YVETTE GUIGNEAUX: Hello, everyone. Welcome to the NomCom Review Implementation Working Group, meeting number 80 on June 10th, 2021 at 19:00 UTC. From the working group, we have joining us Tom, Cheryl, Dave, and Remmy. From the ICANN Org, we have joining us Chantelle, Kristy, Larisa, Teresa Elias, and myself, Yvette Guigneaux. We'd like to remind you that today's call is being recorded so please state your name clearly for the record and the transcript. And does anyone have any updates to their SOI? No. Okay. Looks like we're good there. All right. I think that about does it for me. So, Tom, I will go ahead and turn things over to you.

TOM BARRETT: Thanks, Yvette. Hi, everybody. Our agenda today was circulated earlier. We want to get some feedback from ICANN staff on working group participation and then discuss the feedback we received from—

VANDA SCARTEZINI: Hi, everyone.

TOM BARRETT: - Hey, Vanda—from Sam last week of ICANN Legal about the standing committee charter and then talk about next meetings. So for the working group participation, is that going to be you, Larisa?

LARISA GURNICK: Yes. It sure is. Hello, everybody. If we could just go to the next slide, please. A couple of observations. As you might recall, recently several working group members had to resign for a variety of different reasons. And certainly much appreciated the work that they did put in, in the time that they were with the group. But noting this and also the recent drops in participation on the plenary calls more generally really prompted us to take a closer look at participation levels for those groups.

A quick look shows that recently you've experienced, definitely a drop in participation on the regular plenary calls with somewhere around three to five people joining. And we're delighted to see five of you on the call today so that's good news. Also observing that there is very little dialog on the list via emails. That is the background and the context. We just summarized several, hopefully, interesting and informative data points.

The group was formed in early 2019 with 30-some volunteers that were registered at that time. You can see that list on the wiki. Regular meeting participants generally have been somewhere in the eight to 12 individuals, up until recently. Here, you can see several random datapoints. Meeting number one, the kickoff, obviously a high level of interest, 24 participants. Then, a year later, dropped down to nine. Just recently, in April of 2021, six participants. And the most recent meeting before this one, there were four. So as you probably know, four folks did resign. Some of them were more regular participants than others.

So essentially, that brings us to the reason why we wanted to talk about this, and get your input, and have you discuss the participation situations that we're observing, particularly because how important the

work of this group is and also what is remaining ahead for you to conclude on some pretty important topics, such as the one today on the standing committee charter. Also, addressing OEC's questions on rebalancing is on the agenda for the next several plenary calls, unaffiliated director discussion and various others.

These are all important and also important to bring the community along in this work and also having active participation and representation from different parts of the community on this group seems it would be important for your work's purpose and credibility. So let me pause here and see what comments, or observations, or discussion might be useful at this stage.

TOM BARRETT: Thanks, Larisa. Any thoughts or comments? Hi, Vanda.

CHERYL LANGDON-ORR: Go ahead, Vanda.

VANDA SCARTEZINI: Okay, Cheryl. Larisa, I don't know if it has happened in general or just in a few committees. Certainly, the difficultly everybody's facing, working from home most of us, with a lot of conflicted calls during these normal times. So maybe we need to review the way we will face from now on. But it's really difficult.

My example, for instance. I was a member of IGO that was quite interesting. But then I was from NomCom and NomCom had the conflict

time every Monday. So it's become difficult for people to follow all those groups going around because the number of working group has grown too much. And there is so many groups around with issues that are interesting that you cannot follow most of them because there is no time in the day for doing so.

So I would like to hear from others what they think about—if this is just a few groups or mostly all groups inside ICANN. Just a thought and to understand what is going on, on the other sides.

TOM BARRETT: Thanks, Vanda. That's good feedback. Anyone else?

CHERYL LANGDON-ORR: Yes, Tom. Got my hand up.

TOM BARRETT: Go ahead, Cheryl. I can't see your hand.

CHERYL LANGDON-ORR: Thank you. Aww. It's there.

TOM BARRETT: I'm sorry. Yeah. It's still up.

CHERYL LANGDON-ORR: I'll put it down in a minute. Okay. Right. Couple of things. Vanda, yes. I hear you and I certainly, as someone who has a lot of conflicts, I understand the issue for clashing occurring, for example. At least once a month, there is a high-risk if not probability that this meeting clashes with not only one other of my commitments but two others of my commitments, which is just quite ridiculous. And it is difficult for people. That being said, Zoom fatigue, yes, is another issue. But that's all the reasons why, or many of the reasons why people have been dropping off.

