TERRI AGNEW:	Certainly. Good morning, good afternoon, and good evening. Welcome to the EURALO bylaws taskforce call, taking place on Wednesday the 4ᵗʰ of May 2016 at 20:00 UTC.

On the call today, we have Jean-Jacques Subrenat, Olivier Crépin-Leblond, Mikhail Medrish, Oksana Prykhodko, Wolf Ludwig, and Sebastien Bachollet.

We have listed apologies from Yuliya Morenets, Roberto Gaetano, and Christopher Wilkinson.

From staff we have Silvia Vivanco and myself Terri Agnew.

Also just joining us is Matthieu Camus.

I would like to remind all participants to please state your name before speaking for transcription purposes. Thank you very much and back over to you Olivier.

OLIVIER CRÉPIN-LEBLOND:	Thank you very much Terri. It's Olivier Crépin-Leblond speaking. Have we missed anybody on our roll call by any chance? Any one on the call who is not on the Adobe Connect?

No? So the roll call is complete. And today we're going to continue our work going through the EURALO bylaws. The aim of today's work is to work on point B of Mikhail Medrish's comment. And Mikhail has also mentioned that we probably need to make the whole section nine, or let's just see how we start on this, because obviously we need to go in a

step by step process. And I know that section nine has parts that are all over, that pertain to a number of things. So I guess, yeah, so that's really what we're going to work on today.

Are there any amendments that anybody wishes to make to the agenda?

Okay, so the agenda is adopted as it is at the moment on your screen. So welcome to this. Let's start immediately with the action items from our last call. There were a handful of action items. And of course, the action item page has got the notes from the, what we had agreed, and then some [inaudible] looking at the page, with the first one being that the task force is to ask all other RALOs regarding financial matters [inaudible]… organization instruments to the mailing list.

So that's actually two action items in the way. I haven't contacted the other RALOs regarding financial matters, so that's still pending. But Mikhail has sent the details of the operating principles of LACRALO, the rules and procedures of NARALO, and the operating principles for NARALO. The operating principles for APRALO, and the AFRALO operating principles.

What I was going to suggest is that we… I must admit, I haven't read through these, but I was going to suggest that we keep these for the next call, and we focus on these perhaps during some time in our next call. But what I will do though is to ask Mikhail whether you wish to, do you have any suggestion as to treat those?

Whether they are just to be used for us to help us in our work when we look at our specific sections or bylaws? Or whether you want to review

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those? How do you want to play this one? So Mikhail, you have the floor.

MIKHAIL MEDRISH: Thank you. I don't know exactly what to do, because what we have, what is written, just a little bit different. And that [inaudible] first of all to decide whether we, we'll try to move our [inaudible] to what is written, maybe with some changes. Or we will fix what we have, and we will rewrite [inaudible] maybe change something also.

So it is necessary to understand what is better. To move from paper or to move from [inaudible]. And it is necessary to discuss first of all, I suppose, because impossible with a clear goal to look through and try to change some wording. I suppose it's not good without the goal.

First of all, necessary to have a goal, what we would like to achieve. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Mikhail. It's Olivier Crépin-Leblond speaking. So, what I suggest then that we bank those, and we have an action item for everyone on the taskforce to, I'm not going to study all of them because that's a lot of reading, but at least go through them and see if there are any commonalities or anything. We can certainly use these documents as background knowledge that we would need to have when we work on our own bylaws.

I'm a bit cautious about putting parts of some of these operating principles from other RALOs. In that I know some RALOs there have

been some serious disagreement as to the actual content of their own operating principles. So you know, we don't want to open another can of worms with them as well, but let's just put them on the side and study them for next week.

And in the meantime, on today's call, we can focus on our work, which is in section number four. That we have an action item on this. Mikhail Medrish, you have the floor.

MIKHAIL MEDRISH: Maybe it will be interesting if I try to overview… What is the main problem with our strategy [inaudible]? So we have, in the paper, we have a Board, Board electing, is electing the chair and vice-chair. And about treasurer I would like not to say because once only mentioned, not necessary, I suppose, to discuss. Better to exclude [inaudible], but the main body, the Board, the Board vote for chair and vice-chair and those of the secretary, secretariat.

Not person but a role, secretariat which is [inaudible] by Board. So everything by Board. In reality, we have a chair of EURALO, which elected by General Assembly. We have no vice-chair, but we have secretary, as a vice-chair, very close. So we are to decide what to do.

I sent all of you operating principles of our colleagues from other RALOs, only to view and to understand what they are thinking about, their main document and result without any other ideas. Thank you.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks for this Mikhail, that's very helpful. It's Olivier speaking. So if that's the case, the I suggest… We'll have to have an action item for everyone to scope through the other, just looking at the structure of the other RALOs. And today, we can just move on then to part number four. We do have to look at, [inaudible]…

The second action item is just to put a Doodle out. So we can move on from the action items, and we can go directly into the review of the suggestions that you're making. And in there you will see there is a link to the current EURALO bylaws, which is correct now. And then there is the EURALO bylaws review, which is the document that you had submitted Mikhail.

