JEAN-BAPTISTE DEROULEZ: Hello and welcome, everybody, to the NomCom Review Implementation Working Group meeting on Thursday the 21st of September, 2020, at 13:00 UTC. As part of the agenda, I'm going to do a quick rollcall and ask whether you have any updates to your statements of interest.

So, today in the room from the NomCom Review Implementation Working Group we have Tom Barrett, Raymond Mamattah, Remmy Nweke, Vanda Scartezini, and I believe Arinola is just joining now.

And then from ICANN Org, we have Yvette Guigneaux, Pamela Smith, Jia Kimoto, Jennifer Bryce, and myself, Jean-Baptiste Deroulez. I'm now going to ask if you could raise your hand if you have any statement of interest. If there are none, I'm just going to give the microphone to Tom to go through today's agenda.

TOM BARRETT: Thanks, Jean-Baptiste. So, our goal today is to try to finalize the language for the proposed bylaw changes. And so, why don't we jump right into Recommendation 7? Yeah, if you could just bring it up? I did add a proposed change this morning because I wanted to get some discussion going on.

As you'll recall, we don't want to count any previous time served toward the term limits under these new rules. Nadira, who hasn't joined us yet, is concerned about the fact that some of the SO/ACs seem to have the same people returning year after year.

So, Nadira had proposed that no one who has served since 2009/2010 should be able to serve again. So, that was rejected by the committee for two reasons, I think. One is because it would involve a lot of accounting by ICANN staff to figure out who is eligible and who is not eligible, and secondly, some of the SO/ACs apparently have trouble finding volunteers to serve on the NomCom. That's why they keep repeating the same members. Again, we don't want to put an SO/AC into a situation where they cannot find a volunteer to serve on the NomCom.

So, what I'd like to do is … I recognize those points, but I'm also … I think Nadira has a valid point as well in terms of, how do we avoid the same members coming back time after time? Vanda?

VANDA SCARTEZINI: Yeah. Just to remember that some groups, mostly technical groups, have not much interest in participating, [dedicated who were mostly] out of those working in their groups just serving to NomCom. So, it's a little pretentious for our part, decide by the AC/SOs who is filling the requirements. They cannot send that. That's the best person they have for that position because the others cannot/do not want to go, others had other problems.

So, I believe it's not to be so strict in that decision that do not belong to us. In my opinion, it should be we send the requirements. That is the most important, the quality of the person, not if the person has been there once and then again, because it depends on the year.

It depends on the opportunities people have to serve because it's not so easy to serve on NomCom. It depends on their profile. So, I understand

Nadira but, like us in ALAC, we have thousands of people, but it's not the same for all groups. We need to consider they are enough capable to define who is going to serve/who not. Thank you.

TOM BARRETT: Thanks, Vanda. Nadira?

NADIRA AL-ARAJ: I'm fully with you, Vanda, about this, about who wants to serve or not. But with the small groups, it is good for the continuous improvement for them to find a mechanism that they can bring, also, other members into this space, so not to have the same repeating person.

Especially now, it's going to be difficult, even. I agree with you because it's going to be difficult for the committees of the … The ones that used to have the long-time members [inaudible] voting seats. Now, these committees, they will have difficulties finding it.

But at least, for example, what I agreed on is just to … Instead of two years then two years, to give them at least be absent from the scene for four years. That was the recommendation of Tom. It makes sense. People forget that they're old faces. That was my point, simply as that. I'm not against anybody coming in. It's everybody wants to serve the community. Yeah. Thank you.

TOM BARRETT: Thanks, Nadira. Yeah, I think it's … One of the … I'm sorry, would you like to talk? Go ahead.

REMMY NWEKE:

Thanks. Good afternoon, everyone, from Lagos. I think it's important we also note that experience at times also matters when it comes to dealing with the NomCom communities. So, when we are projecting or making our proposal, we should also consider that very extensively so that we don't show change or shoot the ICANN community on the foot by putting up a proposal that will not help them to grow.

Experience is a very key [thing we honestly want] almost everywhere. So, those who have participated once can equally go for another term. And if their community allows them and decides that they don't have more or a better [hand] to come in, they can also go, maybe, for the third time. So, that's my suggestion. Thank you.

