
YVETTE GUIGNEAUX: Hello, everyone. Welcome to the NomCom Review Implementation Working Group call Meeting #79 on May 27, 2021 at 19:00 UTC.

From the working group joining our call today is Tom, Cheryl, and Remmy. And Dave also from the working group who just joined us. And from the ICANN staff joining us today is Chantelle, Kristy, Larisa, Sam, Teresa Elias, and myself, Yvette Guigneaux.

We'd like to remind everybody the call is being recorded today, so please state your name before speaking for the record. Okay. I think that about does it for me so I will get the agenda. Oh, and one more thing. Does anybody have any updates to their SOI before I forget to ask that? No. Okay. I think we're good there. Okay, Tom, I'll get the agenda on the screen and I will turn it over to you.

TOM BARRETT: Thanks, Yvette. Hi, everybody. So the agenda today was to go through input from ICANN Legal on the Standing Committee charter, review Recommendation 10 in terms of the summary of community feedback. I also want to real quickly see if anyone had any thoughts or comments on the e-mail I sent out earlier this week about Recommendation 1 which had to do with job descriptions by the various SO/ACs. I didn't see anything. I didn't get an e-mail back and I assume there's no thoughts or feedback on that, so it will just stay in the record as is.

So why don't we jump right in? Sam, you're our guest today to talk about feedback on the Standing Committee charter.

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SAM EISNER: Yes. Thanks, Tom. Just to the point, I know on a lot of the community groups I work with, we have a quorum rule. I don't know if you guys have one here, where we typically wouldn't move forward with meetings without five different people from the meeting, not including ICANN. Do you guys have any similar rule here, or do you just move forward?

TOM BARRETT: No. It's never come up. We've never had an issue with our discussion about quorums.

SAM EISNER: Great. Okay. Thanks. All right. So let's turn to this. It's not a lot of slides. I just put together some slides to guide the discussion. I think these are points that are better reserved for discussion, as opposed to creating versions. So I thought we could have kind of the high level discussion, and then we can see what it is that we from Legal or more broadly from ICANN Org can do to help support for the revision. If we go to the next slide. Then again, we're a small group here so let's treat this as a discussion so feel free to raise hands. You don't have to wait until any specific point for us to raise a question.

Reporting from the Review Implementation Working Group—and this has really been one of our guideposts as we've been thinking about this from the Org and the Legal team side—is that the purpose for Recommendation 24 in the creation of the Standing Committee was to

create the empowered body of current and former NomCom members to assure a greater continuity across NomCom in particular to suggest and assist in implementing changes to NomCom processes. And then we noted the Review Implementation Working Group's path for it has evolved for three purposes: provide continuity across NomCom cycles, building institutional memory of the NomCom, help coordinate processes and communications with other bodies. So we've kept that in mind as we've been looking at it and looking at the most recent version.

So the status of legal input. Even though this is the first time anyone from the ICANN Legal team is here talking to you—and if you can move to the next slide—we have given you some feedback on the charter and its various forms a few times. So in June 2020, we provided inputs on a less detailed charter. If I recall, we noted issues such as defining composition and how the charter would be amended. And then in November 2020, a new version was presented that looked a lot different from that initial June 2020 version. We provided some kind of broader picture feedback on the document addressing the use of terms such as oversights that was used, and then discussed some of the governance issues around some proposed composition. And then the discussion today is on the further amended version, because we know that there have been some changes since that November 2020 feedback. I grouped them into kind of high level areas for discussion. So if we go to the next slide.

So they're kind of like three really big buckets. There's the Review Implementation Working Group scope and reach as it relates to its relationship with NomCom, as it relates to relationship with other entities. And then on the next page, there'll be a discussion about some

governance related issues. So you know, after the Review Implementation Working Group discussion with the OEC that happened a few weeks ago, we discussed there that Legal would be coming to the Review Implementation Working Group, to you guys, to flag and have the discussion about the charter, but also the OEC wanted to have an understanding of what it was that we were going to raise here.

So we had a short conversation with the OEC at their last meeting last week to preview the issues that we're raising here today. So they also have an understanding of it, if there's ever a need to have a broader conversation. But I just wanted to make sure that for transparency that you guys understood that we've also talked to the OEC about this and there weren't any areas that we flagged that they suggested that we should not be raising to this group. So we have some alignment from that side.

