
JEAN-BAPTISTE DEROULEZ: Welcome, everybody, to the NomCom Review Implementation Working Group Meeting #58 on Thursday, the 29th of October, 2020, at 19:00 UTC.

I will quickly do the roll call and pass the mic to Tom to go through the agenda today. From the NomCom Review Implementation Review Implementation Working Group, we have Tom Barrett, Cheryl Langdon-Orr, Nadira Al Araj, and Remmy Nweke. We have apologies today from Leah Symekher. Then, from ICANN Org, we have Yvette Guigneaux, Pamela Smith, Jennifer Bryce, Jia Kimoto, Chantelle Doerksen, and Teresa Elias.

I will now ask everyone if they have any updates to your statements of interest. If it is so, please raise your hand.

Not seeing any, I will pass the microphone to Tom to go through today's agenda. Thank you.

TOM BARRETT: Thanks, Jean-Baptiste. We'll go over the letter that we sent off to ICANN Legal for review. That's our proposed bylaw changes for the Board to consider. That'll probably take a good chunk of the meeting. Then we'll also start talking about our progress report and what else we want to accomplish by year end. Also, in terms of Any Other Business, there is an inquiry in from ICANN staff about feedback on potential training classes or courses. So maybe we can get to that by the end of the call as well.

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.

Should we go to the next slide? If you can bring this link up, we expect a—

JEAN-BAPTISTE DEROULEZ: [inaudible]

TOM BARRETT: Yeah. Again, if you guys recall, we have four or five recommendations that we want the Board OEC to consider. Prior to sending it off to the OEC, we're asking ICANN Legal to take a look at it and provide us some feedback. So this is the introduction to this letter to the OEC, again, making the point that the recommendations that require a bylaw change, the bylaw update process is managed by the Board and, once the Board updates the bylaw process, there are probably additional steps required. We also are including in here the proposed charter for the standing committee, which we're also looking for Board approval for, perhaps using a similar process that's used for the bylaw update.

So you can see over here the intro. You all were sent links to this document. If we can scroll down, Jean-Baptiste, just to summarize the five recommendations that we're talking about. There are a few attachments, obviously the redline of Section 8 of the bylaws that we're proposing, an example of corresponding charters of the SO/ACs that might be modified due to the voting and term limit recommendations, and finally, the draft of the charter itself for this standing committee.

Recommendation 7. Again, the standard format here is we repeat the recommendation. We explain the implementation progress. Again,

some of these steps have changed even from the mid-year report. So this is two-year terms. It just gives them an update on where we are in terms of the implementation of this recommendation.

If we could scroll down, one of the things we want to talk about is how long do we think the bylaw process itself will take. For now, I think we have a placeholder in here of one quarter. Obviously, that's not realistic. But is twelve months a more realistic timeframe? Or is that too much or too little? Anyone have thoughts about that? In other words, once we hand this off to the Board OEC before we find out whether or not with proceed with the next step.

All right. Seeing no hands, I think what we'll do—Jean-Baptiste, if you can scroll up a bit for me—is, why don't we put in, as a placeholder, a full year? So Step 5. We'll assume this is going to be a full-year process before it comes back to us unless anyone objects to that. Then I would also assume on Step 6 that this working group no longer exists. So why don't we hand off Step 6 to the standing committee to handle the rest of this recommendation? Anyone have thoughts on that?

All right. So, Step 6. If you can change the NomCom RIWG to be standing committee, or the NomCom Standing Committee if we're using that acronym.

JEAN-BAPTISTE DEROULEZ:

That's one I just wanted to mention that there were several comments in the chat as well on.

TOM BARRETT: I'm sorry. I don't have that button up. Let me see.

CHERYL LANGDON-ORR: I think they're all just supportive, Tom.

TOM BARRETT: Sorry I missed that. I had the chat pop up but not the other one. All right. So, if the bylaw process takes a year, we'll have to add a year to Step 6. So it's 2022. It's still Q1 2022. And Step 7 will be 2022.

All right. We can scroll down a bit. Again, this is just talking about what the redline change is and showing the actual redline. No surprises there. Part 4 of this is just talking about how we're going to implement this recommendation. If you scroll down a bit to Section 1 here, we talk about all the rules we came up with earlier. All this is going to be part of NomCom operating procedures. So, again, it's just giving some additional detail on how we would implement this recommendation. Again, nothing new here.