TOM BARRETT:

Thanks, Remmy. I appreciate that. Any other comments?

NADIRA AL-ARAJ:

Yeah.

TOM BARRETT:

Go ahead.

NADIRA AL-ARAJ:

Remmy, already we agreed only for the two terms and this one-year term. We are not objecting on that. My point is just it was about when

they are returning to NomCom. That's the point, to give them a little gap. That's the only concern I have.

Everybody in the community doesn't, as Vanda has said, send anybody without this experience. So, like anybody on this [end], because I was on the NomCom and I could see who has the experience. Even some people from the same SOs/ACs, and we hardly know things about the other … We from the ALAC are more aware of others. I don't know why, by the way.

So, it is kind of some committees are very closed in terms of knowing what other works because, once you are appointed to this position, we are not appointing somebody for the interest of ALAC. Appointing somebody for the interest of the NomCom—sorry, for the interest of ICANN as a whole. So, that's the idea of why we need new blood, a new and fresh look, and qualified people, as well. Thank you.

TOM BARRETT: Thanks, Nadira. So, I have a suggestion, if you see on your screen under "implementation notes" the second bullet. And so, what I'm proposing is … Again, we're not changing any existing rule, but I propose adding an additional rule that simply says, "NomCom members serving the one or two-year terms during this transition period should not have served on the NomCom after the 2017/2018 NomCom cycle."

So, it just makes sure that someone who, for example, has just served two years doesn't serve another two years immediately, so it does ensure some turnover. Again, no one is penalized for having served past time in

the NomCom. They're just simply being asked to wait a while before they serve again. So, any thoughts and comments to this proposed change?

NADIRA AL-ARAJ: Yes, I have no objection of this. That's the gap I was calling for. Thank you.

REMMY NWEKE: I don't have an objection.

TOM BARRETT: Hi, Remmy. Go ahead.

REMMY NWEKE: I don't have an objection, please.

TOM BARRETT: Thank you.

REMMY NWEKE: Yeah.

TOM BARRETT: Vanda, are you okay with this?

VANDA SCARTEZINI: In fact, I'm a little concerned that we're going to have difficulties to implement this very clearly. I don't know. I [abstain]. I [abstain].

TOM BARRETT: Okay. The other thing that occurs to me … As you all know, when these SO/ACs appoint members to the NomCom, they don't actually represent that SO/AC. They're supposed to be neutral and represent the ICANN community. So, it may be worth pointing out to the folks like the technical groups who can't find volunteers that they're not limited to finding someone within their particular SO/AC.

So, they are free, for example, to do a public announcement saying, "Hey, guys. We're strapped for time and we're taking applications for anyone who wants to fill our seat on the NomCom." So, we could make that clear to them if they feel like they have a shortage of volunteers, or their volunteers have burnt out.

Make it clear that they don't need to limit themselves to their current membership to fill their NomCom seat. That certainly could be part of the job description that they publish for their opening.

VANDA SCARTEZINI: Yeah. That sounds, also, a good suggestion. It's like with communities, as communities has a rarity of volunteers. They are obliged to find it. They're obliged to send the same. You leave the flexibility. It's good to have this flexibility. No objection.

EN

TOM BARRETT: Cheryl?

CHERYL LANGDON-ORR: Thanks, Tom. I guess I'm a little … I wasn't going to say anything on this because, honestly, I think this is a transition. It is a single point in time. It's an awful lot of over-engineering for a single point in time. It's not like this is going to go on in perpetuity.

However, when you just spoke about, basically, putting out a public call, that's fine, but we still have a whole set of standards and expected skillsets and criteria for whomever they sweep out of the corners to offer toward using in these roles, and we do have to remember that.

It's not just a matter of picking up my aunt Mary and putting her at the table. There is a whole bunch of very important sets of expectations which are also wrapped around these roles. So, I think we need to keep that balance in mind. Thank you.

TOM BARRETT: Thanks, Cheryl. Okay. So, not hearing major objections, we'll keep this proposed amendment. And so, Jean-Baptiste, I know you have said we still had not addressed a bylaw change for how we fill a vacancy for this recommendation.

JEAN-BAPTISTE DEROULEZ: Sorry, Tom. I'm not I understand your question.