So if we go back to that Review Implementation scope and reach, the relationship with the NomCom, one of the things that really stands out from both the November 2020 and the current version of the charter is that there's really a potential to read this as having a really broad scope and there's the potential that the way that it's phrased shows some impact on the NomCom itself and how the NomCom operates. Not just providing that standardized process but having input into how each NomCom has its communication and runs its process across the ICANN community. And as we move towards a model that looks more like that, even though the Standing Committee, as we understand it, is not supposed to have any involvement in the selection processes, and the charter itself doesn't show that there is any direct involvement in selection processes. That the more detailed of an involvement that the

RIWG sees a Standing Committee have in each portion of each NomCom's process that there is the potential to impact the neutrality of the Review Implementation—I'm sorry, this should say Standing Committee role. To impact that neutrality of the Standing Committee as it's interacting with it because it gives so many points of contact that can impact each one. And that's really a concern that we didn't see so much in the June 2020 version but it's something that really kind of stands out as you move to that much more detailed, much more defined "here's what we do" with each entity work. And then also in the way that the relationship with a NomCom itself as described, there's some concern that there's an oversight or even in that role of ensuring power that the language has been changed, that there might be too much impact from the Standing Committee on each NomCom and how it performs its selection cycle that maybe should be revisited.

Also parts of the charter—and again I'm sorry, this is RIWG but I meant Standing Committee there. So for this slide, we have many things going on. I apologize. But it says RIWG here, read it as Standing Committee, and we can update the side for you. So the Standing Committee has also suggested to have areas of communications with other entities. I would challenge the RIWG to think about why that might be needed, if we think about the role of the Standing Committee itself. It may be then informing the initial set of processes that we want to have standardized, maybe there's some sense in doing that. But across each year, that might not be the place where you want the Standing Committee to be, again, if you're thinking about that kind of more pure division of roles between the Standing Committee and the NomCom.

So then if we take that into the relationship with other entities, in November we'd reflected back to the group that we had a concern about the use of oversight because it really placed the Standing Committee in this place of oversight which is a very meaningful in particular term over—at that point, all parts of the ICANN ecosystem that interact with the NomCom about the work that they're doing with the NomCom. So we know that the RIWG has reacted to that and changed many of the instances of oversight to ensure, but there were also some areas where oversight was maintained and not just for the Standing Committee's relationship with the NomCom but also as it relates to some other parts of the ICANN system. There's some oversight retention as it relates to the ICANN Org, and I know that there's some ongoing conversation that you'll be having around some of the Org CEO staffing relationships that kind of falls right in there.

I think one of the things that has to happen if the charter stays in the form similar to what it is, is that there has to be some clarity that there's no decisional role of the Standing Committee over other entities. And that maybe some of the concerns that we see, if there isn't a different kind of revision to the document but if it stays more like it is, that the Standing Committee work would focus on how the Standing Committee and the NomCom interact and how the Standing Committee makes sure that the NomCom is interacting with other entities. So remembering the caveat we discussed earlier about not being too involved in each NomCom. But that's really where the Standing Committee has value, right, in making sure that NomCom is following processes. Not making sure that the Board is following its processes and the GNSO is following its processes and ALAC is following its processes.

Also, as you're going back through it, consider the limitations and design of the ICANN system. So, some of that would be about the different relationships but also to the extent that there's oversight asserted over the budgeting process. We already have a budgeting process through which there's a lot of community input. One way to handle this could be that the Standing Committee itself has some unique role in representing the NomCom writ large in each year's budgeting process. But that's a separate thing than having oversight over ICANN's Org development of the budgeting process. So there are different ways to maybe state and assert roles that don't raise questions about how things fall into the system.

One of the things that might be a thought process—and I'm not telling you this is what you have to do—around this is if you look at the difference between the June 2020 version and the most recent version, maybe removing some of the specificity of how the Standing Committee interacts across ICANN might be beneficial. So, before I turn to the governance side, let me stop and check and see if there's anything we want to talk about here, if you want me to run through the last slide, and then we can go into more broader conversation.

TOM BARRETT:

I think this is very, very helpful. So I'm intrigued by—and if anyone else wants to talk, raise a hand. I'm sorry, I'm speaking first. So the third bullet focused more on how the NomCom interacts with others, as opposed to how others interact with NomCom. I think this is an excellent point. Certainly, the Standing Committee is really just focused on processes followed by the NomCom. And when I say the NomCom,

that's both the members as well as the NomCom support staff. So you're right in the sense that we probably want to focus on what they do and how they interact with the rest of ICANN.