And if we scroll in that document to B, with it says governing bodies, EURALO officers and their functions that correspond to real life, you basically summarized this part for us just right now. I was going to suggest that we first start look at each one of the positions basically and make proposal of these. The first one being the chair and the vice chair.

And as you correctly say, [inaudible] pre-selected chair, that we don't select a vice-chair. And I wanted to then perhaps information from Wolf as to why there was a chair and vice-chair included there, and why we don't have a chair and vice-chair today. And of course, anybody else who was around in those days, or has any suggestions, very much welcome and suggested to work on this.

So I see here, Wolf is putting in the chat, some of the operating principles [didn't?] prevent serious conflict in some RALOs, the question

is whether, or how far such rules are impractical? Okay. Can you speak Wolf?

WOLF LUDWIG: Yes. It's Wolf Ludwig for the record. I don't know whether this needs much further explanations. Over the past years, we could somehow realize that EURALO was compared with some of the other RALOs. A RALO where we had minor conflicts, or troubles, or fights. And I observed in other RALOs, they have their own operating principles, that what did not necessarily prevent having serious conflicts in the RALOs.

Therefore, I don't believe in… It's also a matter of life and life experience. I do not believe in a paper and prescriptions so much. Also from my German [inaudible] I'm very distant with strictest tools, etc. and everything in according blah, blah, blah, to some rules.

It's seen very narrow, so simply I do not believe, and I don't think that such paper prescriptions can avoid conflicts in real life. I think this is an illusion and partly the history over the last couple of years, comparing the functioning of different RALOs somehow told us even if you had a very clear operating principles, this doesn't prevent from any serious conflicts. That's just a comment. Okay, thanks.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Wolf. It's Olivier speaking. Let's just go down the line and then I wanted to focus on the chair and vice-chair thing. I totally agree with the fact that the operating principles and so on, will not prevent conflict. That's well understood and we know that some RALOs

have actually had very strict operating principles, which cause conflict. So that's one of the problems, because the longer the document is, the more likely it is to be interpreted by different people.

One RALO in particular had clauses which said, if it's not in the operating principles, then [inaudible] rules apply. And that it just opened another, a huge book at that point. But let's go down the list of the queue at the moment. So we've got Mikhail Medrish and the Jean-Jacques Subrenat. Let's start with Mikhail.

MIKHAIL MEDRISH: Thank you. I would like to say that, Wolf, you're absolutely right. That good paper is not absence of problems and conflicts. It is clear, because real life is real life. A lot of conflicts can be with a good paper, but from the other hand, if we have a paper which does not correspond to real life, we have no transparency and no accountability, less than necessary.

So I'm not about absence of conflict. It is not a goal, because conflict is normal. Real life is conflict, full of conflict. I am speaking about two moments, transparency and accountability. If your life not corresponds to by law, how to be transparent and how to be accountable. That's impossible. And without procedures, we have no procedures, which are mentioned in point 9.1.

So, I'm speaking about transparency and accountability, that's all. And we are to have, by law, corresponds to real life, to have our life transparent, and to have accountable, process of accountability. That's all. Thank you.

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WOLF LUDWIG: May I directly ask a question? Because this reminds [CROSSTALK] is partly implying that over the last year since its exist, EURALO was neither transparent nor accountable at all. That's the sort of conclusion I can draw from your arguments.

MIKHAIL MEDRISH: Not at all. Less than, better to have. For example, the last example with the [corrupt?] process. From somewhere, the decision appeared, no procedures, the information appeared that the list of persons that the CROPP funding appeared itself. How, what was the process, the procedure? I don't know. Not transparency. No procedure is not transparency.

Less than necessary, as I can imagine.

OLIVIER CRÉPIN-LEBLOND: Okay, let's move on Mikhail. Thanks for this. Let's have Jean-Jacques Subrenat next please.

JEAN-JACQUES SUBRENAT: Thank you Olivier. This is Jean-Jacques. Two points. The first is about transparency and accountability, I agree. The second point is that rather than looking at what other RALOs do, do not provide in their [rules?], I would suggest two ways to look at this. First, in the wider ICANN experience, how are things generally organized in the communities?

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Not only in RALOs but more widely. And there, I see that it's generally a chair, a vice-chair, and a secretary or secretariat and perhaps a treasurer.

My second remark in this respect, is rather than deciding on our past experience only, what kind of structure we want, I think we could also put a question, which is the likely activity of EURALO in the years to come? And try to adapt our structure to what we perceive as [inaudible] activity or needs.

I'm struck by the fact that there was a provision for, what is it called? Advisory council, and nothing has been done about that. Maybe simply because an advisory council is not necessary in the case of EURALO. So I would like to have a brief discussion first on that. Are we going to look at an advisory council, and if so, for what purpose?

Or can we say confidentially at this stage, that an advisory council is a luxury we don't really need, considering the limited purpose and scope of our activity, and therefore, it's better to have a good Board with vision people, and that is enough rather than go to yet another level of responsibility, which would entail more complications? Thank you.