I think what we need to look at, from our perspective … And Larisa raised a couple of really important points. That's about the validity of what we're doing and the optics, etc. I think that's where we need to focus—a little less on the whys and a little more on the, "What do we do about it?" Yes, we certainly lost a couple of more active participants and that is a significant loss.

A couple of things to observe, however. Let me say, at the outset of this intervention, I would like … As I was commenting before we started the call, I would like more participants to be joining us. That is of concern to me. However, some other observations that we need to consider as we try and fix this issue.

This is not a decisional role and, therefore, it's not terribly rewarding. We don't have influence. We are shepherds. We are not creating recommendations, modifying recommendations, etc. So we are implementing what has been approved—important work but it is grunt work. Let's face it, right?

So if people have to choose between their activities, as Vanda was pointing out, they're going to put their time into something where they have influence, not where something that they're basically … I'm not suggesting we're just window dressing because we're not just window dressing. But we are a process participation issue, not a productivity development of ideas, which people might be making those choices as well.

We also had an open and very fluffy model from the beginning. It was, "Come on, come all. It would be nice to have at least some people from every conceivable part of ICANN. Blah-de, blah-de, blah." It's never been structured. It's never required to have particular balances of participation. All of that sort of thing was never built it. We were lucky and we encouraged. And Tom worked very hard to get broad-based participation. But that's not a driver for people when they're trying to work out where to put their time.

It's not as if there is a representational model or a balance requirement in the chartering of what we're doing now. Maybe if we were redoing it, maybe we should put in that more structure stuff so an SO, or an AC, or constituency out of the GNSO goes, "Oh, dear. We really should send someone along. Who's not going? Let's switch them out and put someone else in." You know what I mean? So a couple of things there.

Another thing is, is participation and balance in the participation the same thing? I don't think so. You can have a perfectly representational model with exactly one or two people for every conceivable component part of ICANN. And if only four people are doing the work, what's the

difference in what's happening now? They're all pieces of food for thought.

That being said, would I like to see five, or six, or seven people as regulars? Absolutely. Would I like to see, if not actual members of different ACs and SOs in a formal sense, at least people who are across a number of things or broadly-based in ICANN experience and NomCom experience? Absolutely.

And maybe we need to do some reaching out to encourage people who may have dropped off other committees—some other things have closed off—and just say, "Hey. This is really vital work. It is, we recognize, grunt work. It's not sexy but it is important. Can you come and make sure your part of the community is being represented in these activities?" I think that's well worthwhile doing. Long intervention but it's been a worry. Thanks.

TOM BARRETT: Thanks, Cheryl. Any other thoughts? Maybe one from staff.

LARISA GURNICK: Sure. Thank you very much, Vanda, Cheryl for these comments. Very good input on our end. There's a couple of things that we are exploring and hoping that can help with what Cheryl was talking about, the engagement and the outreach.

So, for example, you may have noticed that we produced short summary reports from each plenary call. In and of itself, it doesn't seem like a whole lot of information that one couldn't already get by listening to the

recording. But the idea is to get it out on the list and perhaps the topics, and the considerations, and the discussions would inspire some interest from others. So that's definitely something that we'll continue to do. And happy to support other forms of engagement that you think might be helpful, especially to drive the point about the importance of the work, if not the glitz of it.

We've also reached out to some of our esteemed policy colleagues. And as soon ICANN 71 gets behind us, we will spend some time with them—possibly even sooner—to get some ideas from their vast experience of the things that they do or that they see successfully done in other groups to reach out and to get some attention.

And those are just a couple ideas that we had. But also, obviously, we thought it was important enough to bring to the discussion here to see if there could be some explicit action items that you would like our support and help with to engage and look at increasing participation. Thank you.

TOM BARRETT: Thanks, Larisa. Cheryl?

CHERYL LANGDON-ORR: Just in response to something Larisa was saying. I put in the chat, by the way, that I'm not at all concerned about the email list usage. I don't think that's either here nor there. I've gone through PDPs with several hundred members who have no more list traffic than this one does. So that just happens. Email is a communication modality.

And to be honest, I think the putting of the update and regularized review information that staff is doing is the most valuable usage of the list. It pushes that information out to people. So whether or not they react to it, they are receiving it and that is a worthy exercise in its own right—possibly, the most useful thing that the list can do. So that's a great thing and I want to appreciate staff for doing that.

