
YVETTE GUIGNEAUX: Hello, everyone. Welcome to the NomCom Review Implementation Working Group call on February 17, 2022 at 20:00 UTC.

Joining today's call from the working group. Let me just get my list in front of me. I have Cheryl, Tom, Arinola, Dave, Remmy, and Tracy. And from the ICANN staff here we have Larisa, Evin, Kristy, Sam, Teresa, and myself, Yvette Guigneaux.

We'd like to remind you that the call is being recorded, please state your name for the record and for the transcript, and also find out if anybody has any updates to their SOI. No? Okay. All right, then I've got the agenda on screen. Tom, I will turn it over to you.

TOM BARRETT: Thank you. Thank you, Yvette. So our agenda today is to get an update from ICANN Legal for unaffiliated directors, which is Recommendation 27, discuss the webinar for ICANN Prep Week, have a discussion on the charter feedback from the OEC, and then talk about the future meetings. So shall we jump right into unaffiliated directors?

SAM EISNER: I'd be happy to do that, Tom.

TOM BARRETT: Thanks, Sam.

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SAM EISNER:

For the record, this is Sam Eisner from ICANN Legal. First, I'd like to pass along my apologies for last week where there was an unavoidable issue that came up that I just could not get off a meeting to come join you guys. I really apologize for that. So thanks for setting this time for me to come back.

Follow up from the last time we talked, I don't yet have language ready for you but I'd like to share where we are because we have made some movement. After our conversation that we had, I distilled some of the principles because one of the things we agreed about was it made sense maybe to go back to the principles and we had some really great principles expressed in the conversation. So I distilled the principles and we have a statement that we're reviewing now. It's a bit longer than what had been previously expressed by the Nominating Committee. We wanted to take a look and really think about it in terms of how do we make sure that all of the principles are expressed and that we better explain the differentiation between the different categories of things. Because as you recall, when I came last time, one of the things I presented was kind of that difference of discussion of some of the things that were expressed in the Nominating Committee's current draft versus the financial independence, the regulatory big I Independent issues that we had.

So the principles that I captured from our conversation last time that we took into consideration as we did a broader statement have a few different elements. So I'll just let you guys know what those are and we can make sure that I heard it right.

So first, we want to bring people to the Board that are not likely to carry conflicts of interest into their service. That's one of the goals that we heard. That's coupled with a goal of maintaining the people to be available to vote on the potential high conflict issues. It's one of the things that Vanda mentioned and maybe others was that concern over that new gTLD process that we had to use earlier where we had so many members on the Board who were identified with potential conflict of interest that we actually had to use a committee mechanism in order to have quorum votes. There's a goal of bringing other views and experiences to the Board outside of the regular experience that comes from the ICANN community, while keeping in mind that past participation in the ICANN community itself isn't fatal, right? There can be some balance of that.

One of the things that we heard that was really important was maintaining the Nominating Committee as its own unique path to the Board, not an alternative path for those who might be available for selection through other processes because we know that you have appointments through Supporting Organizations and then the At-Large process. I think it makes sense to try and also capture in here some support for the IRS that definition of independence because that also reflects on the NomCom's obligations. And those IRS definitions of independence are really focused on financial relationships and making sure that there's some level of predominance of that financial independence.

So those were the principles that I distilled from our conversation that I used to work with our team to develop a broader statement. And so the statement that we're working on—and I apologize for taking a bit longer

but it is long and we want to pay attention to the language and make sure we're not crossing over it before we hand off a draft to you guys to look at—but with those principles in mind, the structure of what we've done so far is first starting off with a statement that the Nominating Committee first serves an important role in ensuring that the ICANN Board of Directors remains predominated by those that meet the IRS definition of independence. We put in some specific items from that to help serve as the guideposts. We talked through those. It's the issue of certain financial relationships or compensation or service as an officer or director. Having some of those items in there already addresses portions of the qualifications that the Nominating Committee had had identified in your current definition.

