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JEAN-BAPTISTE DEROULEZ: Welcome, everybody, to the NomCom Review Implementation Working Group Meeting #64 on December the 17<sup>th</sup> of 2020, the last meeting of this year, at 19:00 UTC.

I will quickly do the roll call and ask whether there are any updates to the Statement of Interest before passing the microphone to Tom to run through today's agenda. So today on the call from the working group we have Tom Barrett, Cheryl Langdon-Orr, Dave Kissoondoyal, Jay Sudowski, Leah Symekher, and Vanda Scartezini. From ICANN Org we have Yvette Guigneaux, Pamela Smith, Chantelle Doerksen, Jennifer Bryce, Jia-Juh Kimoto, Larisa Gurnick, and myself, Jean-Baptiste Deroulez.

I will now ask whether there are any updates to your Statements of Interest. Oh, and for the record, Nadira just joined. Seeing nobody with Statement of Interest, I will now pass the microphone over to Tom. Thank you.

TOM BARRETT: Thank you, Jean-Baptiste. Welcome, everyone. I see Cheryl does not have audio. Somebody who could help her out?

YVETTE GUIGNEAUX: I'll work with that. I'll get Cheryl connected. I'll work with that.

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*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.*

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TOM BARRETT:

Thanks. For the agenda today again we want to review our final Final Year Report, which has been circulated on the list. Again, the plan is to get this finalized and approved by this working group by tomorrow, and to submit it to Board OEC before Christmas. So that's our plan. And then we can discuss any other budget—any other business item. Sorry, guys. Should we bring up the draft, Jean-Baptiste?

As you recall last week, we discussed basically reorganizing the first version of the document to highlight the Bylaw changes and the Charter. So essentially, we are combining what was originally going to be a letter just to the OEC about to Bylaw changes and Charter, and made it part of our end-of-year report. Hopefully, most of you have had a chance to look at this. If not, we'll quickly go through certainly the first section of it.

You can see here on the page the Executive Summary. Again, just highlighting where we want the OEC to focus their energy, which is our proposed changes to the ICANN Bylaws and the proposed Charter for the NomCom Standing Committee. And again, our understanding is that they will essentially lead the process to get community acceptance of both of these and we are planning a supporting role in that. So as you can see here, we just summarize in two or three paragraphs—this is again the Executive Summary—of the proposed changes to the ICANN Bylaws, which are being driven by five different recommendations that you see listed here, and then the proposed Charter for the Standing Committee which pertains to that last Recommendation 24, again highlighting that this document has the Charter that we want the OEC to get.

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Then it's just to round out the summary, we've added a high-level overview of the outreach for the last six months. As you'll see later in the Appendix, we have the outreach for the entire year. But we did want to highlight in the last six months the outreach that's been done by this group, mainly being driven by the Recommendation 10, Bylaw change regarding rebalancing and making it clear. We did do some outreach and receive responses from the BC, IPC, ISP Constituencies, as well as the Registrar Stakeholder Group. That's the Executive Summary. And then we just [inaudible] the rest of this doc to write. We have the [inaudible] back [inaudible] out and then we [inaudible] actual [inaudible]. Number three, the draft of the Standing Committee Charter. And then we have 50 plus pages, the implementation status of all 27 recommendations. And then you have the Appendix of an attendance and an entire year's worth of outreach to the community and the responses that have been received based on that. So that's the Executive Summary. It's exactly short and sweet. Raise your hands if you've got any questions or comments. We'll go right into the next section.

The next one is NomCom2 Review Milestones. This is basically a hash of what we included in the first half of the year report with some of the updates that have occurred in the last six months, so nothing controversial here. You can just scroll through this, Jean-Baptiste. There's no changes on this first page, it's nearly identical to what we submitted in the first mid-year report. Just some minor edits. And then you see here, we've made sure that we did some other things in there that were not in the mid-year report. If you keep scrolling down, we've

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also got a few other things that we've done in the last six months. All right. Should we go to the next section?