OLIVIER CRÉPIN-LEBLOND: Thank you for this Jean-Jacques. It's Olivier speaking. We will touch on the advisory council. I was hoping we could go, as part of the agenda, one, deciding on a chair and vice-chair [inaudible] treasure function, and based on this, [inaudible] where we have a Board, and then find whether we wish to keep the advisory council or get rid of the advisory council.

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I did note that the advisory council was optional in the current bylaws. So do we wish to keep an option for an advisory council or not, but we haven't been [inaudible] on the [inaudible]. I'm hoping we can focus on that to start with.

But your comments, although [inaudible]…

OKSANA PRYKHODKO: Thank you Olivier. It's Oksana Prykhodko. I would like to support the [very] interesting important point, regrading accountability and transparency of any activity of EURALO. I would like to remind that you that three election process in EURALO, last two years. [Inaudible] be [inaudible] after the beginning of the election. I would like to exclude such situations in future.

Yes, I absolutely agree that the best paper will not prevent any conflicts and problems, and agree with Mikhail that life is full of conflicts, but as we will have clear rules and procedures, it would be better to make it clear and understandable for everyone. And also I would like to clearly define all responsibilities and all duties execute organ of EURALO. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks very much Oksana. It's Olivier speaking. And I think that the responsibilities of the officers, would probably be another [inaudible] document or operating document. I don't think it would fit in the bylaws themselves. If one does that, changing bylaws is not an easy task. Changing responsibilities of ICANN is going to continue [inaudible]

is definitely going to be needed, when there are more responsibilities, or less responsibilities, or sharing, or reorganization of the responsibilities as such.

So that would probably have to come into a document that, if we don't have, we could draft from scratch, that would not require the heavy process that is needed for a bylaw rewrite. But I'm in agreement with you, certainly the responsibilities of the chair and the vice-chair of the treasurer, of the Board, of all of these are needed. By the way, I'm listing those as they are listed at the moment.

And as I said, we might be getting rid of some of these, or ending some of these responsibilities. Focusing on the chair and vice-chair, I gather that everyone is okay with having the chair, I hope so. The question I'd like to ask you is whether we need to have a vice-chair. It's currently listed there. Do we need one? And I think Oksana that's an old hand, so let's start with then Wolf Ludwig please.

WOLF LUDWIG: Okay. Thanks Olivier. Wolf Ludwig for the record. This is also an old discussion from the beginning, then the RALOs, they're created into different regions. I think I was pointing already to the fact that when we started, when we started after the creation of EURALO, the first thing we did was the election of a Board.

And there are several candidates for this Board selection at the time. We conducted a vote on it, and according to the outcome, it was decided that the two people who got most of the vote, at the time for the Board, should take over the leadership at EURALO. And this was

Jenna [inaudible] at the time, and it was me at the time, who got the most of the vote.

And then we discussed about option about co and vice chair, etc. And then we learned from other RALO that the structure of having a chair, and a vice-chair, and a secretariat, in other RALOs potentially created conflicts, because according to ICANN rules, only two RALO representatives are allowed to travel to the meeting.

So if you have a co-chair and a vice-chair, if you select the two of them to be allowed to attend meetings, then the secretariat will be downgraded to a simple office or the Board function. And having three for two travel slots was in other RALOs, believe me, always a matter of potential conflicts. And sometimes the vice-chairs, they are, they're useful, they contribute, etc. Sometimes they were weak and did not contribute much, and then you had the problems that the secretariat who is doing the regular work, wasn't allowed.

And several we learn by the time that having this solution, chair and vice-chair, is not really a solution, but maybe in many cases, a source of permanent conflicts. That was one of the first lessons we learned, and therefore we said, following a pragmatic approach, what is workable, what is functioning, and as a matter of fact, we had a Board over many years, who never really worked.

So nobody could rely on the Board. They didn't contribute much. Most of them, they're absent, never put anything on the mailing list, etc. So actually we had to learn and realize that this was reality. Mikhail is always referring to the realities. They simply were pragmatic, what

worked. And it was the chair who did most of the work, partly supported by the secretariat, which sometimes functions, sometimes it didn't really function.

And therefore, I would suggest that adopting the rules or regulations from other RALOs, this is chair and vice-chair, plus secretariat, if you had three and you could only offer two travel slots, this may create more problems than it would lead to any clear solution. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thanks very much Wolf. It's Olivier speaking. So I can certainly share with you how some of the RALOs have worked. I certainly know that in APRALO, there is a chair, there are two vice-chairs, and there is a secretariat. And it has been a source of conflict. It really has. The secretary has, on occasions, not traveled, and so it has been the chair and one of the two vice-chairs, and it has been a source of absolute conflict between the vice-chairs sometimes, as to who gets chosen to travel in a certain place.

And the vice-chair, if they're not provided with travel, would then drop off and end up with somebody holding a position, at least not doing anything. In other RALOs, there is a chair and a secretary, and that has worked very well. And before I turn to Jean-Jacques, I would just suggest that we would get rid of the vice-chair position. I see in the chat that some people, under some certain conditions, would be fine with that, but let's just go through the queue, and keeping this in mind and see if we can come to consensus on a solution on this. Jean-Jacques Subrenat.

