
YVETTE GUIGNEAUX:

Hello everyone. Welcome to the NomCom review implementation working group meeting number 83 on July 29th at 19:00 UTC.

Joining today's call from the review implementation working group, we have Tom, Vanda, Cheryl, Dave, Raymond, and Remmy.

Joining from ICANN staff today we have Pamela, Larisa, Betsy, Theresa, Jia, and myself, Yvette Guigneaux.

We also want to remind everybody that today's call is being recorded, so please state your name for the transcript record when speaking.

And also, I do want to ask, are there any updates to anyone's SOI? Okay, no, looks like that's taken care of. In that case, I think that does it for me and I will hand it over to Tom.

TOM BARRETT:

Thank you, Yvette. Welcome everybody. So with the agenda today, we'll talk about some updates from the OEC meeting that was held with ICANN staff on July 20th, and then talk about the standing committee charter and update on the midyear report. And we also should discuss the status of the folks who have reconfirmed their participation on the committee, decide next steps there as well, and we'll talk about the agenda for the rest of the year.

Should we jump right in?

Note: The following is the output resulting from transcribing an audio file into a word/text document. Although the transcription is largely accurate, in some cases may be incomplete or inaccurate due to inaudible passages and grammatical corrections. It is posted as an aid to the original audio file, but should not be treated as an authoritative record.

VANDA SCARTEZINI: Yeah.

LARISA GURNICK: Hello everybody. I will highlight a couple of items that you see on the slide from the OEC discussion that Tom had mentioned. So the OEC, the Organizational Effectiveness Committee that provides oversight over the review program at ICANN has taken great interest in following the work of this group very closely, and most recently, the working group had assembled an impressive body of work on the rebalancing recommendation 10, and that was done in response to some discussions between the Board members and the working group, and that resulted in this very thorough documentation which we, ICANN Org staff, passed on to the OEC on your behalf, and that was the subject of the discussion within the OEC at their regularly scheduled meeting on the 20th of July. So I wanted to highlight a couple of important items that were already touched on in an e-mail that we sent to the list, but also, here it gives us an opportunity to talk about these things and I'm happy to answer questions or elaborate or anything else that would be useful.

The discussion was very constructive, and specifically the OEC recognized the extensive work that this group has done on the topic of rebalancing. Looking at that documentation became quite clear. Also recognize the importance of these topics to the ICANN community in so many ways that this group already discussed throughout this time.

With all that, the OEC proposed that the Board could engage with the SO/AC leadership with some informal conversations, particularly in areas that will require bylaws changes and that are expected to have pretty far

reaching governance implications. And the point of this informal conversation and engagement is really to pave the way for the work that this group has done and do so before the official process of bylaws amendments would be kicked off.

So the expectation would be that the dialogue with the community leadership—and I underscore the word “leadership” because especially given to GNSO structure and in particular, the proposal, it would be helpful to involve the leadership of the stakeholder groups and constituencies in these dialogs as everybody in the community has already pointed out.

The purpose of this is to socialize and discuss the proposals in a way that would make sure that everybody was aware and understood. It would give the Board an opportunity to hear directly from the community and perhaps address some of the remaining concerns and issues before proceeding toward bylaws amendments.

The other point that the OEC also discussed and reconfirmed, which I believe this group already has the understanding that all the proposed bylaws amendments coming out of the work of the NomCom review implementation working group would be packaged together into one group whenever that would be ready. And this is really to make it easier for the community to understand the full scope of the proposals and to be able to see the whole package of changes as a group. And of course, this does not prevent at all this group from doing what you’ve already been doing, which is tackling these topics one by one, completing work and sending it on to the OEC as it becomes ready. That obviously still works very nicely.

ICANN Org, on our part, had an opportunity to apprise the SO/AC leadership of this Board interest to have these informal conversations in due course. This happened earlier this week when there was a regularly scheduled SO/AC leadership roundtable which happened between ICANN CEO and executives and the community leadership on a regular basis. And then NomCom proposal on rebalancing of the NomCom, better known as recommendation 10 for this group, would be the first topic of these conversations, and possibly this would be teed up for September. We're still working on the scheduling. And overall, the OEC was very supportive and encourages the working group efforts towards reengaging participants and bringing new people into the fold as well as welcoming those that maybe had taken a pause and are now reengaging. So let me pause here and back to you, Tom, see if there's any comments or questions. I'm happy to address.