Proposed Bylaw changes. So this basically is where we've taken the preamble letter that we had composed a month or so ago to the OEC and put it right into this document. So I'll go slower on this section, again highlighting that we've identified five recommendations with the potential Bylaw changes that we want the OEC to shepherd through the process. We did get ICANN Legal to obviously look at this a few weeks ago and they've been sent updated copy, just to make sure they're okay with some of the changes that we've incorporated based on their feedback. So, making it clear again that as you can see in red that the Bylaw changes will follow a process managed by the Board. Once these changes are enacted, there are additional steps required to complete the implementation of these related recommendations. And so essentially we're going to put these recommendations in a status until the Bylaws get approved, and then finish the implementation of these recommendations. No surprises here. The two-year terms, the voting participation, the rebalancing, the Standing Committee, and then unaffiliated directors. Scroll to the next page, Jean-Baptiste.

I thought it made sense to talk a little bit about the Recommendation 10 related to rebalancing since we did do community outreach for this and it was somewhat controversial. So, paragraph one here simply mentions that fact. There's a cut and paste from the IE report. Then I put into bold here, just to clear up confusing messaging they might be hearing from other folks, is that this Bylaw change does not attempt any rebalancing of the GNSO, nor does it change the composition of the GNSO NomCom

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seats. Because I know they're hearing something different from the other groups.

In the next paragraph, we just outlined the fact that we did look at different potential rebalanced scenarios. We looked at, perhaps, changing the entire NomCom. Obviously, as you know, we settled on just focusing on the GNSO seats. Certainly, [inaudible] are still possible and pursuing one does not preclude the other. We know that the GNSO has evolved the most and is likely to continue to evolve. Its Charter includes the ability that anticipates further evolution and expansion. So we want to be sure that rebalancing exercise that impacts the GNSO do not merely substitute one specific allocation or another. And so we future-proofed our approach to allow for multiple rebalancing exercises without requiring more Bylaw changes each time. And that's really the intent behind our proposed Bylaw change.

I also make the point of—you've probably heard of ATRT3—there's a recommendation to do a holistic review. My sense is that if that happens—in fact, there's also a GNSO3 review to be discussed right now. However, I'm not sure either one of those will occur in 2021. Cheryl might want to weigh in on that as well. But I wanted to make it clear that whatever the community decides to do, this Bylaw change facilitates all possible outcomes of subsequent rebalancing exercises, either within the GNSO itself or by the entire ICANN community. However, this Bylaw change has no dependencies on any potential GNSO2 review—I think it should be a 3, Jean-Baptiste—nor cross-constituency reviews arising from the ATRT3 report.

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So I'm going to stop there for a second. This clearly is the message we want to send to the OEC. I see Cheryl's comment. She agrees there's no reviews in 2021. Any other thoughts or comments in terms of what's here regarding the Bylaw change? Larisa?

LARISA GURNICK:

Hi. Thank you, Tom. Hello, everybody. A couple of questions. I know that the latest revisions to the Bylaws and the Charter are still with our Legal team and we don't have a response from them yet. So I just wanted to flag that to see how you wanted to proceed with this right up to the OEC, given that we're still waiting on a couple of items to be confirmed.

But then also I had some other, I guess, observations or questions pertaining to the public consultation in our capacity as we, Jean-Baptiste, and I provide support to the OEC, so anticipating the request to start the Bylaws amendments. I don't know if it's included somewhere further in the document, but do you have a sense of the timing that you would like to see because there's a sort of a bundling of Bylaws amendments in consideration of what makes sense from a timing perspective in terms of different Bylaws amendments—and I appreciate that you already did that for all the recommendations that require Bylaws amendments within this review—but I know the OEC is considering various other Bylaws amendments that might be coming up and from a perspective of bundling. So, the question on that is what timing are you expecting from the OEC or from the Board and the Bylaws amendments? Let me pause here and see if you have any thoughts on those two items first.

TOM BARRETT: Thanks, Larisa. In terms of the ICANN Legal feedback, I believe we've done a good job in incorporating many of the comments they came back with. So I don't think they're going to have any issues with those however the comments. What is new in here was ICANN Legal suggested that we add a transition article for the transition to two-year terms. I went ahead and drafted that article. I know they extended their feedback that they would but at that I would just get started since it's really based on a lot of criteria this group has done. And so that's really what I want, to make sure they mean this version more than anything, is the transition article which we can look at in a second.

