JENNIFER BRYCE: Thanks, Yvette. Hi, everyone. It's Jennifer speaking. I am going to be running your call today. I'll do a quick roll call, and then I'll hand over to Tom.

So in attendance, we have Tom, Dave, Leah, Nadira, Remmy, and Vanda. And Cheryl just joined us as well. Then from staff, myself. We also have Yvette, Betsy, Kristy, and Teresa. I believe there are no apologies today apart—very importantly, Jean-Baptiste is not with us. And I think Jia sends her apologies as well. In terms of working group members, I don't know of any apologies. Tom, I hand over to you. Thank you.

TOM BARRETT: Thanks, Jennifer. Just to go over the agenda for today, we just did the roll call. Raise your hand if you have any updates to your conflict or Statement of Interest. But I thought we would spend the first part of today's call thinking about looking at the letter from Avri from the Board about next week's call that's scheduled and make sure we perhaps have a list of questions, and then we can go through some other odds and ends.

So it's being displayed on the screen. I'll read out the key parts for you. Again, "Dear Tom, the OEC of the Board appreciates the time and effort of the working group, as indicated in the Progress and Implementation Status Report #2 shared in December and the recent webinar convened during ICANN70. Given the unique nature and roles of both the NomCom and the Review Working Group in ICANN's governance, the OEC would like to invite your group to discuss aspects of the working

group's latest status report and implementation efforts presented during the March 10 webinar. The implementation of recommendations will have far-reaching governance implications, and the ICANN community has a keen interest in your work." So they would value a discussion of our implementation work, both relating to our interpretations of the feasibility assessment and implementation plan and to possible changes to the ICANN Bylaws, which would require broad community support. "In particular, the OEC is interested to discuss the working group's progress on the Standing Committee upholding good corporate governance practices and areas that will require Bylaw amendments where further discussion would be helpful."

So, we have a meeting next week at the same time and we've confirmed a meeting a week from today with the OEC to discuss this letter. So I thought it would be helpful for us to think about, in response to these topics, any questions we might have for the OEC in terms of what role they want us to play going forward for the Bylaws and the Standing Committee. Then also we can anticipate what other areas you think they would raise. So I'll pause there for a second, see if anyone has any thoughts or comments so far.

VANDA SCARTEZINI: Vanda for the record.

TOM BARRETT: Hi, Vanda. Go ahead.

VANDA SCARTEZINI: My question would be we maybe just focus on those items because there is a lot of issues that maybe we'll be discussing about the Standing Committee to then to understand better what we expected. And maybe we should review those points because the Bylaw change—we have discussed a lot of each one of those Bylaw change in many webinars, etc., and then to go deeply, if they ask it on to how to proceed with the Standing Committee and the details of that, maybe we don't have all those questions by heart. So my suggestion would be to use some time today to review the Standing Committee points and maybe go deeply on that. Thank you.

TOM BARRETT: Thanks, Vanda. Leah?

LEAH SYMEKHER: Hello. I'd like to thank everybody for your patience while I was away on family matters. I definitely agree with Vanda. I think it will be good for us to review the Standing Committee and just to make sure that we are upholding all the corporate governance practices, which I believe we are. We were considering that throughout our meetings and reviewing of all the recommendations and implementations of them. So the Bylaws amendments and the Standing Committees, I believe, is something that we should review today if we can. Thank you.

TOM BARRETT: Thanks, Leah. I can see Cheryl in the chat saying it makes sense as well. So why don't we do that while we bring up the Standing Committee

charter? Let's talk a little bit about—I'm interested in how people interpret good corporate governance practices, what that comment refers to. Anyone have any thoughts?