However, I've been in this phase of this process for—ladies and gentlemen, some of you may realize—several exercises. Kind of done this before. And at this point, where we are working with … And this, I'm assuming, is what Larisa and them will get at when they talk to the people who were staff assist on this phase in these things. It often is down to a small team. It often is. It's the pointy—the closing up, as Dave said. It's getting towards the end of the work. But it's not at all unusual for it to be three or four people. That's not unusual. Five is not … If we had five people doing some of the—even around one GNSO implementation, we'd have been thrilled to bits.

So this is kind of not unusual if it was another AC or an SO. But because of it being NomCom and the fact that it is not an AC or an SO, I think it's actually more important that we do try and get the optics of balance and involvement sorted out because this is not just an AC or an SO doing its own implementation after a navel-gazing exercise. This is a very important part of ICANN's current structure. Therefore, I think it needs that extra effort to try and get a little bit more numbers of people involved.

Whenever we get them in, however, this is not a re-litigation exercise. For example, I happen to know that at least one of the drop-offs—more

than one, in fact—from some sectoral interests is because they realized, "Oh. This isn't an opportunity to change the recommendations. Oh well. I'm not going to stay here, then," because what they wanted to do, which was get their own way, not get the recommendations as they were writ, wasn't going to happen. So that happens. That's normal. But in our case, because it's a NomCom, because it's unusual, I think we do need to put in that extra effort. Thank you.

TOM BARRETT: Thanks, Cheryl. Yeah. I'll just put in my two cents. I think that there's some things we can control, some things we can't control. I'm certainly willing to reach out to the different SO/ACs and try to see if there's anyone who we can flush out of the woodwork to join us, just as another person to react to what we're going through. I agree with Cheryl that we don't want to relitigate anything. So we can't control if we can get other people on board.

I think what we can control is the level of communications and outreach we do to the community in terms of what we're working on and soliciting feedback on some of the directions we're taking. Certainly, that's something we can control. We can do more webinars, just to make sure people have the opportunity to learn what it is we're implementing at this phase so, again, they can't say they're surprised when something is done. So that's certainly something we have under our control, I think, going forward.

The other thing is this is part of positioning. I'm looking at this slide and I do feel like we're being compared to other reviews of an SO or AC.

What's missing from this slide is the fact that this particular review, in many instances, is a review of ICANN Org processes, not just NomCom processes. So the participation of people in ICANN Org is important to this—much more so, perhaps, than their participation in other reviews. So I think that perhaps we should start listing how many ICANN Org people are attending these meetings as well. It would certainly double the participant list and again, in terms of credibility, show that ICANN Org was fully engaged throughout this review. Larisa?

LARISA GURNICK: Thanks, Tom. I guess I wanted to propose a thought or offer help. Maybe we can come back to the group or certainly come back to the chair and the vice-chair with some ideas for engagement, communication, and various other things to help with the outreach and to get the message out about the importance of the work. So if that would be helpful, we can certainly come back with some thoughts on that or support you in whatever other way this would be helpful.

TOM BARRETT: So, Larisa, thank you for that. What are your thoughts about how we're keeping score here? Why not include the participants from ICANN Org? I don't know what other reviews look like, if they typically have five or six members of ICANN Org attending a GNSO review or an ALAC review. Is that typical?

LARISA GURNICK: Thanks, Tom. Just for clarity, this is the implementation phase rather than the review phase.

CHERYL LANGDON-ORR: It's not a review. Exactly. Thank you.

LARISA GURNICK: Yeah. I just wanted to—

CHERYL LANGDON-ORR: That changes—

LARISA GURNICK: Thanks, Cheryl. What I wanted to do is comment on a couple of things. The reason we don't include, or we didn't include, staff in this scorecard, if you will, or in this record … We obviously keep records of all that but I don't believe staff participation compensates for community participation because we have different roles here.

We're here to support and facilitate the work that you do. But how things are implemented, and what you find important, and how you develop some of your proposals for implementation in cases where you have some decisions to make such as, for example, the rebalancing, those are all with the community members and the participants from the community, not from staff.

So that would be my reason for not including staff. It's not just about the sheer numbers of people that show up. It's people that bring different

viewpoints from the community together on behalf of this work that impacts and touches all different SOs and ACs, such as the NomCom does. So that's my reason for not tracking or not including staff as participants.

But also, the important point here is not the absolute number so much as the trend. And especially while the work is wrapping up, and I think you're all doing … Thank you all for showing up to do this important work. I realize we're talking to the ones that participate regularly and actively. I can't thank you enough for doing that.