TOM BARRETT:

Thanks, Larisa, for that update. Could you talk a little bit about your last bullet here? And perhaps we can talk about how we could reengage the participants.

LARISA GURNICK:

Sure, Tom. So this was really our update, including the participation factsheet that we shared with the OEC as part of the public record. So we apprised them of the work that you are doing, the blog, the outreach and the request to reconfirm. And that's the effort that they're supportive of and would like to encourage for that to continue. There was no special suggestions of anything else you could do. This is

basically them noting that you're making these good efforts to make sure that people in the community and the members that had originally signed up and volunteered to participate in this effort are aware that work is still going on and important opportunities to engage are still available. So nothing explicitly coming out of the OEC as additional suggestions other than understanding of the issue and encouragement of doing what you're doing.

And with that, I guess I'd want to recognize that Michael Graham has joined us, which is probably an excellent segue to turn it back to you, Tom, and welcome Michael.

TOM BARRETT:

Thanks, Larisa. Yeah, I welcome Michael for your first call. You want to give the folks here a little update on your experience recently with the NomCom and how it went for you and how you hope to change the world for this review?

MICHAEL GRAHAM:

I don't know about changing the world. Hi all. Michael Graham. Just to introduce myself, I am within the Intellectual Property Constituency, I am the leader of the intellectual property group at Expedia Inc. Thank you all for using our travel increasingly.

I've been on the Nominating Committee the past two years, and as you all know, we've just finished our work. And I saw that Vanda and Tracy are both members of this review team, which is heartening. Tracy, of course, was one of our chair elect and helped guide us through what has

been two years of an interesting and challenging process that I guess is above and beyond the review that you all have been conducting.

But I did want to get involved. I know that most of the work has been done in terms of the proposals. Obviously, there's going to be the implementation to the extent it's possible to carry on, and I'm interested in working with this group, one, to understand the changes that have been proposed and that are adopted, and then looking forward to the Nominating Committee in future so that it can continue to operate the way it has and is able to improve. I think one of the things that the last two years have taught us is there are constant changes and we can constantly improve. So, pleased to be with this group and look forward to working with you all. And Tom, I've known you I think since my very first ICANN meeting attendance, which was back in Costa Rica which I met your son at that point, I think.

TOM BARRETT: Yes, you did.

MICHAEL GRAHAM: Looking forward to working with you.

TOM BARRETT: Fantastic. Thanks. Welcome aboard, Michael. Any other questions or suggestions about this OEC discussion? Great. Thanks for that update, Larisa. Should we go to the next agenda item?

LARISA GURNICK:

Yes. It's back to me. I am your person today, as Kristy is on vacation today and Jean-Baptiste is still out for a bit longer. So first of all, I know Sam will be joining us for this part of the conversation. I can't see if she's in the room yet or not, but maybe one of my colleagues can confirm that for me.

In the meantime, I just wanted to introduce what we were hoping to tackle today and get your focus and attention on in relation to the standing committee charter. And particularly, as we have some folks in the room that, like Michael joining for the first time, maybe a little recap would be helpful. So the standing committee charter work that we're discussing here, this is coming out of the review recommendation to create a standing committee that would basically be the continuity, the institutional memory and the guardians of the process, so to speak, or however you want to position this, to make sure that the NomComs themselves, the groups that are initiated on an annual basis and come in focus to get very specific and extensive work done can do their work effectively and not have to reinvent the wheel, so to speak, on the process and that the standing committee provides that support from year to year so the good ideas, process improvements and lessons learned, and anything that's useful is captured and incorporated.

So that's the recommendation that the NomCom review implementation working group has spent quite a bit of time working through, and most recently, there's been some substantive progress made on the charter document in response to input that you all received from ICANN Org and then in particular, Sam. She had joined this group several meetings ago and provided some observations and then we had a follow-up discussion at a later meeting which is also

linked here where at the working group's request, ICANN Org took a stab at making some tweaks, adjustments and revisions to the draft charter based on the input from Sam and also the agreement from this group of elements that were useful. And that happened, I believe, at the last meeting.