VANDA SCARTEZINI: I have. Normally, when discussing good practice, we are focused on what is not in the Bylaws but should be a kind of a rule that people should follow and make sure that those rules—that's my point about the Standing Committee and probably they have this doubts about that—which are the main working in what framework this Standing Committee will work on, and what is the best practice that they will follow besides what we will establish as a Bylaw. So, for instance, we will keep, reserve or vary confidentiality. There is a lot of practice that should be clear for everybody that's not exactly the Bylaws. So that's why I'm interested in going a little deeply in this Standing Committee framework, what we will put as a good practice on that.

So that is my understanding what the Board may be asking for because the Standing Committee will interact with NomCom. So NomCom has a huge framework of best practice and rules that tie everything inside that framework. So how will the Standing Committee interact with ICANN without break this framework in some way? So I believe that is some kind of questions they may have asking us to explain. Thank you.

TOM BARRETT: Thanks, Vanda. I will note in the chat Dave supported the earlier comments from Vanda and Leah and Nadia. He says we should certainly

review what we have in the document again. I have Leah and then Cheryl in the queue. Leah?

LEAH SYMEKHER: In addition to we are upholding the framework, I believe, in terms of good corporate governance is definitely looking at who we are as ICANN and how the Standing Committee and what we're implementing here is going to abide by the bottom-up multistakeholder organization that we are in terms of representing or the voices, and while upholding the confidentiality as well but making sure that we have the transparency as well that is inclusive to who we are as ICANN. I believe that's part of the corporate governance that we were looking at. That's just a viewpoint. Thank you.

TOM BARRETT: Thanks, Leah. I think Vanda supports you as well. Cheryl?

CHERYL LANGDON-ORR: Thanks. Sorry, I'm on mobile phone until I reboot yet again my obviously ailing laptop. One of the things, I think, if I was in the OEC, I would want to hear in relationship to the term good practices, good corporate governance practices is building, I guess, to some extent on what Leah and others just said, which is all very great fundamental stuff. But I think what I would want to hear is that the Standing Committee would have Operational Procedures that were clear, public, and unambiguous, with relationship to its accountability, its transparency, and its upholding of the Nominating Committee established principles of confidentiality and

openness in practice, but confidentiality in relationship to any candidate matters. I also think the community would be interested to know that its role is one of administrative nature and not of influence, because what it doesn't want to be seen as is as some form of shadow NomCom, some sort of entity that has its finger on the scales of what goes on in the very independent, necessarily, Nominating Committee process. I think some statements along those lines would be very much what should be getting put into this. Thank you.

TOM BARRETT: Thanks, Cheryl. I think that's all the hands we have right now. Nadia has a comment as well. "Standing Committee would not be engaging candidates." I think that's mentioned already. So I guess the question is—I want to, I guess, follow up, Cheryl, because you said something interesting. You referred to the Standing Committee Operating Procedures. So that implies perhaps we need another set of Operating Procedures separate from the current ones?

CHERYL LANGDON-ORR: I can imagine, why not? It should start off with a clear and unambiguous mission and charter. And it should be lightweight. They don't have to be heavyweight but it has to clearly have articulated the guardrails and the guidelines. It's the guardrails that are as important as everything else. It's the what the Standing Committee won't do also needs to be articulated, and that will give comfort to what can be a relatively hyper-reactive community when they don't understand what goes in NomCom and they always see the words. Thanks.

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TOM BARRETT: Thanks, Cheryl. So why don't we walk through the charter? The charter is what's been submitted and obviously it can go through another iteration, but also it sounds like perhaps, based on what Cheryl was saying, there's probably another document that we'll call, for lack of another name, Operating Procedures for the Standing Committee that would basically get into some of these areas we're talking about in terms of good corporate governance.

So the question is—I want to step back for a second. Part of what I'd like to get out of this call is some clarity back for the OEC in terms of what role they want us to play in the next phase of introducing the Bylaw, proposed Bylaw changes to the community, as well as the proposed charter to the community, or if they're asking us to do another iteration on this before they proceed with that.