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JEAN-JACQUES SUBRENAT: Thank you Olivier. This is Jean-Jacques speaking. So actually the title has its importance from the point of view of how that function is conceived outside of our EURALO. In that sense, secretariats would not perceived spontaneously to be the representative of the person sitting in for the chair. But that's a minor point. I think the most important is to have a chair plus one, and that plus one person must be able, meaning to have the capacity, but also the presence of the possibility of actually being present, and taking the microphone and leading a discussion when the chair is absent.

So strictly from that utility point of view, I would say that vice-chairs would be better than secretary. But again, I repeat, in my mind, the most important is to have a solid [inaudible] with each person among the offices, really playing her or his role fully, and not just sitting around. Thanks.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Jean-Jacques. It's Olivier speaking. So I take it you have a second person, whether vice-chair or secretary is not, well the main [inaudible] is not that important, it's just having somebody there [inaudible] and work with if the chair is not available, I guess. Is that paraphrasing it well?

JEAN-JACQUES SUBRENAT: Yes, Olivier. This is Jean-Jacques. Yes. And for that reason, I do have a slight preference for vice-chair, because in the eyes of other

participants, the vice-chair is much more naturally the replacement of the chair who for whatever reason isn't present. The secretary, it seems, in most associations, is the person that takes the notes and drafts the reports of the minutes.

So if only for that reason, I would have a slight preference for vice-chair. But again, I insist on the fact that it's the choice of the people, that is the most important. Thanks.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks for this Jean-Jacques. That's helpful. Mikhail Medrish.

MIHAIL MEDRISH: To tell you the truth, as for me, there is absolutely no problems, chair, or vice-chair, chair and secretary, Board and Chair of the Board. No matter. The system must be clear, understandable, transparent. And what else? We have no procedures, and the lack of procedures, I know, in other RALOs, absence of procedure is the source of the conflicts. That's all.

We are to have procedures, what does it mean? We are to have algorithms, how to solve some problems. How to fulfill some tasks, and that's all. No procedures, a lot of conflicts. No matter how many people at the Board, chair and vice-chair, chair and secretary, absolutely no matter. Procedure is a key point for a lot of situations.

Less procedures, more conflicts. So as for me, the Board and Chair of the Board, and Vice-Chair of the Board, is a good structure. Five people, and two of them on top, elected by Board, maybe by General Assembly.

Absolutely no matter. And it's a good structure. Five people, I suppose, is good enough, but procedures are absolutely necessary to exist. Thank you.

OLIVIER CRÉPIN-LEBLOND: Thanks Mikhail. It's Olivier speaking. So would you be willing to get rid of the secretariat position? Your suggestion would be to get rid of the secretariat, and basically that the vice-chair assumes the secretariat's work as well.

MIKHAIL MEDRISH: No matter what is the name of the persons who are up there with the chair person, is reading. I suppose absolutely, this is under the name functions, role, what functions are fulfilled by this person?   And the name, no matter. Secretary or vice-chair, absolutely no matter.

OLIVIER CRÉPIN-LEBLOND: Thanks Mikhail. The only reason that I'm focusing on this is that of course, we're looking at bylaws. There needs to be a name for it, you know. And we agree of the functions and so on, but it's the name is important as to first define what it is. A chair… Do we decide…? I think that we have gone [inaudible] that two people, assuming the leadership, and a Board of five people is the right format, from what I heard so far is being said on the call.

So then we need to just give a name to these two people, and do we give the name of chair and vice-chair, or do we give the name of chair and secretariat?   There is a difference, at the moment, with the

selection of the secretariat, as it currently stands. I wanted to ask Wolf, actually, as to why the secretariat as a slightly different status? So far, I know that in EURALO, it's one type of status. In APRALO, the status of the secretariat is very similar to the status of the secretariat in EURALO.

Sorry. In APRALO it's the same, it's very similar. In other regions, the secretary is actually pretty much like a vice-chair rather than a secretary. Wolf Ludwig, you have the floor.

WOLF LUDWIG: Well, thanks Olivier. Wolf Ludwig for the record. Actually, it's a good point, it's a good question. And I think it's a sort of question where you cannot have a perfect end on it. In reality, the way we did it with, after the first year, when Janet Hoffman stepped down, and we did not have the co-chair anymore, when we had the role of the secretariat.

Secretariat members at EURALO, once they're elected, they've always had the privilege and the rights to go to regular ICANN meetings. This was unlike other RALOs, where sometimes the chair and the vice-chair showed up, and sometimes the vice-chair was an active person, doing the job of the secretariat, sometimes a vice-chair was only a title holder.

And this, of course, soon created conflict in the RALO, etc. by the vice-chair while the secretariat is doing the work. You have a conflict, potential conflicts of [inaudible]. With the introduction of a vice-chair, I think you cannot really avoid the conflicts by operating principles, or by procedures, or by introducing a new function.

You have a new source of potential conflict, because it always depends on the people who are selected for a particular function. If they are all very active, if they are all very supportive, then it may work, but in my opinion, and according to my observations, there are more potentials of conflict involved.

