
YVETTE GUIGNEAUX: Hello, everyone. Welcome to the NomCom Review Working Implementation Group, meeting number 95 on May 5th 2022 at 19:00 UTC. Joining today's call from the working group we have Tom, Cheryl, Dave, and Remi. We do have apologies from Vanda Scartezini. Joining from today's ICANN Org group we have Evin, Larisa, and myself, Yvette Guigneaux.

We'd like to remind everybody today's call is being recorded. Please state your name clearly before speaking for the record. Also I do want to check, does anyone have any updates to their SOI? No? Okay. I think we're good to go there. That about does it for me. I'll go ahead and get the agenda on screen. Tom, I'll go ahead and turn it over to you.

TOM BARRETT: Thanks, Yvette, and welcome, everyone. So, the agenda today. We're going to discuss the Standing Committee Charter with some feedback from the Legal group, talk about Recommendation 27 about unaffiliated directors, and then make sure we understand the schedule until the next two meetings, basically, which I think we expect to be finished up with. So, should we jump right in, Evin, with the charter?

EVIN ERDOĞDU: Sure, let's do it. Thank you so much, Tom. Cheryl, Evin speaking. Yvette, if we could just get the redline up? Sharing here now, this is just a redline recapping the discussion that we had during the last NomCom call regarding the OEC feedback. So, the first edit that you'll see there had to

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do with a majority vote. The group determined after OEC feedback that the word “majority” could be removed and just note that the vote itself would require the members participating.

And after chatting through this with Sam and Legal, we thought we could just add the phrase, rather than a new term, noting that this vote would be an affirmative vote of all other members of the committee. So, we thought that that would be a good sentence to define that action. And then, for the—

TOM BARRETT:

Oh, Evin. I apologize. I just Googled a definition of “affirmative,” just so I understood what it was. So, it’s agreeing with or consenting to a statement. So, are we saying now it has to be unanimous? Is that what we’re switching from, majority to unanimous?

EVIN ERDOĞDU:

I believe ... So, I don’t want to speak in terms of the legal terminology. I see Larisa’s hand is up but I believe, since it’s such a small group, it was just noted that those remaining members would probably be in consensus. But Larisa, please feel free to—

TOM BARRETT:

The whole phrase is “affirmative vote of all other members,” so I assume that means unanimous, but I’ll defer to Larisa.

LARISA GURNICK:

Thank you. Hi, everybody. Yeah, the observation that the members of the OEC made was that there are four members on the Standing Committee. So, if there is a concern about participation level of one member, that leaves three. So, the one member that poses a concern, let's just say, or whatever the circumstances are, that individual is out.

So, that leaves three. And rather than get into complex definitions of what is a majority or a consensus when it comes to three people, Sam suggested this phraseology just to make it clear that the remaining three people would have to agree that this is a problem. So, we tried to keep things simple, if that makes sense.

TOM BARRETT:

Yep, thanks, Larisa. Yeah, actually, I agree. I think this is pretty clear. Sorry for slowing things down. Go ahead.

EVIN ERDOĞDU:

Oh, great. Thank you, Tom. I see Cheryl's note in the chat, as well. So then, the other update there was regarding the leave of absence term. It was noted that that has a different definition that is usually a permitted leave of absence, usually to do with academia. So, it was determined we would remove that term.

At first, it was discussed maybe the term would be replaced with an unexcused absence. But in discussion with Sam and Legal yesterday, we just thought it would be simpler to simply remove that sentence. As you can see, the sentence itself makes sense without it. It just says if this happens then this is the action. Does that make sense to you all?

TOM BARRETT: Yeah, it looks good to me.

EVIN ERDOĞDU: Great. Okay. Then the last adjustment for the Standing Committee Charter was regarding the Associate Chair position. Tom, I noted you had made a comment in the OEC Feedback Google Doc just prior to this, so I just want to make sure that you're okay with this, of course.