In terms of timing, do you know of any other Bylaw changes impact related to the Nominating Committee?

LARISA GURNICK: Not explicitly. I think there are some, but also, on the whole, I know OEC for one has asked us as staff to compile the inventory of all the different Bylaw changes so they can have a more comprehensive picture and take a look at what makes sense. I can't speak on their behalf yet because that's work still that they've yet to do is for us to compile the inventory and for them to consider all the different Bylaws amendments. But I do believe that there's quite a bit of activity expected in that regard.

TOM BARRETT: So my [inaudible] is that A) they proceed on these changes right away. We're basically on hold in terms of our review until these get

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implemented. There are, as I mentioned earlier in the summary, additional steps we need to do before we can declare some of these recommendations to be completed. So we'd like to get them started right away.

In terms of whether or not there are other changes that might conflict with ours, I guess I would leave that to the OEC to decide if in fact they want us to react to those or if they would just somehow involve what the conflicts might be. Essentially, it's their process going forward. We would hope that our Bylaw changes have been delayed because of any conflicts or because they thought they wanted to handle another set of Bylaw changes first.

So I see comments in the chat from Cheryl. Right, we're not wanting any delay from our point of view. We're trying to move forward and finish this review. So any delays which simply delay the completion of the review, but again echoing Cheryl's point, we're not going to second guess if these conflict. I find that hard to believe that someone else will be [inaudible] changes to the NomCom Bylaws, including this group. There's no conflicts at all and that they stand independent. I see the echoing comments from Leah, Dave, and Vanda as well. Does anyone else want to speak to this?

I go back to your first point, Larisa. Again, hopefully the ICANN Legal second review is simply going to agree with the fact that we've incorporated that comments. We can go through that and I'll highlight some areas that were made changes. I think they will be happy with how we responded. I don't think [inaudible] with anything they told us to do.



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So if you go on this section, a redline version of Bylaws, shown in the following pages. As I say here, it does incorporate feedback from ICANN Legal. Also included is a transition article for the implementation of two-year terms. And for the rationale of all these going to the body of this report and see exactly how we came up with the Bylaw changes for obviously the two-year terms of voting, etc. So we go down to the next.

Jean-Baptiste is saying my audio is cutting out. Okay. I'll see what I can do there.

So here's the actual redline. Again, we're looking for anyone to voice objection today or by e-mail today or tomorrow. Otherwise, voice your approval of this document. And of course, the main part here is the Bylaw changes. So you can see the redline here. This is what we're changing; we're proposing to change for the Bylaws. Section 8.1, we've added the sentence. Before we had the word "notwithstanding," so we made this much more clear. "In addition to the skills and attributes listed for all ICANN directors in Article 7, the NomCom shall ensure the nomination of unaffiliated Board members." And again, I'll point out that we don't define the word "unaffiliated" anywhere in the Bylaws. Perhaps that's some feedback we'll get. But at this point, keep that to find in the NomCom operating procedures.

So if you scroll down you'll see—again, this is a rewrite from ICANN Legal. They've simplified all the voting delegates. So that's directly incorporating their feedback. Item E is our proposed bylaw change to simply say seven voting delegates from the GNSO. We've taken out all the hard coding. Again, no change to the proposition for the GNSO, just simplified wording.

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You can scroll down. All right. So you have obviously the terms. This is where we've obviously made it clear we're going to two-year terms. And the actual transition for that shared article which is in the current Bylaws is Article 27. So I'll just put in the text that it's subject to transition Article 27.xx, whatever ICANN Legal decides to call it.

Keep scrolling down. Vacancies. Again, we've talked about this, the rationale for these Bylaw changes. Keep scrolling, Jean-Baptiste. Just looking for redlines. You can keep going.