As we have seen over the years in other regions, then it can really solve a problem. Therefore, okay, we could also say let's abolish the secretariat, and let's continue with the chair and vice-chair, and in the hopes that this will work. Could be another option, but having all the three, then you have always downgraded secretariat like in other RALOs, who is seen as a sort of [inaudible] or office clerk, with no further rights to represent the RALO.

Therefore I think the combination of the three is not a solution at all. Okay, another option would be, forget about secretariat, and we introduce and/or continue with a chair and a vice-chair. But all three, I would not recommend. Thanks.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks very much Wolf. It's Olivier speaking. So, if we were to have a chair and a vice-chair and no secretariat, then the duties of the vice-chair would be to assume the secretariat's duties. I understand that would probably be it. And that would also then allow, if the chair was unavailable, the vice-chair would be able to run anything or would be able to assume the chair's position.

Is that something that is agreeable to people on the call? Bearing in mind, the duties of the chair and the vice-chair would be set out in another document. So the chair does what the vice-chair does, etc.

I see Sebastien does not agree, but let's see. We've got Jean-Jacques Subrenat. Let's go to Jean-Jacques Subrenat, and then Sebastien, I'm going to call on you to explain why you don't agree.

JEAN-JACQUES SUBRENAT: Thank you Olivier. This is Jean-Jacques. Again, in my experience, what is important is that the officers, all of the elected officers, it is their duty to do a certain number of things. And depending on who is available at a certain time, you just do it. In other [inaudible], and I've seen you do it very much Olivier, in French we say [French].

It's going to be with the pail and the kettle [inaudible] and get the kettle boiling. So, I think it should be clear at the moment of the election, that these are expected to perform the fundamental duties. And they have to share in that. I think that would bring some clarity to the fact that the secretariat, as you would prefer, is not the only chap who mops up the floor after the meeting and writes the report.

If you prepare secretary to vice-chair, it must be made clear that the secretary can replace the chair when the chair is not available, etc. Thanks.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks for this Jean-Jacques. It's Olivier speaking. Let's have Sebastien then, please. Sebastien Bachollet.

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SEBASTIEN BACHOLLET: Yes, thank you Olivier. Yeah, we have to be careful of. That we want to receive that it's to be different from the other RALOs. The term of chair and secretariat, it's now well accepted everywhere, and outside RALOs. And I don't see why we need to change that. I understand that we don't need three officers, and just go down to two, and then take the more common wording of those positions.

And just as a reminder, the question, all the question we are talking about, welcome to discussion with At-Large review. It's good that we are doing that now. Now problem with that. But maybe the final decision could be, I would say, postponed. Do we know where that take into account the result of the At-Large review. Thank you.

OLIVIER CRÉPIN-LEBLOND: Okay. Thanks very much for this Sebastien. It's Olivier speaking. It's a good point that you mentioned, the At-Large review. Yes. There will be something that will come our way, since this current cycle of At-Large review will focus specifically on the RALOs, with the aim of harmonizing some of the operating procedures, and rules, and the RALOs.

That said, the timeline for the At-Large review, will be, we kind of started it, so there will be some changes there. But it's good to have the discussion. I'm not seeing anybody [inaudible] for having three main officers. I see we all agree on two, so far, and I don't see anyone advocating three. But what I'm also seeing is that we don't know what we'd call the second officer.

One would be the chair, the other one we don't know whether it's a chair, or it's a vice-chair, or a secretariat. But it looks like, there is consensus through that second person, whatever the name is, would assume the secretariat work, whatever that work is. And we will have to define what that work is in the other document, but also would have the ability to replace the chair if the chair was unavailable.

But that's the other [inaudible] I get at the moment. So we might be either having a chair and a vice-chair to assume secretariat duties, or we would have a chair and a secretary that can assume chair duties. Two ways of looking at the same combination. Mikhail Medrish.

MIKHAIL MEDRISH: Excuse me. First of all, I agree with vice-chair, Jean-Jacques, plus one, and Olivier. So first of all, I suppose that better to have the vice-chair person, which will fulfill duties of chair is absent for some reason, no problem. No matter for what we do. And the second point, about secretariat. The function, secretariat as a function, we ought to have, today this function is fulfilling by staff, ICANN staff. They are helping us to move forward.

And it is good solution, as I can imagine. And for example, vice-chair can be the person who is in full contact with the secretariat, to help, to control, to say something [inaudible]. And this construction can be working. And a third point, we are speaking chair, but we ought about to speak about the chair and the Board.

It will be, we are speaking about chair of EURALO, of organization, or Chair of the Board. This is urgent point, as I can imagine. It's not only

architecture, not only structure. This is a set of relationships. So, as I can imagine, if you have Board, we ought to have chair of the Board, and vice-chair of the Board.

And these two persons are a part of a Board. If we have five persons in the Board, so five persons including one of them, a chair and another, a vice-chair, and three persons, members of the Board. So we are to say about the whole structure, as I can imagine. Thank you so much.

OLIVIER CRÉPIN-LEBLOND: Yes, thanks very much for this Mikhail. It's Olivier speaking. So my understanding is that the chair of the Board is also the chair of EURALO. It's one in the same person. I would be completely against having the chair of the EURALO Board on the one side, and the chair of the EURALO on the other. It doesn't make sense.