So here is the charter that we submitted back in December. Certainly, we could keep working on this. I guess we'd have to see if the OEC feels like there's something missing or if they're content with waiting for the future document that we will refer to as Operating Procedures. Just to remind people to scroll through this. It has been a few months. We provided the justification for the Standing Committee. If you scroll down a little bit, Yvette. I think you're driving. Okay.

Again, the purpose is to provide continuity across NomComs, build the institutional memory, help coordinate processes and communications with other bodies. And again, we make the point clear that we do not

participate in the decision-making processes of the NomCom's annual candidate evaluation or selection activities.

We discussed corporate governance, the question is do we address it enough in this document, or should we revise this document to add more things? It's really the question is do we want to ask for another round to iterate this or are we content with the level of detail in this document?

Scope of responsibilities. Again, just repeat those three bullets above. Number three, help coordinate processes and communications with other bodies really gets into what Cheryl referred to as Operating Procedures, I guess, in terms of what does the Standing Committee do in relationship to all these different external bodies? Cheryl?

CHERYL LANGDON-ORR: Thanks, Tom. The "what we don't do" needs to be articulated, I think. I guess that accountability and transparency aspects need to be very, very clear because we all know that NomCom took quite some time but has been successful in its evolution to a more understood and transparent entity. And I guess what I don't want people to think and what may be a concern is that in some way, shape, or form, this associated entity, the standing body, will be some sort of cabal and I think what it does, it needs to do very openly, very publicly, very accountable, and in a very, very transparent way. I think if we push that into it that that would be useful as well.

TOM BARRETT: Thanks, Cheryl. Dave supports that as well. So what I'm hearing is that we want another shot at revising the charter. Is that what I'm hearing? We want to go back and revise the charter to add in some language regarding accountability and transparency?

LEAH SYMEKHER: Is it okay if we review this right now? Because there could be just items in there that could help us begin structuring.

TOM BARRETT: Okay. We'll put a pin in that. So we'll scroll down. Number three basically is almost like an outline for the rest of the document. The rest of the document, the middle third of the document will then repeat each one of these external groups and talk about how the Standing Committee interacts with each of these groups. So if you scroll down, you have the NomCom leadership and the Standing Committee interacting with that in some way, the ICANN Board and PTI Board. Again, if you scroll down, ICANN Org, everything from the Finance department to Marketing, to HR, to training, etc. You have bodies and appoint members to the NomCom. You have bodies that receive NomCom appointees. You have the candidates applying for NomCom positions, their various external consultants—basically, training consultants, assessment consultants, etc., and then interaction with the overall community. So, certainly from an accountability and transparency perspective, this section probably should discuss that in more detail. Right now, it just talks about oversee the website and systems used for continuous improvement and institutional memory,

oversee process for community outreach before there are material changes to the Operating Procedures or charter, publishing data on a candidate pool, and publishing reports on continuous improvement. So, certainly, we don't we don't talk much here so far in terms of accountability or transparency.

The next section four just gets into the composition of the Standing Committee in terms of what the eligibility requirements are for members. Number five addresses the terms of members of the Standing Committee. If we just scroll right through, we have our meeting schedule. The meeting schedule, I guess, really doesn't talk about public attendance.

CHERYL LANGDON-ORR: Public attendance and public records. I think that's probably worthwhile popping in here.

TOM BARRETT: Yeah. I think it probably does. I'm trying to think we don't use that particular language, but you're right. Should we talk about—here's the whole section seven on accountability and transparency. So we do address this in the charter. The Standing Committee shall operate openly and transparently. Meeting shall be recorded. Any minutes or other records shall be publicly posted. Outcomes and actions shall be taken by consensus, which shall be documented via Internet-based discussions. Will use a public mailing list and will provide an update Statements of Interest and identify conflicts. Then you have number eight, review and continuous improvement.