It was the recap of that discussion was a footnote that we could put for number five, there, that discusses the Associate Chair term, that, since there is no obligation for the Nominating Committee Chair to appoint an Associate Chair, if there is no Associate Chair selected, then the Chair-Elect could serve as a Standing Committee Liaison for that term. Does that seem appropriate?

TOM BARRETT: Well, why don't we add a little bit more flexibility and just insert the Chair-Elect or their designate, or their appointed member? It could be any member of the NomCom, right? It doesn't need to be the Chair or Chair-Elect. What do people think? You know what? It's just an idea but this is fine, too. Not a big deal. I guess the obvious question is, what if there is no Chair-Elect?

EVIN ERDOĞDU: I do see ... Are there any other comments, maybe, on this, or ...? I do see that Sam has joined us, which is great timing. We were just discussing this

Associate Chair discussion. So, I believe this could kind of ... This was noted as a good plan B in case this role is not filled. But if we want to have a plan C, is kind of what you're suggesting, or ...?

TOM BARRETT: Well, yeah. I mean, we're worried about there being no Associate Chair. Of course, there could be no Chair-Elect, as well. So, just let the Chair appoint someone. Again, it's a minor point. Hi, Sam. Go ahead.

SAM EISNER: Thanks, Tom. I think the differentiation between the Associate Chair and the Chair-Elect is that the Associate Chair is not a required position. It's a discretionary position that each year the NomCom has the ability to appoint. However, the Board has an obligation, to a point, a Chair-Elect. So, the Chair-Elect will always be there, and then both the Associate Chair and the Chair-Elect are in non-voting roles within the NomCom.

And so, to create the ... So that there is no potential to impact the voting that's happening in the NomCom through the Standing Committee processes, there is a thought that leave it at an equivalent non-voting role but with the preference that it be that Associate Chair because the Associate Chair is the person that the Chair itself has the discretion to select.

So, that's why I think that helps support the Chair-Elect being the plan B. But it also mitigates that issue which was reflected that, because the Associate Chair doesn't ... There is a potential that there is no obligation to appoint the Associate Chair. What do we do if it's not there? We don't

see the same risk in not having the Chair-Elect there because the Board has an obligation to appoint the Chair-Elect.

TOM BARRETT: Thanks, Sam. Yeah, I was just thinking about the case where a Chair-Elect resigned during their term. And so, that may or may not be filled, I imagine, before the end of the NomCom cycle.

SAM EISNER: Hopefully, we'd never be in the position where we'd not have an Associate Chair and have a Chair-Elect go down. But if the Review Implementation Working Group wants to plan for that level of—

TOM BARRETT: No, I mean, if you're not concerned about it I won't press it. Cheryl?

CHERYL LANGDON-ORR: Thanks, Tom. Just checking which one I'm muted on and which one I'm talking to. I have been known to cross wires occasionally. I try and avoid that. I think we shouldn't get down too much in the weeds on this. But I just wanted to ask Sam: the "or delegate of," is that language we could use? So, fix it to "delegation of the Leadership Team?" Just throwing that out there.

SAM EISNER: So put in here Chair-Elect or a delegate of the NomCom Leadership Team could serve as—

CHERYL LANGDON-ORR: Yeah. I just wondered if you could just free up a little bit and take care of some of Tom's concerns, but I certainly don't suggest we get down into the minutiae. Thanks.

TOM BARRETT: That's a good suggestion, Cheryl. Okay, great. Any other redline comments?

EVIN ERDOĞDU: Thanks, Tom. Nope, just simply kind of noting today's date at the bottom in the footer. Otherwise, those were good to go. Just a recap of last week's discussions.

TOM BARRETT: Super.

EVIN ERDOĞDU: I guess ... Yeah. Larisa's hand is up.

LARISA GURNICK: I see Cheryl's hand is up but that may have been from a prior point? Okay, very good. All I just wanted to do is first of all to say congratulations. The work on the Standing Committee Charter has been enormous and detailed.

