
BRENDA BREWER: Welcome to the NPOC charter call on September 10th 2020 starting at 12:00 UTC. Today's meeting is recorded. Kindly state your name when speaking for the transcript and keep your phones and microphones on mute when not speaking to avoid background noise. Attendance will be recorded via Zoom, and I'm happy to turn the call over to ... I'm not sure. Ioana? I apologize. You may begin the call.

JOAN KERR: Sure. I'll start. Hi everyone. Sorry about that. All right, so Raoul, did you want to go over it or did you want me to go over it?

RAOUL PLOMMER: We can swap in the middle or something.

JOAN KERR: Okay. I'm in the charter itself. It's a version that says review. Is that where everyone is?

IOANA STUPARIU: It should be the one that Maryam is showing us, I assume, the one that I shared with you on the group as well.

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JOAN KERR: That's right. Okay, so the first suggestion is the mission. I'm not sure why that's highlighted. Maryam, can you walk us through why that's highlighted?

IOANA STUPARIU: It was because it was a bit confusing, the way in which it was framed, and they suggested we just keep the original phrasing.

JOAN KERR: Yeah, but we went through that, like that was a big deal for us, was the mission. So let's go through and if it sounds good and it's understandable, I think that's the best thing. So the not-for-profit constituency, NPOC, of the assigned names is a constituency ... It repeats itself. Anyway, constituency of the not-for-profit stakeholder—I guess it sounds ... What does everybody think? I hate when there's a double name in something. It always sounds ... I guess, what other way would it be said, right? Any thoughts?

IOANA STUPARIU: Brenda, if you put a bit like higher, it should show the comment, exact phrasing that was recommended on the right side. I don't see it right now on the screen.

JOAN KERR: Me either.

IOANA STUPARIU: It was like the very first comment, by Erika. It sways the way this is worded may confuse the relationship of ICANN and NPOC. Okay, disappeared now.

RAOUL PLOMMER: if you click on the very first highlight, that's it.

IOANA STUPARIU: Exactly. The language in the current charter seems more accurate, so why the change? And the language is the not-for-profit organizations constituency, hereinafter to be referred to as the NPOC, is part of the Generic Names Supporting Organization, GNSO, and according to Article X §5 of the ICANN bylaws, is a member of the Noncommercial Stakeholder Group, NCSG.

MARYAM BAKOSHI: Hi, can I just ask quickly? I see someone is rejecting the stylistic suggestions, and it is doing something, it's removing the first letters in the words. I don't know who's in the document now. So please, just be careful.

IOANA STUPARIU: Not me.

JOAN KERR: Not me, I'm not rejecting. I'm just asking whether it's acceptable or not.

MARYAM BAKOSHI: Someone is rejecting, and it is ... Oh, right, Brenda says she might have done that. Okay, Brenda, can you just undo ... Yes, please. Thank you. Brenda, if you can just, where you have the not-for-profit, the comment, can you click on that box? It'll bring up the comment.

JOAN KERR: Yeah, because I can't see it.

IOANA STUPARIU: I copied it in the chat as well so that we can see it anyway.

MARYAM BAKOSHI: Okay. Brenda, if you put your mouse on the 1.1, click on it. Yes, there you go.

IOANA STUPARIU: So I personally like the suggestion, I think it's very clear. I don't mind switching it, especially given that it gives a legal grounding because it refers to the Article X of the bylaws. So I think that is a good addition.

RAOUL PLOMMER: I think the reason why we wanted to avoid or wanted to change it, at least one of the reasons was that we didn't want to refer external documents that might change without ...

IOANA STUPARIU: Oh, yeah, I remember, so just a general reference to ICANN bylaws.

JOAN KERR: Right. So I think they're just asking why.

IOANA STUPARIU: Yeah, makes sense.

JOAN KERR: So, do we take it out and give the reason why? Is that what they're looking for?

MARYAM BAKOSHI: I would suggest that you take—because this is Legal's comments, I'll suggest you take this comment. You can leave out the “according to article X” if you don't want to refer to a particular place in the ICANN bylaws, but I would take what Erika has written there.

IOANA STUPARIU: So we might have to do the reference because the law asked for a specific legal [realm.] That's why my legal background also directed me, “Hm, that's a good comment,” though I do get why we should have a general reference.

RAOUL PLOMMER: Maybe we could take the article §5 out and then it works as according to the ICANN bylaws.

IOANA STUPARIU: But we have that already.

JOAN KERR: Yeah. I think if we accept it, we accept it, or not. But I think they're suggesting that we ... This is the legal side of it as opposed to the community side of it, right?

RAOUL PLOMMER: But I think what Maryam suggested as well is to take the old version, what we had, in which they added again in a comment, and just take out the Article X §5 and then it works.

MARYAM BAKOSHI: So what I'm suggesting is what Erika has, copy everything Erika has there, copy and replace what you have right now, and then you can leave out the "according to Article X §5." But I will go back to Erika and double check if that's okay. So for now, you can do that.

IOANA STUPARIU: Okay, I'm fine with that.

JOAN KERR: you're replacing it? Who's replacing it? Here we go. Okay.

IOANA STUPARIU: I think Brenda. I'm not ...

JOAN KERR: [inaudible].

RAOUL PLOMMER: How's that?

IOANA STUPARIU: Nothing has changed but it's just clearer, I think.

JOAN KERR: So we remove reference to the article, right?

RAOUL PLOMMER: Yeah.

JOAN KERR: Okay. So then ...

MARYAM BAKOSHI: Can I [inaudible] make a quick comment there with "removed" just so that when it goes back to staff, we know exactly what was not incorporated, if that makes sense. If you can just make a comment on that line to see what you removed and why you removed it.

JOAN KERR: Yeah.

IOANA STUPARIU: Who makes the comments? Does anyone want to, or should I make it?

JOAN KERR: You can make it. You're probably a lawyer. But I'm just writing down for my own reference.

MARYAM BAKOSHI: Ioana, do you want to take hold of maybe the penmanship of this, or Raoul? One person [inaudible].

IOANA STUPARIU: I don't have a problem explaining, so I'm just going to leave the comment, and you guys tell me if I need to change something.

JOAN KERR: Right. So we removed it, as Raoul said, that it was in anticipation that ICANN's bylaw may change and then we wouldn't have to change a specific article.

RAOUL PLOMMER: So I just undid the removal, so I guess now we can highlight the stuff that we take out. How is that? Hang on.

MARYAM BAKOSHI: You can strike through it.

RAOUL PLOMMER: Yeah, I'm just looking for the strike through.

JOAN KERR: Okay, so who is editing? We just want one, and make sure that we agree that that's what it is. There we go.

IOANA STUPARIU: Yeah, I'm going to do this, because you just have to change from editing to suggesting, and then you get the strike through.

JOAN KERR: Okay, so, is everyone else in agreement?

RAOUL PLOMMER: Yes.

IOANA STUPARIU: Yes.

JOAN KERR: Okay. All right. I'm not sure why the Bs and As and all of that were lost, but I guess they must have been eliminated. That's funny. Okay, are

those added? I looked at this last week, but it looked like too many things.

MARYAM BAKOSHI: So yeah, you can just accept all that.

JOAN KERR: Yeah, I'm not sure why they were even ...

MARYAM BAKOSHI: So for that comment, process and pricing, transparent registration process and pricing, the question is, why has that been added there? It's not within ICANN's remit, so to speak. So that's why Erika is questioning process and pricing, and continued ownership of ...

JOAN KERR: But it's our mission, right, for our charter.