TOM BARRETT: So my question is, do we have, in terms of the … There was a question on the PowerPoint slides that said, "Still have an open issue in terms of the bylaw changes for Recommendation 17."

JEAN-BAPTISTE DEROULEZ: So, I think I was making reference to what appears in green on-screen, and that was just from the last call. So, it was from what you had discussed. I tried putting these in. So that was, I think, [user … Committing it was] for review. These are questions, you have replied. It's which paragraphs from these documents need input on whether this should be translated into a new bylaws text. Thank you.

TOM BARRETT: All right. And so, I think we're in agreement that all of these rules would be in the NomCom operating procedure. If you could bring up the actual bylaw redline, we can see if we can't get a final review on that. That would be helpful. All right. So, here are the … Yeah, if you back up?

And so, we see … Let's go through this whole list. These are all the proposed changes to the bylaws. So, in green, notwithstanding section seven, "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."

All right? And then, next section, 8.1. 8.2, we simply have some word … We have indicated that everyone, our voting delegates … So, that takes care of the recommendation regarding the fact that everyone will be voting.

For section G, we have our proposed changes for the GNSO seats, basically suggesting they not be hard-coded. Could you scroll a bit more for us? Number I, again, just a word change. There is one voting delegate from I. I guess it's not I. It's H(i), H(ii), H(iii). Again, those are the proposed changes there. Can we keep scrolling?

All right. So, here we talk about the two-year terms. So, the bylaws will simply say each delegate shall serve two-year terms. A delegate may serve, at most, two successive two-year terms, after which at least two years must elapse before the individual is eligible to serve another term. Again, that needs a little bit of wordsmithing. Instead of saying "after which …" Can you edit this, Jean-Baptiste?

JEAN-BAPTISTE DEROULEZ: Yes, I can.

TOM BARRETT: Okay. I would just say, "Two successive two-year terms," period, and then strike "after which," at least. So, yeah. So then, just strike that and say, "At least two years must elapse before the individual …" "Must elapse between two-year terms" is all we need to say, here. "At least two years must elapse between the two-year terms." Is everyone comfortable with this word change?

NADIRA AL-ARAJ: Yeah, it's a good one.

TOM BARRETT: Okay. And then, basically, that's all we're saying regarding the term limits. So, all the other details we have been talking about are in the operating manual, under "version control" and "supervision of the Standing Committee."

B, again, there is no change about when they start and end. C, we have struck the phrase about non-voting liaisons. Again, small edits on E. "For non-voting liaisons" has been struck. 8.4, criteria for selecting NomCom delegates. So again, as Cheryl pointed out before, they still need to fulfill these requirements, even if someone like the SSAC decides to go broader in their selection. 8.5, diversity.

Can you go back up and see diversity some more? This is interesting. This is diversity about the board directors, not diversity about the NomCom. Again, here, they do talk about continuity of reapplying board members, as well.

So, as you read through here, let me know if you think any more edits are required. 8.6 seems straightforward. 8.7. All right. So, 8.7 is the one that ICANN legal said that, "Hey, you don't need to change this, even if you want to put some controls over changes to the operating procedures. Handle that offline."

So as you'll recall, we have already modified the preamble to the operating procedures to make it clear that there is a revision control process. And so, I guess the question is, is that sufficient for everybody, or should we … Do you disagree with ICANN legal and want to put any language in here talking about the fact that there is some revision control

over operating procedures? This is your last chance to decide if there is any change to this bylaw language. Nadira?

NADIRA AL-ARAJ: Yeah. I'm kind of wondering why it's … Want to keep this item. Why not [just track] it at all? Because anyway, already, the procedures … It's flexible to do. What's the need of this 8.7?

TOM BARRETT: Yeah. Well, I'll see if I can answer that. I think the idea was they want to emphasize that the NomCom is an independent body and they get to set their own rules. ICANN Org and the board don't decide how they operate. I think that's the idea behind, here, to signal that there is some independence of the NomCom.

But we can certainly add to this. We could keep this sentence intact and add something like, "The Nominating Committee shall ensure that it is accountable and transparent to the ICANN community in how it conducts its business, subject to certain confidential."