But while the work is wrapping up, there is still what appears to be pretty important points to wrap up, and engagements with the community, and conversations with the Board and various other pretty important things that lay ahead, that might be worthwhile to highlighting for others in the community that it's not just mop-up work and not much happening here. I think it's still an opportunity to contribute and influence in some way. So I think that would be important.

But Tom, to your point, my team and I are intimately involved with the work of other community-led reviews—not implementations but reviews. We definitely see the drop-off but we also do see more than four or five people showing up on an average basis. Thank you.

TOM BARRETT: Thanks, Cheryl. I'm sorry. Thanks, Larisa. Cheryl?

CHERYL LANGDON-ORR: We're interchangeable. Larisa and I have had so many years together. We both wear our hair back in a bun. It's easy to get us confused. And I thank you for the compliment. I'd love to be Larisa's age and energy.

Anyway. All that aside, let's not oversell the numbers as a vital metric, either. It is an important observation. It is something we need to address. But I'm not going to try and even die in a ditch over this one, believe me. This is, dare I say, a not-unusual number—five people. Five people who are working is not bad. In some cases, it's exactly the same size as a small team that would have been allocated to a role from an AC and an SO at this stage.

The role of staff, Tom, is however vital. It's really up to staff and Org conventions as to how that is recorded and recognized. Yes, Dave. Absolutely. Staff's role is to support and to facilitate. But let me assure you. At this stage, whether I've been working with Heidi, whether I've been working with Bart, whether I'm working with—any one of the implementation phases—SSAC, etc., whether it's the GNSO staff who have been involved … And it really depends on the AC and SO as to who or how many of the staff are committed to this stage of a review process, which is different to the review process. It is the implementation stuff.

Regardless of whether we've got one, two, or three—and, for example, in the ALAC, it happened to be three—it was 50% of the workload and 50% of the meeting numbers at this stage. The regular meeting would have been six or maybe seven of us and half of those were staff. We worked as a team. So this bit of this work, it's also not unusual, Tom, to be as hand-in-glove with the fabulous support and excellent drafting

assistance, and meeting assistance, and all those things, getting data, everything that staff do. They're a vital part of the equation. But I wouldn't argue the point that they should be used to make our numbers of community representation different. It's not the same thing.

But it is, in my experience of this phase of the review processes, a benefit to have the good, and close, and interactive working relationship with members of Org. And that's shown by the great way of working with ICANN Legal, for example. Sam and I know each other so well, mainly because of everything we've done in all the review processes together at this stage of implementation.

And that goes right back to the first review down of GSNO and ALAC, etc. because it was sitting down around tables with Sam, with probably three or four more people, and sometimes Sam and others from ICANN Legal. It used to be done in a closed room. If we were in San Francisco, we were one of the rooms up past the staff lunch area doing what we were doing now in weekly meetings. This is more transparent. This is better in any number of ways. But it's not actually all that unusual from what we've done before.

Larisa, the interaction with the OEC, the Organizational Effectiveness Committee, is extremely important. Couldn't agree with you more. But I've been in meetings at this phase of other review processes in the past where it's been Bruce, Chris, and three of us, just every—and two of us. Again, what we're doing is not a great deal different. In fact, it's better. It's an improvement. It's better numbers and actually more transparent.

Anyway, sorry about that. It's something we do need to deal with. Don't get me wrong. But I'm also not going to get out the lash and bare my back for a bit of self-flagellation, either.

TOM BARRETT: Thanks, Cheryl. I agree with what you have said. So again, we'll see if we can flush someone out of the woodwork but I don't think it's mandatory for our success. I do think we should just look for opportunities to make sure the community's aware of what we're doing and make sure were proactive in doing that outreach. So Larisa, thanks for brining this point up. Again, I think we should talk about it some more over the coming weeks to make sure that we're doing all the right things to get community buy-in and have credibility for the process. Larisa, new hand?

LARISA GURNICK: Just to say thank you and to wrap it up. Like I said before, I think it's wonderful that today we have five of you and good discussion. I absolutely agree with both of you, Cheryl and Tom, that it's not about the absolute numbers but we just want to make sure that the important discussions and the work that's going on has the visibility and transparency and the credibility. So we'll continue supporting you and working on this to make sure we can get there or stay there.

TOM BARRETT: Thanks, Larisa. Shall we go to the next agenda topic? We had some great feedback from Samantha from ICANN Legal two weeks ago, talking

about the standing committee charter. So I guess we can start to walk through the charter and identify some of the language they are referring to, unless staff has some other suggestions.