MARYAM BAKOSHI: Yeah, but it's not in concert with ICANN's.

JOAN KERR: Why is this ...

RAOUL PLOMMER: I just replied there.

IOANA STUPARIU: Brenda, can you scroll up, please? I don't see ...

JOAN KERR: I'm sorry, I have really bad allergies, so my eyes are really watery at the moment, and my voice is raspy. So Ioana or Raoul, if you guys want to [inaudible] more than happy not to speak, other than [inaudible].

RAOUL PLOMMER: Yeah, I'm fine doing it. Save your voice, Joan.

JOAN KERR: Yeah, because it does hurt.

RAOUL PLOMMER: So I commented Carlos Reyes' comment and I answered why we are commenting process and pricing. For Maryam, it might be easier if you open the document yourself.

MARYAM BAKOSHI: Yeah, I have it open, I was just trying to go through with everyone else. But yeah, okay.

RAOUL PLOMMER: Yeah, so does that clear it for you? That was the "as well as the transparent registration process and pricing." And they ask why is this

highlighted, and Erika has added to that, and I'm answering that concern. Is that okay?

IOANA STUPARIU: Personally, I think language-wise it's pretty clear that we're not regulating prices but we are referring to transparency.

JOAN KERR: Yeah.

IOANA STUPARIU: But if you think there's any minor doubt from you, if you think this is not very clear, we can rephrase it. But I personally don't think it's necessary.

JOAN KERR: It's good that way, but legal opinion ... So, are they asking us to give an explanation or to remove it as well?

MARYAM BAKOSHI: It's an explanation and then why it is there [inaudible].

JOAN KERR: Right.

RAOUL PLOMMER: We're not attempting that.

IOANA STUPARIU: I think it's okay—

RAOUL PLOMMER: Go on. So maybe we can carry on to the next bit, continued ownership of domain names. Now, I think what we've really meant is that continued lease of domain names. That's what it is, isn't it?

JOAN KERR: I think at this point we were trying to say that this is what NPOC represents, was that this whole transparent ownership, like how ... And I went through too where my own name was taken, and now ... I don't even know if we need to have it, because now there is an issue of redemption, and I think they give you three months' notice and stuff like that. So I don't know if that's really applicable anymore.

MARYAM BAKOSHI: Can I ask a quick question? I've just been going back to the transparent registration process and pricing, so we're talking about domain names here, right? Domain registration.

JOAN KERR: Yeah.

MARYAM BAKOSHI: So I think my question here is, how would NPOC do that if ICANN does not worry about this, since it's with the registrars to do this?

RAOUL PLOMMER: That sentence is there to try to ... it's something against, I don't know, fraud and such that is trying to take domains of people or organizations, and likewise, there's a grace period, like for one month before the domain name can be sold again. These kinds of things. That's what we mean by continued ownership. Usually, companies buy a domain name and keep it for good until the whole brand is bust.

IOANA STUPARIU: For the transparency part, how about if we rephrase it as, as well as transparency in use of domain names, so that you take out completely the terms, process and pricing, and it no longer confuses people. Would that work, Maryam?

MARYAM BAKOSHI: Yes. I think that would work better. Thank you.

IOANA STUPARIU: Transparency and continuity in use of domain names so that you cover both.

JOAN KERR: Or just say continued transparency of domain names. Yeah, I think that's a good suggestion.

RAOUL PLOMMER: But when we were talking about this, the transparent pricing was one of, I think, the key things, because that's something that isn't always ... Like you can't take it for granted because those domains are sold for very different prices from very different registrars.

IOANA STUPARIU: Yeah, but I think Maryam is saying that this is outside of what ICANN [inaudible].

RAOUL PLOMMER: But hang on, we're not trying to regulate prices. We just want to make sure they are transparent. That's a completely different thing.

IOANA STUPARIU: I know, but I think that this is not something that ICANN is dealing with at all, and that's why what Maryam is saying. No? I'm not sure.

MARYAM BAKOSHI: Yes, that's what I was saying.

JOAN KERR: And the thing is that NPOC is saying in order for the not-for-profit to be operational, functionally, they need to have this protection. I think that's what we're trying to get at.

IOANA STUPARIU: Yeah, they need to know how much they will be paying, how they will be allocating the domain name.

RAOUL PLOMMER: But the reason why the word “pricing” is there, it isn't we're trying to regulate the prices, but to make sure that they are observable to anyone who is thinking of getting a domain name.

JOAN KERR: Yeah. So would the word, “transparent registration of pricing ...” It'll be good to know that we can say this is what we're trying to achieve if we also have to follow ICANN, right?

CALEB OGUNDELE: Sorry, I'd like to ask, is pricing control within the remit of what ICANN as a body is supposed to be doing? Only just concerned about that.

MARYAM BAKOSHI: No, that's what we're saying, is that it's not.

CALEB OGUNDELE: Okay. Since it's not, I think we could just remove the pricing and just remove it and leave the transparent registration process. So within the process, anything like pricing can come up or could be invoked. The process just makes it a little bit ambiguous, but it's fine that we ... So we can remove the “and pricing.” Just thinking.

IOANA STUPARIU: I agree with Caleb, we can just remove “and pricing.”

JOAN KERR: Yeah.

IOANA STUPARIU: Include it in process, and that should be fine. And for the continued ownership, I would just replace unhindered use of the domain names, because it covers the continuous ownership. And it also relates to the DNS abuse, which is clearly within ICANN’s remit.

JOAN KERR: Right.

IOANA STUPARIU: Would that work, Maryam?

RAOUL PLOMMER: Can I just interject one more time? The problem is for example there is .gay has just launched. There are many different steps to buy domains when it’s launched. There are several steps along the way before the opportunity is given to everyone.

So it’s this kind of pricing that we want to be transparent. It’s got nothing to do with regulating the price, it’s about regulating sort of transparency. I think it’s—

OREOLUWA LESI: Okay. I want to—Okay, but I—

CALEB OGUNDELE: What I feel—sorry—at this point is that whatever we’re doing when it comes to any of this is being governed by the overall role of ICANN, but then we can invoke anything around the UDRP. The processes that you are mentioning, transparent processes, can be invoked from the UDRP, which is the universal dispute resolution stuff, in case you want ... it’s a bit confusing. I’m trying not to, but just go on. I’m trying to hold back on some specifics I’m not so clear about.

OREOLUWA LESI: Okay, I feel that I do think that—I understand that it’s important to have the accurate information about the pricing. I do think that if we say transparent domain registration process, that covers it because information about the pricing is part of the process or registering the domain. And I think that instead of continued ownership, like Ioana said, maybe use. So if we can reframe that phrase as well as transparent domain registration process use, I think that would cover a lot of the sub-issues that NPOC is addressing. So without having to say continued ownership and pricing, which has been pointed out is outside of ICANN’s remit. So perhaps that would cover it. That’s my suggestion.

IOANA STUPARIU: I agree with Ore.

JOAN KERR: Yeah, I think it would work as well. So Ioana, are you going to put that down? So I'm going to remove ... It's not what we had intended, but I think this is the legal side of it.

IOANA STUPARIU: Yeah, but wait a second. Somebody who's doing the same thing as I did. Wait.

JOAN KERR: Okay, so we need one person to ...

IOANA STUPARIU: What was the second part?

JOAN KERR: Continued use.

RAOUL PLOMMER: The thing is, the question why this was even brought up, was why is this highlighted. And then follow up to that was that we'd also like to understand, especially in light of ICANN's position, that it's not a price regulator. But they're not even saying that there's something wrong with it, they would just like to know why it's highlighted.