So that's the charter so far. Do we want to add more to this document in terms of accountability, transparency, corporate governance, participation of the community, etc.? Nadia says there's no reporting. The continuous improvement is an annual report. Just scroll up just a little bit. I don't know, Nadia, if you can talk about what you mean by reporting. Cheryl says a dashboard.

NADIRA AL-ARAJ: Thanks, Tom. I'll confirm what Cheryl has mentioned. The Standing Committee has to show to the community its accountability to the community by reporting what they have done. Even all these documents are transparent, that they are entrusted for them but they have to mention every year what they have done. That's what I was confirming what Cheryl has mentioned. Thank you.

TOM BARRETT: Thanks, Nadia. Yeah, I think you're right. It doesn't explicitly talk about that. I thought there was language somewhere about a Continuous Improvement plan—that a report was issued on an annual basis talking about what the Continuous Improvement plan. Oh, it's one of the sub items. I think if you go back up, I'm pretty sure somewhere in here, we talk about a Continuous Improvement report. Here we go. So ICANN community—the last bullet—publish regular reports regarding the goals and accomplishments of its Continuous Improvement program. And above that—so we don't specifically talk about a dashboard but certainly we do talk about overseeing the website for maintaining

historical archive. So, certainly in the implementation of this website, it could be a dashboard. So there is a report here. Go ahead. Sorry.

CHERYL LANGDON-ORR: Sorry, Tom. It seems to me that the document articulate clearly what our role is with any given NomCom, and that's clear. What it may need a little bit of tweaking with or that should be the Operational Procedures is that there should be ability for community at any time to easily find out what we're doing, and that comes to the reporting that Nadira is talking about. Because we're really looking over what NomCom just does as part of its business. So it's not actually our website—I'm putting myself in the Standing Committee metaphorically at this point in time—but if we were in the Standing Committee, if this was a Standing Committee meeting, our Charter is quite clear on what our role is with any given NomCom and between the NomComs. And that's a continuous improvement and making sure that the public has those inter-spaced points where it can find out what's going on. But I guess what might be needed in terms of the good governance is a very clearly articulated annual planning or ongoing activity like a dashboard that indicates what the Standing Committee is doing. So it's all very good publishing things, having meetings recorded. That is literally millions of hours' worth of ICANN stuff if someone wants to start looking through everything that's publicly recorded. It's almost obfuscation by transparency. There's so much data out there. If it's not easily searchable and easily findable, it's worse than useless.

That's where I'm thinking maybe from what Nadira was suggesting that if we are clear that not only is what we do publicly accessible, it will be

publicly accessible in a simple format with ease of look up. So it means that even if it's just a table of every meeting held like the GNSO has. There's a date, there's a meeting, there's what's going to be on the meeting in terms of agenda, and it says a recording and all of the outcomes and all of the materials, and anyone can look at it. That type of stuff might be what they're after, but we can also ask. Thanks.

TOM BARRETT: Thanks, Cheryl. Larisa?

LARISA GURNICK: Hi there. I just wanted to share an observation that given that the OEC members are probably not nearly as well-versed with the all the details that you all had spent so much time thinking through on this charter, perhaps one of the things that might be of interest to them is just your view on how the charter is responsive to the intent of the recommendation and creating the continuity. I know that sounds like a pretty basic step but that might be a good starting point for them to understand sort of how the roles and responsibilities that you envisioned for the Standing Committee meet the intent of the recommendations to create the continuity and institutional knowledge without broadening the scope of what we already have in some other places. Thank you.

TOM BARRETT: Thanks, Larisa. Any other thoughts or comments? What else do you folks think is not clear about the Standing Committee charter? I guess the

question is do we want another round of edits to the charter or do we move on and create Operating Procedures? Or do we let the Standing Committee do that? Any thoughts on what we think the next step should be for the charter or the Standing Committee?

LEAH SYMEKHER: Is it okay to speak?

TOM BARRETT: Go ahead, Leah.