LARISA GURNICK: I think Kristy has her hand up.

TOM BARRETT: Oh. Hi, Kristy.

LARISA GURNICK: She'll take us through this.

TOM BARRETT: Super.

KRISTY BUCKLEY: Hi, Tom. Sorry. I was a bit slow on the hand-raising there but thank you. Yeah. Just to orient you to what is on these slides, I started to just put the Rec 24 in there and then went through both Sam's slides but also, more importantly, the transcript from the last call and just pulled in a little bit more detail on there, in cast it's helpful for you to remind—the conversation, the points that she raised in that discussion as you think about potential edits to the charter. That's what you see here in these summary point slides.

TOM BARRETT:	Thanks, Kristy. The first part, obviously, is part of the preamble to the charter. Are there any comments to that first bullet, basically, with the three sub-bullets? Do we agree that was all part of the intent and there's nothing controversial in that part?
VANDA SCARTEZINI:	Yeah. It's clear and that's what we agreed.
TOM BARRETT:	Thanks, Vanda. Checkbox.
CHERYL LANGDON-ORR:	Yeah. I've got a green tick. Can you see my green tick, Tom? Because you couldn't see my hand. I am concerned.
TOM BARRETT:	Yes. I can see your tick mark.
CHERYL LANGDON-ORR:	Oh. Good. Okay. So I don't have to intervene. I can just semaphore. That's good.
TOM BARRETT:	Excellent. All right. So the first part we're solid on. The second part had to do with some of the feedback that we received. And I guess, where we need to add some clarity to the charter is the relationship between the standing committee and the NomCom and the relationship, since they have a working group, with other entities. Perhaps they meant the

standing committee there—relationship with other entities—and then governance. Do I have that right, Kristie? Should the second bullet be the standing committee as well?

KRISTY BUCKLEY: I'm sorry. Yeah. I think that was a bit that was a copy over from the [inaudible] one. I thought I caught most of them but I think that one was a hangover. So yeah. It should be the standing committee's relationship with other entities. Yeah.

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

VANDA SCARTEZINI: Yeah. I believe the first bullet reflects the preoccupation, I believe, and concerns with the interference into the NomCom work. I do believe that is this. The main concern was that. And I believe it to be clear about not interference into the work of NomCom.

TOM BARRETT: Thanks, Vanda. If I could put myself in the queue, I think generally, the standing committee is focused on the processes. And basically, I think we should try to freeze what the processes are at the start of a NomCom cycle. So whatever they are, they are for that NomCom cycle. They're not something that can be tweaked in-flight, so to speak. So that avoids the interference aspect. Everyone knows up front what the process is going to be. If it's been improved or tweaked, then that happens before

the cycle kicks off and it's fixed for that upcoming cycle. I don't know if we can convey that, if you agree with that principle, so we can put that into the charter. Cheryl?

CHERYL LANGDON-ORR: Thanks, Tom. Yes. I do agree with that principle but I do think what needs to be—I guess going on from what Vanda was saying in particular—absolutely crystal clear and with bright neon writing and flashing alarms is to ensure that anything in the charter of the standing committee is blatantly obvious, right up front in the preamble, as we discussed with Sam, to ensure the casual reader from the community—not the person who's going to read the whole charter, not the person who's going to think about it [in dealing], but just the casual reader in the community—to ensure that this interference risk is not a risk at all, there is a clear divide between, if I can use the vernacular, church and state and that the administration aspects of what the standing committee does is clear and absolutely unambiguous and not open to misinterpretation further down the track.

I think that's where the strength of what we were talking about, about a really effective preamble as well, is going to be very, very important. And I have to put in a sales pitch here. Sam, when she offered to assist us with this, is one of the right people for the job. She really does have a good understanding of putting things into plain language with legal strength. And that's what we need here

So let's work really closely with her and whoever else she wants to bring along to make sure we've got the i's dotted, the t's crossed, and the

words, in whatever language it's being translated into because sometimes that is part of the problem, as Vanda well knows. What I say in one language to her, in English, may have different interpretation in Portuguese and in Spanish. So let's be careful. Let's get it right. But I think it's well and truly doable. But it doesn't change what the summary points are saying. It's just focusing on the importance of that preamble and overarching text. Thanks.

TOM BARRETT: Thanks, Cheryl. I see Dave agreeing with the previous point as well. So relationship with the NomCom. Again, we'll make it clear, as Cheryl said in the preamble, and as we look through the text to make sure—that we want to have almost like a cut-off point where our involvement with that particular cycle ends and we start thinking about, perhaps, the following year.