MARYAM BAKOSHI: Why it's highlighted actually was the main comment that is actually from Legal which is talking about ICANN being not a price regulator, so if you could just ignore the first one, why it's been highlighted, I think we'd want to concentrate on really Erika's comment.

JOAN KERR: So I guess the process was the reviewers looked at it and then it went to Legal. Is that the process?

MARYAM BAKOSHI: Yes, that's correct.

JOAN KERR: Okay.

IOANA STUPARIU: So what we have now—and please correct me if that's not correct—as well as transparent registration process and use ... Oh, [there's two] as well. And continued ownership of domain names. And continued ownership of domain names. Does this work for everyone?

MARYAM BAKOSHI: I think what Ore said was transparent domain registration process.

JOAN KERR: Yes.

IOANA STUPARIU: Yeah, I thought that was missing, I just wasn't sure where to put it. Okay. So this is what we would have currently. Everyone on board with this? Raoul, are you fine with—we haven't changed much from what was here, we just rephrased it to take out the word "pricing" and "ownership."

RAOUL PLOMMER: Yeah, whatever.

OREOLUWA LESI: "Use" is appearing twice.

IOANA STUPARIU: There you go. Just once. As well as transparent domain name registration process and continued use of domain names. This is how it looks now.

JOAN KERR: So, do we need the first word, domain registration? Transparent registration and continued use of domain names. Maybe take out the first one.

IOANA STUPARIU: it's explicit. It's repetitive but it's not problematic from my perspective.

JOAN KERR: I guess I'm always thinking of we're trying to make the charter shorter and readable.

IOANA STUPARIU: Yeah, but it's important to be precise as well. I agree with Maryam, we should keep it and just go on.

JOAN KERR: Okay. 1.3, just to add the expected standards of behavior, if we can accept that, I guess. It's probably good to have that in the charter anyway. So we can accept 1.3.

IOANA STUPARIU: Expected standards of behavior? Yes, of course.

JOAN KERR: Yeah.

IOANA STUPARIU: I accepted it. It should be there.

CALEB OGUNDELE: I accept it, but I just think it should be rephrased. It says that understand its operation and processes. Now, NPOC follows the ICANN ... It looks very short. I thought perhaps we could merge it with the sentence that is on top, [inaudible] understand the NPOC's operation and processes while it follows the ICANN expected standard

of behavior. Kind of. I'm not so sure, but I just think NPOC follows the ICANN expected ... looks very short and a little bit not so clear. But I'm just suggesting that we rephrase it.

IOANA STUPARIU: I'm fine with the way it is now.

JOAN KERR: Me too.

CALEB OGUNDELE: Okay, let's leave it that way.

MARYAM BAKOSHI: I understand what Caleb is saying. So you can leave it as is, or you can add "members are expected to follow ..." So maybe make it more of a sentence.

IOANA STUPARIU: Okay, so NPOC members are expected to follow the ICANN expected standards of behavior, something like that, right?

JOAN KERR: Yeah.

IOANA STUPARIU: Okay, this is how it would look like.

CALEB OGUNDELE: Awesome.

IOANA STUPARIU: Everyone on board?

JOAN KERR: Yes.

IOANA STUPARIU: Great.

IOANA STUPARIU: Okay, for the three, there was a comment from Carlos. I'm really sorry but I accidentally accepted it. I just copied it here so that you see it as well. He was asking where is the membership process documented, how are applications received and reviewed, how is an application tracked, what is the appeal mechanism. I would not anything on this, just maybe answer to his question.

MARYAM BAKOSHI: The suggestion here is to create a separate procedure document that would answer these questions. That's just a suggestion.

RAOUL PLOMMER: Yeah, I think we plan to do that. It's just we saw this document as a priority. And I think not having that external document really doesn't stop this from getting ready.

JOAN KERR: Yeah, we had planned that. So [I put that on as one thing] for the membership committee.

IOANA STUPARIU: Okay, so I can add as an answer that we are drafting a separate document on this, but it should not affect the current version of the charter.

JOAN KERR: Right.

IOANA STUPARIU: Okay.

JOAN KERR: It would be in line with it. That's something to do.

IOANA STUPARIU: You can go on to the next one while I'm writing.

JOAN KERR: I'm just writing it down as a to do for the membership. Okay. So "Own a domain name" was highlighted as well.

JACQUELINE MORRIS: Joan, if I may, didn't we just have a long discussion about owning a domain name and we don't actually own it?

JOAN KERR: Yeah. We did. People think they do own it, so we want to rephrased that, right? Renting? That actually should be—

IOANA STUPARIU: I would just replace "own" with "use" everywhere.

JOAN KERR: Yeah.

JACQUELINE MORRIS: Possess? Because you're in possession of it while you're leasing it.

IOANA STUPARIU: That may make sense. Legally, possession has different meanings depending on jurisdiction, but—

JACQUELINE MORRIS: Okay.

JOAN KERR: I think “use” because we've used it throughout the document.

OREOLUWA LESI: Yes, I agree. In the section above, we used “used.” So I think we should stick to that.

JOAN KERR: Yeah, just to be consistent. But it's all right. Thanks, Jacqueline, that was a good catch.

MARYAM BAKOSHI: To Erika's second point, is it required, [inaudible] have a domain in gTLD, or does it matter if it is in a ccTLD? So do you want to explicitly call out the sort of domain name?

JOAN KERR: So .com doesn't ... That's an interesting thing.

RAOUL PLOMMER: If I understand what Maryam was saying about the gTLD and ccTLD, that means the .org and the gTLD and, let's say, .org.ng for Nigeria. Is that what you're trying to say, Maryam?

MARYAM BAKOSHI: Yes.

RAOUL PLOMMER: Yeah, so we should be concerned about those .orgs within the country domain name as well.

JOAN KERR: We could say that's not a commercial, because we're definitely not commercial, but we could be everything else. Right?

JACQUELINE MORRIS: Do we step on ccNSO issues at that point? Because NPOC is GNSO and CCs are usually in ccNSO. So if we start pulling .org—reshuffling nonprofit ccTLDs, I'm not sure if that will cause any overlap or poaching from the ccNSO. Maybe we could talk to them. I don't know.

CALEB OGUNDELE: Yeah, okay, but I feel that a not-for-profit is entitled to use the general .org or a country domain .org, right? So if we have to be concerned about them as a not-for-profit using domain name system, either using a gTLD .org or using a ccTLD .org, I still strongly feel it's part of our concern, because the umbrella [inaudible] is that they are not-for-profit. Right?

JACQUELINE MORRIS: Right. My particular thing is that for example, I am from ISOC Trinidad and Tobago chapter and we have ISOC.tt, but we are an NPOC member. So we should make that very clear.

JOAN KERR: I'm trying to remember where we referred to that it's a noncommercial. So I think if you're noncommercial, it doesn't say that you have to have a particular extension, but you must be noncommercial. I think that's the validation.

OREOLUWA LESI: I think that all this warrants is a response to the comment that it doesn't matter if it's a gTLD or a ccTLD, because the operational concerns are basically the same anyway.

MARYAM BAKOSHI: Yeah, that's what I just added in the chat now. I think it's just a question of, does NPOC care if it is or isn't?

JOAN KERR: Yeah, I just think it's just that it's no commercial entities. That's it. Maybe put that at the end, use of a domain name that is not commercial in nature.

OREOLUWA LESI: But some nonprofit organizations have commercial activities, it's just that all the income comes back to them.