So here we are today, bringing you a couple of proposed topics for discussion. These were things that were not fully fleshed out as of the last meeting, so we wanted to tee up some conversations on these points and get input and discussion focused on these topics from this group so that we could then take your direction from this discussion and make further adjustments to the standing committee charter, the draft of the standing committee charter in an effort to create kind of a clean, revised version for your consideration. And that could be one of the milestones and deliverables to the Organizational Effectiveness Committee with this period's report.

So the topics in particular that we wanted to bring to your attention are, as you see them here, there's four really. One is composition and selection of the standing committee members. As you might recall, there was some initial thought on how this could be done, and we weren't quite ready to give more background and context than that, but we are now.

Also, the potential role of the Board, possibly through the Board Governance Committee or whatever other configuration would be the Board's choice. Also topics of participation of the members, vacancies, what to do with that and how to address that, as well as how the decisions would be made by the standing committee, particularly in the

context of what is the envisioned role and purpose of the standing committee. And then we thought we could discuss next steps.

So I see that Sam is here now. So let me pause here, Tom, and see if you wanted to comment on any of this, and then we'll turn it over to Sam and tag team a little bit on the discussion for these items if that's okay with you.

TOM BARRETT:

Yeah. I think this is all very positive feedback, so it's definitely making for a more robust charter. So I'm looking forward to hear more about the rationale for the changes and taking it to the next step.

LARISA GURNICK:

Fantastic. So with that, I'll turn it over to Sam.

SAMANTHA EISNER:

Thanks. Hi everyone. Sorry I was late to join. So I appreciate you having me back again, and hopefully we'll continue in the spirit of dialog. I know we have further dialog that we'll be having on unaffiliated directors, definition coming later.

In line with the conversation that we had last time I joined the group about some of the overarching issues that we raised on the standing committee charter, one of the things that we thought might be a good area of discussion is about reimagining the standing committee from a representational body to really that expert advisory level of support. So it's not that you'd want to make sure that there was a number of

representatives from X number of constituencies or stakeholder groups but really that the goals you'd achieve on the standing committee wouldn't be achieved because someone has a representational capacity or is there because of an affiliation with a particular group but because of the gravitas and expertise that they have about either the ICANN processes or the NomCom processes or the mixture of both that can really help make sure that they're serving that institutional knowledge role.

So we wanted to discuss that a bit with the group and also, I know Larisa might have some areas that she's starting out that might be able to guide a discussion about what are the aspects of standing committee members that are important? What skills do they hold? What are the types of diversity among those members that would bring the right level of support to the NomCom and its work and representing the NomCom in those budget conversations on an annual basis, and really upholding that important governance level of the NomCom?

I'd like to hear your reactions on that, on our sense that maybe representational models of the standing committee might not make sense and that there might be other ways to identify the composition of the standing committee. And then I think maybe there's some room for some conversation about what those aspects of membership might be.

TOM BARRETT:

Thanks, Sam. I'll respond. It's interesting, everyone who's served on the NomCom has had this same question asked about the diversity

requirements among ICANN Board directors and trying to figure out other criteria besides just ensuring there's some diversity.

So on the charter, we did try to strive for diversity on the standing committee. We wanted to make sure that there wasn't overrepresentation from any particular SO or AC so that—and in fact, we wanted to make sure if someone came off, they were perhaps replaced by a new SO/AC. So we surely strove for diversity on that end. We also required prior experience with the NomCom and certainly very important.

So to your question, what else should we be thinking about besides those kind of basic criteria? We could say—at one point, I think we said we only wanted former NomCom leadership, but we thought that might be too restricted and small a pool, so that's something I'll throw out there. But certainly, I think going beyond that, it's kind of the same sort of criteria that we want to see in NomCom members. Do they understand the function of a board of directors? Have they served on a board of directors before? So that type of experience certainly would be a plus for anyone on the standing committee. I'll stop there. I see a hand up from Vanda.

VANDA SCARTEZINI:

I agree that we need more than just experiences in the NomCom, because sometimes, people participate in NomCom and they are shy, they do not go through all the process, just pass through, not really understand and collaborate in the improvement of the NomCom.

For the other side, we need also people that are involved with budgets, with the relationship with the Board and the staff so it's a group of people to be selected.