And I think that you're in agreement with that, and I hope you didn't imply that there was a difference between the chair of the Board and the chair of EURALO. The way that the chair is selected now, is it's selected by the General Assembly. And I have certainly seen some pushback towards the Board choosing the chair. Certainly I would also think that it's more democratic to have the chair of both the Board and the EURALO to be chosen by the General Assembly.

Mikhail, you've put your hand up again.

MIKHAIL MEDRISH: Excuse me, yes. Maybe I described not in detail. I agree that chair of EURALO is better, because chairperson of the whole [inaudible]

association, yes it is. But it is necessary to answer to the question, is the chair of EURALO a part of Board or not? Or a part of both? So if this person is a person of the Board, the main chair of EURALO is okay.

But you see, what is the question? A part of Board or a part of the Board. This is the problem. It's necessary to have an answer. The [inaudible] elect five person in the Board, and another person as a chair, and another person as a vice-chair. So seven persons. Or, the General Assembly will elect five persons, and one of them will be elected as a chair, and the second one as a vice-chair.

And I have also one point. I saw, just now, I saw action items, duties of officers to be spelled out in another document. The main duties are to spell out in the bylaw, because this is the main document.

WOLF LUDWIG: No, no. Sorry, no.

MIKHAIL MEDRISH: Why?

WOLF LUDWIG: Simply, you are the following the worst German examples. This is simply, in my opinion, and to all of my experience, is one of the worse of German habits, to make job descriptions in the bylaws. You can't do this [CROSSTALK] as an amendment to the bylaws, but you never specify operational [inaudible] of a chair and a vice-chair in the bylaws. [CROSSTALK]

MIKHAIL MEDRISH: …in the rules of procedures. It's Mikhail Medirsh, excuse me.

OLIVIER CRÉPIN-LEBLOND: Yeah, go ahead Mikhail.

MIKHAIL MEDRISH: What do you think about rules of procedure? What do you think about rules of procedure as a place where duties of officers can be spelled out?

WOLF LUDWIG: Yeah, I think this is a much better solution to have some rules of procedure as a complimentary document. Because a complimentary document, you can modify with a simple majority. Bylaws, they always need a large majority, a two-third majority, therefore you never describe any operational issues, because operational issues can easily change from one leadership to the next one.

And then you always have to change, modify the bylaws. Therefore any bylaw lawyer, would strongly recommend not to have such details in the bylaws, but do them in rules of procedures or an amendment to the bylaws, because amendment explanations, complimentary papers which are not in the substance of the bylaws, such can be changed with a simple majority.

EN

So this is a lesson we learned from our practice over the last years. But that is not the point. We are now talking theory over the last half an hour. Again, the question was raised about the chair of the Board and the real chair of the association, etc.

I say it once again, as a matter of fact, everything, what was seen in the bylaws for the Board. Never worked so far in practice. There was [inaudible] foreseen, this is a completely useless function because we do not have a regular budget. We can manage by ourselves. Therefore we, you do not practically need a treasurer.

And it's one of the conclusions we also said. If we have a leadership that it's a chair and a secretariat, these two members, the leadership should not be part, not be voting part of the Board. And they never are considered as a voting member in the Board, in case there would have been a Board.

They would always considered as official members in the Board, because if we are talking about transparency and accountability, it's much better to have a Board if you have a real Board. That is somehow controlling the leadership, and keeping an eye on the leadership. But the moment when the leadership is a voting member of the Board, you have a confusion, though you have no legislation executive [inaudible] executive anymore.

Therefore it was clear to us from the beginning, that the leadership was never considered as voting members of the Board. So voting members of the Board should be elected, besides and with particular duties, but unfortunately this model never worked. It's the first time now since

last, end of last year that we have a new Board with, a reduced one with five members, then we had to [inaudible] etc. it's the first moment of the many years that this idea seems to work, but I can tell you in a volunteer organization, and in a volunteer structure, nothing is guaranteed. Thanks.

MIKHAIL MEDRISH: Thank you Olivier. I see you're writing. Wolf, maybe you're right, but you see, we have a Board, yes? Elected Board. What are the duties of the Board? I don't know exactly. I'm a member of the Board. How to organize working process of the Board without chairperson of the Board? I don't know how to organize it, because without chairperson, without procedures, the Board will be only some persons with names, and that's all.

So I prefer the structure where [inaudible] can be, but it's not bad, as I said to you, from my point of view. But it will be clearly understandable from EURALO's, from ALSs, what they're doing, what their duties, and how they are working. Because now, Board is something that has no duties, and member of Board, I don't know. What does it mean? Being a member of Board.

So, I don't agree that chairperson and vice chair, and secretary, will be a part of Board. From my point of view, it's not good because in this case, Board is not nothing. Thank you so much.

OLIVIER CRÉPIN-LEBLOND: Thanks for this Mikhail. It's Olivier speaking. And I'm back on, so I hope you all can hear me well. Just to explain one point, because you did say the chair and secretary, you don't agree the chair and secretary to be a part of Board. They are part of Board [inaudible], in other words, they're not voting members of the Board.