So, we could add a lot in here. In fact, that's probably what's missing here; there is nothing about how the NomCom is accountable and transparent. Maybe we need to add a phrase to that effect.

NADIRA AL-ARAJ: Yeah, that would be nice, if we make it clear in the bylaws.

TOM BARRETT:	Okay. I think Cheryl and Vanda are agreeing with the change. Okay. So, Jean-Baptiste, we'll just wordsmith, saying, "The Nominating Committee, while adhering to a confidentiality, will ensure that it maintains transparency and accountability to the ICANN community."
	I'll read that back to you. "The Nominating Committee, while ensuring confidentiality of applicants, will ensure that it maintains transparency and accountability to the ICANN community." How does that addition sound to people? Go back to the chat.
CHERYL LANGDON-ORR:	Tom?
TOM BARRETT:	Yeah. Cheryl?
CHERYL LANGDON-ORR:	I'm just wondering about adding "optimal transparency and accountability," because that's a whole spectrum, and I think we're trying to aim for "optimal."
TOM BARRETT:	Do you want to say "optimal" or "appropriate"?
CHERYL LANGDON-ORR:	You see, my [weight is more on] optimal, but I could live with either.

TOM BARRETT:	All right. Okay.
CHERYL LANGDON-ORR:	Because "appropriate" is in the eye of the beholder.
TOM BARRETT:	All right. Let's go with "optimal."
VANDA SCARTEZINI:	Okay for me. The "optimal" also keeps in mind that they can keep confidentiality, everything, but continue to be transparent and accountable. It's okay.
TOM BARRETT:	Nadira?
NADIRA AL-ARAJ:	Yeah. The way we stated that, the confidentiality regarding the applicants, would it be necessary to mention the optimal transparency and the accountability in their processes, or it is embedded and directly understandable? I'm not sure how that …
TOM BARRETT:	Well, yeah. I'd rather leave it … Yeah. I'm sorry. Go ahead.

EN

VANDA SCARTEZINI: No, sorry. You can say. I was just thinking that it's not only optimal transparency and accountability. It's not only on the process. It's more [even, embrace, people, behaviors], everything.

TOM BARRETT: Yeah. That's what I was going to say as well, Vanda. I guess, on the other half of this, does confidentiality only apply to applicants, or is there anything else that needs to be confidential?

NADIRA AL-ARAJ: There is confidentiality—

VANDA SCARTEZINI: Apply for candidates.

NADIRA AL-ARAJ: Yeah, there is confidentiality between the dialog. It happens between … The [bids] happen within the meeting. This is confidential as well.

VANDA SCARTEZINI: Yeah. In my opinion, I would just ensure confidentiality. While ensuring confidentiality, we'll ensure that [meant things are] … You know, take the applicants or other adjectives. Where we apply confidentiality, they need to know, but it's not our task to restrict the confidentiality because, sometimes, it could be another … I have, in my time as a chair, a very big problem on confidentiality for one of the members. It was not about the candidate but, even so, making a lot of mess.

EN

TOM BARRETT: Right. All right. So, let's strike "of applicants." I think that's a good change. Everyone good with this? So, it's interesting that there is not a lot of detail in the operating procedures about granularity of confidentiality.

It has typically been, in the past, everything is confidential, so we're trying to strike more of a balance, here. In terms of the bylaw change, it sounds like we do want to have a sentence in here to make it clear that there is some accountability and transparency required. All right.

NADIRA AL-ARAJ: All right.

TOM BARRETT: Any other comments? Okay. Scroll down. We have ineligibility for selection on the NomCom. No changes to that. And ineligibility for service on the NomCom, there are no changes to that. So, those are all of our proposed bylaw changes. Eight/nine was the last section, I assume.

JEAN-BAPTISTE DEROULEZ: Right, Tom.

TOM BARRETT: Yeah. Okay. So, is everyone comfortable with us sending these off to ICANN legal for a final review and see what other feedback they might have? Anyone not comfortable? So, could you just scroll back up so we can see the other …?

So again, the idea is, before we just simply send these off, that there be a narrative explaining why these changes are being proposed/the process we followed to arrive at these changes. So obviously, the rebalancing recommendation that led to our recommendation to remove the hard-coding for the GNSO will need a narrative, and also explain the feedback we received from the community to explain how we've taken that into consideration in our proposed changes.