But then the next part of the statement says the Nominating Committee also serves an important role in bringing a wide range of viewpoints and experience the ICANN Board, including the nomination of directors that bring inputs and experience from outside of the ICANN community and that the Nominating Committee is expected to bring a balance to the Board when viewed alongside those directors selected by the SOs and ACs. So in this role, the NomCom is expected and empowered to identify directors that bring a certain level of separation or independence from those who already participate within the multistakeholder model on issues that are beyond just a financial review to meet the IRS definitions. So we're trying to say it's the IRS plus, and then I can give you a run through of a set of six criteria that we are proposing would be a heightened standard in addition to the qualifications that are already set out in the bylaws.

So first would be—and I want to put a stopping point in here, I know that there's a difference between what was recommended in the definition or in a report about the number of directors this would apply to versus where the RIWG is, and then it should apply to all directors. I think that's still conversation that has to happen with the community. But these factors are agnostic to whatever number of directors is selected through the NomCom.

So those additional items as we're proposing them now, and this is what's under review are, first of all, a specification that those directors should meet the US IRS definition of independence or that are enforced at that time. So for any of these directors that are in this heightened place, we should make sure that at minimum, they're meeting that definition of independence. So that's kind of a unique thing.

And then we have a couple of items in there that are tethered to participation within the ICANN community built off of some of the timeframes that we saw in your current definition. So first would be a two-year preclusion of service or a two-year preclusion of being qualified under this heightened definition, if they had served within a leadership capacity or as a councilor or a member of a governing body of an SO/AC stakeholder group or constituency within the community or if they had been hired by any of those groups. Because there are some efforts within different groups to actually have some people on staff as we're seeing some of these groups actually become entities themselves and have some level of supporting staff that they might hire by themselves. So that's the two-year item that we saw the RIWG had set out previously.

To help capture that desire to separate from the ICANN community processes that already exist separate from the NomCom to get people to the Board, we're proposing that there's a three-year bar on people who have applied to serve. The number of years isn't really determinative, of course, but it's for those who have actually sought candidacy for the ICANN Board through our process other than the Nominating Committee. So if someone's already said, "Oh, I think I'm a good candidate through the GNSO," for example, we would not want those people to turn around and apply for one of these heightened scrutiny positions from the Nominating Committee within a certain period of time.

To address that, the high conflict matter issue, one, the way that we're currently reviewing how this could happen would be a requirement of an attestation from the candidate. So this is another qualification. So it'd be a requirement of an attestation from the candidate that based on their review of the ICANN Board conflict of interest policy, that they have a good faith belief at the time of selection, that they would not be identified as having an actual or perceived conflict of interest for matters that routinely come before the Board. That would be something that we'd want to give the NomCom additional advice on what types of decisions are those, etc. But one thing that that would do is that would capture because the Board typically makes decisions as it relates to renewal of agreements with contracted parties, etc. That would capture many of those issues. If we're looking specifically at the new G issues as we go to SubPro, for example, we'd see those as regular items coming before the Board, and so that type of relationship would be captured.

The final item that we have would be the preclusion of service for someone who had been an employee or an independent contractor of ICANN or PTI as a related organization within the two years prior to the start of the term on the Board.

So those are the principles that we are reviewing and trying to see if we can express them in an appropriate way. We think it's important for the NomCom itself to have some protection because there is the possibility that during the term of service, someone could change their circumstance or change their employment to the point that they would no longer be considered this ultra independent director, whatever word we want to use for it. We're not quite sure unaffiliated is right. The term itself might not be right. But we think that it's important to not have the NomCom responsible for continuously viewing what their appointees are doing now on the Board. And so, if someone is appropriately appointed as this ultra independent director, that characteristic should follow them in terms of the NomCom's work, that characteristic will follow them for the entirety of that term on the Board. But at the time, if they seek reselection, if they're eligible for reselection, their ability to meet those qualifications has to be considered anew at the time of seeking reappointment. Because we didn't want the NomCom to continually have to shift what it was looking at, particularly if this is a subset of seats and not all seats appointed by the NomCom because that would become unmanageable.

So that's pretty much the full scope of what we were doing. We have some ideas of transition but transition would also be dependent on the number of seats that comes in. The transition basically would be making sure that within each cycle of the Nominating Committee and

appropriate number of seats is allocated with this heightened standard to meet the full number, but you probably want it staggered across years. So you didn't have one year of everyone meeting this heightened standard if you have only three or four of the seats allocated to it.