LEAH SYMEKHER: I think what we have is, I believe, a good enough document detailing just how we envision the Standing Committee operating. I think it should be a good one to have a meeting with. You might add what Cheryl has suggested, and Nadira. But I would think it's a good one to start with instead of having to wait for another document.

TOM BARRETT: Thanks, Leah. I guess the question is in terms of getting community feedback on this, is that something we want to take the lead on or something we want the OEC to take the lead on?

LEAH SYMEKHER: Sorry, was that the question? Sorry that I missed the—

TOM BARRETT:	No. That's a new question. I'm just hearing comments. We have made the assumption in our year-end report that we wanted the OEC to run this charter through a similar process, as it would follow for the ICANN Bylaw changes. I guess we need a confirmation that they want to do that or if they would prefer that we facilitate that process.
CHERYL LANGDON-ORR:	Cheryl here. Tom?
TOM BARRETT:	Yes. Go ahead, Cheryl.
CHERYL LANGDON-ORR:	Thanks. Look, it's a lot involved here because of the unique nature of us and what we're doing. We're ad hoc, semi-permanent, attached thing to an ephemeral, non-structured structure of ICANN. NomCom, those only exist year to year, and yet we're trying to do something that is ongoing. We don't have an AC or an SO that is a solid entity that can work on this. I mean, to some extent, and because of the wide-reaching importance of changes to all things associated with Nominating Committee and its activities, my tendency is to say the OEC needs to do this and we are at their service to assist because we're just a bunch of people who are silly enough to work for several years to try and make it a better model. And I'm not saying that it's top down, but it is an organizational effectiveness aspect because of the importance of not what we do but what NomCom does.

I just think, to me, either on the side of the OEC, we'll do our part that it's them doing the running of it. With the Bylaws and with running the charter through which by the way, all changes to charters get an airing in public commentary—that's standard procedures for ICANN—but I think because we're not an AC or an SO, it probably falls to it being somehow "administered" more by the OEC than by anything. Certainly not the NomCom. That's not fair to them in the busiest time. And I don't think we're the right people for the job but we shall assist as required. Thanks.

TOM BARRETT: Thanks, Cheryl. Jennifer asked the question, "Would it be helpful to display the implementation plan to inform the discussion?" We can certainly take a look at that and see what it looks like. All right. There's a link. Can we go there and display it on the screen?

KRISTY BUCKLEY: I just posted the link in the chat to the implementation plan. And just quickly scanning that, we'll see—I just had it in front of me. There we go. It's page 51, it includes the implementation steps. There are a number of them but in terms of consultation with the community, step 7 through 10 outline the original plan in terms of how that would go forward. These are helpful to review.

TOM BARRETT: It would be. Thanks, Kristy.

KRISTY BUCKLEY: Sure.

JENNIFER BRYCE: Sorry. Excuse my very slow scrolling, but I think this is page 51, right?

TOM BARRETT: Yes. If you can just go up a little higher.

JENNIFER BRYCE: Yeah, sure.

TOM BARRETT: Perfect. Okay. Some key points. We'll avoid duplication of the NomCom's work. We'll define the role of the leadership team vis-à-vis the Standing Committee. We'll protect the NomCom from undue influence from the Standing Committee. We'll clarify how the Standing Committee interplays with regular organizational review cycles. Working to ensure that definition does not negatively impact other improvements identified through NomCom review process. Was there comment from someone?

CHERYL LANGDON-ORR: Yes. It's me. It's kind of a next step that we need to get into. ICANN Board, or chosen delegate, to lead community conversation on all governance-related proposals put forward by. The Board or its delegate to work with. That's where I was coming from.

TOM BARRETT: You're talking about number 6?

CHERYL LANGDON-ORR: I'm talking about 6 and onwards.

TOM BARRETT: Okay. 5, just to go back a second, the performance metrics, how to review them annually. That, I assume, is the Continuous Improvement plan.