Relationship with other parties, I guess, should be the same thing. Again, we're just focused on making sure the right processes are put in place and it's not the standing committee doing those processes but, typically, NomCom support staff. Governance is something, certainly, we could come up with something stronger than what we have currently in the charter.

Does it make sense to walk through the charter? Does anyone want to talk about governance for a second and talk about how we might improve our governance structure? I'm thinking in particular how we replace members and whether or not the OEC should have more involvement in the proposition of the standing committee. Cheryl?

CHERYL LANGDON-ORR: Thanks, Tom. I thought that was a really welcome matter for us to consider that aspect of a more obvious, still transparent, and not finger-on-the-scale involvement of the Board, probably via the OEC, in the insurance, on behalf of the whole of ICANN—that's community, Org, and everything else, Org, Board—that the refresh rate, and diversity aspects, and balance of longer-standing knowledge and more recent experience comes into play in populating and repopulating the standing committee.

And why I said that last little bit because I hang around NomComs a fair amount. And the number of people over the years—less so in recent years but very commonly a fair while back … Vanda, you've been around. You know what I'm talking about, who … This is a hypothetical comment, "I know how NomCom works because I served in a NomCom in 1842." NomComs evolve. NomComs change. NomComs should evolve and should change. And if you served in 1842, you may not have your total knowledge of how the 2027 is operating.

So we do need to make sure that those considerations are, in a transparent way, comfortable for all parts of ICANN. To me, because of the importance of the NomCom, and by default, the importance of what the standing committee is doing to ensure the NomCom's ongoing development, its processes, and its evolution of its processes is solid and robust, I welcome the opportunity to explore ways in which the Org and Board are properly, fully, and transparently integrated into that governance process. In other words, I'm supportive of it. Thank you.

TOM BARRETT: Thanks, Cheryl. That's certainly a material change for the governance section. What other sections do people think really could use some material rewrites? Anyone from ICANN Org have ideas? Kristy?

KRISTY BUCKLEY: Hi, Tom. There are a few more slides after this. And I believe, if I recall correctly, basically the feedback is broken down into those three main categories—so each of the main categories—

CHERYL LANGDON-ORR: Kristy, can I just ask a clarifying question before you leave this slide?

KRISTY BUCKLEY: Yep.

CHERYL LANGDON-ORR: It was on my to-do list, anyway. I think I know what it meant by the bullet point, Review Implementation Working Group relationship with other entities but I'm not sure the casual reader does. We might need to do just flesh that out a little bit. I think that's a forest and trees thing.

KRISTY BUCKLEY: Right. And it actually should say "the standing committee relationship." That was a typo from [inaudible].

CHERYL LANGDON-ORR: Yeah. I figured that that's what it was meant to do. But I also thought, "No. Actually, if they do mean Review Implementation Working Group, then it must be the currency of getting our first standing committee off the ground." You know what I mean? So that one, I really had a clarifying question about that. So if that's a typo, then that makes it even easier for me to understand and it's not so much a forest and trees. Thank you. Glad I raised that.

KRISTY BUCKLEY: Yeah. Each one of those three categories there has a slide after this where I've pulled language from the transcript from the last call, just to provide a bit more detail in terms of Sam's points, in case you wanted to go through that, ask questions, discuss those items. So just wanted to alert you guys that there's more there.

CHERYL LANGDON-ORR: Yeah. And I think Sam did have some typos in her slides. Let's not promulgate them, though, because there wasn't many of us at her presentation.

KRISTY BUCKLEY: Yes. And I believe I caught the rest of them but this one was a hangover of the RIWG but I think the subsequent slides corrected that.

TOM BARRETT: All right. Let's go to the next slide, then, Kristy. So I can certainly read this. Too broad of scope. Raises concerns about impact over each

NomCom. So again, the principle that the standing committee, basically, is done when a NomCom cycle starts, perhaps, hopefully would address this first concern. So basically, there's a deadline for the standing committee. If it wants to have any impact on the current cycle, it has to have its work done by a certain time. Kristy, go ahead.

KRISTY BUCKLEY: Sorry, Tom. That's an old hand. I'm lowering it.

TOM BARRETT: Okay. No worries. All right. So first bullet, too broad of scope. Raises concerns about impact over NomCom. So I think we're in agreement that we want to have a clear demarcation. Go ahead, Vanda.

VANDA SCARTEZINI: I'm just agreeing. That is the concern.