So it's a pretty lengthy statement, which is one of the reasons why it's taking some time. We're also working with some of our external counsel that are experts in governance issues to test it and just make sure that we're not making mistakes as we do this because I think it's really important. If we're taking the time to do this, we should make sure that we're giving you a good document, not a document that we have to then take back and change or are based on some things that we actually decide we can't implement or help you implement. So with that, let me turn that over and ask away.

TOM BARRETT:

Thanks, Sam. That's been very helpful. I'll open up the queue. Anyone have any comments? Cheryl?

CHERYL LANGDON-ORR:

As I popped in chat, Sam, my gut reaction to what you were saying is, "Oh, that's a good point. I like where that's heading." And overall, I'm comforted by some of the outcomes of your very deep thinking and analysis. I certainly like some of the ideas of that refractory period between service and being able to be taking the NomCom pathway. I think all of that is really solid. And I really do look forward to the very specific drafting that you've described as being so expertly put together. Because you're right, this is one of the most critical pieces of

implementation that I think this group is responsible for making, and to get it right is absolutely essential. So thanks for that.

I always get worried when I hear the alternate pathway mantra. I guess that's why what our thinking was not to have some of these criteria necessarily applied to all of the seats that are appointed but predominant in the seats that are being appointed. And if we can find a way to make sure that the community is relatively comforted by that, that would be good. And I guess there's also an opportunity here for recognition that even in the world of ICANN and its satellite activities, certain career and business interests will constantly be changing and moving in and out. And I think the fact that you've looked at the protection of a NomCom going forward for all the appointments that they've made is another big plus.

The only thing I guess I'm a little concerned about is when we socialize this as a bylaw change, it's not going to be an easy sell, I guess. Mainly because some people who just one part of it in particular—sorry, I'm not very articulate, I obviously need more coffee—the part that says leadership service, etc., etc., this is the refractory period, there are going to be two very defined, very vociferous schools of thought I fear, those who think that if you've ever served, you should never be, and those who think, "Well hang on. My whole idea of getting involved in ICANN was to get to the ICANN Board and I'm going to get there, come hell or high water." And I think we just have to be prepared to pitch it for the greater good of the external view of ICANN's resiliency and ICANN's governance processes rather than letting it become a sort of a personalized view. Sorry, I've talked for too long.

TOM BARRETT: Thanks, Cheryl. Good comments. Vanda?

VANDA SCARTEZINI: Thanks. I believe it's quite an interesting point. And for my view inside the NomCom, to have a transition period, I believe it will be important because what we are seeing now in those years that I'm there in NomCom, a drop of interest of external members to apply for the Board. It's in some way not being so attractive as it used to. So we need some flexibility during some period to understand better like the communications in .org, to understand better the effects of this pandemic and post pandemic situation in the number of interested persons to join NomCom and join the Board, to NomCom or other positions. The focus on the Board, I believe that this idea of have more flexibility in this transition period will be quite important to allow people from the NomCom to make a good choice of candidates. Thank you.

TOM BARRETT: Thanks, Vanda. Before I put myself in the queue, is there anyone else who'd like to talk? I agree with many of the comments from Cheryl and Vanda. I think certainly the overarching goal here is the fact that ICANN continues to evolve and to grow and we need to, in many cases, bring in skillsets to address ICANN's current challenges and perhaps are not available within the internal community. So certainly I would make that the overarching goal of having independent or unaffiliated directors.

On some of your specific points, Sam, you already have this two-year preclusion from any perceived conflict due to other activities within ICANN, then you talk about a three-year bar if you have sought candidacy through another route to the Board. I wonder if we could merge those two together. I don't think we want to have two different timeframes that people need to juggle. So certainly I would merge them together and include the concept you raised about if they have applied, that should always be added to the list of criteria that perhaps would make them ineligible to come through the NomCom.