We can keep scrolling down. Keep going. Again, the transition year. Nothing new there. Keep scrolling through that. So that's basically, I believe, what we have for this recommendation.

Jay?

JAY SUDOWSKI: Thanks, Tom. There's the guidelines in transition period. I don't think we've heard back from ICANN Legal, but I imagine, if this is the intent of

what we're doing, some of this will need to be captured in the bylaws, too. Like, if a member resigns prior to the completion of the first eight months of a two-year term, the partial term does not count towards their term limit. Things like that, I think, would have to go into the bylaws.

TOM BARRETT:

Jay, the approach—

CHERYL LANGDON-ORR:

Jay? Sorry, Tom. Jay, we were trying to keep bylaw changes as lean and as minimal as possible and much more in standard operational procedures that reflected as a standing document with the Nominating Committees going forward. So that was where we were in our discussions—to date, at least.

JAY SUDOWSKIP:

Okay. I mean, it's just a word quirk, and I just know, having had a lot of exposure to ICANN Legal this year, they look largely at what is written in the bylaws and base their decisions on that, not necessarily the common sense behind it. So they're good at being lawyers, but I don't know how to balance the two. But it's probably worth at least asking ICANN Legal if this really is what we're wanting to do. Do we need to specify that in the bylaws or is there some other operational document that covers that?

CHERYL LANGDON-ORR: Jay, if the bylaws need to do anything, then they probably need to give absolute, unambiguous clarity and direction to the role of the standing rules of procedure of the Nominating Committee going forward and under the careful eye of the ongoing team that will be watching over all of that.

TOM BARRETT: Yeah. One of the other things we're doing, Jay, that is new is ... As part of this implementation of this review, there are several things going into the operating procedures that will be under a more formal change control process. So the NomCom from year to year will not be able to necessarily change things in its operating procedures without perhaps it going through a public comment period. So the rules that we're coming up with here are going to be designated and certainly have some oversight from the standing committee, saying their rules that were written—if you scroll up a little bit, Jean-Baptiste ... We've tried to codify what happens if someone leaves early and how it counts towards the term limits. These are pretty explicit and, although they're not in the bylaws, they will be in the operating procedures and subject to a pretty strict oversight by the standing committee. So I would think [inaudible]. Go ahead.

JAY SUDOWSKI: That makes sense. We just need to make sure we get both aspects of that. I guess the bulk of it really goes back to what Cheryl says in that the real authority of the operating procedures have to be clearly

defined in the bylaws because, without that, then this might not actually happen the way that you're envisioning it.

TOM BARRETT: There is just one paragraph of the bylaws. We'll get to that and see if we should beef it up, certainly.

JAY SUDOWSKI: Okay.

TOM BARRETT: Okay. Should we scroll down? So we have all these rules. We have the transition period, again, with a discussion about the fact that the transition period itself does not count towards term limits.

Any questions on Recommendation 7? There was a fair amount of community outreach for Recommendation 7. Obviously, we did this back in January. Nothing really substantive came back, other than the fact that some of these SO/ACs will have to change their own individual charters. We've attached an example of the Registrar Stakeholder Group and how they might have to change to reflect this recommendation as well as the other one.

All right. Going to the next recommendation, 9, which is voting. Again, if we can scroll down and look at the dates for these steps. Yeah, give this a full year, step 3. So Step 4 starts a year later. Again, Step 4 will change the NomCom RIWG to be the standing committee. And likewise in Step 5.

Okay. Scrolling down, then we have some changes for voting. Nothing super controversial here, I believe. If we keep scrolling down, no real changes from what we've discussed previously. Keep going. All right. Keep going. So we did obviously the same community outreach for these. I don't think there's anything new here, so we can keep going.