TOM BARRETT: Okay. Bullet two, this impacts neutrality of the standing committee role. We agree. Three, some concern that committee has an oversight role. So again, the demarcation makes it clear. There is no oversight once the NomCom has started. And then, fourth, does the standing committee need to have communications with other entities? Challenge the working group to consider why. Perhaps this is to inform an initial set of processes to standardize but year-over-year, this may not be where the working group wants the standing committee to be.

So again, I think that we're in agreement that if we have a clear demarcation … If there's any communications, it happens before the NomCom starts its cycle. Cheryl?

CHERYL LANGDON-ORR: Thanks, Tom. Just on this, I think it's important, too, that the internal audit approach that the standing committee has on any given year's processes, both recently-completed and planning for implementation, is clear to the community as well. So, for example, in the charter, there are some points in time—some points in action, I should say—where the standing committee needs to ensure that, for example, a significant change in an established Nominating Committee process or protocol was well-flagged, and that the community was aware of it, and it was appropriately transparent, etc.

Now how that happens—that division of—is that the job of the standing committee to "advertise" that proposed change in activity or is it the standing committee's job to make sure the NomCom does that. That probably needs to be clearer so that future standing committees can't—not go off the rails but misinterpret the intention. So I think it just needs some good drafting in this, in my opinion. Thanks.

TOM BARRETT: Thanks, Cheryl.

VANDA SCARTEZINI: I agree.

TOM BARRETT: Thanks, Vanda.

VANDA SCARTEZINI: Yeah. I agree. The problem is really set the framework and the borders of the work to be done to not allow that it will—changing with the time and go into other issues that it's supposed to. So that's not for me. That's some good writers to do this, to make sure, legally, reading that is clear and, when translated, is still clear in all languages. This is really not easy work to do but certainly, we need to guarantee that this framework is clear and right to set the borders of the work. Thank you.

TOM BARRETT: Thanks, Vanda. Any other thoughts on this slide?

CHERYL LANGDON-ORR: Can we pull that out as it—this part and some of the earlier stuff—where we mentioned the need for clarity in drafting? This is drafting within the charter. Some of the other stuff was drafting in preamble to the charter. But I think we need to set an AI here—an action item that says we need to start working on these bits now, establish the intent, and have it written in an unambiguous manner, clearly understood, in plain language that can be translated with the assistance of our fabulous ICANN Legal people, okay?

TOM BARRETT: Yep. Thanks, Cheryl. Shall we go the next slide? Relationship with other entities. Again, it has to do with the right language, "oversight" versus "ensure." Clarify they have no decisional role over other entities. Focus more on how the NomCom interacts with these entities as opposed to how others interact with NomCom. Consider limitations/design in ICANN system, i.e. budget participation.

Consider removing specificity in many areas and returning to June 2020 model. Yeah. I don't think we want to return to the earlier model but we certainly can do another iteration to make sure the language is more clear than what we have. To Cheryl's point, it's pretty much more of what we've already talked about. Any thoughts on this before we go to the next slide?

VANDA SCARTEZINI: No. I agree. It's like Cheryl said. Go ahead.

TOM BARRETT: Thanks, Vanda. Okay. Next slide. Governance. Okay. Yep. So a concern with self-reinforcing membership. I think we all agree that is not the best. So have a stronger or more dominant role of the OEC in helping us do the composition. We've already defined what the diversity needs to be so the OEC needs to live within that. But give them the responsibility for staffing the standing committee.

So as you say, it may be a key area for the Board's fiduciary role to ICANN as a whole. So Board engagement could make sure that the governance of the SC that's advising the NomCom is maintained with

high integrity. When defining membership and how it will be perpetuated, we'd ask the working group to consider that there be a broader fiduciary role for the Board.

Be sure that conflicts of interest management is well-defined, particularly with different groups interacting with the standing committee, to avoid the standing committee being perceived as a way to influence the path to NomCom.

And charter amendment—clarify who has approval rights over the charter amendment. Since the charter will be referenced in the bylaws, consider a Board role in approval of charter amendments. Okay. So that is a real quick governance issue we didn't talk about yet. So the governance of how—

CHERYL LANGDON-ORR: Can I just jump in on that last part, Tom? Sorry, Tom. I have to leave.

TOM BARRETT: Yeah. Go ahead.