Procedures. Again, just making sure that both the NomCom and the NomCom Standing Committee are both mentioned in the Bylaws. So, while ensuring confidentiality, we'll ensure that they maintain transparency and accountability to the ICANN community for all their processes.

And then in Section 8.8, "Individuals who do not meet the definition of unaffiliated as set forth in the Nominating Committee Standard Operating Procedures shall be ineligible for selection by the Nominating Committee to fill Seats 1 through 8 of the ICANN Board. Service on the ICANN Board shall not render any candidate ineligible pursuant to this Section 8.8(b)."

Again, very simplified wording. Again, it tells people where to go look to find out the definition of unaffiliated, and it also simplifies the fact that serving on the Board does not make someone affiliated. All right. Again, I think that was the feedback from ICANN Legal as well.

So that's it for the Bylaw changes. Then if you keep scrolling down, Jean-Baptiste, you'll see my draft of the transition article. It's basically a cut

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and paste from all the work we did in terms of how we would transition the NomCom from one to two years. So literally, there's no changes in what's already detailed recommendation. So you can read this here. There'll be a transition period from one- to two-year terms, whereby half of the NomCom will serve one-year terms and the other half will serve two-year terms. Initial one-year terms do not count as two two-year term limits, etc. So this is what I believe the ICANN Legal is suggesting we do to handle the transition for this Bylaw change above for two two-year terms, and we just want to get their blessing and obviously they're free to edit this as they see fit.

The table here, you'll recognize the same table we already put together. No changes there of what we've already discussed. Keep scrolling down, Jean-Baptiste. And so I just have basically two footnotes, so to speak. The BC and the ALAC will be assigned responsibility for choosing which seats are assigned one-year versus two-year terms. So as we discussed, they will figure out how to do the transition within themselves as well as the last item.

All this assumes approval of the Bylaw change associated with Recommendation 9 which is, "All members should be fully participating and voting members except for NomCom leadership." So that's obviously the GAC seat, RSSAC, and SSAC. So that is the proposed transition article that I want to make sure ICANN Legal takes a look at.

Larisa, I'm looking at your comment. You wanted a notation that ICANN Legal is in the process of reviewing the recently submitted edits. Yeah. So I guess the question is—back to Jean-Baptiste. I know we tried to get

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something out to them. Any chance they might fail to get back to us by next week?

JEAN-BAPTISTE DEROULEZ: Tom, when I submitted the request, I had asked with the timeline you had provided. I was not given any potential day they would submit it. I just know that they are reviewing it now but I don't know when we'd be able to have it, unfortunately.

TOM BARRETT: Okay. I think Larisa has a good point. We should add a comment. I guess the question is, do you want to put it in this document or in the accompanying e-mail to point out that ICANN Legal is doing hopefully one final pass through for the entire document but mainly the Bylaw changes and the Charter to see if they have any other comments? That's a good point. We'll make sure we'll add that. Vanda suggests we can put it in the e-mail. Okay. Any other thoughts or comments so far? This is the meat of the document. But we'll scroll through the rest so that you can say you've seen it and you have a chance to bring up any comments.

Obviously, the Charter again is we want this to follow, making it clear that we hope that OEC follows the same sort of community outreach that they're doing for the Bylaw changes, that they also follow the same process as in the Standing Committee Charter. Again, making sure ICANN Legal has reviewed this Charter as well. So we've incorporated their comments.

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Again, I know you've seen this several times before. We'll quickly scroll through. You could just scroll down, Jean-Baptiste. We have the Purpose. Scroll up a little bit, Jean-Baptiste. So we did beef up our scope of responsibilities to basically expand on—it was met by these three items under Purpose. There was some feedback from ICANN Legal to help explain what do we mean by institutional memory or continuity, etc. So just scroll down, Jean-Baptiste, now. You can see that we beefed up those sections. And of course, the third bullet then gets into all these different groups that the Standing Committee would help oversee or coordinate to ensure the NomCom is productive and efficient. So no other edits on this. Any thoughts or comments so far? You can raise a hand or just speak up if you can't raise your hand. There's been no changes here. You can keep scrolling down, Jean-Baptiste.