Step 10: rebalance. This obviously has changed, even from the mid-year report. If we could scroll down a bit, to try to make this clear, if you can scroll down, in Step 4 here we've been pretty explicit this recommendation has been split into two phases. Phase 1 is the bylaw change to remove the GNSO hard coding, and then, 2, the actually rebalancing itself. So there are two separate phases to make it clear that the bylaw change is not resulting in any rebalancing. Again, this would take a year, which would change the duration of this step to go through ... It says Q2 2020, so I guess it's going into Q4 2021. We give it 18 months there and then change 5 and 6 to be ... I'm sorry. I'm sorry, I messed up. Sorry, guys. Sorry, Jean-Baptiste, I messed up.

JEAN-BAPTISTE DEROULEZ: No problem, Tom. I think we should just [replace with] Step 5. Correct?

TOM BARRETT: Well, I believe it's Step 6 that's actually the bylaw process. If you scroll down a bit, just to [inaudible]. Yeah. So Step 6 is the year-long process. So, if you can go back down to Step 6 and make that to Q4 2021. Then you can go back up—okay, you already fixed the one above. Okay. And then Step 7 is 22. Right. As you can see here, in Step 7, I've left it open in terms of who might conduct the rebalancing. It can be this working

group. It could be the standing committee. It could be the GNSO. It could be some new cross-constituency working group or all the above, making it clear again that the bylaws isn't including any of this activity from taking place once the bylaw change has gone through.

Any thoughts or comments on that approach?

VANDA SCARTEZINI: No, it's clear.

TOM BARRETT: Okay. That's been updated since the mid-year report.

NADIRA AL ARAJ: Excuse me. Can the Board committees also do this balancing or not?

TOM BARRETT: Well, I think they would probably have the community do it. It's supposed to be a bottom-up consensus process. It's not something they'd want to do from the top-down.

NADIRA AL ARAJ: Yeah. It makes sense here.

TOM BARRETT: All right. Scrolling down, again, the proposed bylaw change is detailed in the appendix, so we didn't repeat it here. Step 4 here just talks about

the rationale and again trying to explain why we're not doing the big-bang approach of a cross-constituency group up front, but instead we have the bylaw update happening first, which then facilitates any variety of different approaches for the actual rebalancing exercise itself.

Can we scroll down? Again, just more rationale about how we arrived at this approach. So the GAC seat is going to stay. The [eight seats/]the current size is going to stay as Recommendation 8, just making this more consistent with how the ALAC allocates their five seats, making the point that the examiner did highlight that GNSO is the most pressing area in need of rebalancing. Thus, it's why they're the focus there. [In] fact, the GNSO has evolved and will continue to evolve, requiring future rebalancing exercises. So you don't want to have to go back and keep making bylaw changes every time there's a rebalancing exercise. So making this bylaw change is a one-and-done and allows future rebalancing to occur without needing bylaw changes.

Can we scroll down? Again, community outreach. We reached out to the all the SO/ACs of the GNSO. As we've discussed earlier, they were generally opposed to this bylaw change because of, I guess, speculation of whether or not they would be a winner or loser in the subsequent rebalancing exercise. But I think we've decided that's not a here or there in terms of the bylaw change.

Anyone else want to comment on this?

Again, none of the bylaw changes preclude the community deciding to do a cross-constituency working group or an overall assessment. Or they

can take their continuous approach, as we've suggested, and just address the hard coding of the GNSO seats.

Scrolling down, Recommendation 24 is a standing committee. Scrolling down, there's a small bylaw change here, but it's not necessarily explicit. If you can scroll up for a bit, Jean-Baptiste, we've got a bunch of things here designated as Q3 2020 with X's. So either we change these dates or we look at the steps. 5 says, "Proposed performance metrics for the standing committee and how to review them annually." It says we haven't addressed this and it was supposed to be addressed in the third quarter. We have the charter which talks about the fact that the standing committee would publish its continuous improvement objectives and provide an annual report on how well it did towards those.

Does anyone have any suggestions on other performance metrics that might be appropriate for the standing committee?

Do we even need #5? Would anyone object if I deleted #5?

VANDA SCARTEZINI:

I believe that's important to have some suggestions of metrics but not to complete the list of metrics because, once the standing committee sits, they can propose their own metrics to be evaluated for others or by themselves.

TOM BARRETT:

So why don't we just have, as part of the charter, that the standing committee will develop its own performance metrics?

VANDA SCARTEZINI: Yeah. For me, it would be these kinds of things. They will do that. They should do it.