CHERYL LANGDON-ORR: Up to there, I think that's what we've done. I think where we are is going forward. Right now, ICANN Board or chosen delegate, I think that should be the OEC. But maybe that's just me.

TOM BARRETT: Okay. Then number 7, it says that based on whatever process they follow, we will then finalize the proposal for the governance structure of the Standing Committee. Basically, covering all the points we said earlier. Following public comment and based on feedback, ICANN Board or its delegate to finalize the governance structure.

9, ICANN Org in cooperation with the working group and ICANN community to discuss what level of staff support and/or other support is required. 10, Board will work with the working group to put a new body

into place. And 11, we're not doing any Bylaw changes specifically for the Standing Committee. Then 12 are budget requests.

That is helpful. We still feel like we're following this plan. We have talked about in the past about forming an interim Standing Committee just to get it off the ground. Obviously, we have not done that yet. But this is helpful. Any other thoughts of this? I guess the question would be for the OEC, whether they're comfortable with the rest of this plan or if they want to suggest edits to that. As far as we're concerned, this is what we believe the plan is.

CHERYL LANGDON-ORR: I will just remind them of it. As Larisa said, they're probably not living and breathing our minutiae here. I suggest that we should review and reintroduce and remind of the aspects in terms of what we have in our charter, the high points and holidays bit. But we should probably also remind them of this plan, which kind of says, "You all agree that the ball to be kind of back in your court at this point. And if you want to change, we're here to talk but this is how we were planning to operate." Thanks.

TOM BARRETT: Perfect. Thanks, Cheryl. What was the rest of this page? If you can scroll down a little bit. So we have metrics, and then what else do we have? It's ownership and costs. All right. I see Nadia supporting you as well, Cheryl.

LARISA GURNICK: I agree with Cheryl as well. That was a good point.

TOM BARRETT: Awesome. So any other thoughts or comments about the Standing Committee charter? Do we feel there's anything controversial so far in the Standing Committee charter that they might be sensitive to other than what we've already talked about? All right.

Real quick on the ICANN Bylaws, we'll discuss those as well. So that obviously touches about five different recommendations. Again, if you refer back to Avri's letter, she's looking for broad support of the ICANN community for these Bylaw changes. There's a few that are not controversial in terms of voting rights and two-year terms. The rebalancing recommendation I think is controversial just because of its title, more than anything else. So certainly, I think that will be discussed. I believe we'll get unanimous support from the community for that. But we need to reiterate that it actually doesn't affect any change to the composition of the NomCom. There's also changes related to unaffiliated directors. Do we feel that is controversial in any way?

CHERYL LANGDON-ORR: Hi, Tom. I actually don't think that the unaffiliated directors bit is going to be particularly controversial because of the clarity it gives. There might be aspects, as we found out with our temperature taking, that some of the community are open to opinion on, and that opinion might be fairly diverse in terms of how long between acting and in capacity and being clear of that affiliation and what do we mean by taking off any sort of benefit from. Because we saw that needs still to get community where the community wants to come down on the spectrum in those

issues. But beyond that, which is not particularly controversial in terms of hard to manage, I think the key point in Avri's letter is the broad scale community support for changes. Because that means that it recognizes that it may not be unanimity or overall an overwhelming consensus amongst the community on a sum and that would be the controversial one, the rebalancing part of the Bylaw. But so be it, it is not just the squeaky wheels, it's the whole vehicle that gets to have a say in this one. Thank you.

TOM BARRETT: Thanks, Cheryl. Any other thoughts or comments? Any other questions that you think we should be asking of the OEC?

VANDA SCARTEZINI: Well, I believe that depends on the way the conversation goes. We certainly will have some questions but not beforehand. No.

TOM BARRETT: Thanks, Vanda. We also, of course, have a detailed implementation plan for each of those recommendations that resulted in the ICANN Bylaw change. So there are some loose ends that still need to be dealt with once those Bylaw changes go through, but they're mostly operational. New hands, Cheryl or Vanda? Go ahead.