Once they apply, in my opinion, they should be maybe interviewed by the group of regular Board members as [inaudible] and others just to make sure that that group will really understand what the standing committee will do, not interfere in the process, because this is another problem that depends on the personality of the people sitting on this standing committee, could be disruptive with the NomCom process.

So there, in my opinion, should be an application and after the application, a [huge selection] process to guarantee not only the knowledge but also the behavior of the person. So that's my contribution.

TOM BARRETT:

Thanks, Vanda. Anyone else have any thoughts? Larisa.

LARISA GURNICK:

Thank you, Tom. I wanted to make sure that the members of the group had an opportunity to offer their inputs first, and then just to react and perhaps make some suggestions based on very useful comments from vanda and from yourself, Tom. So as far as the element of diversity that you spoke to, perhaps it is something to consider as part of the application process or to look at, but it would not necessarily be a determining factor that for example of the four members, they should represent such and such groups and they should rotate or whatever. So

there's something to think about that might be helpful to consider the walks of life that people are coming from as represented by the groups they're associated with. But not necessarily use that as a determining factor in the selection.

Also, I'm hearing that experience other than serving on the NomCom is important. NomCom experience is important, but also other forms of experience are important. And Vanda noted that there should be some sort of application as well as some sort of an interview, which we also noted.

I know that as we were preparing kind of context, information for you all to think about as to where the role of the Board lies in all of this, to make sure that they provide the appropriate level of support but don't interfere or intervene in the workings of this group. Perhaps rather than having the Board interview the candidates, there could be some other configuration where the standing committee members could be the ones to interview new members, and perhaps the Board's role could be a little bit different. And we'll get to that in a minute, but it could be more of an affirmation or confirmation role. Once the standing committee members are selected, the Board could certainly look at the selected members and affirm that they meet the standards or the criteria that are established in the charter. So that's something else that I wanted to touch on.

TOM BARRETT:

Thanks, Larisa. I wonder if it would help to share on the screen what our draft composition is going to be so people could start to react to that.

And then [inaudible] people are welcome to submit comments to the chat. Both Cheryl and Michael have made some comments. Did you want to say something else, Larisa?

LARISA GURNICK:

I was just going to put it in the chat. I just wanted to tell you that we have not modified the charter at all and maybe in the interest of clarity and focus, it would be best not to share the very busy redline at the moment, but we're taking notes on all these elements. So in short order after this meeting, we'd like to kind of put this all back in front of you all to think about and see how that reflects with your understanding and your interest on these points.

TOM BARRETT:

Okay. I was just suggesting to put up the original draft so that people know where we're starting from. But that's fine. Cheryl.

CHERYL LANGDON-ORR:

Thanks, Tom. I think we're all certainly in agreement that the standing committee needs to be a lean, minimalist model but it needs to have members who are well skilled, well experienced, etc. It's in the current charter drafting. Certainly, that could be tidied up. And Vanda covered off—and indeed Michael has picked up in chat some echoes of what we've all agreed to anyway.

That being said, four is not a lot to get diversity markers into. However, by churning, by regular rollover, which is also designed into the system, what diversity you don't have in one period of service, you can build in

as you bring people in and take people off. So it's not uncommon to have gender, regional, age, governance experience, all those sorts of things rolling in or rolling off even a small group. And that's where I think the overview of the existing standing committee is important on whatever process is decided on for selection—and I hear what Larisa said on the possible role differences of who interviews or selects in what way. But I think it is important for the existing standing committee, just so a gap analysis of their own constitution can be done, and so any shortfalls can be aimed for. You can't always fill them, but at least aimed for in whoever is coming in as fresh membership.

But also, I think it is important that the Board in some way—by Board Governance Committee or whatever—has their opportunity for not just sign off but for a meaningful role. So whether it's the standing committee in conjunction with or whatever, but I just think neither part of that model between the standing committee and the Board aspect in making sure the standing committee is everything it can be should be acting in isolation. There needs to be some partnership developed there that's clearly understood, absolutely accountable and very transparent. That's about it for me. Thanks, Tom.

TOM BARRETT:

Thanks, Cheryl. And Michael, I see your comment in the chat about setting up minimum requirements. So our first draft does outline some minimum requirements and composition, and I guess the ICANN Org is reacting to some of those. So I'll put myself back in the queue. I think what I'd like to say is if I was on the NomCom, one of the ideal attributes of a NomCom member was someone who has previous Board

experience. For the standing committee—and that to my mind was one of the most valuable skills to have if you serve on the NomCom, to understand what it means to be on a nonprofit Board.