TOM BARRETT: Yeah. All right. So what I'm going to suggest is that we go the charter and add in a sentence and then call victory on this #5. Can we do that?

Can we go to the charter in the appendix, Jean-Baptiste? I think it's towards the end where we talk about performance improvement. There you go: accountability and transparency. So it says here, "The extended community will develop goals ..." How about, "will develop goals/performance metrics and publish reports"? So just say ", performance metrics, and publish reports of its program," blah, blah, blah. So we're done. We just took care of that segment.

If we can go back up the steps, I think we can get a green checkmark now for performance metrics. All right. So Step 6. The timing is off here, so this is part of what we're asking the Board to do, as well as Step 7. We expect this would also take a year. So, if we made Step 6 a Q4 2020—just add a quarter to it—and then maybe to 7, it would be from Q1 2021 to the end of the year, until Q4. So add a year to 8 [.] 9. This should take place in parallel, I would think. Make that also by, yeah, Q4. Can we change 9? If we can change the NomCom working group to be ... Would that still be around a year from now? What do people think? Are we still going to be around a year from now?

UNIDENTIFIED FEMALE: I don't think so.

CHERYL LANGDON-ORR: I hope not.

VANDA SCARTEZINI: I don't think so.

CHERYL LANGDON-ORR: I sure bloody hell hope not. I don't mean individually. I hope we're actually alive. But as a review implementation working group? No thank you.

VANDA SCARTEZINI: [No thank you].

TOM BARRETT: [inaudible]. So was that a unanimous no?

VANDA SCARTEZINI: Yeah.

CHERYL LANGDON-ORR: Oh yeah.

UNIDENTIFIED FEMALE: Yes.

TOM BARRETT: All right. So #9 should be standing committee? We start handing this stuff off?

VANDA SCARTEZINI: [Better].

TOM BARRETT: All right. Same thing for #10: change it to standing committee. Here you can say “the interim standing committee.” You know what? Just strike that whole sentence. Just say—no, I’m sorry. Why don’t we just strike it? Just say, “ICANN Board or its delegate to put the new body into place.” Just strike all that. Yeah. “ICANN Org, in cooperation with the ICANN community ...” 9 we probably could handle now. It’s kind of out of order. So you can keep 9 where it is.

On 10, we have to add a year. Here, 10 is worded as if this is the public comment period. Maybe this is a year-long process. We’ve kind of got some duplication here, as 11, again, talks about public discussion. I wonder if we have some redundancy in these steps. Could you scroll back up to 7 for a second, Jean-Baptiste? So 6: “ICANN Board leads a community conversation on all governance-related proposals put forward by the NomCom.” Then 7 is finalizing the proposal. So we got, like, four steps here that all pretty much are the same thing.

VANDA SCARTEZINI: Yeah. We could have all those in one item.

TOM BARRETT: Yeah, I agree. So should we just strike—

VANDA SCARTEZINI: Well, maybe we can agree that we're going to do one part, one point, one item, and leave Jean-Baptiste to write these things and send them to us. Something like that.

TOM BARRETT: Yeah. How about we just standardize Step 7 as our step? We can get rid of 6, 8—

VANDA SCARTEZINI: Include the others.

TOM BARRETT: —9, and 10, right?

VANDA SCARTEZINI: Yeah.

TOM BARRETT: And 11. It's just a lot of redundancy here.

VANDA SCARTEZINI: Yeah. Let's [have them the] same.

TOM BARRETT: Yeah. All right. So we'll work offline and collapse these. We'll make sure we don't lose any of the intent here. But they all seem to be the same. 6 through 11 are all pretty much the same thing. Okay. So we'll collapse them. We'll fix the dates.

So the proposed Board action is to approve the charter of the standing committee and put that through whatever public comment process it thinks it should go through. This is just a few of the lines from the charter itself. So the one bylaw change here is in Section 8.7. It basically talks about that, "The Nominating Committee, while ensuring confidentiality, will ensure that it maintains optimal transparency and accountability to the ICANN community for all its processes." That is basically there [probably] to explain what the standing committee's role is going to be.

The next section, 8.3—

JAY SUDOWSKI: I'm not—this is Jay—

TOM BARRETT: Go ahead, Jay.