So, that draft is still forthcoming. Perhaps at the next meeting, we'll have a version of that. So, we're not yet ready to send this to legal. We want to have that narrative done first. It sounds like we're pretty much done with our proposed edits. All right. So, next step is the narrative, again, before we share this with ICANN legal. I think we are done with bylaw changes for now. We can go to the next agenda item.

[NADIRA AL-ARAJ:]   Yeah.

TOM BARRETT: All right. Thanks. So again, Recommendation 10 was the rebalancing exercise. We have received people who do not like this idea because they, for various reasons … But again, our approach here is that we're actually not doing the rebalancing at this point in time, but simply cleaning up the bylaws to enable the rebalancing exercise to take place at a later time.

It could either be across a whole community or within the GNSO, as we have suggested, but that's something to be handled at a later time. So again, that will be explained in the narrative in the proposed bylaw

change that was sent off to the OEC. Does anyone else want to discuss the feedback we received on rebalancing?

VANDA SCARTEZINI: Yes. We have done that.

TOM BARRETT: Yeah. So again, we'll discuss the narrative on this, hopefully, at the next meeting. Next agenda item.

JEAN-BAPTISTE DEROULEZ: Tom?

TOM BARRETT: Yes, please.

JEAN-BAPTISTE DEROULEZ: So, you will look at the … Because you had asked for draft replies for those. So, you will look at those before the meeting, then?

TOM BARRETT: Yes. I'm sorry, Jean-Baptiste. Yeah. I would think that their narrative will be very similar to our response back to many of these SO/ACs.

JEAN-BAPTISTE DEROULEZ: Yep.

TOM BARRETT: Right? So, there's no reason to hide from them that we're still planning to make the proposed bylaw change, unless people think we should not reveal that yet. Any thoughts on that?

So, IPC, which obviously is the … Which everyone else took their lead from. I'm suggesting, in our response, not simply saying, "Thank you very much for your response. We'll take it under consideration," but we'll go further and explain what our proposed bylaw change is and why it hasn't changed. So, we'll see that draft, hopefully, next week. Maybe we could just bundle them together, Jean-Baptiste? Make them one and the same?

NADIRA AL-ARAJ: Yeah. It's better to bundle them, yes, because they are all a response to our suggested balancing issue on these SOs.

TOM BARRETT: Okay.

JEAN-BAPTISTE DEROULEZ: Yes, Tom. So, just on that, what I tried doing in my draft reply to them, since they were all referring to sometimes implementing some words that were coming from the final report in the detailed implementation plan, I emphasized that in the reply. I think … I forgot what was the second thing. Mostly, that's for all four. I'd actually like to use the same narrative that was discussed on your previous call. So, when you have time, if you can review that, thank you.

TOM BARRETT: Yeah. We'll take a look at it. Oh, so that's what these … Okay. For some reason, I thought these links were the [inaudible] responses. All right.

JEAN-BAPTISTE DEROULEZ: The last one is the response, yeah.

TOM BARRETT: Yeah. Why don't you bring one up, just so everyone can see what the draft looks like? All right. So, this is a proposed draft to the IPC: "Dear Heather," that's Heather Forrest, "on behalf of the NomCom Working Group, we'd like to thank the IPC for meeting with us during the SG/C," I don't know what that acronym stands for, "and taking the time to provide additional input on your position toward our suggested bylaws amendment."

So, we'll … "On the IPC's position toward the suggested bylaws. We acknowledge receipt of the IP's decision not to support our suggested bylaws amendment and do appreciate the sensitivities that surround any proposal to change the NomCom seats."

"To this extent, we would like to remind you of the implementation steps that lead to this suggested amendment. The working group developed a detailed," blah, blah, blah. So, just some background information.

So, going down to the next paragraph, "The resulting suggested bylaws amendment from this process do not actually rebalance the GNSO seats. The number of seats remains the same as before." Yeah.

"To your last point on offering a broader exercise of the advised comprehensive assessment of the representation within the ICANN community, the idea that the working group should first do a holistic review before thinking about rebalancing is counter to the idea of continuous improvement. However, this amendment will facilitate any future holistic review or any amendments." All right.