So the only challenge here is a lot of the processes are a bottleneck, so to speak. They all go through, in many cases, the NomCom support staff. So it puts a lot of onus and perhaps a burden on NomCom staff. Perhaps they're being asked to do more than what they do today in terms of making certain processes more transparent. So that's just a discussion we can get into. Let me stop there. I know Cheryl wants to talk as well.

YVETTE GUIGNEAUX: I think Cheryl wrote in the chat to circle back to her after we dig in—

TOM BARRETT: Okay. She wants to go through all the slides. I think you're right.

CHERYL LANGDON-ORR: After the next slides.

TOM BARRETT: Yeah, sorry. I think we can certainly make adjustments per this feedback here and focus on how the Standing Committee is interacting with NomCom and really focus on what NomCom is doing vis-à-vis the rest of the community. So I think that's the biggest takeaway here in terms of how we can go back and revise what hopefully is semantics, right, in terms of better defining the role the Standing Committee vis-à-vis the

NomCom. And you're right. Unless the NomCom leadership or support staff is looking for help, we should assume they're handling all the interaction with the rest of ICANN. Do I have that right, Sam?

SAM EISNER:

I think that makes sense. I think you captured the heart of that concern and understood how just that rephrasing of it might relieve a lot of the concerns that we see in the document.

So let's move to the next slide, which is the last slide that we have. It's a big one, though. This is about governance. There are a couple of areas, the ones about membership and ones about the amendment process. One of the concerns that we see in the Standing Committee is around the membership and it's a bit of a self-reinforcing membership item as it's presented currently, so that the prior NomCom members would put themselves up and the current Standing Committee membership would appoint them as people are rolling off. I think if we step back for a second, even though the Standing Committee has really has that kind of background role of making sure that there's some level of continuity and understanding processes, standardization of processes, bringing institutional knowledge, we don't want to minimize the import of the Standing Committee role because we're really placing them into a very important role within the governance system of ICANN. The NomCom itself serves a really important role. The NomCom elects half of the ICANN Board. The NomCom makes appointments to each of ICANN's SOs and to some of the ACs. And the NomCom has the ability to greatly impact ICANN at all levels at the policy development, all the way up through the Board.

So we at Org take the NomCom's role really seriously and we think that the Standing Committee design too should be thought of in a way that it supports that broader import of the Standing Committee and embraces some of the broader governance concerns. There aren't a lot of places that we'd look around the ICANN community and say, "Huh, maybe ICANN Board has a role here." But the Standing Committee might be one of those places where maybe we do want to see more of a role for the ICANN Board to have some impact on it. Because the Standing Committee is divorced from that the actual selection process, we're not walking into conflict of interest concerns as to how the Board could impact that. But we do think the Board, as the only part of ICANN that is responsible for taking the collective fiduciary view of the ICANN system, might have a role in making sure that the governance of the standing body that's advising the NomCom is maintained with a really high level of integrity. And so when we look at defining the membership and how membership will continue to be perpetuated, we'd like to ask the Review Implementation Working Group to consider whether or not there could be a role for the Board in that, because that I think is really where we see the ICANN Board having the ability to be in that broader fiduciary role.

Another area, and this is not about the Board, but this is about the group itself, making sure that it's defined that there will be conflict of interest management, particularly more as you see that the different groups interacting with the Standing Committee, the more you want to make sure you're monitoring for conflicts. You have these conflicts declared so we're not seeing people seeing the Standing Committee itself as a way to influence the path of NomCom as they move on.

And then finally on the charter amendment, one of the things that I think needs to happen is you need to clarify who has the approval rights over the charter amendment, but also because the charter is something that's going to be referenced in the Bylaws—so we know we're not baking in the charter into the Bylaws but we are referencing it into the Bylaws and because of the broad import of the Standing Committee that I've already discussed—that the Board itself should be considered for what role it could have in approving amendments to the charter. Again, to make sure that we're keeping the Standing Committee at the level of advisory role that it's supposed to be at as opposed to allowing charter amendments by future Standing Committees that might encroach on the role or somehow get into more involvement into the day-to-day NomCom processes.

So those are the rest of the areas that we had to discuss. So I'll turn the floor back to you, Tom.

TOM BARRETT:

Thanks, Sam. I think these are great points and I certainly would support in making sure the Board has a much more active role in terms of what the membership composition is and appointing membership as well as the charter amendment. It's interesting. It kind of makes the Standing Committee a continuous improvement tool for the Board, which I think is a great idea. But we haven't really talked much about that in the charter of the Standing Committee but it makes a lot of sense. Essentially, it's a way for the Board to improve the productivity and efficiency of the NomCom itself and to ensure that some sort of as a continuous improvement mechanism for doing that. So I think this all

makes sense to me. Cheryl, did you want to talk? I think this is the last slide, right, Sam?