VANDA SCARTEZINI: Cheryl, I believe, was in front of me.

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TOM BARRETT: You want to go ahead, Cheryl?

CHERYL LANGDON-ORR: Well, it's a continuing hand, but it was to make additional observation. I just wanted to come in and support what Vanda was saying in terms of leaving you sufficient flexibility during the meeting just to see where it's going. I mean, it's a conversation. It's not a webinar or a presentation at all. Thanks.

TOM BARRETT: Thanks.

VANDA SCARTEZINI: So just to understand it, how do you intend to conduct this interview? We will show something? We'll inform them just orally? What is the strategy to completely involve the group with the information we want to share with them?

TOM BARRETT: That's a good question, Vanda. We surely can bring up the report that we submitted and walk through the report and see what feedback they have. Any suggestions?

CHERYL LANGDON-ORR: We're working with a few people that we know in the OEC. And a few people we know in the OEC that we can trust have dealt with, dug in, and read the report. Whether they have an encyclopedic knowledge of it all, I'm not going to stand to suppose upon, but I trust that at least some members of the OEC have definitely read the report. And in the beginning, I think what we do is we look at the letter as we have today and we see what key issues, the ones with corporate governance and the ones of the implementation planning going forward, come out, obviously, as far as the lists are concerned. And to those topics, we maybe do a little reminder, have has a screenshot ready to say, "Remember, we're up to this point in this plan." Thank you, Kristy, for the link to refresh all their minds here. That I would sort of show and discuss at one point in the conversation. And in the earlier part, in terms of the corporate governance, just remind them that yes, we can and will beef up the accountability and transparency statements, we'll add in things such as suggestion of some sort of continuous reporting vehicle such as dashboard, blah, blah, blah. "Is that the type of things you are looking for, OEC?" would be the question then. And sort of take it along those lines rather than a "He said, we said, she said" type thing. I'm not sure if it is just Avri or is it Avri and others.

TOM BARRETT: I don't know.

CHERYL LANGDON-ORR: Because if it was just Avri, then she will have dug into this, she will notice, and we can probably be prepared to bring up something just in

case. But pretty much go in the matter of this, what were the concerns of the OEC? "Thank you for articulating that, Avri. We believe this might be dealt with here, here, and here. How do you see we need to change to make it more obvious?" That type of interaction. Anyway, that's how I would do it. Thank you.

VANDA SCARTEZINI: Tom, I do believe that certainly, at least Avri and one more, I don't know who has come together. But they will be completely prepared, as my previous experience on that. I do believe that we need to have at least maybe some base with the screen, just highlight the points that are in the letter and respond to that. And if they have questions, so they add questions to our answers on those points. I believe that is the best progress that we can do during the interaction on that.

I do believe Cheryl has a good approach on that, too. It's almost the same idea but I believe we need to have in hand something clear to show because sometimes people need to look after some points that is not in the report. Like we talk here about the accountability are not to be influential issue or some points that are what we want to highlight during the conversation. So we need to have those, in my opinion, quite clear, like maybe we have a one page with the answers of those questions, just words that we want to highlight. I don't know. It depends on the—

The most important issue is, in my opinion, to have someone in charge to start and answer mainly the questions. Then if there is something that any of us want to add, we need to have clear that we cannot open

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discussion during our interview with that. It's not for us to discuss among us. Just to remember because sometimes these conversations go out of hand. Thank you.

TOM BARRETT: Thanks, Vanda. That's a good idea to have a summary letter. I have Kristy then Larisa.

KRISTY BUCKLEY: Larisa, do you want to go first? Because you probably can speak to who will be on that call.