JAY SUDOWSKI: I'm not sure the word "optimal" is maybe the best word.

JEAN-BAPTISTE DEROULEZ: Nadira, can you please mute your line? Thank you.

JAY SUDWOSKI: I don't really have another suggestion. It just seems very subjective. My version of "optimal" is different than other people's.

TOM BARRETT: Okay. We can flag that and do a thesaurus check. You don't have any suggestions, Jay?

JAY SUDWOSKI: I'm thinking. "Sufficient"? But that's just as squishy.

TOM BARRETT: We could just get rid of it/strike the word itself.

JAY SUDOWSKI: Yeah. That might be better.

TOM BARRETT: Because we have the qualifier "while ensuring confidentiality." So maybe we just strike the word "optimal."

JAY SUDWOSKI: Yeah. I would support that.

TOM BARRETT: [I'm] fine with that.

VANDA SCARTEZINI: Yeah. Okay.

TOM BARRETT: Then, if you go back, the other section is ... We lost it. Okay. So, in Section 8.3, again, we talk about: "Subject to the details in the approved Nominating Committee operating procedures ..." So there is a mention in 8.3. Maybe if you scroll down there and show us what is in 8.3, Jean-Baptiste. Yeah. So these are all the terms where we had all those additional rules on people leaving early. So Section B of 8.3: "The regular term of each voting delegate shall begin and conclude subject to the details of the approved Nominating Committee's standard operating procedures." So, again, we reference the procedures here. There may be a few other places we want to reference it as well. In E, for example (vacancies), maybe we repeat that line if we want to make it clear that there are additional rules about vacancies and how to fill them. Should we repeat that line?

Why don't we try it out? So if you can cut and paste that last line in Part B, Jean-Baptiste. So this Section E mainly takes about Chair and Chair-Elect. It does mention delegate once. So maybe vacancies and delegates deserve to be a separate point here. So why don't you say this: following the word "delegate," Jean-Baptiste, what if you paste this sentence right there? No, the next "delegate." Yeah. The second

occurrence of “delegate”. Paste it. And I would just put a period there and strike the rest of that sentence about Chair or Chair-Elect involved. I don’t think that needs to be there.

VANDA SCARTEZINI: Yeah. Chair and Chair-Elect will be selected by the Board.

TOM BARRETT: Right. So it’s—

VANDA SCARTEZINI: If there is a vacancy, it will be defined by the Board.

TOM BARRETT: Right. So can we also then, in the first sentence of this, also strike “Chair or Chair-Elect” since it’s addressed later in the paragraph? So only the entity [entitled to slack] the delegate fills the vacancy for the delegate. Then we can add, if you’d like[,] “appointed by the Board or appointed by the Chair.” I guess the only thing missing here is the Chair. So, right before it says, “For any term, the Chair-Elect position is vacant,” why don’t we just insert a sentence here? I know I’m doing this on the fly, but, “For any term that the Chair position is vacant, the Board shall appoint a replacement.” But this obviously should probably be reviewed a bit. This is all very rough at this point. I think we want to take a closer look at it.

JAY SUDOWSKI: Yeah. That's the way it works now anyway, practically.

TOM BARRETT: Yeah.

JEAN-BAPTISTE DEROULEZ: Can you please repeat the end of your sentence?

TOM BARRETT: Yeah. "For any ...

VANDA SCARTEZINI: Maybe this could be another point. Point F.

TOM BARRETT: Yeah. [Matt], we're already butchering this clause. I would say, "For any vacancy of the Chair, the Board will provide a replacement." "For any vacancy, the Board shall appoint a replacement."

Any thoughts? Comments? Changes?

VANDA SCARTEZINI: No. It's okay.

TOM BARRETT: Straightforward?

VANDA SCARTEZINI: Yeah.

TOM BARRETT: Okay. So we can go back up to where we were. How're we doing on time?

Okay. So rebalancing we went through. Standing committee: again, we can scroll this. Again, this is all pretty straightforward.

Can we scroll down some more? "The working group will participate in any community outreach as part of the ICANN Board's process for engaging the community and improving its charter."