In terms of the standing committee, I think one of the most valuable attributes would be someone who understands business process reengineering and can appreciate how to think through how certain things work in terms of communications and workflows within an organization and look at ways to improve that particular workflow. So I certainly would love to see that as one of the selection criteria that is used for members of the standing committee.

Any other thoughts or comments? Back to you, Sam or Larisa.

LARISA GURNICK:

Sure. So a couple of other thoughts for you to maybe think about, kind of building on Tom's point and also on the idea of what the standing committee is meant to accomplish. It could be as a requirement or as a qualification criteria, someone that understands the design of the ICANN's multi-stakeholder model for example, so to complement someone that understands what it's like to be on a not-for-profit Board specific to ICANN and the nuances and unique attributes of the ICANN multi-stakeholder model could be another criteria that you might consider adding in, as well as perhaps people who understand ICANN's budgeting and operational planning processes since as we understand it, the standing committee would be envisioned as the voice of the NomCom in that process and to help inform how that progresses. So

those were two in the specific areas that we thought might be useful. Would appreciate your reaction to those.

TOM BARRETT:

Thanks, Larisa. And Cheryl has added a comment in the chat that obviously, with four seats, which is the preferred size, you may or may not have all the skillsets you need. But I agree absolutely that we need someone who understands I think the budgeting process and ICANN processes in general would be valuable for anyone on the standing committee. We're not looking for unaffiliated members of the standing committee, in other words. We want people who understand how ICANN works. And that also echoes that process understanding is important.

Vanda.

VANDA SCARTEZINI:

Just asking Sam if she sees something that could be some legal constraints or something like that regarding the performance of this group or what is the [inaudible] we could have from legal side to understand better the contest of this kind of work inside ICANN. Thank you.

TOM BARRETT:

Thanks, Vanda. Do you want to respond to that, Sam?

SAMANTHA EISNER: Sure. Thanks, Tom, and thanks, Vanda. I'd be interested to understand a little bit more the specific facets you might be concerned about as it relates to the standing committee. I think the only legal constraints that we would see would be the ones that have already been recognized, which is that the standing committee cannot have any involvement within the NomCom selection process. So we'd want to make sure that there are good walls built in around the role of the standing committee, the understanding of the standing committee members about how they're performing, the understanding among NomCom membership about what they can go to the standing committee for and the types of information to share.

And other than that, I don't think that there are necessarily other legal concerns around the standing committee work. And then we're looking more at the broader governance messages and the governance protections we can build in. But they're not necessarily fully legal in concern.

TOM BARRETT: Thanks, Sam.

VANDA SCARTEZINI: Thank you, Sam.

TOM BARRETT: A comment from Cheryl in the chat. Yeah, there are no obvious impediments from a legal perspective. I want to step back and talk about the concept of interviewing candidates, which sounds great but I

don't think this is going to be seen as a very glamorous activity within ICANN, and we might have to go and hijack some participation here or recruit some participation.

I'm on the standing committee for the GNSO budget, and it's not something that people are clamoring to do. So I wonder if this would be similar to that or it'll be more people than we can handle in terms of interested in working on it. So both Cheryl and Vanda echo that in the chat. So interviewing would be great. I suspect we'll have to do some recruiting as well. Larisa.

LARISA GURNICK:

Thank you, Tom. Just reacting to your last point, it's a good point, and like so many other things where important things are happening at ICANN but people don't necessarily know or understand fully, I think that the idea would be that once the standing committee charter has gone through all the steps and it's time to actually start the process and recruit, we would certainly see ICANN Org as supporting the work of this group with communication efforts and talking points, and whether it be webinars or whatever the appropriate tools are, any of those and perhaps other ideas could be brought to bear to help people understand what's available and what you're all looking for in the standing committee. So I would see that as a supporting effort by ICANN Org to get the word out and also to get the word out through the community groups and through all of you so that we've noted that.

TOM BARRETT:

Thanks, Larisa. And certainly, I think the obvious source of new blood on the standing committee will be people rolling off the NomCom, having just experienced it, very fresh in terms of what improvements they want to do and eager to see if they can make an impact in that area.