So, next section is basically the 27 recommendations that we have and the current status of each of those. There might be some stale dates in here, so it's probably worth looking at it one more time. I won't do it on the call today but I certainly will try to take another look at this tonight, Jean-Baptiste, to make sure we don't have some odd dates in here. You can see here, for example, green checkmarks we're saying were completed. So we do have some X here for Q4-2020 for #8. Obviously, we're going to miss that date. So I would suggest we edit that now, that Q1-2021 unless someone else thinks it should be something else. Or unless they think it's done. So I guess we want to make sure there's no unfinished tasks that have 2021 against them, right?

So we scroll down. I don't want necessarily all of them be Q1-2021 because that gives us a lot of work to do the first quarter. Anyway, let's scroll down. They all have some member training. Again, we've spent a

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lot of time on this. It's been a while since we looked at this. So we have again green checkmarks and the Xs down here again say 2020 on to page 28. I guess we should get rid of that first one anyway if that isn't '21. Not that one, below that. I'm sorry, Jean-Baptiste. I think you're right. I didn't realize there was a Q3 up there. So we're saying that's in process, this FY21 budget request? So we got to make this 2021 anyway. I think it's still in process, and then the one under that as well.

So we scroll down. I think the only changes we would make here, it would be the dates to make sure we don't have any 2020 dates. Cheryl is suggesting a different color for things that are in process. Okay.

Let's scroll down to the next recommendation, Jean-Baptiste. So we have leadership training, probably similar changes for the dates. So keep going. Okay. Keep scrolling. These are all 2021. More training. Dates here are okay. Keep going. All right. Again, we've got to change some dates here. All right. Keep going. The rest is okay. These dates are okay. You can keep going. You can raise your hand if you want me to stop anywhere. Two-year terms, again we've already discussed this as part of a Bylaw change.

Number three here. I think we can say we've completed number three. You want to put a green checkmark there. Scroll down. And then we have initiation of Bylaw changes, so we're good there. Keep scrolling. Number eight has no impact. Number nine. No changes here. Yeah, no changes there. Keep going.

Number 10 is a rebalance. Why don't we go right to the steps, Jean-Baptiste? We don't have any dates here. Jean-Baptiste, we actually

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deleted these in the mid-year report. Is it necessary to keep them here still, or should we just collapse this table? What are your thoughts? Larisa, go ahead.

LARISA GURNICK:

If Jean-Baptiste wants to jump in, my apologies. I didn't mean to cut him off. But as I was looking at some of these steps, particularly I think it's five maybe where I think the original plan required that you would do an outreach through public comment or to all the SOs and ACs. I believe—please correct me if I'm mistaken—that you've had a change in your plans and your outreach was more focused on the GNSO. I'm not sure whether in the body of this report you'll explain that change from the original implementation plan that went to the Board. So that might be something that the OEC and the Board might want to understand better.

TOM BARRETT:

Thank you. Scroll up, Jean-Baptiste. I thought we addressed that in the mid-year report.

CHERYL LANGDON-ORR:

Yeah. We did it. It was probably in the mid-year report, which is why this is crossed out.

TOM BARRETT:

Thanks, Cheryl. This text here, this is probably verbatim from the mid-year report. I'm not sure we've made any changes in this particular part

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of the text. But we can double-check, Larisa, and make sure that that was covered already in the mid-year report.

CHERYL LANGDON-ORR: And assuming that it is then I would move that the strikeouts don't need to stay because they've seen them as strikeouts in the last report that we should be able to collapse it.

TOM BARRETT: Okay. Yeah. I tend to agree that if we've already in the mid-year report did a strikeout, there's no reason to keep the strikeouts around. That would be for all 27 recommendations. I'll defer to ICANN staff. Maybe they think it should be kept in. Do you guys have any opinion one way or the other?

LARISA GURNICK: Observation mostly, rather than an opinion on my end. It might be helpful from the perspective that now the work that you've done and the changes that you made in the mid-year report are actually coming to a place where you're suggesting some Bylaws amendments with which would then go through a public comment process or something like that. So the outreach and engagement and the changes that happened in your plans could be relevant at this stage when you're proposing Bylaws amendments to proceed.