So Recommendation 27 has to do with unaffiliated directors. "Provide on clarity on, desire for, and definition of unaffiliated directors. Upon clarification of desire and definition, determine the number of specific seats for unaffiliated directors." Obviously, we'll change this word "independent" to "unaffiliated."

If we can scroll down here, there is an XX placeholder up above this. If you can scroll back up, Jean-Baptiste, this proposed bylaw change and draft charter is Step XX and others of Recommendation 27. Okay. So we have to fix that.

So we are in Step 3 and 4. So we're proposing some updated bylaw changes. Step 4 is a year-long process.

JEAN-BAPTISTE DEROULEZ: So, Tom, I guess, for Step 3, we would report there the same timeline as for the [inaudible] recommendations, correct?

TOM BARRETT: Well, it sounds like we are ... Again, I'm looking at the wording of 3, 4, and 5. So we're submitting updated bylaws in Step 3. 4 talks about engaging ICANN to get feedback on the definition of ICANN unaffiliates[.] The questions of whether ... So this is all the Board process, I believe, in Step 4. 5 is yet another recommendation for what we've already done. Then 6 is a final [inaudible] review. So, again, I think we've changed the process a bit because, in Step 3, we've already done five. Okay, we have a checkmark there. So I guess Step 4 is the year-long process? Right? Then add a year to Step 6—so Q4 2021. Step 7 is about the bylaw change again. So I'm confused about some of these steps. We didn't quite follow this process for this recommendation.

So, on Step 4, guys, we did not have this extensive engagement with the community for getting feedback. We pretty much handled this internally. So we could strike #4 or we could rephrase it.

JEAN-BAPTISTE DEROULEZ: Tom, if I can just comment on that, I think here [inaudible] Step 3 is really what is happening now [or] least what will be sent out after legal review to [inaudible]. And 4, I think, sounds here a lot more like general outreach on that then really doing the bylaw change. So I think here the timeline will in fact apply for the steps afterwards under 7.

TOM BARRETT: So you're suggesting we do outreach while the ICANN Board is doing the bylaw change? Or we're just in sit-and-wait mode?

JAY SUDOWSKI: Well, as part of the bylaws change, wouldn't there be a public comment period anyway?

TOM BARRETT: Yeah.

JAY SUDOWSKI: I imagine people will feel free to give their opinion about what they think of this concept during that process?

VANDA SCARTEZINI: Yeah.

JAY SUDOWSKI: So, in a way, it's kind of satisfied by #4.

TOM BARRETT: Well, the idea is that the bylaw change is managed by the Board. It's not managed by this working group. I think we strike #4. It's in our bylaw changes. If there's a way to switch 3 and 4, we can switch the order here. That might make more sense because we did go through this issue internally, and it basically guided our recommendation for the bylaw change.

So what do people think about just switching 3 and 4? Or actually maybe #3 needs to be even further down.

Actually, you know what?—

VANDA SCARTEZINI:

I believe that, once we send our report to the Board, we should talk with the community and explain everything. Then this will be the first step after we send it to the Board. So we believe 4 is in the correct place because [we issue] the [inaudible] update, and then engage with the community and explain everything.

TOM BARRETT:

All right. I'm fine with that. So we'll keep it the way it is.

So #4: was that going to take us all of 2021? Or can we get that done by March or June? Why don't we get this done by Q2 2021?

VANDA SCARTEZINI:

Yeah, I agree. It makes more sense.

TOM BARRETT:

Yeah. All right. That works. And then 5: we're doing the same timeframe. So I would also get that done by Q2 2021. Some of these steps are a bit out of order, I think. #6 I'm not sure is relevant anymore, but we'll keep that in there. That's the ICANN Legal review. 7 is bylaw change that takes a year. So 6 can stay. We're basically doing that now, asking ICANN Legal for feedback. I think, because we changed the

wording, it's a moot point. That was in there only because the word "independent" was in the recommendation. But now that we moved "independent," it's really a non-issue. So 7 is the year-long process, taking all of 2021. So I would make that, say, running through Q4 2021. Then 8 will be 2022, and #9 will be 2022. We'll, for 9, take out the working group and make it the standing committee.