All right, any other thoughts or comments?

LARISA GURNICK:

Tom, just to wrap up this section because we have several others to walk through and I'm mindful of the time. The kinds of things that would be helpful to give some thought to is if you're interested in setting up suggested criteria of experience or various other, like for example, would you be interested in asking that someone would have served on the NomCom for so many terms, or do we leave it open? That's a decision point. Or that someone would have served in a leadership role on the NomCom, or any other levels of specifics like that to help with the selection. Or if you would prefer to keep things more open.

And also, I think this group had discussed that there should be a waiting period after serving on the NomCom. So just wanted to bring that question back up into this conversation, because those are the kinds of elements that could be addressed in the charter, without getting into too too many prescriptive and specific details but at least to provide some guidance as to what it is that you're all looking for.

TOM BARRETT:

Thanks, Larisa. My first reaction to your comments is we already have term limits on the NomCom itself, so it doesn't make a lot of sense to

require a minimum amount of experience on the NomCom. It's either two or four years and that's it. It's all we have to choose from.

In terms of a wait period, I don't recall that in our proposed criteria for the standing committee. I thought that was related to something else. I think that came up perhaps during the calculation of when you serve your second term or when you can come back to the NomCom. But I didn't think it was in relation to the standing committee, but again, I'd have to bring up our first draft to see if we talked about that.

Cheryl does say she agrees on a waiting period. Actually, recent experience is important but not a transitional tool, noting leadership—

CHERYL LANGDON-ORR: I can talk to that if you'd like, Tom.

TOM BARRETT: [inaudible] also linked into a standing committee. So we do have [inaudible] continuity there, I think Cheryl is saying. Go ahead, Cheryl.

CHERYL LANGDON-ORR: Yeah. Tom, thanks. The continuity with an aspect of the leadership team of any NC having a nexus in with the standing committee is vitally important. But whilst I wouldn't say one necessarily couldn't come straight out of a NomCom and go into the standing committee. I wouldn't be encouraging it as a transitional role tool. I think that recent or significant experience is important.

But we all know every year in a Nominating Committee, there's a few people who have bees in their bonnets who didn't think things were done their way, often not in a position to garner enough support by the rest of the NomCom, and I'm not sure they're the ideal people who think here is a good opportunity to rebuild a model that would work in their own image in the future.

So I think that we need to be cautious, Tom. That's why I thought I actually am comfortable with some sort of break, because the steam will have left their ears and they'll have gone off and found something else to do with their lives, hopefully. But if it's seen as a funneling from one role to the other, that does make me a little uncomfortable. I'm not saying you shouldn't take someone directly if they've got all the other skillsets and would make all the difference to the standing committee, but I'm just a little fearful of making sure we don't get—using that awful term—a hijacking risk. Thanks.

TOM BARRETT:

Thanks, Cheryl. That's a good point. And Michael provides a counterpoint in the chat, [thinks that] it would be useful to have at least one immediate past member. I'll throw out another counterpoint. On paper, the idea of continuity with the existing NomCom makes a lot of sense, but in practicality, it may be difficult to get any member of the current NomCom leadership to also participate in the standing committee while they're also trying to do the NomCom.

So on paper, it sounds good. I wonder if in reality it would actually work.

CHERYL LANGDON-ORR: You know, Tom, if the three members of the leadership of a NomCom can't do the work, they shouldn't have the jobs. So I'm in the "tough shit" pile. It's part of their role, one of them does it.

TOM BARRETT: All right. We're going to quote you on that, Cheryl.

CHERYL LANGDON-ORR: I'm always happy to be quoted. As an Australian, it does not bother me at all.

TOM BARRETT: I'm just pointing out [inaudible] it would actually work as we envision or not. Anything else, guys? I know we're running short on time. We have a few more things we want to cover today. So Larisa, you want to go back and come back at the next meeting with some proposed changes, or do you want to put up a Google doc and have us react to it prior to the next meeting.

LARISA GURNICK: We'll propose some changes based on this very useful discussion, Tom, but I wanted to call your attention to several other points. So far, we've just really tackled composition and selection. So again, mindful of the time, let me go perhaps a little bit quicker on a potential role for the Board. We already touched on that. And Sam, I don't know if you want to kind of kick us off with some thoughts and ideas around that and then I can jump in after you.