CHERYL LANGDON-ORR:

Yes. I'm happy to jump in. Thanks, Tom. And thanks, Sam. Always, as you should know by now, happy to work with you on these things. The toing and froing at this stage really can polish everything up into a far less risk of ambiguity and far more effective documents. I really appreciate ICANN Legal and your particular inputs at this stage. For the record, I'm absolutely supportive of the suggestions re the governance aspects. I certainly understand what Tom was saying regarding the importance of continuous improvements because I'm a little bit biased from an ATRT3 perspective. Obviously, that's a good idea. But I do think it is important to ensure that drifting of focus in unexpected and, if possible, perhaps even inadvertent consequences of what is a important tool this can be, not a very glorious tool, but there's no leadership role, there's no bells and whistles, there's no travel. All of that sort of thing. None of that stuff that attracts people. I did the crazy ones. We'll be doing it. Let's face it. I think having that aspect of Board associated with looking at who is in the role and how the role is going and all of that sort of thing I think I'm absolutely supportive, we do obviously now need to look at what the nature of approvers' roles are and how the Board's role in approval would occur. Because it's a fine balance and we've got to keep all the fear, loathing, and paranoia from community that we often see in relationships and anything to do with NomCom in check and relaxed. But I'm very happy to work on that.

If I can go back to the previous slide now, though. Thank you very much. The rewrites we have made—and I think you recognized as you’re going through, Sam, that we did withdraw from the terminology of oversight. If we’ve still got it in somewhere, I think we definitely need to check—and, Tom, I’m pretty sure you’re in agreement with this as well—why it would have been left in there. That might have been—pardon the pun—an oversight of our own as we reviewed the newer charter. I think we need to be really, really clear of the absolute no influence or aspects in any decisional role. We have had in fact, to quote on a spirited discussion on even the aspects of should the Standing Committee in any way even interact or be concerned with the interactions on the putting forward of AC and SO specific requirements for characteristics of membership of the NomCom. I think we do have some wiggle room there that with your guidance, Sam, and I don’t know about Tom but I’m certainly looking forward to working with you on modifying so we don’t get terminology wrong again on some of these.

In terms of the budget participation, that’s an interesting thing. I think if we have misled in what we’ve written, it was certainly never our intention to have a super ordinarant role, but in fact it may be that there is a relationship role along with the stuff we’re doing at the moment, and it might need to be clarified and clearly documented. I guess the only other thing I think maybe we need to pick up on—and here I’d like your feedback on this, Sam—and that is have we baked in enough accountability? I’m pretty sure we’ve baked in enough transparency, because in fact transparency of NomComs going forward is part of the role of the Standing Committee. But have we baked in enough

accountability, or is there more work to do there? Thanks, Sam. Just my [inaudible] and comments.

TOM BARRETT:

Thanks, Cheryl. Do you want to comment, Sam?

SAM EISNER:

Sure. First is an overall comment. I'm looking forward to working with you and your team on this. However I can assist, let me know. If it's conversations or drafts, however it is, I always enjoy working with the community and I'm looking forward to working with you guys on this to make this kind of a more streamlined process moving forward. So we're not just trading drafts but working collectively to get this into the best shape.

In terms of the accountability question, Cheryl, I think that's a really interesting question because I think my response to that in my lawyer brain is a question back, which is who are we holding accountable? Are we holding the Standing Committee accountable, or is the Standing Committee envisioned to hold the NomCom accountable? Should the Standing Committees be holding individual NomComs accountable? That's a different question because I think that goes to some of the preamble of my conversation. But who do we want to hold accountable here and for what? Once we have that settled and make sure that everyone is on the same page about the purpose of that, I think we can get it built in, but I'm not sure in my read of the charter I saw—I wasn't really thinking in terms of accountability so I'm really interested in that aspect.

CHERYL LANGDON-ORR: Sam, it's slight forward for me. It's one that mutually is crystallized while I've been listening to the reaction in today's call on the most recent draft. So I think they're all really good questions to explore, but I think it's probably important to make sure that whatever accountability mechanisms are put in place, it can be clear that the Standing Committee never has its finger on the scale of anything and that it is in service of the community to ensure that the predictability and accountability in all of the processes that are associated with every year's NomCom are able to be fully understood by the community are able to be modified as needs be and are as transparent and predictable as possible. That's again just knee jerk stuff. I'm sure that there's something to be done there. That's all. Thanks.