JOAN KERR: Yeah, so that's not commercial because it's a commercial entity to raise funds, that's really what it's for, for the operations. We do it as well.

OREOLUWA LESI: I think a member has to be a registered nonprofit anyway.

JOAN KERR: Yes, they do.

OREOLUWA LESI: So I don't think we really need to specify what kind of domain name it is, as long as they're registered nonprofit.

JOAN KERR: We also had that issue of rotary. Can they be members, like international clubs? They're not-for-profits but it's really business association. Right?

OREOLUWA LESI: I think [their major thrust] is charitable, it just happens that I think the origin was that it was businesspeople who got together to do charity. So yeah, they're nonprofit.

JOAN KERR: But we don't accept them.

OREOLUWA LESI: You don't? Oh, okay.

RAOUL PLOMMER: I think we can go with "use," that covers it quite well.

JOAN KERR: I think so. Let's just move on. So everyone's okay with that?

JACQUELINE MORRIS: Yes.

RAOUL PLOMMER: It's just a bit confusing when all the registrars are talking about domain ownership. So I'd want actually ICANN Legal to check that "use" covers it.

JOAN KERR: Yeah, that's a good point.

MARYAM BAKOSHI: So Erika made a comment there about, what if you say domain name registrant? So you might say that instead of "use."

JOAN KERR: So it's applied to them as they own it, as they're using it.

IOANA STUPARIU: My question would be, what is the terminology that is used in the ICANN bylaws? Because if there we have ownership, it should be fine regardless of comments. So we should be in line with the bylaws from the point of view of the terminology used.

RAOUL PLOMMER: Yeah, and if you check GoDaddy for example, they urge you to buy a domain. So if you buy, then you own, right?

IOANA STUPARIU: Yeah, but it really doesn't matter what people say in practice because people don't really respect or understand the legal meaning of words. So we should really just look at the bylaws because that's the standard that we should be respecting. The terminology that they're using, that's the one that we should be using as well.

JOAN KERR: And also, how do we defend it if it's challenged? So, okay, does anybody know what the bylaw says for ICANN?

IOANA STUPARIU: I'm checking as well, but it takes some time.

JOAN KERR: Yeah. All right.

IOANA STUPARIU: So for sure they don't use ownership because ownership is not used in the charter, I just ran a quick find.

JOAN KERR: Okay. But did any word pop up like "use?"

IOANA STUPARIU: I'm skimming through it now but it's very long.

JOAN KERR: Yeah.

IOANA STUPARIU: "Use of domain names, registration of domain names."

JOAN KERR: Okay, so that's how they get around it. So we have the word "use." It's in line then.

IOANA STUPARIU: "Proper functioning of the domain names."

RAOUL PLOMMER: How about saying registrant of a domain? I think that's what actually NCUC might have.

IOANA STUPARIU: So it's registration of domain names, that's what is used.

RAOUL PLOMMER: Yeah, and the person or organization we're looking for is a registrant of a domain name.

JOAN KERR: Brenda, could you bring the document back up? I'm seeing from 3.2, but I thought we'd done that. I just want to see the domain name again. Right there, yeah. So we're talking about member organization requirements.

RAOUL PLOMMER: And we want them to be a registrant of a domain.

IOANA STUPARIU: Makes sense like this. I think it's accurate legally.

JOAN KERR: Well, not really. If 3.1.2 is what I'm talking about, point three, it says member organization requirement. So we're setting up the requirements to become a member, right? So I think they must be a domain registrant, I think would be better because we're setting out the criteria or requirements. Not the use of ... do you get what I'm saying?

IOANA STUPARIU: No.

JOAN KERR: Okay, so we're saying to the member these are the requirements, you fully subscribe to NPOC's mission, you agree to instruct your representative to provide the information, etc., and we're saying ... this is one of the differences between NCUC and NPOC, is that they have a domain name. So I don't think that the use of a domain name is necessarily what's important here to say. I think we have to say, is a domain name registrant.

IOANA STUPARIU: Yeah, a domain name holder. That's correct. That's what Raoul was suggesting as well, I agree with that.

JOAN KERR: Yeah, because it's more clear than use of, it's a different thing almost. So let me change that. In this instance. But I think use of a domain name otherwise is good. Perfect, that's good. Wait, Raoul, because we're trying to make sure people understand right [but be legal.] Everybody's good with it?

IOANA STUPARIU: Yes.

RAOUL PLOMMER: Looks good.

JOAN KERR: Okay. So highlighted is that sentence.

IOANA STUPARIU: Yeah, it's a general comment about the EC, that throughout the document, [we draw a lot of latitudes] to the EC.

JOAN KERR: Right.

IOANA STUPARIU: Personally, I don't see it as a problem. That's why we have annual elections that the membership can very easily hold the EC accountable for their actions.

JOAN KERR: Right. I agree. I don't know if it was intentional, but it was a way of getting things done too.

IOANA STUPARIU: Exactly. Anyone else?

MARYAM BAKOSHI: Ioana, just a quick one to your comment where you say we replace "own" with "use" throughout the entire document for a more appropriate portrayal of the situation. Is that accurate at this point?

IOANA STUPARIU: No, I'm modifying it now.

MARYAM BAKOSHI: All right. Thank you.

JOAN KERR: I think the next comment is one we did discuss the decision making process, and I think that we don't need to change the entity does not fall within the inexhaustive criteria set forth above may nonetheless be ineligible. I think we were good with it.

RAOUL PLOMMER: Looks good as it is.

JOAN KERR: Yeah.

MARYAM BAKOSHI: Joan, I have a quick question. Where you have the NCSG membership review at the NCSG level, how does that play into that? Would that be the reps at that point saying no because it's not the EC's determination?

JOAN KERR: It's not in terms of membership, but if they have questions, they send it to us, right? So we have to have that ... I mean, we have never had it this year, but I remember when I was membership chair, there was a

couple of them that it was sent to the EC to accept or not. Doesn't happen very often.

MARYAM BAKOSHI: What EC is that, NCSG or NPOC?

JOAN KERR: NPOC EC. Yeah. That's when I started. It was sent, because NCSG at the time rejected a number of organizations and so it was sent to the EC at that point. But structure was different then too.

MARYAM BAKOSHI: I don't remember that, but I think this needs to be discussed because if membership is determined at the NCSG level, then you may want to clarify that.

IOANA STUPARIU: No, because we have another section that says that we're very clear about who can become a member but that under exceptional conditions, we will review an organization that doesn't fit into— depending on what country to address the country issues. So I think that we need to be able to do that.

MARYAM BAKOSHI: Okay, so again, I think it's a discussion that needs to be had on the broader level with NCSG, because to be an NPOC member, you have to

be an NCSG member. So they cannot be NPOC members without being NCSG members. So if NCSG is saying no, how would NPOC say yes?

RAOUL PLOMMER: We couldn't. Maryam, I think this could be used in a case where for example we knew of a case that was applying for NCSG membership and we discussed it in the EC and before accepting it at the NCSG, because we have two members there at the NCSG from NPOC, and the decision needs to be unanimous, always. So you see what I mean?

MARYAM BAKOSHI: Yeah. So that's what I'm trying to call out here.

JOAN KERR: So we don't need to have that, then, is what you're really saying, because they did change that structure and we did agree to that structure.

MARYAM BAKOSHI: Yeah.

JOAN KERR: Yeah. Okay, we can remove it then, I think that's ... Yeah, this was when we were looking after the membership.