In terms of the attestation from the candidate—and you're saying from the time of selection that they would have cleared that eligibility bar—I wonder if that attestation could also include something from a candidate that they currently do not envision violating those eligibility rules in the near future. We certainly don't want someone appointed by the NomCom and then a month later announced they're working for Verisign or GoDaddy or what have you. So, certainly as part of their affidavit, they should be able to also assure us that they're not in discussions with someone or anticipate joining a party that may bring them into conflict. I'll stop there and see if anyone has thoughts on that. Is that a new hand, Vanda?

CHERYL LANGDON-ORR:

The envisioning aspect, I think, is a useful term. Well, I think that's the term that's useful. I think the concept is very much useful. And I think Sam and the team have undoubtedly come up with some sort of language in an attestation or statement, for example, that allows people to, in good faith, say that at this point in time they are not envisioning,

changing the status of ultra independence, recognizing that shit happens and who knows what goes on in the future. But it does pick up that, “Oh, well, actually, I’m only up to my second interview. So I won’t mention. It’s not a done deal yet.” I mean, that’s what we want to avoid as far as I can tell. But I’m sure that there is a way. And I like attestations. I was an early teen when I signed into an organization who, as part of its rules, required me not to become involved in political activities as such. And in my late 60s, I’m still following that same rule.

TOM BARRETT:

So that was an easy call for you. So let me ask you this. Thanks, Cheryl. One issue that has come up several times is the original IE report suggested a subset of directors would have to be unaffiliated through our different feasibility and implementation, we’ve dropped that subset idea to say any appointees from the NomCom should have to follow these rules. I’ve heard this more than once, I’ve heard the suggestion that we need to go back to the community to get buy-in on which way the community is leaning in terms of if it’s a subset or all of the NomCom appointees. I’m wondering—I’ll throw that out—are we saying that this working group needs to do that? Are we saying the OEC would do that as part of a proposed bylaw change? What are we suggesting in terms of a process, if any? I don’t know. I’m not sure. I agree anything’s required, but I’d like to understand if we do feel like something’s required, how that might transpire. Sam, do you have any thoughts on that?

SAM EISNER:

Sure. On the process itself, I think we've already envisioned that the process will involve some loop through the OEC and the Board. And then there would be public comment because we think that having the understanding of the definition or the concepts that we're putting in place really go hand in hand with any changes to the bylaws. And so where we would see a change to the bylaws, because I think that a statement of this step won't belong in the bylaws, it'll really still be as we discussed before, appropriate for external housing but we have a reference to it as an additional document. But we'd also include within the bylaws the number of seats that are subject to this.

So we know that the community itself when it reviewed the NomCom Independent Examiner report saw the recommendation for three, I don't know to what extent there's been visibility to the community writ large outside of the RIWG's updates to the community at ICANN meetings or in other times when we need an update on a change to possibly have this impact across the ICANN community or across all the seats that are appointed by the Nominating Committee. I think that anything that goes away from the three seats appointment, we'd look to the Review Implementation Working Group to help us identify the rationale for going beyond the Independent Examiner report. I think that there would be community conversation on that within the public comment. But I also think we even heard today that if there are issues that we're facing in getting enough people who are not within the ICANN community who are attracted, if we were to impose a unilateral definition across all NomCom appointees for the Board, are we tying the NomCom's hands? Are we coming to the point where there really could be a place where the NomCom would find that someone who's been

involved with the community would be a much better suitable candidate for the Board than the eight people who are applying as the ultra independent. We want to make sure that whatever goes out has the proper balance and flexibility. And so there just will necessarily be a community conversation about it.

I think Cheryl also raised the point about where we can sense where some of the tensions will be. And I think we already know that there will be some tensions from some parts of the community for any part of these definitions to apply to any of the seats that are appointed by the Nominating Committee. But we're kind of past that point, right? We know that this is the recommendation from the Independent Examiner. But I do think that—just my personal opinion and I don't think it would be a surprise to anyone on the call—it would be a really big lightning rod for the community if we said, "Okay, so here's this ultra independent. And by the way, we're just going to apply it to all eight." I think that it would be a much harder path to find a compromise if it goes out as eight as opposed to a subset of the NomCom. That's not a legal assessment. That's just my personal view of the years that I've been in the community. I hope that you guys understand where I'm coming from on that one. But we follow the RIWG in terms of the recommendation and rationale that you'd support. I think even within the OEC or the Board, we might see some pushback on a full complement of all NomCom selected directors being subjected to it. But again, that would be kind of a broader conversation with the community.