LARISA GURNICK: Sure. Yes, I'm happy to. Two things that I wanted to clarify is I don't know how many of the OEC members will actually be there but it will be at least two or three, I anticipate. I hope that that helps. Also, the staff that normally supports your work will be there to help you in terms of the documentation. So if you want to reference to the implementation plan or to the charter, much like we did today, we'll be on hand to help navigate, should that be necessary. But also just to underscore that OEC intended for this to be a conversation. I can't speak for them but I don't think there's an expectation of anything other than that that might then lead to some answers or additional questions or whatever the case might be. But I think they truly wanted to engage on this topic with you. Thank you.

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TOM BARRETT: Thanks, Larisa. Kristy?

KRISTY BUCKLEY: Thanks, Tom. I just had a sort of procedural question. In Jean-Baptiste's absence, I'm trying to take notes on sort of decisions and action items. To the point where you discuss adding some text to the charter, perhaps around this sort of guardrails, as Cheryl mentioned, did you want to suggest that for next week's call with the OEC, and then see how that goes? Then add it as an action item or did you want me to record that as an action item from this call?

TOM BARRETT: Thanks, Kristy. I like Vanda's approach to having a summary letter, really, an agenda for the meeting, so to speak. I've jotted down some notes, really talking about past, present, and future. When I look at this letter, where I think about what are they looking for in the past? There's a line about interpretations of the feasibility assessment and implementation plan. I think that there is worth making the point that where we have evolved the IE report. There are some things in the IE report that we have tweaked in terms of looking at feasibility and trying to implement it. Oftentimes, there's community feedback, but they're focusing on the IE report and we've already kind of tweaked it from there. There are several things there in terms of unaffiliated directors and rebalancing that we definitely have moved forward from and want to make them aware of that. That's kind of the task which addresses their point about interpretations.

In terms of current, we certainly want to discuss—and I think it perhaps will come up in terms of what our community outreach has been so far and whether or not what the community outreach will be going forward. Again, based on our implementation plan, we are assuming that the OEC is going to lead that effort. I'm sure we'll have a discussion around that.

And then the last section is what are the next steps? I think that's where we can talk about what we envision in coming up with Operating Procedures for the Standing Committee. We envision updating the NomCom Operating Procedures. I've said this in the past but I'll ask for feedback. Again, I'd like to shoot for having graphs of those two types of documents in time for our mid-year report, which is the end of June, and kind of make that our primary deliverable. Anyone thinks we should be focused on something else or deferring on that? What do people think about—I'm kind of switching in terms of what are our goals for the next two or three months that perhaps we can discuss next week? Is that a new hand, Kristy?

KRISTY BUCKLEY: Sorry. No, old hand.

TOM BARRETT: Okay. I think I answered your question. We'll bring it up in terms of here's what we think we want to do next. Get into more Operating Procedures for the Standing Committee is one of those things, updating the current Operating Procedures. Those are our near-term goals while

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they are dealing with the Bylaw change process of the public comment period for the charter.

Anyone else? Any other thoughts? I see a plus one from Dave. Cheryl says, "Makes sense. Report on the draft. Discuss…" Kristy will have AI's or Avri's post. Okay. Vanda says yes. Those are the kind of the three themes we'll talk about past, current, and future, and try to draw out of here some of their questions in that map to those types of sections. All right, any other thoughts, comments coming up on the top of the hour?

VANDA SCARTEZINI: No. Looks good.

CHERYL LANGDON-ORR: All good for me.

TOM BARRETT: All right.

LEAH SYMEKHER: Good for me, too. Thank you.

TOM BARRETT: Thanks, guys. Probably we'll stop there. There was something else on the agenda item. I know we'll get to that in two weeks.

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VANDA SCARTEZINI: Okay.

CHERYL LANGDON-ORR: Okay.

VANDA SCARTEZINI: See you.

CHERYL LANGDON-ORR: More next week then. Bye for now.

VANDA SCARTEZINI: Yeah.

TOM BARRETT: Thanks, everybody. Good meeting.

VANDA SCARTEZINI: Thank you. Bye-bye.

[END OF TRANSCRIPT]