RAOUL PLOMMER: I think another thing is that it's okay if the person gets accepted in the NCSG level but there might be reasons why we don't accept it at NPOC. And I think that has been the case, that we could basically refuse to take a member that the NCSG saw fit and we didn't.

JOAN KERR: But we should also be in a situation to challenge a decision that NCSG makes.

MARYAM BAKOSHI: Yeah, that's why like Raoul was saying, it's a consensus. So everyone has to agree on NCSG EC regarding a member. So it is the NPOC rep at that point saying this is why this person should be a member. So if it's a unanimous decision, then fine, if it's not, then that doesn't move forward.

JOAN KERR: It doesn't move forward, but then there is—I haven't been on it, but you send out, if they need a clarification or whatever. But if the NPOC members argue that this should be a member, the new have to fall back on why they should be a member.

IOANA STUPARIU: What point is this? I don't see it on the screen.

JOAN KERR: 3.2, an entity that does not fall within the non-exhaustive criteria set above.

IOANA STUPARIU: Yeah, I see that, but ... Okay, so no comment is highlighted. That's why.

MARYAM BAKOSHI: I'm just trying to think of a situation where a person can be an NPOC member and not [inaudible] NCSG membership.

JOAN KERR: No, they can't.

RAOUL PLOMMER: There's no such case, but it can be the other way around.

MARYAM BAKOSHI: Yeah, it can be the other way around, but it cannot be the NPOC to NCSG.

JOAN KERR: Yeah. Okay, I'm suggesting we remove it because it's at that level that it's determined anyway.

IOANA STUPARIU: I would remove it regardless because it has three negations which makes it very confusing at reading. Like non-exhaustive does not fall nonetheless ineligible. It's hard to read.

JOAN KERR: Yeah, that's from the old one, so let's just remove it, because we've already set out the criteria anyway. Any comments, anyone?

RAOUL PLOMMER: Yeah, at least it says in the beginning that it's a non-exhaustive list.

JOAN KERR: That's right. All right, next. Thank you, Maryam. Membership standards document.

IOANA STUPARIU: So the answer is yes.

JOAN KERR: I'm writing that as a to-do.

IOANA STUPARIU: Okay.

MARYAM BAKOSHI: loana, is it possible to reply to comment, Carlos' comment to just say yes, please?

IOANA STUPARIU: Yes, I'm doing as we speak.

MARYAM BAKOSHI: Thank you.

IOANA STUPARIU: Yeah, I was just drafting it.

JOAN KERR: Okay, great. 3.8. Everyone's okay up until 3.8? Hearing no objections ...

RAOUL PLOMMER: No objection.

JOAN KERR: Sorry, I just always have to check, because sometimes when we go on to the next one, someone may have an idea on the previous. So I always try to make sure we bring that back in. So, all right, 3.8.1. I'm going to lose my voice in a minute.

RAOUL PLOMMER: I'll take it from here, Joan.

JOAN KERR: Thanks.

RAOUL PLOMMER: So we could change it so that NPOC EC ...

JOAN KERR: I'll be right back in one minute, okay?

RAOUL PLOMMER: Okay.

JACQUELINE MORRIS: Raoul, if I may, when you say we have the right to require membership fees, one of the things that usually happens is that we just need to figure out, say, how we determine whether it's just the EC or if it's a percentage of the membership that would have to approve any decision to impose fees and how much, but it's usually better for it to be broader rather than smaller, because if it's the EC all the time, then it kind of feels dictatorial, if you know what I mean.

RAOUL PLOMMER: Yeah, we could have the membership decide it.

JACQUELINE MORRIS: But then there's the idea that if the membership decides it, they might all choose not to be fees, because I don't think anybody would like to pay fees if they don't have to, unless you make a very good case for such fees. I don't know. It's just ...

RAOUL PLOMMER: We've never asked for fees. We've never even considered asking for fees. But we've wanted to keep the option open just so that in the future, if it becomes sort of the only way of, I don't know, being able to function, then perhaps we'd want the option to start doing that straight off the bat instead of going through the charter review before that's possible. And I think it's something that isn't a change from the old charter. That also had that same chapter.

But I could be up for making it the membership who decide on doing those fees, and then if we as the EC see it necessary, we just really have to prove our case, and that's got to be damn good for the membership to decide to start paying. It's got to be a really good case to actually happen. But that's really, I guess, something we wouldn't want to do at the EC anyway, like we'd want the whole membership mandate behind it, because it's obviously an unpopular decision.

JOAN KERR: Yeah, I just came back in, so what it's asking is, is it the decision of the EC or the entire membership? Is that the gist?

UNIDENTIFIED FEMALE: Yeah.

JOAN KERR: And I think it should be a broader ... Yeah, I think the membership should be involved in that decision if it comes to it. Sorry, guys, this is a time of year that allergies are bad, and I have them. Okay, so what do we need to do here? Agree that it's a broader issue? Is that what it's asking?

JACQUELINE MORRIS: Are we going to have a procedures document following this? BECAUSE then it could go there and you can say if you want to impose fees or increase fees or whatever, then this would be done by vote of the membership and blah-blah. It doesn't have to be in the charter.

RAOUL PLOMMER: I agree, that would be good to include in the membership standards document.

JACQUELINE MORRIS: Right, so just say NPOC has the right to require membership fees according to the procedure in XYZ document.

JOAN KERR: Right.

RAOUL PLOMMER: Sounds good.

JOAN KERR: Perfect.

RAOUL PLOMMER: Does somebody want to write it down there?

IOANA STUPARIU: I'm writing it.

JOAN KERR: I'm also putting in an action for the membership standards document.

CALEB OGUNDELE: I'm just concerned, is the membership meeting not about this time?

IOANA STUPARIU: it's in 45 minutes.

CALEB OGUNDELE: Okay.

IOANA STUPARIU: Next one, I assume.

JOAN KERR: Yeah, everyone's okay with that? 3.8.1.

IOANA STUPARIU: Yeah.

JOAN KERR: Okay, good. Let's go to the next one. The NPOC policy chair, outreach and engagement coordinator ...

JACQUELINE MORRIS: Just a second. If we can look at 3.9, there's a word missing. An active member is an organization whose or has updated. Whose what?

JOAN KERR: Organization or representative.

IOANA STUPARIU: Official representative.

JACQUELINE MORRIS: Maybe you should spell it out because if you look higher up, the capital OR in 3.8 is or, not OR.

IOANA STUPARIU: Yeah, that's correct. Done.

JACQUELINE MORRIS: Thank you.

JOAN KERR: Yeah. Is it official? Hold on, it's organizational representative.

IOANA STUPARIU: Right. Sorry.

JOAN KERR: Yeah. Sorry.

IOANA STUPARIU: Is it okay if I just write "whose representative" so that it's not "organization whose organizational representative ..."

JOAN KERR: Right. Okay. Well, we had the designated representative and so maybe that's what ... Maybe just use the word "representative." That's good. Yeah, we have to be so careful about these things, don't we? Okay, executive committee. The order of this section is confusing.

RAOUL PLOMMER: Yeah, he thinks that we've done it by mistake, we're lacking vice chair there. But he doesn't realize that we've actually reduced it from six to four, and I answer him in the next comment that he's made.

JOAN KERR: Okay. So we can remove that then. Any other comments from anyone then?

IOANA STUPARIU: No, I think it's fine.

RAOUL PLOMMER: Oh, actually, the 4.1.1 needs to ... Because that's talking about a vice chair but we won't have a vice chair after [this goes through.] So we need to change that somehow.