And this is often the case. You would see, for example, in the ICANN Board, the CEO is the [inaudible], the member of the GAC as part of the Board but is also not able to vote as such. So you know, it's not something new. But I do agree with you that we need to define, and that's of course going to be in the adjunct document, what the responsibilities of the Board are. That's an important thing. I sense there is some misunderstanding, and many people thinking, so you know, so the Board will decide on things without consulting anyone.

Well, what responsibilities does it have? What limits does it have as to what it can do or what it can't do? This is something which we need to add in the adjunct document. But I think Sebastien has put his hand up, so Sebastien, you have the floor.

SEBASTIEN BACHOLLET: Thank you very much Olivier. Yeah, I just want to caution you that we don't have so many people. If we have five Board members, plus the chair, plus the secretariat, plus two or three in ALAC, plus one in the NomCom, plus one in some other duty like the Board of ICANN. We will have trouble to find all of those people to do real work.

I think we need to [inaudible] the need of a number of people [inaudible] people and doing the right work. If at the end, we, and we

have more people coming, and it will be time to change. But as we know, we have trouble to find new people coming and [inaudible].

And maybe I will say something completely absurd, but why we don't get rid of the Board? When we have a EURALO meeting, we are not so much more than just a Board [inaudible]…

And the last point, just to agree and disagree with Olivier. Your example about the CEO, yes, it's [inaudible], but is voting member. And that's the case very often in the US corporation, ISOC is the same, and some others. It's like that. The CEO is hired by the Board, is becoming member of the Board [inaudible]… voting, that's why in ICANN Board we have 15 people select or elected by [inaudible]…

And 16 voting Board members, because of [inaudible]…

OLIVIER CRÉPIN-LEBLOND: Sebastien, I think I might have lost you before the end of your sentence. I see that Jean-Jacques is also saying, it sounds like an interesting suggestion, as in get rid of the Board. So, I somehow like the context of the Board, not because of any powers that are given to the Board as in voting powers and so on, but because having just a chair and someone else to lead the RALO, knowing that there are so many different things that need to be done in the RALO, somehow having a leadership team, perhaps.

Maybe we can call this a leadership team, provides the ability to share the responsibilities, [inaudible] each one of the people in that leadership team to focus, maybe specifically on something to try and

get the RALO enabled to doing more in that thing. So maybe we shouldn't call it a Board, maybe we can have it as a leadership team. You know, people who are able to spend more time than other At-Large structure representatives in a way that they can help, and therefore they might have an additional call every month to try and coordinate and see, well how things are going in, what they've decided to help on.

I'm just throwing the ideas in here, just in case some people have thoughts on this. I'm just a bit concerned, if we get rid of the Board, we just have again that will, the responsibility of getting the RALO to work, that is solely delegated to the chair and the other person that works with the chair, to two people. And frankly, I'll tell you with the number of things that are going on between policy on the one hand, capacity building on the other, internal matters plus, you know, all the things that are coming our way.

And there will be more responsibilities that will be coming, the way of the RALOs as well. You know, like the enhanced RALOs, it's very difficult for two people to assume without anyone else feeling that they have a responsibility to devote a bit more time than just some ALS representative that might come to a monthly call every now and then.

That's my feeling on this. Jean-Jacques Subrenat. And I realize we are four minutes beyond the official end of this call, but let's speak another five minutes, and then we can… I think we're doing good work here. Jean-Jacques Subrenat please.

JEAN-JACQUES SUBRENAT: Thank you Olivier. This is Jean-Jacques speaking. Olivier, I would like to take up your last point. I think it's important, and in fact, I suggested in the discussion earlier in our meeting, actually depends very much on if we're going with chair, or vice-chair, or secretariat, meaning we don't need to have a sort of permanent structure, apart from, of course, the Board.

When I said earlier, in writing in the chat, that we should get rid of the Board, I was just echoing Sebastien's point, but I was doing it ironically. So I'm sorry for that. No, I think that we need a Board, but within the Board, it's really up to the chair to say look, for the next three months, or six months, we have a specific task, which is unusual. And I call upon this person and this person, members of the Board, or not members of the Board, to set up a taskforce, to deal with that specific question.

And then at another moment, there will be another necessity, to call upon members of the association and not only the Board members. I think that will be the way forward, because with the growing complexity of our association lives, all of us are volunteers in many things, I think that's the way forward. It is flexible, non-permanent structure.

We need one permanent structure, that is the Board, with a proper leadership, chair, vice-chair, and then that doesn't mean that the work has to be carried out by them alone. It's up to the chair to designate or to call for volunteers, for instance, Olivier, it is you who called for a special working group to look at the bylaws.

I'm not a member of your Board. I'm simply interested and I think it's my duty as the chair of the individual user's association, so I'm here. And that should be done much more frequently. Thanks.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks for this Jean-Jacques. It's Olivier speaking. So that's another good point. So having ad-hoc working groups for specific tasks. So we're moving into more of a task-based system, rather than a leadership based system, if I understand you correctly.