TOM BARRETT:

Thanks, Sam. I know we had a lot of discussions about this back in the day. I think where we came out was we absolutely want to give flexibility to the NomCom. So it's not a hard and fast rule. But it's also fairly complicated if you say it's just one-third of the appointees to figure out, "Here's a here's a person that qualifies but they back out. Now we have a lopsided set of appointees." So it seemed rather than trying to manage to a specific number, I thought where we left it was, well, we'll try to apply a consistent criteria to them all but provide enough flexibility in the event that NomCom decided to deviate from that. That seemed like the way to give the NomCom the most flexibility without getting tripped up over an exact specific number. That was kind of how I recalled it. Go ahead, Sam.

SAM EISNER:

One thing that comes to mind when I hear, "We want to apply a uniform standard but then allow exceptions," I have a worry that that becomes a loophole within itself, that there won't be any guarantee that there will be any seat that's held to that standard if we go in with the expectation that it's probably not feasible to hold all seats that we've identified to go to that standard are capable of being filled.

So I think from a governance perspective, it makes more sense to identify a more rational number that we think could be met so that it's not just a statement of a desire with a loophole but more hardcoded in as a specific requirement but for a smaller number of seats while recognizing that more seats could. It wouldn't be a bar that the other seats that are appointed by the NomCom couldn't meet that same level

but it would be kind of the floor instead of the ceiling. Because I think from a governance aspect, it's easier to maintain in the long run.

TOM BARRETT: Thanks, Sam. Vanda?

VANDA SCARTEZINI: Yeah. I agree with Sam, with the worry about make it much easier to go to someone that is already known. But at the same time, we are seeing that the number of independent external people that are really unaffiliated to ICANN make it difficult to really have the three seats selected among those small number. Because what NomCom needs to focus is the best candidate. So this is something that if you leave free, there'll be easier to not attend unaffiliated candidates for those positions.

But I'm with Sam that we need to state a number. I believe we could say minimum. Minimum what? Something like that that maybe push people inside the NomCom to work on the outreach to get more independent, more unaffiliated candidates. Because if they know that we'll be flexible, depend of the number, we'll certainly be more relaxed to get someone affiliate to the NomCom because they will show more knowledge about ICANN than obviously the others. But we had in the past some examples that people completely out of ICANN make a wonderful candidate and even chair of the Board. So I believe that we need to state a number like one and put this as a minimum, just to make it a kind of obligation for the NomCom to think out of the box. Thank you.

TOM BARRETT: Thanks, Vanda. To build on that, if that's where we're going, then I think the NomCom would need to identify which of its appointees it considered were unaffiliated so that everyone knew, right? Okay. That might be another principle, Sam, as part of this. It's almost like two classes of NomCom Board directors, those that are unaffiliated and those that may or may not be unaffiliated. We'd have to know which is which.

SAM EISNER: That's right. That's right.

TOM BARRETT: Okay. So in terms of next step, Sam, what would you like from the working group?

SAM EISNER: I think the big thing is—and hopefully I'm reading our conversation right—is that there's not a level of discomfort from what we've stated that what I've laid out that we're working on and reviewing right now is essentially aligned, you're not agreeing to everything, we're not hard coding anything, but that I haven't taken this in a place that you guys weren't expecting or that doesn't align with the principles you were trying to uphold.

So I think we have some notes here about, as we're reviewing it, some refinements to put in but I don't think the next step is with you guys. I

think it's still with us to then refine the language, make sure we go through the review cycles to have it in a place where if we handed it to you, you don't have to agree with everything in it. But if we handed it to you and you agreed with everything in it, we think it would be in a state that we could move it forward. And then we can have conversation about some of the other particulars. I think there'll be things that you'll see—we already have put into brackets the number of seats, right, from the perspective of ICANN Legal supporting the RIWG. We're not trying to direct which number. We'll identify the things that we think are for your conversation as opposed to governance requirements that also go for the two-year versus three-year. When you see the language come back, we'll just have a two-year standard across. The three-year was just based on the length of terms but there's no other reason for that. So if it's easier to have one standard a time, we'll do one standard at a time.