TOM BARRETT: Thanks, Cheryl. I would hope that the Standing Committee is able to identify certain mechanisms for accountability. I'll give you an obvious one that we've identified, which is there's a document that's published already, the NomCom Operating Procedures, and one of the things that doesn't talk about, which we feel it should, is the fact that it should be an annual report published by each NomCom that talks about areas of improvement, basically, and plans that they suggest for the following year. And that's actually not referenced anywhere, and so it actually hasn't occurred the past few years. I think the absence of that annual report makes it difficult for the community to hold the NomCom more accountable. That's an example where the Standing Committee wants to make sure that A, that is written into the operating procedures, and B,

make sure it does get done with a certain timeline prescribed in terms of you should have this done by a certain timeframe.

We surely want to go back through the Standing Committee charter and revise it per your advice here. But I think our main effort, hopefully after that, is to look at how the NomCom Operating Procedures perhaps should be revised to help ensure both transparency and accountability of the NomCom. Sam?

SAM EISNER:

Thanks, Tom. I'll come back to that point because I think that's a really good point and I think there are probably ways also to make sure that that gets built into the charter. But going back to Cheryl's, initial point, I think, Cheryl, what you said about the role of the Standing Committee and its accountability to the community to help make sure that each year's NomCom operates with accountability, operates with transparency, those are some of those kind of big picture statements that maybe get built more into the preamble to the charter. Maybe that's some of the ways that we define and set the scene for the roles and the limit of the role of the Standing Committee that we kind of build in the expectation and the thought with which the rest of the charter should be read. As you were talking, I felt like you just kind of drafted the chapeau to it in some ways.

We're going to the annual report, Tom, as an example. If there are things that we know that the NomCom are already expected to do on an annual basis—and particularly like the annual report, that's the report on what they did, it's not anything about the mechanics of how they're

selecting their people. So that's something that doesn't go into the heart of their selection processes or anything—we could build into the charter some of those specific work items like the Standing Committee will coordinate with each NomCom to make sure that they're developing their annual report in a timely fashion. It could be that, where necessary, the Standing Committee will help develop templates for the use of the NomCom on some of their replicable work, that sort of thing. So we can build some of that stuff in into the charter to help make it easier and not just put all the onus on that into the operating procedures themselves. That's just a thought.

TOM BARRETT:

Yeah. Thanks, Sam. Any other thoughts or comments from folks? So I guess what I'm hearing, Sam, is that we need to go away and take another take another pass or two at the charter and incorporate your feedback here, and then once we get that work done, get it back to you folks to take a look at.

SAM EISNER:

That sounds good to me. And don't be afraid to call on me in the meantime. I'm a resource to you.

CHERYL LANGDON-ORR:

I was going to say Sam is, can I just say, one of the best resources you will ever find, in my view, in ICANN Legal but in this field in particular.

SAM EISNER: Thanks, Cheryl. So, again, calling me as you as you need so that it doesn't feel like we're telling you just to go off in a corner and draft again. It's not a test. This is a place where I think the more dialogue we have, the quicker this might move to getting something that we think can close out this issue.

TOM BARRETT: Okay. Did you have more you want to talk to about the Standing Committee charter itself? Did we cover it?

SAM EISNER: I am done unless you have more for me.

TOM BARRETT: Yeah, sure. We can talk about a few other things. I don't know if you could discuss the pending Bylaw changes and what the next steps might be for that. And in particular, I'll talk too about—we are meeting with the OEC. There's some discussion about the community outreach that we've done and the level of support from the community for some of these recommendations. While I recognize that that's certainly helpful, it provoked some questions and discussions in the sense that we have this report from the Independent Evaluator with 27 recommendations, and we've gone through several approvals of those recommendations. So, now we're in the implementation, for example, of how we might rebalance the NomCom, and so we've taken an approach there. So the question is how much support to do we really need from the community

if these are approved recommendations and how do we balance those two goals?

SAM EISNER:

Let's go back more in general to the Bylaws themselves. We have a really good steady state of what the Bylaws revisions would look like. I think we know what amendments we would ask the Board to initiate the process on. So I take that as work that's completed. So now there's the broader question of when is the right time to put those up? Unless there is a reason to split them—and I know from the broader ICANN side as we look at governance issues—we're better served by initiating fewer Bylaws amendment processes and grouping things logically together. So that's our goal from the governance side of ICANN. It's actually something we're actively working on with the Board across all areas of Bylaws changes that we think might be coming to see how we can coordinate it more so that we're not forecasting that the ICANN governing documents are under constant change.