I believe that the stage that we are at now is that we can consider the draft stable and complete so that it will be incorporated as part of the implementation status update, the next one, and what we hopefully expect to be the final one, and that also would be the draft that OEC would look at, and consider, and incorporate in the package of proposals that would go out for public consultation as part of the full package that you will deliver to them, whenever that happens. So, if that matches everybody's understanding, then I think we can close the chapter on the Standing Committee.

TOM BARRETT: Sounds great. Thanks, Larisa. Shall we move on, Evin, to the next agenda item?

EVIN ERDOĞDU: Sure. Thank you, Tom. And yes, reiterating the congratulations for this step. Thankfully, we have Sam here. I guess I could just turn it over to Sam regarding the legal proposal and considerations regarding Recommendation 27. And this was distributed to the working group yesterday in advance of today's meeting. So, thank you. Over to you, Sam. Thanks so much.

SAM EISNER: Thanks everyone. Again, for the record, this is Sam Eisner from ICANN Legal. So, as a follow-up from our ... We've had a few conversations regarding this Rec 27 on affiliated [inaudible] conversation. We had a couple of meetings where we went through, and talked through, and

established some principles that the Review Implementation Working Group was hoping to achieve through its proposed language.

And then, a couple of meetings ago, or maybe a couple more than a couple meetings ago, we had a conversation where I'd run through the concept that we had about creating not just a definition but a statement to create some understanding around what that definition would be. And we talked through some of the points that we were considering internally within the Legal Team and we took some notes back.

And so, what we have here is the results of that for your consideration. So, there is some background in the document. I re-established the principles just to make sure that that's in there so everyone knew that as a reference point that's lower. So we wanted to start off, really, with what the proposed statement on Unaffiliated Directors could be.

So, Yvette, if you could scroll through a bit? First, we start off with this concept of ... Because one of the things that I think we need to remain really clear about—and I know that this group has talked through in detail—is the difference between the IRS technical definition of independence versus what this group is trying to achieve. And so, what we have here is identifying there already is this concept of independence and the obligation to really try to support bringing regulatory independence to the ICANN Board.

And then, also reflecting that the NomCom itself serves an important role in bringing a wide range of viewpoints to the ICANN Board and that there is some element of bringing a balance to the Board to balance across from

what comes in through the supporting organizations and the At-Large community.

So then, the next paragraph is, “To achieve this objective, the Nominated Committee shall assure that at least ...” And this is the bracket because I know this is a discussion point that, I think, still remains open, so I didn’t want to presume to fill the deliberations of this committee with my recommendation or putting it hard-coded in here. So, how many seats would be required from the eight that the NomCom selects?

And so, here we have this returns back as a proposal to the language from the independent examiner that three of the eight seats ... If you can keep scrolling? So, here is the big part. If you can try to show the one-through-six on the screen here? So, here is the meat of it.

So, first they meet the IRS definitions of independence. They have not served within a leadership capacity or as a counselor or member of the governing body of an SO/AC stakeholder group or Cross-Community Working Group within the two years prior to the start of their initial term on the Board. In a previous call, we had discussed two years versus three years. The group seemed to converge around two years, so that’s what you’ll see reflected in all the different timings that you see here.

So then, there are three. Within the two years prior to the start of their initial term on the Board, has not been a candidate to serve as a director on the ICANN Board of Directors through a selection process other than the Nominating Committee selection process. So, this brings that concept that, if people are already able to be considered as candidates through another part of the ICANN community, if they’re tethered into that part

of the community enough, they would not meet this heightened qualification for selection from the NomCom.

There would be a requirement to attest to the NomCom that, upon review of the ICANN conflict of interest policy thus enforced at the time of selection, they have a good-faith belief that they could not be identified as having actual perceived conflict of interest for matters that routinely come before the Board.

Of course, we can't foresee everything coming before the Board. Conflicts are always evaluated on a case-by-case basis. But for the general types of things that come before the board, we'd have them make this assessment. Because that's another one of the principles, that we want to bring people who wouldn't be conflicted out from a matter of expectation on regular items.