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TOM BARRETT: Okay. Yeah, as I figured, it does discuss it but we can double-check, make sure that's covered. Considerably the switch to the GNSO I think occurred prior to even the submission of the mid-year report. But we can we can make that –

CHERYL LANGDON-ORR: If I may. And it occurred after we'd written to everybody.

TOM BARRETT: Right, right. Yeah. One of the things we want to make sure, we want to make sure people are going back, for example, all the way back to the IE report and say, "Well, the IE report says this, what happened." As part of our feasibility and implementation, we've obviously made some adjustments along the way. So we want people to focus on what the current plan is and not necessarily even what it was a year ago. But I take your point. This is going to come up again. People are going to want to know why certain things were not done that we decided to change our plan. We need to explain that.

LARISA GURNICK: Just looking at it from the perspective of all the relevant information that would put the proposed Bylaws amendments on a successful course as it goes for the public comment and all that.

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TOM BARRETT: Are you suggesting then that we might want to expand our preamble basically to the proposed Bylaw changes? Do we need more explanation on how we ended up to the place where we ended up?

LARISA GURNICK: That might be a good way to do it, Tom. I think that's a good way of putting it.

TOM BARRETT: Okay. As you recall Section 3, I talked about how we consider different rebalancing scenarios, should we do the whole NomCom or just a GNSO, that why our outreach focused—we eventually settled on just doing the GNSO. So there's a whole paragraph on that but we can certainly take a look at that, make sure we talk about when that transition occurred so that people are clear that was part of our 2020 process.

Okay. Should we keep scrolling down? Make sure the dates are okay. I agree with Cheryl that we've already struck these in the mid-year report. There's no reason to keep them around as if they are still fresh. These have already been reported to the OEC, there's no reason to keep it here. If they want to see what changed, they can always go back to the mid-year report. So that's true of all the recommendations I would say. There's no reason to keep all stuff around like that that's been deleted.

Let's keep scrolling down for the sake of time. We are at 2:41. Keep going, Jean-Baptiste.

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JEAN-BAPTISTE DEROULEZ: Tom, if I can just add something. I just checked with the previous report. For example, I confirm that those steps here were indeed reported as such in the previous report. But for example here, if you recall, like what appears in red is something that should stay like that because that was added within the last six months. So those steps indeed should be flagged, I believe.

TOM BARRETT: All right. So these also, we want to make sure these dates are okay. Can you scroll up a little bit, Jean-Baptiste? So we have a Q2-2020 on the bottom of page 48. Yeah, we have a checkmark there. So then we have the top of page 49. We drafted some scenarios and presented this to the impacted SO/ACs. Inform the ICANN Board and community during web meeting webinars, etc. We did that during our outreach to the GNSO. So I would say this is completed, this step, and put a green checkmark there unless anyone else disagrees.

And then of course we have 2021, initiate the Bylaw changes. Staff reporting, all 2021. We did send off a letter this week to the Office of the CEO regarding staff reporting, correct, Jean-Baptiste?

JEAN-BAPTISTE DEROULEZ: Yes. That's correct, Tom. I was about to mention that under AOB. But yes, that's correct, Tom.

TOM BARRETT: Okay. Just for everyone else's benefit, the two letters or e-mails that went out, both basically requesting meetings in January, one for this

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recommendation, the other one for the budget recommendation for the Finance department. We did ask for them to let us know what dates would work for them by next week. Obviously, it's a busy time for everyone so we'll see if they'll get back to us. But hopefully in January at one or two of our meetings, we can address this recommendation and how they want to implement this recommendation.

So scroll down to next recommendation. I'm seeing no comments. Budget, again the letter went out this week to the Finance department requesting their suggestion on how we implement this recommendation. So we can scroll down some more.

The process diagram—it says here we haven't started this. We have things in process here. I'm sorry. It says we haven't completed it yet. I take that back. Obviously, we've got a lot of work here in terms of those spreadsheets we put together and we just have to make those into some sort of process diagram flow. That's probably one of the first things we want to focus on in Q1.