IOANA STUPARIU: [But it says] like at the first meeting, someone is designated. So basically, it's not a vice chair, it's more like a suppleant chair.

RAOUL PLOMMER: Oh, that's fine. Yeah, you're right.

IOANA STUPARIU: Should we call it suppleant chair so that it's not confusing anymore?

RAOUL PLOMMER: Yeah. if that's the correct term, let's put that in.

JOAN KERR: Yeah, it's just so that it's clear who would take over if ... Yeah.

IOANA STUPARIU: Okay, I'm running a search to see whether "vice" appears in any other ...
Okay, I'm replacing every "vice" with "suppleant" so it's not confusing.

MARYAM BAKOSHI: Just a quick one, the suppleant chair, is that a title or just a name?
because I can see the initial letter's in capital.

IOANA STUPARIU: Okay, fair enough. Small S then.

JOAN KERR: Yeah.

IOANA STUPARIU: Yeah, it's done everywhere with small S. Okay. Any other comments on
this, or can we move on?

JOAN KERR: So we've got 4.1 done, 4.2. Any questions about 4.1, first of all?

RAOUL PLOMMER: No.

JOAN KERR: We can move on to 4.2 then. That's good.

IOANA STUPARIU: Yeah, that's a good question, why is the treasurer not part of the ...
Okay, good, so you answered it. Perfect.

JACQUELINE MORRIS: I have one question. If we don't have money, can the treasurer be
someone who manages the accounts, as in what funds we get from
ICANN for particular things and so on, or is that a full EC activity?

JOAN KERR: We don't get money from ICANN. If there's a cost, they pay for it. For
example, a website or anything like that. They reimburse invoice. The
second part of your question is that if there's any fundraising, it's on
NPOC to do that.

JACQUELINE MORRIS: You mean EC?

JOAN KERR: Yeah.

JACQUELINE MORRIS: Okay.

IOANA STUPARIU: And there's the CROP funding, but there's a separate CROP coordinator. So that doesn't fall within EC's scope of work.

JOAN KERR: Yeah. It would be nice if they gave us the money to find our own webmaster or whatever. But they pay for that stuff. So it's a budget line, that's all.

JACQUELINE MORRIS: Okay, thanks.

OREOLUWA LESI: And then we have right now the secretary just keeps the financial records and updates it.

JOAN KERR: Yeah. So a lot of organizations have the title of secretary treasurer so that they oversee, especially when there's so little money. Okay, my only issue with 4.2 is that you could be in a situation where all of the EC could possibly be new in a given year, so we've done nothing to stagger any of the positions. It's unlikely that it may happen, but it can happen.

JACQUELINE MORRIS: One way to get around that is to have the immediate past chair on the EC.

JOAN KERR: Ex officio, yeah. That's my only concern with it right now. That's one way. The ex officio does not have voting rights, it's just for continuity sort of thing.

JACQUELINE MORRIS: Right, so that person could say, "No, two years ago this is what happened," or, "Last year, this is what happened." And it's kind of easy to just add that because it doesn't require any voting, any ...

JOAN KERR: Yeah.

IOANA STUPARIU: I'm happy to include such a provision. I know that other organizations are using it as well.

JOAN KERR: Yeah, because it helps with the committee's work. Any other thoughts?

OREOLUWA LESI: I was just wondering about Carlos' point just before that. "I recommend calling out these sections as terms to make it clear and easy to find." I don't really understand that. Was he suggesting that we make it a separate section?

JOAN KERR: This should be its own section.

IOANA STUPARIU: I think he was just referring to adding titles that give a hint on what the next provisions are about, just for an easier read. So it's not a substantial change, just a maybe format change. I think we should focus on the substantial changes and not on the formal changes. For instance, this one is quite a big one which we would add regarding ex officio chair.

JOAN KERR: So he's just saying, for example, 4.2 should say "terms of EC positions," right?

IOANA STUPARIU: Something like that, yes.

JOAN KERR: Okay. Well, maybe that's a good thing to have as a section, 4.2, so it's clear if somebody is looking for it, what's the term, it would come up, right? That suffices—there's some echo. I hope it's not from me.

RAOUL PLOMMER: Not me.

IOANA STUPARIU: I hear it from you, Joan. Sorry.

JOAN KERR: I don't know why. I'm going to mute for a sec and see what is going on.

RAOUL PLOMMER: [inaudible].

JOAN KERR: Okay, so we're discussing 4.2 anyway, so I'll be right back.

RAOUL PLOMMER: I've put text, "terms of an EC position." Does that sound right to you?

IOANA STUPARIU: Sounds odd. I'm thinking.

RAOUL PLOMMER: Yeah, I feel it's not the way to say it, but you understand what I want to say.

IOANA STUPARIU: Yeah, but it sounds odd like this. Like you would be saying terms and conditions.

RAOUL PLOMMER: Maybe we can let that simmer and let our subconscious work on that while we proceed.

IOANA STUPARIU: Okay. I'm fine with that. How does everyone feel about the previous substantial change about including the need for the prior chair to stay for one more year without voting rights just for the sake of continuity?

RAOUL PLOMMER: Sounds simpler, actually. But we might not always have that person.

IOANA STUPARIU: Yeah, that's correct, of course. Is there anyone that has an issue with it or sees any risks or problems with it? Of course, if we don't have anyone, that's fine.

JACQUELINE MORRIS: [inaudible] the question what happens if we don't have the immediate past chair available is we can probably have someone from the last executive step in as that person. I don't know how we would have to write that down.

JOAN KERR: The reason I brought it up is that when I was reading it, there is cause for concern if an EC ... It can happen, I've seen it happen. That we address that just in case. In this case, it obviously isn't so, but it can happen in the future. I think we should have something that when a chair becomes a chair—because it won't apply in this term—that the understanding is that there's a term for the two years and then a term for being ex officio. And it's standard for not-for-profits.

JACQUELINE MORRIS: I was thinking more about really unavailable as opposed to just, “You know, I'm really busy and I'm going to go off and do something else now.” Not that we're wishing this on anyone, but there's death, disability. What I was thinking, if that person is really, truly unavailable. But usually, that should happen, that would normally happen before ... I don't know.

JOAN KERR: We could word it—I'm saying that's a standard one and easy to do. You could also word it that “or any member that's available,” but I don't know, I just think ... Do we want to address it, first of all? I just thought I'd bring it up, that's all.

RAOUL PLOMMER: Just reading on the next comment there is with at least three EC members voting, there's actually a good point that if we have only four members in the EC, we might need a deciding vote, or maybe we should go with five members of the EC. And the suppleant chair is actually somebody like at least with these 4.1.1 rules, it is essentially a vice chair because it's going to take over the chair's responsibilities. So I don't know, maybe we should keep that position after all. And I guess the biggest point about that is if we have only four people, we can have votes like two against two and then nothing happens, like we can't get anything decided. So we either need to have a deciding vote, or five members.

IOANA STUPARIU: I think there's a provision that says the chair has a deciding vote. I saw that somewhere here.

JOAN KERR: Yeah, the chair does have a deciding vote.

RAOUL PLOMMER: I tried to search for that word but it might be something else. Like I couldn't find "deciding vote" for example.

JOAN KERR: It is there.

OREOLUWA LESI: I think maybe it was worded as veto. We can always look.

JACQUELINE MORRIS: Or a [casting] vote.

JOAN KERR: I think it's in shared responsibility or something.

IOANA STUPARIU: I'm checking now as well.

JOAN KERR: Yeah. So a chair is supposed to listen to everyone and if there's an issue, usually ... in our case, a lot of it was consensus, right?