And then, five, have not been an employee or independent contractor of ICANN or PTI within the two years prior to the start of their initial term on the Board. And then six, have not been a employer, independent contractor, or a member of an ICANN supporting organization, advisory committee, stakeholder group, or constituency within two years prior of the start of their initial term.

I just want to note here ... And I need to go back. I think I might have a version control issue that happened because I think we dropped a concept here because it's not necessarily an employer or independent contractor of the SO or AC because SOs or ACs don't ... Oh, no, we're fine. We're fine here because it's ... Sorry about that. Have not been an

employer, independent contractor of a member of the SO/AC, stakeholder group, or constituency.

My note there was we previously did not have the word “member” in there, and so that has been added in. because that’s really the key, right? It’s about, have they worked in ...? A member of the Registries Stakeholder Group, a member of the Registrar Stakeholder Group, because that’s a connection. We didn’t want to put in a definition in here that really didn’t have meaning, which was very few people are actually employed by an SO or AC directly.

So then, we go down to a little bit more of a conversation, just to give a little bit more of a concept to what we’re talking about here. So, first, we wanted to affirm that every Director throughout their term of service on the Board is always required to comply with the ICANN Board conflict of interest policy, including provision of annual statements and providing updates in the event of changed circumstances.

And then the footnote here recognizes that there will be times where a Director appointed under this standard might have a change in circumstances. Maybe they change employment. Maybe they all of a sudden don’t meet this heightened standard.

Well, we would still go through and apply our normal ICANN conflict of interest practice. We wouldn’t say, oh, they came in as this independent thing, so we’ll just presume that they’re there. But we also wanted to make clear that, if a Director, in the middle of their term of service, changed their affiliation in a way that it didn’t create a new obligation for the NomCom to change its selection cycle ...

It wasn't that because the NomCom is supposed to select three, and they selected three, but one no longer might meet that definition, but the NomCom automatically has to make a change for the next. We wanted to give some continuity to it. The NomCom took its best efforts in making a selection. And so, that stays throughout the duration of that term.

It also makes clear, if we go to the next sentence of the paragraph, that ... Stay there. Stay there. Go back down. Go back. We're still on this. Keep going. Keep going. Stop. Okay. So, we're on the second sentence of this paragraph here. So, any time a Director seeks reappointment, they have to go through the same assessment.

So, a Director appointed for their first term under this heightened standard wouldn't be presumed to meet the high standard the second time. They have to go through the evaluation again, make the same attestation again. The other thing—and this is something that we talked about at the most recent meeting that I joined—was that a Director who did not previously meet this standard ...

So a Director ... Whether they were appointed through an SO or AC or the Nominating Committee, if they didn't meet this heightened appointment standard, they could not then go for an immediately successive term. So, their term ends at the end of this year and they're coming to the NomCom for appointment for the next year's term. They could not achieve this heightened level of scrutiny immediately. They would have to step off the Board for two years in order to be considered as a candidate under this heightened level of scrutiny.

Then we wanted to make clear this was one of the things that was also within the Review Implementation Working Group's notes from before that election to receive compensation for service on the Board of Directors is not a disqualification for any future consideration. That's just recognizing that people can still be compensated and it does not create a conflict.

I'll also call out that we have a footnote here that says that we are not defining the transition article to put this standard into practice. There will be work to do to do a transitional period between the selections the NomCom makes today, the composition of the board today, and how we would make sure that, if approved, this definition comes into service.

We use transition articles within the bylaws to help support that but you'd also want to make sure there were ... I think there are a lot of different issues to take into account with that and we have not taken a stab at trying to do that proposal. I think that's a matter for some conversation.

So, that's really the meat of the statement, here. I see a chat came in. I think that this is all I'd like to run through, now. I think that the remainder that's in here is really background for you, and other things to address. I know this just came. I think this is where we want to focus our conversation mostly for today, so I am happy to start with questions or questions, Tom and Cheryl, if that's where you'd like to go now.