Recommendation 14, again communications with receiving bodies, which is really another process flow. We have a bunch of checkmarks here. Keep scrolling, Jean-Baptiste. If you can scroll up for a second, it's a minor thing. We have in the fourth bullet. SO/AC NAME in brackets. That's intended to be generic, I guess. Okay.

JEAN-BAPTISTE DEROULEZ: Yes. I think that's here just for the different questions that were sent to the bodies that are shown above.

TOM BARRETT:

Okay. Let's continue our review. I don't see anyone objecting so far, so can we have the core dates in process. The completion obviously is not going to happen here. Q1-2021.

Keep going. We're halfway through. Dates here are fine for job descriptions. Keep going. Feedback on appointees. Again, we have some checkmarks. We're going to change the date here. We've got a lot happening in Q1. 17 is done. Awesome. Good job. 18, candidate communication schedule, we're all set here. Keep going. Marketing plan, we need to change the date here. Seven more to go.

Blinded candidate assessment. Again, this is a Q2 one, which is good. We don't need to start that right away. Keep going. How'd that creep in there? Thanks. Perfect. Standardized evaluation tool. Again, we have a bunch for Q1 and Q2, that's fine. Keep going. We've got a library. We got to change the date here for the library as well. There's a 2D at the top there, Jean-Baptiste. It has a 2020 date. Data metrics. We're going to change the date here.

By the way, for number three here, consult. We did ask folks for metrics once before. We can do it again. We'll keep this here. So let's say this is [inaudible]. We already did some [inaudible].

The Standing Committee. Again, everything here since I agreed to this earlier, we took out some of the steps that can just come right out, six and seven. We don't need that anymore. Again, the new number six. Keep scrolling down.

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JEAN-BAPTISTE DEROULEZ: Tom, just so you know, the step six and seven that were struck, it was not reported as such in the previous report.

TOM BARRETT: Okay. All right. So we'll keep it in. So we have seven, which we've addressed in our proposed charter. The new number seven then suggests that we're going to finalize the governance structure based on public comments.

Question for the group, are we done doing this? We just simply ask the OEC to bless the Charter, or do we have more work here? Nadira?

NADIRA AL-ARAJ: I don't think we are going back to that public comment, so I'm just surprised that you're saying so. Thanks.

TOM BARRETT: Thanks, Nadira. In fact, I think we're asking the OEC to do, essentially, the public consultation. You want to strike this number seven entirely? I don't think it applies anymore. Anyone objects if we just delete it? Our proposed process is that the OEC do this, similar to how they're doing the Bylaw changes.

NADIRA AL-ARAJ: I agree myself.

TOM BARRETT: Okay. So the previous step which was in red, it says the NomCom Working Group is going to submit for public comment the Standing Committee Charter. We want to change that to the Board OEC is going to submit for public comment, this number six here. When did we add number six, Jean-Baptiste? You're saying it was the second half of the year, right?

JEAN-BAPTISTE DEROULEZ: Yes, that's correct.

TOM BARRETT: So if we could change NomComRIWG and replace it with the Board OEC, I think we're clean here. That's what we hope to happen in Q1. And then we as we said earlier, we don't need number seven anymore. We just delete that in its entirety. Then once that's approved then we can get into number eight, nine, and etc.

Everyone okay with these changes? Okay. Should we keep scrolling down? Jean-Baptiste, I know you want to retain stuff that we're deleting this second half. So I know you just deleted some rows, you might want to put those back and just strike them out if you want. You don't have to do it, though. All right, 25. Again, the dates here are okay.

JEAN-BAPTISTE DEROULEZ: Sorry, Tom, I think Larisa has her hand raised.

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TOM BARRETT:                    Yeah.

LARISA GURNICK:                Sorry about that. I just wanted to draw attention to the fact that OEC might have some questions about the change in the approach from having the outreach and posting for public comment and all that coming from the Review Implementation Working Group, kind of getting that moved over to the OEC. So I'm just flagging that this could come up.

