legal says, "Look, we don't want to change that. You can do something with your Operating Procedures if you want to make them sacred or a master or what have you." And so if you scroll up a little bit, Yvette, you can see what's in the Operating

Procedures for 2020. And again, just keep in mind, ICANN does not have a webpage for the Nominating Committee writ large. So they create whatever year for that particular cycle and there's nothing, there's no continuity, there's no documents that pertain across all of NomCom. So we're looking at the Operating Procedures for 2020 and section 1 of their Operating Procedures will state, "Considerable care has been taken in developing the NomCom Operating Procedures. In setting and publicizing its procedures, the NomCom reserves the right to modify them in the course of its work in order to ensure efficiency and effectiveness in fulfilling its responsibilities. If the NomCom concludes that modification of these procedures is necessary, the NomCom will post the changes on the NomCom website."

So that's what it reads like today. And so if you scroll down to the next page, what I'm proposing is the first sentence is the same. So no change to "Considerable care has been taken in developing the NomCom Operating Procedures. The NomCom reserves the right to modify them, etc." And then I took away the second sentence and replaced it with—and this is gratuitous sentence that really isn't needed—but "As part of the NomCom2 Review, a more formal change review process was developed to ensure there was transparency and accountability to any revisions to these procedures. If, in the event that the NomCom decides to modify any of these procedures, then the proposed changes will be submitted to the NomCom Standing Committee for review."

So what I'm proposing here is rather than try to go through the existing procedures and label them as sacred or easily change from year to year, we forego that exercise and simply say, "Any change that the NomCom wants to make should be submitted to the Standing Committee for

review.” And they would reply one of three ways. One, the request is allowed as a one-time exception, but it must be published to the NomCom website. The Standing Committee will deliberate if this one-time exception should become a permanent change. Two, the decision is deferred until after a public comment period has been completed and analyzed. Or three, the revision is not allowed for this cycle. The NomCom, of course, could include this change in its year-end report to be considered for future NomComs.

So I’m just proposing that. It hasn’t been discussed by any of us yet, but I thought I’d throw that out and see what people thought. Cheryl? Is that a new hand?

CHERYL LANGDON-ORR:

Thanks, Tom. Yeah, I did. Yes, it is. I did have time to review this at the beginning of the meeting. So I was looking forward to get into this bit, actually. Yvette, if I can just get you to scroll slightly so we can see Tomas’s question posed about what he thought was a slightly gratuitous question: “Is this sentence useful?” I do think that sentence is vital, certainly not gratuitous. I think that that sentence probably needs to be then the link to something that says, “Resulting in a new form of standard NomCom Operational Procedures or Nominating Committee Standard Operational Procedures.” Whatever it is that means we can use the term SOPs in future, because SOPs is something that are well understood in a number of jurisdictions and in a number of areas. So it’s always good to use something that people already understand.

And then what I would suggest is that the following sentences, “If in the event of decides to modify,” and then going beyond that to the Standing Committee for review also is well worthwhile in what would be seen as Bylaw language. The details then of the three mechanisms, which I think are solid mechanisms, that’s fine. It could certainly go as part of the guidelines and introduction to the Operating Procedures. Because SOPs would also start with the sentence that says, “As part of NomCom2 Review, a more formal change review process was developed to ensure there was transparency and accountability to any revisions to these procedures” was in place going forward. And then we would have this exact language, if this is the language that’s agreed upon. Start that all off and then it would go on to—it’s almost just like a cover sheet on the publicized and accepted Operational Procedures. We, as a review team, however, do need to go through what is the current NomCom OPs at the time of transition, just to ensure that there isn’t something over cited or silly or that desperately needs changing before it gets concreted in a little bit more. But I’m quite happy with this approach and whatever language is agreed upon I think, again, keep it lean in the Bylaws, but I certainly don’t think that sentence is unnecessary. In fact, I would want to embellish it slightly. Thank you.

TOM BARRETT:

Thanks, Cheryl. Any other thoughts or comments? I know this is new for everybody. Vanda agrees we should review the Operating Procedures. We can do that at a future meeting.

Yeah, and to Cheryl’s point, maybe these three options here become part of the charter for the Standing Committee, they don’t need to be in

these Operating Procedures. So the risk here, obviously, is that the annual NomCom Leadership decides to strike this and change it to something else. So aside from the community policing that sort of activity and noticing the change, I guess the Standing Committee would have to be the police to this point in this case. So in a way, we're deviating trying to identify in from a discrete matter, which is master Bylaws of the NomCom or master Operating Procedures of the NomCom. A more flexible approach. Any other thoughts or comments?