SAMANTHA EISNER:

Sure, Larisa. Thanks. And I think some of this is spring boarding off of some of what Cheryl said earlier, that there has to be some sort of balance. This wouldn't be a role just for the Board or the community, but there are places where maybe some balance could be useful. And I think one of the issues that we discussed when I was with this group earlier was about some of the actual selection, who's doing the selection.

And I know given the governance considerations that we've raised and the import of this group in really helping to make sure that the trains keep running and the NomCom keeps being supported and doing the role that it's doing, maybe there are some value in bringing in the Board not as the selectors but as an approver of recommendations of the composition. We already see that the Board has some role as it relates to the NomCom itself through the Board Governance Committee. Of course, the chair and the chair elect are identified each year.

So the Board already has some level of responsibility as it relates to the overall governance of the NomCom to make sure that there's some stewardship within the leadership of the NomCom to support the NomCom running in support of the ICANN community. And given that that's one of the goals of the stranding committee as well, maybe there's some role for the Board there and then that might actually lend itself to some more flexibility in how that slate of standing committee members are identified. So it's not that the Board would go out—we're not recommending that the Board itself would go out and run the call for expressions of interest and would have its own selection, but maybe

a role of taking a recommendation from the standing committee. If we think about the prior version of the charter that I saw after the review implementation working group worked on it, there was the recommendation that the standing committee itself would identify the next members. And maybe some of the concerns that we had around that might really be alleviated if that's a recommendation and then that recommendation would go to an entity like the Board or committee through the Board that it would charter with that work.

So with that, I'll turn that back over to Tom and resend everyone. I'll throw out another idea for people to consider, and that is you'll have some of the members appointed, selected by the standing committee and other members appointed, selected, say, by a Board committee or have a Board liaison or serve on the standing committee. So we don't have to have it all or one or the other extreme. We can have a hybrid. We have members coming from different sources, basically, or approved by different sources. So just something to think about.

All right, I know it's 3:52.

LARISA GURNICK:

Tom, sorry, if I could just react, we've taken that suggestion and will certainly give that some thought. On the surface of it, it seems a bit complicated of a mechanism for only four people, but we'll certainly take a look at that.

Also, on the participation and vacancies topic—and we'll be happy to take some of these concepts in the interest of time and perhaps flag them for the next discussion, but we thought it might be helpful for the

group to give some thought to what good participation looks like, or conversely, what nonperformance would be defined as. And certainly, that doesn't need to be reinvented for those groups specifically. We have some good models in cross-community working group charters and other documents to take a look at to use as an example and as a guide here so as to address these important topics, because they could come up.

We hope that they don't come up, but it might be useful to have something in the charter that makes it kind of clear what the expectations are. And then depending on what your decisions are on the selection process, some related items could be if someone does bump up against the definition of nonperforming or nonparticipating or whatever the case might be, who gets to deal with that and how. Is that sufficient grounds for asking the nonparticipating, nonperforming member to drop out and then they would be replaced, or something like that? So there's some considerations on ways to define that in a flexible way through the charter to give some parameters, and to some extent following the selection procedures.

And then finally, on how are decisions made, I think this is an important topic and I know that we don't have enough time to discuss, but maybe I can just kind of set it up in terms of what some of the thoughts were and we can pick it up next time. But the idea here was not so much what decisions—so this specifically references the charter section, I think, that delved into topics pertaining to meetings and whether decisions have to be done at a meeting or via e-mail, and there were some inconsistencies that Kristy had pointed out.

So as we stepped back and looked at that, we thought that the question should really be something that's considered in the context of what is the role for the standing committee that the working group envisions, because that would probably drive then what the elements of that role would be, whether they would be decisional or whether there would be more oversight and removing of roadblocks to help the NomCom function at its best and optimal. So those were some things that we were hoping to tee up for future discussion as well. Thank you.

TOM BARRETT:

Thanks, Larisa. Cheryl.

CHERYL LANGDON-ORR:

Thanks, Tom. I'm not going to buy into the last part, Larisa, because I agree it's a much bigger conversation and one we need to have a good amount of time to interact with. In my experience, anytime we get to decision making processes, at least in ICANN, it takes almost as much time as election processes. In other words, a ridiculous amount of time for what should be simple outcomes. But never mind.