TOM BARRETT:

Thanks, Sam. Yeah, I'll let Cheryl go first. I'll put myself in the queue after that. But yeah, I think this was actually a very comprehensive memo, so

thank you for doing all this. I think it looks very good. But why don't you go ahead, Cheryl, and I'll follow you?

CHERYL LANGDON-ORR: Thanks, Tom, and I agree totally. Great work. Kind of what I expect from you, however, Sam, so thanks for that. You and the team do us all proud. If you could just scroll up to numeral one on this page two, please? And noting, of course, the people who read these materials read them in order and are not necessarily going to go off and do their own research on absolutely everything.

I was just going to suggest, for those of us who do not have a working knowledge of the U.S. IRS, it might be nice to have a link footnote reference that people can easily go off and double-check. Some people in ICANN will have actually filled out some of the IRS-y-type forms over the years and they might be a little bit more familiar with WS, whatever they are, and things like that. But if it's a ready connection to these documents, it will help. That's all. Thanks.

TOM BARRETT: Thanks, Cheryl.

SAM EISNER: That's a great callout and I do want to just call attention ... We do specify above what those are. It's part of the initial part of the statement. But it's probably also good to recognize that those could change at times without having to go through the amendment process of a statement.

TOM BARRETT: Thanks. Anyone else have any comments before I add myself? So, I don't see any other hands. I do want to go all the way up back to the top of this statement because I think it might confuse some people, the opening. If you scroll down a little bit more? Yeah, right here. So, obviously, all the ICANN directors need to be in compliance with this IRS definition of independent Directors. And if I recall ... That's correct, right, Sam?

SAM EISNER: So, under IRS considerations, we are not required to have every single Director on the Board meet this definition of independence. The IRS prefers that independent Directors predominate the Board. So, that would be a majority of the Directors that we'd hope could meet this definition of independence.

TOM BARRETT: Okay. Oh, that helps. So, I guess, my recall is that the NomCom itself really did not consider if the candidates met the definition of independence. They left that to the due diligence managed by Legal. So, I know it might confuse people to say that the Nominating Committee assesses whether a candidate meets the IRS independence. So, I think it's just ... Two suggestions.

One is I understand now that we can't say the entire Board needs to meet it. But maybe I would just remove, in the first sentence, a reference to the Nominating Committee doing this role, because I don't think it ever does, right? But I get that we'd want to define this definition. So, I would

tweak that first sentence a bit and maybe even make that whole first paragraph the second paragraph.

And so, if you led with what the Nominating Committee does do and then kind of define, hey, the goal is that nearly everyone should meet this IRS definition of independence ... But surely the NomCom itself I don't think ever addresses that particular criteria? Is that right, Sam?

SAM EISNER:

I have never been part of the Nominating Committee deliberations, which you all would expect because I don't serve in that role. So, I don't know what the NomCom considers. I know that definitions of IRS independence are frequently within the annual presentation that John Jeffrey presents to the NomCom. I don't know how the NomCom takes those into consideration.

I know from a governance standpoint it's very important that someone is considering independence because we do have IRS expectations that we have independence predominating the Board. But with that, I think that your suggestion of reordering these makes a lot of sense.

I think it makes sense to jo lead with that broader expectation of what the Nominating Committee does and, while not removing the language about the NomCom having a role with the consideration of independence, I'll consider ... I think there are probably some ways to soften it a bit.

TOM BARRETT:

Okay, good. That would be great.

SAM EISNER: Thanks.

TOM BARRETT: Cheryl, you have a counter?

CHERYL LANGDON-ORR: I do. Thanks, Tom. Again, we know that \$10,000 USD may change over time and we have already dealt with that. But my immediate reaction from a NomCom point of view would be a question as to whether or not receiving in excess of ... Insert any number. It doesn't matter what it is. Is that a cash value, a cash gross, a cash less tax, an in-kind cost? What does \$10,000 USD, or any number, mean in terms of the IRS definitions? I don't know, but that's a question that I can see Nominating Committees asking.