CHERYL LANGDON-ORR: Something I didn't have time to say in our meeting with Sam, re—I don't think I said it anyway—the role of the Board in charter amendments. There's a role of the Board in change of charter amendments in all parts of ICANN, right down to if you change the charters of a constituency within the GNSO, there's a Board role there. It does require some approvals and, in many cases, some public review. So I'm all for doing

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that. That being said, I really do have to leave. I just wanted to pin that one, that that has my support. [inaudible]. Bye.

TOM BARRETT: Thanks. All right. Kristy, you want to recap?

KRISTY BUCKLEY: Sure. Thank you, Tom. Since we are going to put these on the wiki and circulate them, I just wanted to make sure we didn't miss anything critical or mischaracterize anything. So going back to the beginning, on the participation side, there was just general agreement and acknowledgement that participation, outreach, and engagement is really important and that the working group and ICANN staff will continue to work on enhancing participation going forward. Do I have that right?

TOM BARRETT: Yes.

KRISTY BUCKLEY: Okay. On the scope and reach piece of the charter feedback, noting that both the preamble and the charter itself need a clear demarcation over the role of the standing committee and that we need to start working on establishing the intent in a really unambiguous manner, in plain language that can be translated with the assistance of ICANN Legal. Cheryl summarized that AI quite well so I wrote that down. Any changes to that one?

TOM BARRETT: No changes to that. But my question is who should take pen to paper for the next draft? Is that something we should do? Something staff wants to do? Or do you want to outsource that to ICANN Legal?

KRISTY BUCKLEY: I think if I recall from the action item on the last call—and I'm not reading it—but I think Legal suggested that the working group take the next iteration but also opened the door to if you want to have a conversation about that so that you're not going off on your own, making changes, and hoping that they're aligning, she's happy to get on a call to discuss that as well.

TOM BARRETT: All right. So why don't we—meaning not ICANN Legal—do the next iteration. Does that mean you want Cheryl and I to do it or does ICANN support staff, you guys want to do it?

KRISTY BUCKLEY: Larisa, I see your hand. Sorry, Tom. You want to call on her?

TOM BARRETT: Larisa, go ahead.

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LARISA GURNICK: Tom, happy to take the notes from Sam, take the notes from today's call, and maybe give a starting version for you all to react to, if that would be helpful.

TOM BARRETT: That would be super.

VANDA SCARTEZINI: Yes. I can't help much because I'm not even English. So this needs to be very clear. And when translated, do not leave any kind of doubts about what it means. So I believe that's for the legal person to make the first draft on that. And we can react to just that but not for us to really write this in the first moment.

TOM BARRETT: Yeah. Thanks, Vanda. I think, Larisa, we'd like to take you up on your offer. If you could do the first iteration, I think that makes sense.

VANDA SCARTEZINI: Makes a lot of sense.

TOM BARRETT: Yeah.

KRISTY BUCKLEY: So we'll add that to the action items for this. And then, just quickly, on the relationships with other entities, there was agreement that

oversight needs to be clarified. And then, on governance, there was agreement that self-reinforcing isn't the best approach. We already defined diversity. And Cheryl pointed out that there's the role for the Board in charter amendments and other changes in other parts of ICANN. So that's something that might be worth considering under the governance going forward. But overall, ICANN Org staff will provide the next iteration as a working document for you all to start with. Does that sound okay?

TOM BARRETT: That sounds great. I will just make on observation, which I think is a positive development, that the standing committee really is a group assisting the OEC probably more than the NomCom. It's really helping to improve the effectiveness of the Board. So it's becoming more of a standing committee to the OEC as opposed to a standing committee to the NomCom leadership. It's a shift. I think it's a positive one. I don't know if I would put it in that type of language but I think that's certainly how it seems to be evolving a bit. Do we want to talk about next meeting real quick?

KRISTY BUCKLEY: Sure. I think we've got to decide on it.

VANDA SCARTEZINI: Yeah.

TOM BARRETT:	Okay. So we have next week is … Today's the 10th so we'll stay on our two-week cadence, even though you guys are all busy next week. You okay with that?
VANDA SCARTEZINI:	Yeah. I am.
TOM BARRETT:	All right. Anything else, guys? Any other business?
VANDA SCARTEZINI:	Not from my side.
TOM BARRETT:	Thanks, everybody. Talk to you in two weeks.
LARISA GURNICK:	Thank you all. Bye.
VANDA SCARTEZINI:	Thank you. Thank you, Teresa, Kristy. Bye. Tom.
KRISTY BUCKLEY:	Thanks, Vanda. Thanks, Tom. Bye-bye.

TOM BARRETT: Bye.

[END OF TRANSCRIPT]