So I see a couple of prerequisites that we should have in place before we move the Bylaws changes up. And one would be getting the Standing Committee charter into a good place, more on path to do that. That's because the Standing Committee itself is referenced in the Bylaws so we want to know that the reference is just something that we think is ready to go.

Another prerequisite I think that we have—and I know that this is an item that my team needs to work with you with and there are more people on my team that I'm trying to coordinate on this and we've

already started our internal discussions—is to make sure that we have the right identification of unaffiliated director. Because again that’s something, even though we’re not putting the definition into the Bylaws, we want to know that the term that we’re referring to is in the right place. So I think that that’s probably the next major item of work that you would expect to work with Legal on.

But then we have the other issue, which is if there are portions of the Bylaws that after public comment seemed to not have support or come to question. As I sit here today, I would think that really the only controversial part might be how portions of the GNSO community would react to that rebalancing, or maybe other parts of the community would have interest in that, I don’t know. So I think the level of support issue when it comes to that point really becomes a Board issue as to whether or not the Board thinks that it has the support of the community to proceed. So we know that everything that’s in that document, the reason we’d say it’s going up for public comment is because it came out of those approved recommendations. So that’s one question. But then it comes to the Board as to whether or not it feels that it’s in a place that they can move forward and accept all the Bylaws changes, and I we wouldn’t present it as a full up or down that all the Bylaws changes that go to the NomCom have to stand or fail together. We would see if there are portions that are controversial and separate those out for when it comes to ultimate Board approval.

It’s hard for me to advise you guys on what’s enough to support making the recommendation to the Board that they’re ready to be moved on. I think you guys have been working with Larisa’s team to try to document some of the other conversations that you’ve had around showing that

there's community support and that there was consultation. I know it's an area that the OEC has expressed concern around. But at some point, we're just going to have to figure out if we're at a place to move forward with them or not. And so I think if there's an understanding from the OEC side that you guys would be coming forward with some more information then I think it becomes an OEC decision as to whether or not they're comfortable recommending that as an item that can move forward. So it's probably not informative in any way to you. It's not the solution to the issue but that's how I see it.

TOM BARRETT: That's very helpful. Thank you. Larisa?

LARISA GURNICK: Thanks, Tom. Hi, everybody. Since Sam mentioned the work that's under way, I just wanted to comment that that was actually the next agenda item that we proposed for today. So, whether we get to it today or we get to it perhaps next time around, that is something that's actually work in process and this has been very helpful. Thank you.

TOM BARRETT: Thanks, Larisa. All right. Shall we go right into that topic then with the time we have remaining? Is there anything else you wanted to raise, Sam, that we should be thinking about?

SAM EISNER: I think that's enough for me for now. Again, if you have any other questions, let me know. We will continue working to get to you guys on the unaffiliated director definition as quickly as we can. And then we'll keep moving forward on that to help get you to closure on all the areas where Legal can help.

TOM BARRETT: Great. Thank you. This has been very helpful.

CHERYL LANGDON-ORR: Tom?

TOM BARRETT: Yes?

CHERYL LANGDON-ORR: Thanks, Sam. Fantastic. I personally don't think we should be moving on to agenda item three. There isn't enough of us here. We'll have to just redo it at our next meeting anyway, so I would propose that we've got an awful lot to unpack and go through with the rest of our working group, even from what Sam has presented us today. It's up to you, obviously, but that's my two cents worth.

TOM BARRETT: All right. Thanks, Cheryl. Kristy?

KRISTY BUCKLEY:

Hi, Tom. Thanks, everyone. Yeah. I would say that it probably is worth holding off to the next meeting because there's a lot to walk through in terms of just the adjustments made on that summary. So it might be helpful to have a bit more time.

There was one question that we had—and you mentioned it actually at the start of the call, Tom—about I think it's Rec 1. One of the things that we've been doing with other support for working groups is just making sure that we capture the action items and decisions and then post them on the wiki, so we started doing that for this group as well. And from the last call, it was plenary call 78, we had an action item around Rec 1 that differed a bit from your e-mail. So I just wanted to put that out there and just see if we could get clarification on that, just so that what is on the wiki is accurate. So would that be okay to just discuss that now in the last few minutes?

TOM BARRETT:

Yeah. That's fine with me.

KRISTY BUCKLEY:

And if it's helpful, I did record the action items from Rec 24, which I'm happy to recap and just make sure that that sounds reasonable to everyone as well and accurate. Let's see.