TOM BARRETT: Thanks, Cheryl. Again, I think if we could move it down ... And maybe we could soften that to ... Again, this is part of, I think, the legal due diligence of candidates. It, again, never really comes up. I'm pretty sure that a NomCom evaluation of candidates ...?

CHERYL LANGDON-ORR: Sorry, Tom. No, because the legal due diligence into the deep-diving, etc., in that aspect doesn't go until the Nominating Committee have already agreed and taken a position on who they are going to be proposing as appointments.

And it seemed that rumination [inaudible] that any good Nominating Committee will be asking themselves the comparative questions as to, which of these short-listed candidates best fits the criteria? And which may or may not meet any exclusion risks like this would be? In other words, is this going to alter the three of the eight, etc., etc.?

And so, that's where I see the NomComs in the future needing to ask themselves this question. If we can make it clear for the NomCom then that means that they don't have to go back to Legal every time, or, even more scary, not go back to Legal to check what it actually is, because NomComs kind of have a rush of blood to their heads at times.

TOM BARRETT:

Yes, that's a good point. So, perhaps this should actually be part of the application that candidates complete, where they attest to some of this information. That's an idea. It might be part of the application process. So, I think we have a hand up from Vanda. Hi, Vanda. Are you able to talk? You're on mute, if you're able to unmute yourself.

VANDA SCARTEZINI:

Okay, I am unmuted. It's okay now. Yes. First, sorry for asking ... Apologies because I have another meeting; Cheryl, too. But after the other meeting, nothing is new. So, I decided to join again here. Yes. Cheryl has reasons. What are we selecting inside NomCom? Who are we running in the NomCom this year, too?

What is important in my perception is complete independence. If a people is really receiving any kind of amount of money, no matter what

is the amount of money ... Because there can be in the future, again, another amount of money.

And what is the main problem? It's if the NomCom member inside the Board, for instance, is someone that can avoid to participate in many questions because they have received, or will receive again during the term, money from the ICANN.

This makes the candidate certainly not a positive one because they will not be able to contribute in many discussions inside the Board because they need to excuse themselves to that kind of discussion. So, we had these in the Board in the past and it makes a lot of difference.

Sometimes, we have—at least in my time on the Board—so many people excusing themselves because they have conflict and we have no way to approve something. So, it's quite important to really not fix on a quantity of money. Should we, in that time ... But it can be more in the future. So, my opinion is it's better to have a completely not contracted person from ICANN to be a candidate for that. Thank you.

TOM BARRETT: Thanks, Vanda. Sam?

SAM EISNER: Thanks, Vanda. I just wanted to confirm that we were talking about the heightened definition that we have. If you look at number five here, I think that that kind of directly goes to the point that you were raising. It doesn't mean that the NomCom couldn't have, just in general, some other principles that they wish to acquire across all nominations.

I also take, from Tom's point, it seems that putting the statement together is one thing. Let's get the statement to a place where we think it's good and can be part of the package that goes out. But then, there is also implementation guidance that has to come with it. So, if a statement goes into effect, we will have to make sure that there is sufficient information available against which to apply the statement.

So, we have to work with the NomCom support team and that to develop guidance on how these things are going to be implemented. I put a note to the chat; this is one of those places where I think that the Standing Committee, as it gets into effect, could really be of a lot of help in making sure that this process continues to be refined and appropriately applied.

TOM BARRETT:

Thanks, Sam. I think you're right. We would surely want to make sure that, as part of the application, the candidate identifies if they satisfy ... Or if they have been compensated in any way and whatnot, they are still eligible despite that compensation, so there are no surprises later.

Any other thoughts or comments? Would you think there is any confusion about ...? So, I think we can wordsmith that a little bit. I certainly don't want people to say, "Well, I wasn't compensated in U.S. dollars, I was compensated in pounds or euros, so I'm okay."