IOANA STUPARIU: It's 4.7.5, it's called tie breaker. The chair shall act as a tie breaker with an extra tie breaking vote.

RAOUL PLOMMER: Okay, excellent. So yeah, then we can answer that question. I guess what we mean is that we need three for a quorum and then a majority to vote in favor, right?

JOAN KERR: We've been operating as consensus. Did we define what a majority vote is? We've operated as consensus so going through the issues and then agreeing.

JACQUELINE MORRIS: The way it's worded is three members vote and it's a simple majority of the three members. So two out of three.

JOAN KERR: Right. It's an easy—and if there's conflict, the chair casts the vote. So, are we still on 4.2.1? We're done with that, right?

IOANA STUPARIU: You're writing, Raoul, right? Because I'm hearing you type. So it's not ...

RAOUL PLOMMER: Oh, sorry.

IOANA STUPARIU: No, so I shouldn't be writing because you're writing, right? Just wanted to check.

RAOUL PLOMMER: I just commented Erika's—

IOANA STUPARIU: [Perfect.]

JOAN KERR: So Ioana, which ones are you dealing with at the moment?

IOANA STUPARIU: Waiting for the next one, actually.

JOAN KERR: Okay. So am I.

IOANA STUPARIU: Right, so 4.4 right now.

RAOUL PLOMMER: Right.

JOAN KERR: Good.

JACQUELINE MORRIS: A quick question about 4.4. Seven days, is that seven working days or actual days? Because there are times where depending on where we are in the world, seven days could be two working days.

JOAN KERR: Right. So seven business days, is that what you want to say?

JACQUELINE MORRIS: I just wanted it to be clear whether it's seven business days or seven actual days.

JOAN KERR: Right. I think it was meant to be seven actual days.

RAOUL PLOMMER: Like a week.

JOAN KERR: Yeah.

IOANA STUPARIU: So seven calendar days?

JOAN KERR: Yeah, I was just going to use the word “calendar.”

IOANA STUPARIU: Okay, added.

JOAN KERR: Thank you.

RAOUL PLOMMER: How about just changing it to within a week? Makes it shorter.

JACQUELINE MORRIS: Seven calendar days is fine, I think. It’s more precise.

IOANA STUPARIU: Yeah, exactly.

JOAN KERR: Okay, so 4.5. Is this still needed in light of section three?

IOANA STUPARIU: So we are at 4.4. and 4.5, and the questions are, recommend merging these two points into the new EC voting section, and see comments about revoting. Maybe the language above should be deleted.

JOAN KERR: Right. So it's repetitive but it's pretty significant, right?

IOANA STUPARIU: The question is, do we need 4.5?

JOAN KERR: Right, that's exactly what it's asking, do we need it?

IOANA STUPARIU: I don't think so. No, because we have ...

JOAN KERR: It says in 4.3.4 at least three EC members voting. So it already says that.

IOANA STUPARIU: I saw that, but that's just for appointing NPOC representatives to the ICANN NomCom. So that's a specific. This is the general vote. I think we should keep it if there's no other [inaudible].

JOAN KERR: I agree.

RAOUL PLOMMER: Yeah, let's keep it, doesn't make it that much longer.

JOAN KERR: Yeah. And he's just asking, is it still needed? The answer is yes.

MARYAM BAKOSHI: Joan, can I jump in really quickly?

JOAN KERR: Sure, go ahead.

MARYAM BAKOSHI: If 4.5 exists, why are you calling out NomCom?

IOANA STUPARIU: My thoughts exactly, Maryam.

MARYAM BAKOSHI: Yeah, 4.5 covers 4.3.4.

IOANA STUPARIU: I actually agree it's redundant since it's included in the general rule.
There's no deviation from it.

JOAN KERR: As long as it's covered—and if it is, then it can be taken out. I think the issue was, is it covered? And it's a simple one that's probably throughout the document anyway.

IOANA STUPARIU: So, what I would do is I would keep the task, which is appointing NPOC representatives to the NomCom, but I would take out the second part, which is how, because the how is covered by 4.5.

RAOUL PLOMMER: Yes. Excellent.

JOAN KERR: Perfect.

IOANA STUPARIU: So it would look like this. Does this make sense?

JOAN KERR: Yeah.

IOANA STUPARIU: Awesome.

MARYAM BAKOSHI: Thanks, Ioana. And then going back to 4.5, it says unless otherwise indicated. Is there anywhere else that it is less than three or more than three?

JACQUELINE MORRIS: Would that not be consensus agreement without any vote?

IOANA STUPARIU: Would it make sense like this, if I added this to be more precise?

MARYAM BAKOSHI: Also, I'm just asking, is there anywhere else in the charter—I can't really remember—where ...

IOANA STUPARIU: Me neither.

MARYAM BAKOSHI: Somewhere, because if there isn't, then that phrase is almost not needed. So how does the EC make decisions? Is it by consensus, or at least three people?

JOAN KERR: Well, it's always by three people but we haven't had that ... we discuss things and people agree. But it is at least three people.

RAOUL PLOMMER: Yeah, so we could take it off the 4.3.5 and 6.

IOANA STUPARIU: Maryam, I found a case of unanimous decision, so it makes sense. At 7.5, there is a case of removal of an EC member from office by unanimous vote. So that's basically a case which justifies keeping the "unless provided ..." Does it make sense, Maryam?

MARYAM BAKOSHI: It does, but I'm just a bit worried that 4 is a lot higher than 7 for someone to go see the change in 7. So, is there a way you can call out that before this? I don't know, I would see this and think, okay, from 1 to 4 I haven't seen anything else and just assume that it is three.

IOANA STUPARIU: My personal perspective, at least from a legal perspective, is that this is how it's solved to have exceptions in [a very lengthy] document, because unless otherwise indicated in this document, it doesn't matter where, this is the [rule.] So it doesn't matter if it's point 3, 7 or 25.

MARYAM BAKOSHI: Yeah, okay. When it says majority vote, what is the majority vote? Because I know it's a minimum of three members present, but what is a majority vote?

JACQUELINE MORRIS: Should we just put simple majority vote?

RAOUL PLOMMER: Yeah.

JOAN KERR: Yeah, but what is that, is what Maryam is asking. It could just be three members present, not six or five.

MARYAM BAKOSHI: Yeah, so [inaudible] but is it two of the three?

IOANA STUPARIU: Yeah, majority would mean two out of four. So yeah, I get what you're saying, Maryam. [It doesn't make sense.]

JOAN KERR: Yeah, but it's more than that. It's saying "members present." It's not members of the EC. So say for example you have a meeting that there are only three members present. Is that a majority?

MARYAM BAKOSHI: But we're talking about the EC here, right?

JOAN KERR: Right, that's what I'm saying, that I there are six members of the EC and only three showed up ...

IOANA STUPARIU: Yeah, but it's four, so that's the problem that we decided that the EC is made of four members, so you can't really have mathematically a majority, unless you have three out of four. And there's another problem because I ran a quick search of the word "majority," and there's many places where we have a majority vote, which mathematically should be specified, like what does a majority vote mean, since it's like four members. So you cannot have 50 plus one, which majority means. 50 plus one would mean three out of four. So if we keep the word "majority," I think it's confusing and inaccurate.

RAOUL PLOMMER: Well, if you read Wikipedia on majority, a majority also called a simple majority, distinguish it from similar terms. And it says more than half. So I think that's pretty clear.

IOANA STUPARIU: Yeah, more than two.