JEAN-BAPTISTE DEROULEZ: There are some comments in the chat.

TOM BARRETT: Yeah. I see Nadira saying, "With the use of standard procedures." Vanda said, "Review the Operating Procedures. Standing Committee is a good place for it." Leah says, "Good for me." "Okay" for Dave.

So in terms of the next meeting then, shall we walk through all the Operating Procedures and do what? I guess, give me an idea of why we want review the Operating Procedures. What changes or comments do you think we'd be making to those Operating Procedures? Nadira?

NADIRA AL-ARAJ: Yeah. From what Cheryl has explained to us, I'm with the kind of putting something—standard procedure is not easy to change and we put others to leave the flexibility. So we need to revise which item not easy to change, and then I'm not sure if others can be put in a less ranking. I'm not sure. So it's more of a question than a point of view.

TOM BARRETT: All right. Thanks. I see Cheryl's point that maybe we don't need to handle this right now in terms of the next meeting.

NADIRA AL-ARAJ: Yeah. We don't have to handle it. This is at the end.

TOM BARRETT: All right. So are we happy with this approach in light of what Legal has told us? This is slightly different from Legal, but I think generally Legal would be happy with this approach. Everyone agree? Okay. I see the chat.

All right, so I think we have come up with a method for not putting things into Bylaw changes in excruciating detail. So, for example, all the stuff we talked earlier about the term limits and how we replace people who don't fulfill their terms, that would go into the Operating Procedures. We're still making a change in the Bylaws for ICANN unaffiliates. So that was a bit of confusion I had earlier on, so that's not something we're putting into the Operating Procedures but there will be a Bylaw change. But we have other things certainly we want to put into the procedures as well.

All right, I think we are good to go to the next agenda item.

JEAN-BAPTISTE DEROULEZ: If you can come back to the slides, please. Thank you.

TOM BARRETT:

Thank you. So the Standing Committee process diagram is an exercise we started. In terms of the potential for Bylaw change, we decided this would not be a Bylaw change, but it would be given a charter that would get approved by the Board and that would give it its legitimacy. And so we do probably need to go through and look at the charter at some point. So as part of that, we've started to look at a process map. So if we can bring up a link here.

Everything identified in this process map probably should be referenced to in their charter. So it kind of defines the roles and responsibilities of the Standing Committee. So obviously one of them, what we identified was overseeing the revisions to the Operating Procedures, but also going through any annual recommendations that come out. Okay. So, Yvette put a link in the chat, perhaps for everyone's benefit, if you're not online.

JEAN-BAPTISTE DEROULEZ:

So just to be sure, you want to project the Standing Committee charter that was developed by the team or you want to –

TOM BARRETT:

No. I don't want to do that. I thought I'd follow your plan, Jean-Baptiste, and just look at the process map. Again, I'm not sure if we're going to have time to go through all this. But the plan here is I think to—this was an exercise to make sure that when we put together the charter, we can look at all these different processes that the Standing Committee was

involved in to make sure that our charter reflected that. My rationale behind this was that to make sure that the Board and of course the whole community understands the role that the Standing Committee would serve and understand why it would improve the efficiency and effectiveness of the NomCom. Because I do think we have to—well, we still have a sell job on some of these recommendations as we try to get them approved by the OEC and the Board.

Cheryl's asked me, "Why can't we view the sequencing on the screen now?" Sure. We can we can spend five minutes. It's 3:51, I want to spend some time on future meetings. So maybe this probably is a full hour for walkthrough.

What I would want to do, I guess, is put these into a charter-like format because that's really what we're trying to do is review a charter for the Standing Committee. The other output I think that we'll want to develop are those timelines for both the NomCom as well as the NomCom Standing Committee. So that's kind of what this is geared towards. But it's not quite in the right format, I think, to make discussion that helpful.

YVETTE GUIGNEAUX:

Tom, this is Yvette. Is this what you want to display?

TOM BARRETT:

Yeah, this is what I want to display. As I said, I'm going to defer spending time on it. I don't have the energy to jump into this topic right now. Cheryl says, "Short intro now, full discussion later."

Similar to all the tasks that we came up with NomCom has to do with all the bodies that it interacts with, the idea here was to come up with all the activities of a Standing Committee and all the bodies of the Standing Committee is going to be interacting with. So, first and foremost, it was the NomCom Leadership. So we're listed a bunch of activities that it would do with the NomCom Leadership. Secondly, it would interact with the ICANN Board. And some of these are recommendations we haven't addressed yet. Coordinate with the Board on job descriptions for the Leadership team, or assessing the NomCom's performance, on the timing of the Leadership team, on the performance of reapplying NomCom appointees. Those are recommendations we haven't even addressed yet. There is interaction with ICANN Org for budget as ICANN Finance, for HR, for training, for marketing; the Marketing Department for how we do outreach. And then we have the bodies that appoint members to the NomCom, again, making sure that they're appointing their members on a timely basis.