The note that we had on the wiki around the job description for Rec 1 was that the working group would request SO/ACs to regularly publish their final job descriptions for their respective NomCom delegates for

transparency per your request, Tom. And then the RIWG agreed that this action would mean that the implementation of Rec 1 is complete.

I think your e-mail had slightly different wording. It said, “The final job description containing any and all SO/AC revisions will be published on the ICANN Org website to ensure there’s full transparency as to how SO/ACs are selecting their NomCom members.” I don’t know if anyone has from memory or wants to just clarify which one of those action items would be accurate from the last call.

TOM BARRETT:

Thanks, Kristy. In terms of being transparent, which one does a better job of transparency?

KRISTY BUCKLEY:

If it’s helpful, I’m just going to put those in the chat so that you can see comparison.

TOM BARRETT:

I guess that the one concern I would have with the alternate wording is that an SO/AC, for example, revises a job description tailored for their SO/AC and distribute that revised description to their membership. Does that provide visibility and transparency for the rest of the community in terms of what changes they made?

CHERYL LANGDON-ORR: Yes, it does, providing that the appropriate steps which are already being committed to for AC/SO accountability out of Work Stream 2 continue to be implemented.

TOM BARRETT: Okay. I'm sorry. I don't know what those are, Cheryl.

CHERYL LANGDON-ORR: Well, it's pretty much a whole set of good practices which include a highest level of transparency of internal activities in not only the ACs and the SOs but their constituent parts. It is designed specifically to increase the inter silo and intra silo accountability and transparency. We spent a great deal of time establishing consensus on this. It is agreed recommendations, it is in the Board's current commitment to enactment of the Work Stream 2 recommendations, and as long as that is on track, then I do not fear for best aspect.

TOM BARRETT: So I guess the question I have is that the NomCom would come up with this generic job description for NomCom members. That is then given to the SO/ACs, they can revise it. What sort of accountability is there that they don't revise it and to actually come up with conflicting goals of what the NomCom has specified?

CHERYL LANGDON-ORR: Well, I suppose if the published and publicly available specific to—let me use an AC. Let's assume that the At-Large Advisory Committee, for

whatever bizarre and peculiar reason, decided that the criminal history is a positive thing and that bankruptcy is a good thing, and that they are characteristics of poor character that they will be seeking. That would be a subordinate and the overarching guidelines on good character would not allow that to come into play. If they were to do that, of course, they'd also be voted out, if not, closed down as an Advisory Committee. So I call that pretty damned accountable. Y'all vote them out if you don't like what they do, it's still a good accountability mechanism. It's a full place on the transparency.

TOM BARRETT: Thanks, Cheryl. Since I'm not a member of ALAC, how would I have visibility to what they have done?

CHERYL LANGDON-ORR: Because absolutely everything they do is public, published, and sent out. It is publicly available on wikis, it is keyword searchable, and it is regularly reported both to their community constituents and the wider ICANN world. If you look, you will see.

TOM BARRETT: Okay. Is that a new hand, Teresa?

TERESA ELIAS: It is. I never had an old hand. Tom, from the beginning, when the discussion about a job description came up, there was already a job description that came through the working group to NomCom staff and

we sent those to the SO/ACs. And if they have other skills or requirements that are not on that job description that we sent to them, then they do get to add that.

Now, from the last call what came up was we can ask the SO/ACs, which should be their responsibility to publish these job descriptions on their websites, on their webpages, to announce that these are the positions open and here is the job description. And anything that they need outside of what's already in the job description, they can add to that, but it's up to the SO/ACs to add those additional requirements that are already not in the job description that came from the working group passed on to the SO/ACs from NomCom staff.

So that's already happening. The only question here is we just need to know that the working group is satisfied with the fact that the SO/ACs will publish the job descriptions on their perspective pages. And those are open to the public so the community has access to all of those pages.

TOM BARRETT: Are those pages hosted by ICANN Org?

TERESA ELIAS: I would say so, yes.

CHERYL LANGDON-ORR: Every one of them, including the GAC now. That used to be the GAC but every one of them are now.

TOM BARRETT: Okay. So what's problematic then? You put in the chat, "Tom's e-mail."
What is problematic about what I've said?

KRISTY BUCKLEY: Tom, I'm sorry. I can't get to my Raise Hand button. Is it okay if I jump in?

TOM BARRETT: Sure, go ahead.