So, I think this is generally the right approach. I do want to do some wordsmithing on this. I suggest perhaps … What we could do, Jean-Baptiste, if we could … I'd like to take a shot at editing this a bit, and then we can send—

JEAN-BAPTISTE DEROULEZ: Sure.

TOM BARRETT: An e-mail out to everyone to see if they want to make some additional edits. But generally, is everyone comfortable with this approach, or do they think we should be taking a different approach in replying to the IPC and other groups that gave us feedback?

VANDA SCARTEZINI: I believe this is a kind answer and very clear why we are doing that or that. It's clear for me. For me, it's good.

TOM BARRETT:	Okay. Yeah. Maybe, in fact, we should mention continuous improvement even sooner. So, I'll have some edits to this. Okay. So, again—
JEAN-BAPTISTE DEROULEZ:	Thank you, Tom.
TOM BARRETT:	Thank you. So, in terms of what I was suggesting earlier, hopefully our explanation here, our narrative/our response to the IPC, is essentially the same thing we're going to give to ICANN legal and the OEC, as well. So, it should not require much change once we have agreed on the language, here. I think the same language will be given to the OEC so we're completely consistent and, again, transparent about the approach we're taking.
	All right. Thank you for that. Again, I have not had a chance to review this in detail, so I will do that in the next few days. In fact, if you want to just send out the link, anyone who wants to edit, we can edit this in parallel, too, if you could do that Jean-Baptiste.
JEAN-BAPTISTE DEROULEZ:	Yes, we'll send it again. Thank you.
TOM BARRETT:	Okay. Thanks. All right. Shall we go to the next agenda item? So, updates to the NomCom Operating Procedure. Again, I think we've made a positive update to the bylaws to make it clear that, while the NomCom

has control over its operating procedures, it's going to ensure optimal transparency and accountability, and that will, I think, help us enforce the preamble to the operating procedures, if you can bring that up again, Yvette, that we suggested last week.

Right. So, this rewrite. So, this ensures … By having that language in the bylaws, that ensures that a particular NomCom doesn't ignore this preamble, here. So, these are edits we made last week.

Of course, NomCom reserves the right to modify these procedures to ensure efficiency and effectiveness. As part of the NomCom to review, a more formal change review process was developed to ensure there was transparency and accountability to any revisions to these procedures, resulting in a new form of Nominating Committee standards operating procedures. I'm not sure what we're trying to say, there. Anyone have any suggestions to make to clarify that sentence in green?

JEAN-BAPTISTE DEROULEZ: I'm sorry. I added that. I think that was mentioned during the last call, so I really took that from the words on the call.

TOM BARRETT: Yeah. Okay.

JEAN-BAPTISTE DEROULEZ: But I can't remember in which context that came up.

CHERYL LANGDON-ORR: We were talking about finding a terminology or nomenclature that would work to be particular on standing operational procedures versus various annexes, etc., that would be more agile. This is kind of a mix between a record of our deliberations and text we want to discuss. I'm honestly, because I'm deeply engaged in the very important GNSO Council meeting, not up dotting the I's and crossing the T's on this part right now. So, sorry about that.

TOM BARRETT: Yeah. Okay. So, I guess the point that we're trying to make here is that there will be a classification of different procedures—some that are under a more strict revision control and oversight than others. So, I think that's what we're trying to say here. Yeah.

I don't know if we want to have it here. I think what we said last week was that we would eventually walk through other operating procedures and decide that classification, but not something we're ready to do at this time, right?

So yeah, we'll just flag that. We can come back to this. I think the idea here is that we wanted to classify operating procedures based on the importance of transparency and accountability, but we're kind of repeating the previous part of the sentence, there.

So, let's move on. "If in the event the NomCom decides to modify any of these procedures, then the proposed changes will be submitted to the NomCom Standing Committee for review," so that's the whole change review process.

And so, that would apply even if we eventually go through and classify operating procedures and decide, A, a NomCom can change this particular procedure at their whim from year to year, that even those changes would have to be communicated to the Standing Committee, and the Standing Committee could decide that that's a material change, even though we thought it would never be, and we still want to put it through a public comment period.