JOAN KERR: But we have to define which one we're choosing. There are many documents you can choose. You can say 50 plus one or we can be specific and say at least four members, right?

IOANA STUPARIU: Four means unanimous because you have four overall.

JOAN KERR: That's right.

IOANA STUPARIU: It's simple math. 50 plus one, or how Raoul said, majority means 50 plus one, which in this case means two plus one because two is half. So the voting is done with three votes if we go with majority vote. Right?

JOAN KERR: Yes.

IOANA STUPARIU: So this should be specified like this, by three persons' vote, so it doesn't confuse anyone.

RAOUL PLOMMER: But we already say that we need three members present, so that's like ...

IOANA STUPARIU: That's two different quorums. It's the present and the voting quorum. And we don't say this throughout the entire document. Like look at, for instance, 4.1.1. It says the first meeting of the blah-blah, a member of this designated as suppleant chair by a majority vote of the EC. Majority means three. So in theory, three out of four can designate a fourth person as a suppleant. Majority is also in 4.2.1, approved by majority

vote of the EC. That means three votes with at least three members voting.

JOAN KERR: So the issue is for us to define what does majority mean.

IOANA STUPARIU: Yeah. Majority in this case can be confusing and we should replace it with three everywhere.

JOAN KERR: Yes. Okay.

IOANA STUPARIU: That's the issue.

RAOUL PLOMMER: And does the majority include when it's two, two, and the chair is for it?

IOANA STUPARIU: No, because majority means more than half and half is two. So two plus anything else cannot mean two. It has to mean three because we talk about people.

RAOUL PLOMMER: Okay. Well, then I think we need to rethink that deciding vote.

IOANA STUPARIU: Exactly.

JOAN KERR: Yeah, that's what we're saying.

IOANA STUPARIU: That's why I'm saying that if we go with majority, which means three, we cannot have that deciding vote. It doesn't make sense, it won't happen.

RAOUL PLOMMER: So, would you have a term for that?

IOANA STUPARIU: Just three votes. We can use "majority," but we should define in brackets, like, three votes out of four, just for clarity.

JACQUELINE MORRIS: There's also a definition of simple majority with the casting vote where it's simple majority but if it's tied, then the chair does a tie break. It's still the simple majority, that is, whoever has one more vote than the other side wins. But if there's a tie, then there's the casting vote, so we don't have ... the definition of simple majority is known, is it not? If it says simple majority, then people know what that means, right?

OREOLUWA LESI: I tend to agree that majority is usually clear, because if we specify a number, right now, we say in 4.2.1 majority vote of the EC with at least three members voting. So that means that the members who are not there, that's the fourth member, is not there and doesn't vote. So we can't say the majority is three, because in that case, it's unanimous. So I think simple majority seems to make sense, or we say more than half since there are only four people voting in this case. But I don't think we should say a number.

JOAN KERR: I think you're right. Most not-for-profits understand what a majority means. It's 50% plus one, right? Just to be the tie breaker. I think most not-for-profits use that, unless they're bigger. So it would be of the members present. So, is the leaning toward using the word "majority," or the number defined? That's the question.

IOANA STUPARIU: I would go with number everywhere because numbers cannot be interpreted, discussed, confused and so on.

JOAN KERR: Okay, so that's one for that. Anybody else?

OREOLUWA LESI: Because we're saying with at least three members voting, that means that the number may change. It may be four sometimes, it may be three sometimes. So I don't think we can put a number.

JACQUELINE MORRIS: [Ditto.]

RAOUL PLOMMER: Yeah, it could be two against one.

JOAN KERR: And the chair being the tie breaker.

RAOUL PLOMMER: Well, that's sort of not taken into account with this, but I'm thinking if we were to go with numbers, then we would definitely need five members on the EC.

JACQUELINE MORRIS: We need five members present and voting, because if one doesn't show up, we're in the same position as before. So I think it's difficult to put an actual hard number in there, considering we don't know how many people are going to vote in any circumstance. So, could it be three, could it be two out of three or three out of five? Or if we have five and four people show up, then it could be two and a tie breaker. There are so many possibilities that I think it would be a lot to explain and write down.

JOAN KERR: In terms of functionality, if we go by numbers, and at least three members don't show up for meetings—now, we haven't had that, but in my other organizations, we refer to something as the Robert's Rules, but it's part of [inaudible] rules for Canada, and it's the simple majority of 50% plus one of members present, because if it's a hard number, then the chair would have to take the duty of asking everyone, which, I've done it, you make sure that everybody is on board, but how do you run a meeting all the time if you cannot get that voting done?

MARYAM BAKOSHI: Joan, I have a quick question. [NPOC aligned,] for instance, if a member does not attend a meeting but votes, is that allowed?

JOAN KERR: Well, if somebody is not at a meeting and there was something that was put forward, like for example we had the bank account issue, it wasn't a big issue because there was no money, but if someone was not at the meeting, I personally would write and inform them about the motion and that everybody has voted, and are you okay, are you for it or against it? Just to have that information.

But it depends what the issue would be, Maryam. If somebody cannot make the meeting and they have regrets, they may say, "Here's my thoughts on this," and it would be up to the chair to include that.

MARYAM BAKOSHI: So again, thinking about it, when you say if it's up to the chair to include that, if an EC member has registered their regrets and says, "Regarding

agenda number whatever, I'd like to say yes or no to this," how would the chair be determinant for accepting or rejecting that member's vote?

JOAN KERR: It would be included because they've specifically said "I cannot make it, here is my vote."

MARYAM BAKOSHI: Yeah.

IOANA STUPARIU: If I may intervene, we have four more minutes until the membership meeting, and we cannot finish the charter now, so we will have to set up another meeting to finalize it, which is to be expected, not an issue. If I can suggest, just decide on a next meeting and then maybe take a short break until the members meeting.

JOAN KERR: Sounds good. If we can make it so it's not 8:00 Canadian time, I'd be happy.

IOANA STUPARIU: What time is it there?

JOAN KERR: It's 9:58 right now, so 10:00. So the meeting started at 8:00.

IOANA STUPARIU: So for you, 2:00 PM UTC would be fine?

JOAN KERR: So that's 9:00, right?

IOANA STUPARIU: it's 10:00, I think.

JOAN KERR: Okay. perfect.

IOANA STUPARIU: What day?

JOAN KERR: For me, Tuesdays are out. I have a full day of meetings on Tuesdays. So I don't know, including NPOC's meetings.

RAOUL PLOMMER: Thursdays work well for me.

IOANA STUPARIU: Thursday next week at 2:00 PM UTC?

JOAN KERR: That's the 17th?

IOANA STUPARIU: Yeah.

JOAN KERR: I'm good.

IOANA STUPARIU: I wrote it on the chat. Does the date work for everyone, or do you have constraints?

RAOUL PLOMMER: Sounds good to me.

MARYAM BAKOSHI: Brenda, does that date and time work for you?

BRENDA BREWER: Yes. I checked my calendar and that works.

MARYAM BAKOSHI: Thank you.

BRENDA BREWER: Thank you.

IOANA STUPARIU: Going once, going twice. Okay, I think we have a date for the next meeting, and with your permission, I suggest we move to the other meeting soon.

JOAN KERR: Okay. Thank you guys. Great job. Ioana, great job.

IOANA STUPARIU: Everyone, great job.

JOAN KERR: Yeah. But we needed the legal—we're community, right? For me, I'm always an advocate first. Okay. Thank you.

IOANA STUPARIU: See you soon, guys.

[END OF TRANSCRIPTION]