KRISTY BUCKLEY: I don't know. It was just a matter of sort of clarification. What we had written in the wiki in terms of the action item from the last call was basically that the working group would request SO/ACs to publish their final job descriptions on their websites. And as Teresa mentioned, that was sort of the discussion that no one can really make them do that. The question is just whether or not you would request them to do that, and it would really be up to those SO/ACs to make that happen, which is different than ICANN Org publishing those job descriptions from the SO/ACs on the ICANN Org website. That's the main difference. We just want to make sure that the record on the wiki is accurate and reflects what the group discussed.

TOM BARRETT: Yes. Again, I don't have the wiki language in front of you unless you've cut and pasted the exact language.

KRISTY BUCKLEY: Yeah. This is in the text. So wiki action item, the second thing in the chat, job description. That's what we've recorded from the last call.

TOM BARRETT: So the problem I have with this statement is we haven't defined what "published" means. And so I don't know if that means they sent it off to their e-mail list. Does that constitutes publishing, or is there in fact a public website that a non-member can see in terms of what they've published? So, it's not clear to me who has access.

CHERYL LANGDON-ORR: I understand it's not clear to you. I definitely understand it's not clear to you. And I feel like I'm beating my head against the wall here and maybe I shouldn't give up. However, the synthesis of what the outcomes and recommendations were from Work Stream 2 on the whole AC/SO accountability was that it is not appropriate to be on the limited scope of things that may be commercial in confidence or speaking to the character of individuals up, for example, for nomination and appointments to have such things classified as publication and only going to internal all-limited lists. So the answer to your question is that does not constitute publishing. Publishing is publicly available and publicly accessible. Is that clear enough?

TOM BARRETT: It is but it requires you to be present to explain it, right? So it's not clear to the casual reader—not everyone follows Work Stream 2 to know what publish means. So I guess I don't see the harm—

CHERYL LANGDON-ORR: The full aspect of the Work Stream 2 implementation is still ongoing, it is not completed. That's also just a matter of timing. So let's not get too much into the weeds here.

TOM BARRETT: Yes. So all the more reason not to rely on it then, correct?

CHERYL LANGDON-ORR: The undertaking of the implementations of everything else that is going on in Work Stream 2, including accountability and transparency between the ACs and the SOs, will go ahead. I have faith in that. I don't know whether you need to put belts and braces language in to our work to somehow assure that it is the case. But what goes on now is not being complained about and is successful, is accessible, and is working. What will go on in the future will ensure that the good practices are understood and continue.

TOM BARRETT: So the concern is that if we specify publish on a website, we would contradict Work Stream 2? Or we would override Work Stream—I'm trying to understand the resistance.

CHERYL LANGDON-ORR: No, Tom. The difference is the publication by ICANN Orgs on ICANN Org's usually very static website is one thing and that's the approach you want to take and that's your choice, that's your opinion. The currency has the sub areas, the sub webs and, in many cases, the wikis of the component parts of ICANN is as the ACs doing self publication in those readily accessible and publicly searchable spaces. That, I believe, is the differentiation for it. Frankly, I am not going to change your mind. You've heard my views. Let's see what happens.

TOM BARRETT: Thanks, Cheryl. No. I'm fine with the revised word. Again, I'm thinking in terms of—I wasn't differentiating an ICANN website includes everything, including what SO/ACs may be publishing themselves.

CHERYL LANGDON-ORR: Tom, as exciting as this discussion is, I really do need to pay some attention to my other call. In diminishing returns here and other people's views and [inaudible] together for today's meeting. So let's move on to our lives for today.

TOM BARRETT: I'm comfortable with the revised wording, Cheryl, that's been put in the chat. Does that address your concern?

CHERYL LANGDON-ORR: Sorry. I wasn't unmuted, my apologies.

TOM BARRETT: Okay. Well, I want to know if you'd like the option that was put into the chat, Cheryl.

CHERYL LANGDON-ORR: The revised wiki action item Rec 1 as I'm reading from Kristy, correct?

TOM BARRETT: Correct.

CHERYL LANGDON-ORR: I have no particular problem with that, as it is written.

TOM BARRETT: Awesome. Well, let's go with that then. I'm fine with that.

KRISTY BUCKLEY: I appreciate it. We'll update the wiki accordingly. Thanks very much for taking the time to confirm that.

TOM BARRETT: All right. Thanks, Larisa. Thanks, everybody. Talk to you in two weeks.

KRISTY BUCKLEY: Thank you.

LARISA GURNICK: Thanks. Bye, everybody.

TOM BARRETT: Bye, everybody.

[END OF TRANSCRIPT]