So, again, I don't think we want to handicap the Standing Committee either, in terms of saying, "Well, there are changes you can't go out for public comment for," so it really needs to be at the discretion on the particular change.

And so, this gets into the Standing Committee will probably convene and designate any such request as one of the following types: allowed as a one-time exception but must be published to a 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, and three, this change is not allowed for this NomCom cycle. The NomCom may include this change in its year-end report to be considered for future NomComs.

So, the reason this is in yellow was … Remind me, did we think that it was not appropriate to be here, or we wanted it somewhere else? Okay. So, Cheryl's suggestion is move this to the Standing Committee Charter. Yeah, that's fine with me. So, all this section would come out and be elsewhere, and that includes … You might as well highlight in yellow the

last sentence there, too, Jean-Baptiste. So, that's all on Standing Committee process that we'll put into the charter. Okay.

That covers … I think that' the end of this document, right? So, that basically gives us some closure on how we put the nominating/operating procedures under some sort of change control. And then, all the details for that will be in the Standing Committee Charter itself. Everyone good with that?

CHERYL LANGDON-ORR: Yeah. Sorry, Tom. I was actually speaking in the other meeting. I couldn't type and wave at you at the same time. Yes, I'm happy.

TOM BARRETT: Thanks, Cheryl. Thanks, Vanda. So, good. I think we'll get some closure on that, as well. So, we still have, as a future task, to agree on the charter for the Standing Committee and to review the NomCom operating procedures to see if there is a way we want to classify them in terms of their significance and important for change control.

All right. So, I guess we can move onto the next agenda item, which I believe has to do with the charter. And so, this is where we have started to identify all of the interactions the Standing Committee might have with the various SO/ACs. Again, this is a way to do a bottoms-up development of a charter.

So, we do have a draft of the charter, so I think the next step, perhaps, is to make sure that the charter reflects all of these various interactions for the Standing Committee. I know the draft of the charter basically does

have sections highlighting each of the SO/ACs and tries to summarize, as you can see here, all of the interactions and responsibilities that the Standing Committee might have with the various SO/ACs.

So, in a way, what you're looking at here is an outline of the Standing Committee Charter. So, that's the way to think about this. So, the Standing Committee interacts with NomCom leadership. So, I think that we're running near the top of the hour.

Perhaps we can … I guess the question I have for people is, do you like this type of format for deciding the charter of the Standing Committee, or would you rather see it in some sort of Word document? Does anyone have a preference?

VANDA SCARTEZINI: Yeah. I believe this is easy to compare with [flow], the design, that now we need to read each interaction and, line-by-line, [inaudible] to really check with the graphic situation. So, I believe I like this operation format because it makes it easy to guarantee we have done all of those interactions in the graphic situation. Thank you.

TOM BARRETT: Okay. Thanks, Vanda. I see Cheryl is saying it's okay, as well. All right. Again, I think that … I don't want to start this list with five minutes left, so let's stop there. Again, that was the … So, any other business for folks, for talking about our meeting plan?

VANDA SCARTEZINI: May I suggest that we, for the next meeting, read beforehand all of those items and check against the graphic, that we can have the two together and check so, next meeting, we have a more clear vision of what is … If it's okay or not.

TOM BARRETT: Yeah. Vanda, I think that would be a great suggestion. So, everyone has, now, two homeworks. One is to review all of those roles and responsibilities for the Standing Committee, and the other one will be to review the draft of the letters to the IPC and others regarding the rebalancing recommendation. Agreed?

JEAN-BAPTISTE DEROULEZ: I'll send a reminder on that. Thank you, Tom.

TOM BARRETT: Thanks, Jean-Baptiste. All right. Real quick on the next meetings: October 1st, October 8th, and then we'll be off on the 15th and 22nd, and then the 29th. All right? I think we are done. Thanks, everyone.

CHERYL LANGDON-ORR: Thanks, Tom. Bye for now.

VANDA SCARTEZINI: Bye-bye. Thank you. Have a nice weekend. See you next week.

TOM BARRETT: Yeah. You too. Bye.

VANDA SCARTEZINI: Bye.

JEAN-BAPTISTE DEROULEZ: Yvette, if we can stop the—

[END OF TRANSCRIPTION]