So the proposed redline change is really just ... Can we put the redlines in red or something? We got several things in here in italics. It was only the last paragraph of this section that is the actual bylaw change. So this is what we're adding to the bylaws: "Notwithstanding Section 7, the NomCom shall ensure the nomination of unaffiliated Board members. For the purpose of this section, reapplying NomCom Board appointees shall be deemed to be unaffiliated."

All right. Go back. We got another two minutes. Keep scrolling down. There's also, as part of this recommendation, modifications to the NomCom operating procedures. "Currently, the NomCom operating procedures state that 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." So we've modified that language.

Can you scroll down a bit more? "If, in the event that the NomCom decides to modify any of these procedures, then the standing committee is empowered to review these proposed changes and determine if a public comment period is warranted before the changes take effect."

Jay has a question. “Does this mean the NomCom has to appoint unaffiliated directors or just prioritize unaffiliated over affiliated?” I think the language, Jay—we can go back and look at it in a second—basically is a ... Do we have the language right here? Yeah. So, “The NomCom shall ensure the nomination of unaffiliated Board members.” So that’s the language. It doesn’t say any more or less than that.

JAY SUDOWSKI: Okay. I think the rationale is more specific.

TOM BARRETT: Yeah.

JAY SUDOWSKI: I could just see this causing a lot of consternation within the actual NomCom processes around what this means.

TOM BARRETT: The idea—this is why the rationale is in there as well—is that they have the ability to change it but they have to essentially publicize the fact that they’re going to change it. The standing committee can say, “Well, gee, is there a justification for deviating? Should we go through a public comment period?” So it’s not something that could be done without full transparency to the community. But it certainly can be done.

JAY SUDOWSKI: Okay.

TOM BARRETT: Does that make sense?

JAY SUDWOSKI: Yeah, I think so.

TOM BARRETT: That's why we're marrying the two together. So the operating procedures is where they would decide, "Okay, we don't think we can fulfill this mandate because of the [pool] we see. We might as well go public with this now." The standing committee will decide whether or not that warrants whether they just go ahead and do it or if they need some sort of public comment or some other sort of announcement.

All right. Scrolling down, again, you guys all have a link to this. I want you to take a look at it if you'd like to weigh on any comments. This is a definition of unaffiliated here as well, which, again, would be in the operating procedures. So, if it needs to evolve, it can evolve without changing the bylaws. We just have to go through a public comment period for the change of the operating procedures and the definition. So it's slightly less onerous than trying to change the bylaws. So we have a definition of unaffiliated in here in the operating procedures.

Scrolling down, with three minutes before the top of the hour, we have all the redlines. These are the three appendices. So take a look at the link that we've sent you if you'd like to provide some edits or suggestions. Next week, hopefully, we have feedback from ICANN Legal.

Then we can clean it up and get it off to the Board hopefully sometime in November.

VANDA SCARTEZINI: Yeah. [Certainly].

TOM BARRETT: Any other thoughts or comments on this letter?

VANDA SCARTEZINI: No. For me, it's okay.

TOM BARRETT: All right. We're running out of time. There was a question from ICANN staff about whether or not we had any feedback on their proposed training classes for the upcoming NomCom. Of course, we've got three recommendations specific to that. My question is, if I was a standing committee ... I guess the people who would be in the best position to give feedback on training would be the previous NomCom who just went through it. So, I don't know, Jay ... Do you know if some sort of survey has been done to get feedback on the training you did previously and whether or not it could be improved on?

JAY SUDOWSKI: We did a survey, but not about training. Jia, do you remember if we did any other survey after some of the training that we got? The external training.

JIA KIMOTO: We have the results of the trainer from the Unconscious Bias trainer. So we have some feedback from the NomCom members that I could share.

JAY SUDOWSKI: Okay. Yeah, I think that's the only thing we have.

JIA KIMOTO: Yeah.

TOM BARRETT: So that probably should be an annual cycle if we want to do some sort of improvement over training from year to year.

I'm sensitive to time. We can talk more about this at the next meeting. Can we go to the schedule for the next meeting? So we have November 5th, the 12th, and the 19th. So three meetings in November. Unfortunately, I can't make the 26th. I think I've taken the move to cancel that, but this is our schedule going forward.

Any other business before we adjourn?

All right. Thanks, everybody.

[END OF TRANSCRIPTION]