But I think that the next step still is with us to continue with the work that we're doing. We have some notes to refine the document that we have under review, and let's get you guys a document to react to as quickly as we can, which with ICANN meeting coming up, it's spinning. I don't know about you guys but this has been a crazy few months around here. So we apologize if it's taking longer, but also one of the reasons it's taking longer is just because of the length that we wound up developing the statement to be. I think when we were first looking at it, we didn't expect it would be kind of a page-long narrative, but that's kind of what it's turned out to be. So that's taking a little bit longer to make sure we're not saying too much. But if that works for you, Tom, and if my takeaway is okay, it seems like we're at least on the right path initially, then we'll keep working.

TOM BARRETT: That works certainly for me, Sam, I've got one other point or question because we've talked about—there's a lot of criteria here that would reside somewhere else other than the bylaws. And I'm trying to think how many other options we have other than the NomCom operating procedures as a place to hold this.

SAM EISNER: I think it could even be held as an independent document. The important part about this would be the mechanism for amendment. And so what needs to happen if we need to change this, if we need to change the criteria?

TOM BARRETT: So we do have a mechanism already in place for the Standing Committee to review any material changes to the operating procedures.

SAM EISNER: Right.

TOM BARRETT: So it may make a lot of sense to put it into the operating procedures since we have that mechanism.

SAM EISNER: It could. I think if we look at some of the hallmarks that we'd want to have for an amendment process for this definition because of the way that it ties into the bylaws and governance, we would probably want to make sure that we have a level of public comment, and then an item that I think we still need to consider is whether or not we think we need some level of Board approval or what are the final approvals that we see.

CHERYL LANGDON-ORR: As I understand it, one of the critical points of having the Standing Committee involved in a review of such updates of annexes or the [SOPs] themselves is to see whether in fact things like that be triggered, that these are significant, etc. So I don't say that we can't somehow incorporate to hard coding that says of this nature, these types of changes do require, and then any given Standing Committee, which is constantly going to be changing and refreshing, is in no doubt either as to what needs to be done when.

SAM EISNER: Exactly.

CHERYL LANGDON-ORR: It could even have an exemplar of a process where, with these critical things, if they are being considered for change, an expected process to deal with these might be and sort of nurture the right responses as much as anything else. But that would live within the NomCom and the

validity of the process would be overseen by the Standing Committee. I used the wrong word, [David], you know what I mean.

SAM EISNER:

Right. Yeah, I think it's really important to have the Standing Committee have a defined role in any change to this, too, because I think part of the necessity of change will come out of the reviews the Standing Committee will do on any post review cycle or post appointment cycle. So that's definitely a call out. We'll propose some text around an amendment process, and then whether or not the documents house within the operating standards or not—as you note, this might be kind of one of the higher level things that has a different standard if you're changing that section than other sections. So I think we focus on the process, and then we can easily fit it into whatever document it needs to go into.

TOM BARRETT:

All right. Thanks, Sam. Are we are we done with this subject? Any other thoughts or comments?

VANDA SCARTEZINI:

No. Just thank you to Sam.

TOM BARRETT:

Thanks, Sam.

VANDA SCARTEZINI: It's all very good.

SAM EISNER: All right. Thanks, everyone. Have a great rest of your day and good luck with ICANN73 starting next week.

TOM BARRETT: Yes. Thank you very much.

SAM EISNER: All right. Take care.

TOM BARRETT: So we're running short on time. Number three is a webinar prep. I know Remmy has volunteered. Thank you, Remmy, for taking Rec 10. Do we have any other volunteers who want to take one of these sections?

CHERYL LANGDON-ORR: I thought we did have other people say that they'd pitch in but didn't necessarily grab a section. So I was remembering that fondly rather than factually.

TOM BARRETT: It was a dream, Cheryl. It's all a dream.

CHERYL LANGDON-ORR: I wish, I wish.

EVIN ERDOGDU: Raymond Mamata I think volunteered, but I'm not sure if he's—

TOM BARRETT: Raymond? Okay.

CHERYL LANGDON-ORR: Yeah, that's right.