SAM EISNER:

So, on the point of creating some more specificity regarding the IRS definition of independence that's on the prior page, I think that we

probably don't want to build too much into the statement itself. I think that goes more into implementation guidance.

It's an item that we really haven't had too much difficulty in applying before. It is a very financially based test. It's a totally separate test from issues relating to conflict that come up because conflicts of interest arise in many other situations and those are much more likely to be the situations that impacted Vanda's colleagues during her terms on the Board and other issues that the community has seen in terms of broader conflicts.

So, I think we want to keep some of those definitions outside of the statement but also make sure that we [fight for] implementation that the NomCom needs guidance around that. We can continue working on that with the team.

TOM BARRETT:

Thanks, Sam. I just came back from the trademark meeting and there is discussion about whether or not getting compensation via crypto even qualifies as a monetary compensation. But I agree with you, it's an implementation issue. But I think, overall, this looks great. I think you've covered all the edge cases that I could think of. I think we're staying true to the IE report by going back to three out of eight instead of all eight.

So, no objection to that. The two-year gap is, obviously, something we made up because it was not addressed in the IE report. I don't think anyone is going to object to that, either. One final question later about the terminology. I'm pretty comfortable with the word "unaffiliated." Did you think that's not a good fit? Would you want to use something else?

SAM EISNER:

You know, I think it's probably as good of a term as any. I think having a term that doesn't actually include the term "independent" is probably preferred to trying to come up with some term that has some play on independence. I always get nervous when we introduce new terms but we can't avoid it. I think we are going to need a new term for this. So, if everyone is okay with unaffiliated, let's run with that, unless I hear some screaming from the General Counsel, at which point I'll come back to you guys. He doesn't scream, though, but if I hear concerns ...

TOM BARRETT:

So, I think it looks great. Shall we just some ...? Those minor changes and edits that we have talked about. Any final comments or are we done with this item? What are the next steps, Sam? Go ahead.

SAM EISNER:

I think that the direct next steps are I have a couple of items that I have taken back to modify. I'll add a link to the footnote to define IRS definitions. We'll move around those paragraphs as discussed and modify the language around independence a little bit, here. If you're comfortable, I'll take out the brackets around the three. And then, the other thing that I wanted to flag. Yvette, if you can go back up to the top of the document, the very first part of the introductory section of it? I wanted to flag our recommendation is that ...

First, this would need to be part of a package that goes to the OEC. We'd put this up as part of public comment because there is an inherent link

with the bylaw changes that would need to happen. We're also recommending this could either be its own standalone statement or this could be incorporated into the operating procedures.

However it happens, because this goes to the heart of governance, we would expect that this statement itself has its own amendment procedure. But you can house it wherever you want, we just have to be clear that it has its own amendment procedure if it's housed within the operating procedures because we think it would be important for it to be subject to public comment and board approval because it really modifies what's in the bylaws. So, we want to make sure that there is always transparency and visibility into that work.

And then, the other part—and I think that we would want to think about this for presenting the bylaws package—is considering an ideas of how this would roll into transition processes. So, if you wanted me to come back next time with a sketch of how that might happen, or if you guys have thoughts of how that might happen, the initial thought is, if you have three selections that you need to make, that would be one per cycle. You wouldn't ever bundle up per cycle. You'd one per cycle.

But the big question is, how do you move from your current NomCom appointee group knowing that no one is ever guaranteed a reappointment to the Board? But we probably also want to make sure that we're not taking steps that require people to come off of the Board. There is probably a balance there.

How would we best time a transition into this so that it gives effect but doesn't also negatively, or too negatively, impact people who are already

there? So, that might be something that your group wants to think about, too, as you think about how we could roll this out. Because I think that will be, probably, a big part of the conversation with the Board as they think about this, too.