Okay. Mikhail Medrish.

MIKHAIL MEDRISH: I'm about… Jean-Jacques you're… It's Mikhail Medrish. I'm about Jean-Jacques's words. You see, imagine we have each month one task to solve. In such case, a permanent group, which can work on the tasks, is good solution, instead of each and every time invent a new working group. But we have no tasks each month, that I can imagine.

So to have some special group ready to solve some special tasks, I suppose is not realistic solution, from my point of view. From another side, I have a lot of years spent in some boards. And every time, Board was a mechanism to solve some permanent task, permanent process [inaudible].

If not, board is only a list of persons, and that's all. For what to have such risk, I suppose for nothing. So we are to understand, if Board is working mechanism, with duties, Board is good enough. If no duties, this mechanism is not a need. We are not in need in such mechanism.

So we are to understand, I don't know exactly. I prefer Board which contains of three plus two. I understand how it can be working. I can't imagine how it can be working at Board, five plus chair and vice-chair, or chair and secretary, no matter what is name of second person.

Seven persons, I agree with Sebastien, how many people? How do we collect them? So I think either a Board which includes chair and secretary vice-chair, or we have secretary vice-chair, chair vice-chair and secretary, for example, three person, and they have some duties. So it is necessary to understand. The second maybe part of our discussions the next week. Thank you.

OLIVIER CRÉPIN-LEBLOND: Okay. Thank you very much for this Mikhail. And I think these are very good closing words. There was just a question that was asked by Jean-Jacques Subrenat as to who were the current members of the Board? And we've got a list which is published on [inaudible]…

There we go. So I've got here, EURALO ALAC representatives, Board members and officers. There is a whole, there is a Wiki page on this. So you'll see those. I think we've had a really, really interesting discussion today on this. We've touched on the chair, vice-chair, secretary. I think we've reached consensus that we need two officers. We don't need three officers, because of the problem in travel slots. There are only two travel slots.

So that's a potential for a problem. We don't know what the name of the second officer would be, but we certainly seem to have consensus that this second officer would assume secretary duties, as in… And

Mikhail mentioned something earlier, he said well, you know, staff perform secretariat services, but it's not the RALO secretariat as such. Interpretation of RALO rules, official notices, all have to be sent by the RALO secretariat, in coordination with staff.

So these calls come from the staff email address, but behind the scenes, the secretary has worked with staff to draft this together with them. And so that's where there is a slight difference between what staff does and what the secretary does as such. But we have an understanding that we need a second person to be there, to both be able to, from what I see here, be able to replace the chair if the chair is unavailable, at the same time have the responsibility to liaise with staff to deal with all the deadlines and things like that.

And thirdly, now we're looking at the Board, we have idea of the seven… So five Board members, plus the two RALO leaders, or three plus two. In other words, the two RALO leaders being part of the Board itself. I certainly see some are favoring one position over another. I'd like you all to think about the advantages and inconvenience of this. And of course, basically, take this discussion on next week.

Sleep over it, think of it over the week as to what your preference may be. We've had a good number of people on the call today, so I don't even know we need to actually email the mailing list on this because I think there is only a couple of people who weren't here for the call today, but it certainly is an interesting choice between the two.

Getting rid of the Board altogether is another option, where we would have just leaders, people that engage for a specific project. Think of

that as well as the advantages and inconvenience. And then we can have a call next week and pick up the ball where we were today.

What I'd like, and hope, is that we don't reiterate the discussion we had today, and we build on the discussion we had today, because I think we're going in a good direction here, and I think I can certainly see a good spirit of collaboration. I'm pretty happy about this. So I hope you're okay with that, and let's follow-up on the mailing list if you have any further points to make relating to this call.

So that we can build on this during the next week. We haven't touched on the treasurer. I do note that Wolf had mentioned, in our last call, but he was suggesting that we get rid of the whole treasurer. The whole part of the bylaws that talk about a treasurer. I would suggest that maybe, as a follow-up, an action item, that we actually…

WOLF LUDWIG: Olivier? May I, shortly for clarification, yes it was my suggestion to forget about the treasurer section, and to forget about advisory council section.

OLIVIER CRÉPIN-LEBLOND: Okay, thanks. So, that's another thing on the table. Let's have an action that we'll answer on the list if we're okay with getting rid of the advisory council section and the treasurer section. So at least we'll have, maybe some of things don't need a whole conference call on that, if that's something that everyone agrees with quite straightforward.

And with this, I'm afraid it is the end of our call, but the hour has gone really fast. So I thank you all for this, and we can have a Doodle for next week again. And so we'll have a call at a suitable time for everyone. But this today, I think has been very, very helpful certainly for me, and I hope it has been very helpful for you as well and very productive. So thanks to everyone, and this call is now adjourned, so thank you and goodbye. Have a very good forthcoming weekend.

I'm saying weekend because in Switzerland, things are closed tomorrow, and some people are going on a weekend already, tonight, so it feels pretty wild. But I'm unfortunately having to work, like I think, many of us do. So have a very good rest of the week. Thank you and goodbye.

[END OF TRANSCRIPTION]