TOM BARRETT: All right, super. All right. So we can wrap that up. Thanks, Remmy, for volunteering. Was it Remmy or Raymond or we have both?

EVIN ERDOGDU: I think both.

TOM BARRETT: Fantastic. Okay.

EVIN ERDOGDU: And also Ejikeme. I think you just joined us. I think he had also tentatively volunteered. So we may have maybe three additional volunteers.

TOM BARRETT: Fantastic. Fantastic. Okay. So we'll hopefully wrap that up in the next few days in terms of who has what section. I don't recall if people were specific about what they wanted to do. Any thoughts or questions?

CHERYL LANGDON-ORR: I'll fill in as required, Tom. I'll just fill in as required, as usual.

TOM BARRETT: Sure. Anything else we have to do for the webinar prep?

EVIN ERDOGDU: Yvette, please correct me if I'm wrong. I think the slide deck is due tomorrow, Friday the 18th so that it can proceed through review before Prep Week, which is next week. So we've just done some edits on the slides in reply to the comments there. So we would just review the slide deck one more time, I think, before moving forward.

TOM BARRETT: Okay. What time tomorrow do you want to submit it?

YVETTE GUIGNEAUX: If you could do 19:00 UTC, that would be great.

TOM BARRETT: I'm sorry?

YVETTE GUIGNEAUX: If you could do 19:00 UTC, that would be great.

TOM BARRETT: 19:00 UTC. I got to do some math here. 2:00 PM Eastern, okay. All right. Thanks.

CHERYL LANGDON-ORR: You just got to think in UTC. Type the number and subtract, type the number and add.

TOM BARRETT: We have daylight savings time so it keeps changing on me.

CHERYL LANGDON-ORR: So do we. Yeah. Everybody, a lot of people do, yeah.

TOM BARRETT: All right. So 2:00 tomorrow Eastern time. We'll get any comments to you for the slide deck. Update on the charter from the OEC.

LARISA GURNICK: Hi, everybody. I'm happy to give you a short update on that. We briefed the OEC at their meeting yesterday—I'm losing track of all times with the time zone. I'm sure everybody can relate.

CHERYL LANGDON-ORR: It's not just me.

LARISA GURNICK: No. It was good. We had an opportunity first to brief Patricio and then the entire OEC. So they're very familiar with the draft Standing Committee Charter. There were a couple of notes, and we're waiting to see if they had any other comments, but they were mostly just suggestions for you all to consider for clarification of things that may not be clear, but nothing substantive in my view. But we will get all that feedback over to you shortly for your consideration. Overall, it was well received. And one of the things that OEC has taken up is to alert—alert is probably the wrong word—inform the Board that there is a role envisioned for the Board or a subcommittee of the Board or whatever the Board decides in the selection of the four members to avoid any surprises or questions. So that's just all part of the standard procedure. So the OEC will let the Board know that that is being considered as a proposal and the reasons why. So all systems are in good place to make sure that the process of apprising the OEC and the Board of what's being envisioned for the Standing Committee Charter when the whole package of goodies, so to speak, is ready to go out for public comment is well on its way. I'm happy to answer any questions. Thank you.

TOM BARRETT: Thanks, Larisa. When do you expect to get us some notes back for us to look at?

LARISA GURNICK: I would say that most likely will be in about a week's time or so.

TOM BARRETT: And is there a deadline for when we need to get back to you with our response to that?

LARISA GURNICK: I don't think so. Gosh, there's so many deadlines. Let's not make deadlines where deadlines are not necessary. I don't think there is a deadline here per se, other than obviously getting to it before everybody forgets about the topic at hand. But since the NomCom Standing Committee Charter will draft, will go into that package that will be put out for public comments, and have encouraged from Sam, the work still continues on Rec 27, so we have a bit of time. But from a project management perspective, we're not going to let it fester for too, too long just to make sure that things get done timely, if that's okay with all of you.

TOM BARRETT: So it certainly doesn't sound like it's going to happen in March, the public comment periods we're talking, come April, May, June, right? Yeah. Okay.

LARISA GURNICK: Yeah. And that's driven more by the update that we just heard from Sam, and the fact that there's an ICANN meeting coming up. So that seems like a reasonable assumption.