Participation, however, and vacancies, I had had a thought on that. And again, I'll just put this out and see whether we can take it up in future conversations. Now, you all know I'd be all for the culling with severe prejudice. I'm the metrics girl and you either shape up or ship out [and never step on our doorsteps again] is my preferred line, but I realize we have to be nicer and kinder to volunteers than that.

That being said, we do have some interesting models running with not as limited as four people but limited in definition, activities in some of the policy space at the moment where you've got a shadow situation, so you've got people sitting on expedited policy processes and people backing them up who, whilst they don't have action and decisional and in some cases not even speaking rights, but they are expected to keep their finger on the pulse and keep apprised so if and when a seated person cannot continue or is not able to perform or simply just can't make it, they can step in more seamlessly.

And it strikes me that there might be something in that sort of [air and spare] model that we could make good use of with some clever thinking. For example, there's no reason why people cannot plan to be the next group going into—remember, we've got staggered—other than the first year—intake into the standing committee. So maybe there's a way of knowing that you've got a pending person who can step up if performance or ability to perform becomes an issue. I'm just going to put it out there because it came to my mind while you were talking. Thank you.

TOM BARRETT:

Thank you, Cheryl. I'll say one other comment and see if anyone else wants to have any closing thoughts before we go to Any Other Business. But if you think through again how this group's going to work from an operational perspective, they are supposed to come up with an annual plan so to speak, and I think it's going to be driven by, if you all recall, the annual report that the NomCom used to do every year, and at the end of that report, they would have, "here are the recommendations

that were suggested last time, here's what we implemented and acted on, here are the recommendations we think the next NomComs should consider." Those types of appendices that were relegated to the annual NomCom report really going to be how I think the standing committee spends a lot of their time, reviewing those and perhaps prioritizing those.

But we're at the top of the hour. Can we go to the next agenda item about meeting schedules? So here's, again, every two weeks is the meeting schedule, and the question here is, do we wish to book calls for the rest of the year? I would vote certainly let's do it, unless anyone else has any thoughts on that, and some suggested dates here.

YVETTE GUIGNEAUX: Cheryl's okay with booking through the rest of the year in the chat.

TOM BARRETT: Super.

CHERYL LANGDON-ORR: And I'm also okay for not doing it in the week when an actual ICANN meeting is running, and especially with what can be a heroic annual general meeting to be done at an inhuman time for Asia Pacific people.

YVETTE GUIGNEAUX: That is true. And then there's also prep week. I know some of you—

VANDA SCARTEZINI: [inaudible].

CHERYL LANGDON-ORR: Prep week and everything else. Yeah.

YVETTE GUIGNEAUX: Okay, so maybe the 21st should get eliminated here and we'll just do the 7th?

TOM BARRETT: Well, I would add in, if you want to have a calendar, the fact that we should be doing something during prep week, and think about what that should be.

YVETTE GUIGNEAUX: Okay.

TOM BARRETT: So some sort of outreach. All right, thanks, Larisa for your comments in the chat. Any Other Business, guys?

VANDA SCARTEZINI: Not for me.

LARISA GURNICK:

So Tom, sorry to cut in, I just wanted to wrap it up. So we take it as an ai- to take the useful inputs and discussion points on the charter and we'll update what we can and we'll bring more questions or considerations back to you next time.

Also, we are happy to share via e-mail the executive summary or shared via Google Doc the executive summary that we started drafting for your consideration to go as part of the next update since we didn't get a chance to cover it today. So those would be my proposed two action items if you agree.

TOM BARRETT:

Yes, that sounds great, Larisa. And I also, if people check their mailbox, I did offer some edits to the midyear report. I know we want to get that done. Maybe we can complete that off list. I don't know if there's anything controversial about some of the edits I'm suggesting. Cheryl's okay with those edits So if other people can take a look and see if they want to disagree or suggest something, that'll be great. Thanks, Vanda.

All right. Anything else, guys?

VANDA SCARTEZINI:

Not for me.

TOM BARRETT:

Thanks, everybody. See you in two weeks.

CHERYL LANGDON-ORR: Bye for now.

VANDA SCARTEZINI: Bye. Thank you. Larisa, Yvette, Sam, thank you.

CHERYL LANGDON-ORR: Well said, Vanda.

[END OF TRANSCRIPT]