TOM BARRETT:                    No, that's a good point. The way I remember it, this was a suggestion of ICANN Legal in terms of we weren't going to put the Standing Committee explicitly into the Bylaws, but we wanted it to have the same community support and authority as something in the Bylaws. So that's why we're asking the OEC to follow the same process as they're following for Bylaw changes. That's basically what we've set up in the Executive Summary and in Section 3. But if we're going to strike something out here, we could remind folks, I guess, with a comment that we are replacing basically this working group from doing a public comment period and handing it off to the OEC to do it instead. We could wordsmith this a bit, if you'd like if that's not clear.

Can you scroll down? To Dave's point, Dave, just like we don't instruct the OEC how to do the Bylaw change, we're not going to instruct them how to handle the Standing Committee Charter change either. It's totally up to them. Essentially, we want the Board to endorse the



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Charter. So whatever process they want to follow to endorse the Charter is fine with us.

Number 25, improve selections. There's no changes here. We haven't spent much time on this. 26, again the dates are fine. And lastly, unaffiliated directors, this is the Bylaw change. I guess we can make that Q1-2021.

Keep scrolling. Then we have the attendance summary. This is from Q1 or the first half of the year I mean, so we'll put in Q2. Then the next section is simply an outreach. I believe this is an outreach for the entire year, right, Jean-Baptiste? All the outreach is in order of the recommendation it pertains to, that's the rest of this document. If you could, just one change I think back in the Executive Summary, where we imply that we only provide outreach for the second half of the year. So if you can just scroll up to the top real quick, we can just make that quick edit. It's in the Executive Summary, I believe. Keep going down. I'm sorry, keep going down. It's a document overview. So the document overview, number six here. So this responses for all of 2020, not just June through December. So you can say responses for 2020. Get rid of June through December there.

All right. Larisa brought up some good points. We want to make sure it's clear why we did some detours and adjustments from the mid-year report. Again, I think they are addressed in the summary already, as well as the Sections 2, 3, and 4, talking about the Bylaw changes in the Charter. But if we need to reinforce that, we can.

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Any other final thoughts, comments, concerns? Anyone not comfortable with approving this report? Everyone want to give me a thumbs-up via the chat or the participant? I guess there's a green checkmark. Why don't we take a quick vote if you're able to get to your checkmark or your X? Anyone want to put an X up? Or are they all going be green checkmarks? I see three checkmarks so far. Four—Vanda, Nadira, Leah, Cheryl. Anyone else? Dave, you're there?

All right, so I think we're done. We'll do obviously accepting the changes and setting off a clean document one more time on the list, just to make sure anyone who cannot attend today has a chance to see it. Otherwise, I think we're done. Jean-Baptiste or Larisa or anyone else, if you have any specific areas where you think we should add a comment addressing a point, let me know where you think that should be. I think we've addressed them in the summary and in the sections on the Bylaws and the Charter, but we can certainly add more language to make it clear since—you're right—people probably bring them up anyway so we might as well address them somewhere. Anything else guys? Any other business? Jean-Baptiste, our next meetings?

JEAN-BAPTISTE DEROULEZ: Correct. So the next meeting is on the 7<sup>th</sup> of January at 14:00 UTC, and we will be following the same code sequence after new year next year.

TOM BARRETT: All right, fantastic. Thank you, everyone. Have a great, relaxing holidays.

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VANDA SCARTEZINI: You too.

NADIRA AL-ARAJ: Happy holidays to all. Happy Christmas.

TOM BARRETT: Thank you.

VANDA SCARTEZINI: Happy Holidays. Anyway, for the others that is celebrating Hanukkah, it's also good time for celebration. Keep safe.

TOM BARRETT: Thank you for the ICANN staff, Jean-Baptiste, to Yvette and Leah.

LEAH SYMEKHER: Absolutely. Thank you. Great work.

VANDA SCARTEZINI: Thank you. Yeah, great work. Thanks for helping us.

TOM BARRETT: Have a good holidays, guys.

UNIDENTIFIED FEMALE: Bye all.

TOM BARRETT:                   Bye.

**[END OF TRANSCRIPTION]**