TOM BARRETT: Okay. Thanks, Larisa. Any other comments before we get to the next agenda item?

VANDA SCARTEZINI: No to my side.

TOM BARRETT: So we have next meeting in accordance with work plan and meeting cadence. Is this for you, Evin?

EVIN ERDOGDU: Sure. Yeah. Thank you, Tom. Thank you, Yvette, for the slide there. This was the tentative meeting schedule that we had discussed during the last meeting as well. So today being the meeting that just occurred with the late feedback, and the next meeting to be confirmed would be after the ICANN73 Prep Week webinar or we could do that right after the webinar itself next week. We would just need to have it in a different Zoom Room, so to speak. I guess if we could ask the group, would you like to have a meeting next week after the webinar or just skip the week?

TOM BARRETT: I don't want to have to switch rooms to have the meeting. So what do other people think?

CHERYL LANGDON-ORR: What's the purpose of the meeting?

VANDA SCARTEZINI: That's to read the questions.

EVIN ERDOGDU: Great.

TOM BARRETT: I guess the only purpose would be to discuss any comments during the webinar while they're fresh.

EVIN ERDOGDU: I know there's a 90-minute webinar, a little bit longer.

YVETTE GUIGNEAUX: We just have a 90-minute time limit. That's all.

TOM BARRETT: So let me ask you this. As an outcome of this webinar, would staff be taking notes that we could debrief on at our next meeting?

YVETTE GUIGNEAUX: Sure. Yes.

TOM BARRETT: That'd be in chat?

YVETTE GUIGNEAUX: Sure.

TOM BARRETT: If you do that then—

CHERYL LANGDON-ORR: Pick it up on the 24th of March.

TOM BARRETT: Yeah, that'd be awesome. Yeah.

EVIN ERDOGDU: All right. Well do that. And, of course, then I guess just sort of recapping the AIs from this meeting as well. The next step with regards to Rec 27 would be with Legal, and they may be providing also some amendment process wording as well. So I would work with you all and Legal on drafting updates to Rec 27, as needed.

Then the next meeting after ICANN73 would be the 24th of March. And continuing the process regarding Rec 27, as needed, as well as the remaining work items.

And so then we could meet the following month in April, and then start preparing the Implementation Status report, which would likely be the final one for delivery sometime in June. And then the package of bylaws

change amendments that would have the public comment as a part of that package.

So that's the general timeline. If there are any further updates, the other action items we have for today would be the just finishing up the slides by 19:00 UTC or 2:00 PM Eastern time tomorrow, and then providing comments regarding the OEC feedback to the group. Just recapping those. Does that sound good to anyone? Any feedback?

TOM BARRETT: It sounds good. So we have a date here, May 5th, but that's not a meeting date, right? That's just internal deadline.

EVIN ERDOGDU: Actually, I think it could be. These dates were meant to be at the regular intervals of when the working group meets usually every couple of weeks on a Thursday. So let me just double check.

TOM BARRETT: Yeah, okay. I didn't know if that was a meeting or just because we have a monthly meeting, March and April, then we have two in May, which is fine.

CHERYL LANGDON-ORR: But with something like preparing a report, doubling up, a little bit closer work here.

TOM BARRETT: Sure. Okay. It works for me. Any other business, guys?

VANDA SCARTEZINI: No.

CHERYL LANGDON-ORR: All good.

TOM BARRETT: All right. Thanks, everyone. So we will see you next week.

CHERYL LANGDON-ORR: We will. Have a lovely time for those of us who aren't in Puerto Rico.

TOM BARRETT: Don't forget the deadline tomorrow for the slide deck, if you have any comments. Are you going to be sending out the updated slide deck with the Rec 27?

EVIN ERDOGDU: Yes. We'll work on any tweaking that slide in accordance with today's feedback and share with you today.

TOM BARRETT: Thanks, everybody.

LARISA GURNICK: All right. Thank you all. Bye-bye.

VANDA SCARTEZINI: Thank you.

CHERYL LANGDON-ORR: Bye.

TOM BARRETT: Bye.

[END OF TRANSCRIPTION]