Can you scroll down, Yvette? I see it moving on my phone but not my laptop.

YVETTE GUIGNEAUX:

Standing Committee tasks and interactions with the following groups and categories. Is that what you want to scroll down to?

TOM BARRETT:

Yes, please. Please scroll down a little bit more. I only can see down to 42 or something.

YVETTE GUIGNEAUX: Okay. You just tell me when you want me to stop.

TOM BARRETT: Okay. Yeah. Unfortunately, it's scrolling on my phone but not in my laptop, which is kind of annoying. I don't know how to fix that. But I think we're running out of time.

CHERYL LANGDON-ORR: We're seeing it scroll. Which bits do you want us to look at? Because we've seen it all scroll.

TOM BARRETT: Yeah. For some reason it's scrolling on my small screen but not my big screen. I don't know why. But what I want to do—and again, we'll make this a future call—is to go through here and make sure that A) we've captured all the bodies for the Standing Committee in terms of who its going to be interacting with, and then B) basically describe that interaction terms of actual roles and responsibilities that it has, as all this will hopefully be translated into a charter for the Standing Committee that we want to eventually submit to the Board for approval. That's the outcome of this exercise.

I will stop there. Any thoughts, questions, comments? All right, I see no other comments. I will go to the next agenda item, which has to do with the cadence of our meetings. So the question is, is everyone comfortable with meeting weekly for an hour? And we are rotating the

times. So let me know in the chat or by raising a hand if you want to suggest any changes. Plus one from Vanda.

YVETTE GUIGNEAUX: Fine, Jean-Baptiste. I'll back it up. Okay. There we go. Sorry about that, guys.

TOM BARRETT: No worries. All right. So I think we're good. In terms of the cadence, I know that was a question that we wanted to follow up on and what is good with these questions. All right, so our next call, which is next week, we'll continue to meet weekly. I know there may be some holidays in November, but we're showing good through this time for the next two months. So, next meeting is the 24th at 13:00 UTC. Then, of course, the following meeting will be 19:00 UTC, so we're going to stick with the current schedule.

CHERYL LANGDON-ORR: Tom, Cheryl here. We won't be meeting in the ICANN week for a week.

TOM BARRETT: Right. When is the week of that? That's November, right?

CHERYL LANGDON-ORR: Which of the three weeks am I referring to? I would be referring to not the prep week, the following two weeks. We asked enough of our

volunteers without the inhumanity of this ridiculous [inaudible] meeting coming up. Oh, was that my outside voice?

TOM BARRETT: Yeah. Jean-Baptiste posted the ICANN69 is the 17th through 22nd of October. So we won't take that week off and the week after. Is that what you're proposing?

CHERYL LANGDON-ORR: There are two weeks that involve our volunteers, assuming none of them want to be engaged with the third week, which is the prep week. All right. So think about practically all of October, actually. The prep week I'll give away, right, we'll do our meeting. But I think the heavy load on anyone involved in an SO/AC in week one and the week time date that Jean-Baptiste has put in the chat, we shouldn't have a meeting.

TOM BARRETT: Okay. I see is a plus one from Dave. I'm seeing one, not plus one. It's kind of weird on the phone. I have plus two from Vanda.

CHERYL LANGDON-ORR: She's very keen on what I say.

VANDA SCARTEZINI: Yeah. I understand very well the situation. Sure. We should not have during the assembly ICANN meeting, any other meeting out of the scheduled meeting because it's impossible.

TOM BARRETT: Okay. So we're saying no meetings the week of the 17th and no meetings of the 10th of October.

CHERYL LANGDON-ORR: Yes. The week before that week and that week. Correct.

TOM BARRETT: All right. Right, Yvette. Got it. Thanks. All right, thank you, everyone. Thank you, Staff. Any other questions, comments?

VANDA SCARTEZINI: None.

CHERYL LANGDON-ORR: All good.

TOM BARRETT: All right. Thanks, everybody.

VANDA SCARTEZINI: For anyone celebrating Rosh Hashanah, so Shana Tova.

TOM BARRETT: Thank you.

CHERYL LANGDON-ORR: Very nice, Vanda. Bye for now.

TOM BARRETT: Bye.

JEAN-BAPTISTE DEROULEZ: You can stop the recording, Yvette. Thank you.

TOM BARRETT: Thanks, guys.

[END OF TRANSCRIPTION]