TOM BARRETT: Thanks, Sam. I mean, it doesn't hurt to lay down some principles, certainly. I certainly think if, from a transition perspective, all existing Board members we can say are grandfathered in, so we just start to think of ... You know, if they're up for re-election then it's a moot point for the NomCom to consider. So, that's probably the easiest approach to take. Just say, before you kick this off, just one to [first years], and you don't need to get to three right away would be the second principle. So, it takes several years.

SAM EISNER: Right. So, if it's beneficial to you, I'll come back with a little bit of a strawperson proposal on that.

TOM BARRETT: All right. Is that a new hand, Vanda? Just wanted to double-check. Okay. You turned off your video so I assume it's not a new hand. All right. Any other thoughts or comments on this? All right, great. Thanks, Sam. This looks great. I appreciate it.

SAM EISNER: Great, thank you.

TOM BARRETT: So, we are moving right ahead to the next meetings that are on the agenda. So, you have May 19th, and then June 9th, and then we're done. Is that the plan?

EVIN ERDOĞDU: Thanks, Tom. First of all, many thanks to Sam and congrats on that milestone for Recommendation 27. It does look like we are nearing the conclusion of the NomCom RIWG work and these are the meetings that are on the schedule. But just to provide a little context, in accordance with the work plan, we do anticipate that the NomCom RIWG will complete their work and submit the Final Implementation Report by the end of June. So, we'll get started on that.

And then, the OEC consideration could take place in July. At that time, the OEC would make a recommendation to the Board to initiate the bylaws amendment process, which would begin with the opening of a public comment proceeding on the proposed bylaw amendments and the draft NomCom Standing Committee Charter. So, that's the general work plan that we have, and then these are the next scheduled meetings. And of course, we can organize meetings as needed if we need some more there.

TOM BARRETT: Thanks, Evin. So, what do people think about doing a prep week webinar or something during the June Hague meeting? Or, is it too late to fit that in?

[LARISA GURNICK:] Oh, I believe it's too late, now, Tom. The schedule has been set several weeks ago.

TOM BARRETT: All right. So, should we think about doing something in the fall meeting? Would there be any sort of wrap-up we should do for the community, or do we leave that to someone else? Larisa?

LARISA GURNICK: I'm just trying to think through what makes sense. I don't think there is a particular roadmap for how to do this. But maybe the way to think about it is, once the whole package goes out for public comment, depending on what kind of comments come in, it will be part of our jobs to aggregate the comments, and develop a staff report, and all that.

But depending on what the feedback is, there may be a usefulness to bringing this group together to clarify or address ... It's hard to plan ahead for that because we don't know exactly what's going to come. But perhaps we might pencil in some sort of a touch-base to see where things are. After the public comment has concluded, then the next steps have become more clear.

And then, assuming everything progresses well and there are no major complexities or issues, then I think it could be good for the community to hear from this group, kind of to put a bow on the work from the last couple of years, and that could happen at the next prep week for the next ICANN meeting, or something like that, if timing permits.

TOM BARRETT: Yeah, all right. Great. So, we'll just wait and see. So, fantastic. So, with the Hague, I'll be there. If you guys want to ... We can maybe do some champagne at some point and celebrate.

VANDA SCARTEZINI: Yeah. We need it.

TOM BARRETT: Yeah. So, thank you, everyone. We have two more meetings but it sounds like we're in the final stretch. Anything on the agenda for the rest of today, or have we wrapped up?

EVIN ERDOĞDU: Thanks so much, Tom. Yeah, I think that is a wrap. So, thank you so much to you, and Cheryl, and the whole working group. Amazing progress and success.

TOM BARRETT: All right. Thanks, everyone.

VANDA SCARTEZINI: Very good. Thank you. Thank you, Tom. Bye-bye.

EVIN ERDOĞDU: Thank you, everybody. Great job. Thank you.

DAVE KISSOONDOYAL: Thank you and bye-bye.

TOM BARRETT: Bye, Dave.

[END OF TRANSCRIPTION]