
TERRI AGNEW: Good morning, good afternoon, and good evening. Welcome to the EURALO Bylaws Taskforce call, taking place on Thursday, the 19th of May, 2016, at 13:00 UTC. On the call today, we have Jean-Jacques Subrenat, Olivier Crepin-Leblond, Wolf Ludwig, Oksana Prykhodko, Mikhail Medrish, and Matthieu Camus. We have listed apologies from Silvia Vivanco and Sébastien Bachollet. From staff, we have Heidi Ullrich and myself, Terri Agnew.

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 Olivier.

OLIVIER CREPIN-LEBLOND: Thank you very much, Terri. Have we missed anybody I the roll call? No, okay.

So today we're just going to continue the work that we were undertaking two weeks ago on the Chair, Vice Chair, Treasurer, Advisory Council Secretariat positions. And hopefully, we'll be able to actually reach the financial part as well and reach decisions on that. On our last call, we got stuck with a few, I guess, naming of how you name the Chair, the Vice Chair, etc. I think we can pick up where we were. And one way is to start with going through the action items.

Are there any additional points that anybody wishes to add? Bearing in mind if we manage to go through the whole list that we have on the screen at the moment in our agenda, we will just continue looking at

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Mikhail's remarks and tackle the next thing. So any comments, questions, or amendments to the agenda?

I don't see anyone putting their hand up, so we can move swiftly into the Bylaws, the call from the last time we spoke. And the first one was... So they're a mix, effectively, of action items and also of decisions that we have made.

First, "All taskforce members to review the RALOs Operating Principles, looking at the structures, posted on the wiki for next week."

"It was agreed that there should be two officers, not three officers. The name of second officer still under discussion." And I guess we can reopen that discussion here, but just for a short time, to see if anybody has got some creative thought about this.

The third action item was, "The Vice Chair position was discussed. Vice Chair should assume the Secretariat duties and if needed assume the Chair's position. Duties of officers to be spelled out in another document." So that would be an adjunct document.

"The Rules of Procedures shall be used for operational details."

"Olivier mentioned the idea of a Leadership team or a Board. An alternative possibility would be to abolish the Board and have an active group of devoted individuals who volunteer to lead the RALO's various work streams."

There's, "A choice between the Board of five Board members plus two officers," and that's, of course, if we select to retain the Board. So we'd have a total of seven people, "or five Board members, including the two

officers,” which is five people in total. And then, “The taskforce to think about advantages and inconvenience of both structures.” So I hope we can pick up on this during this call.

And finally, “The taskforce members to send to the list if they agree getting rid of Treasurer and Advisory Council positions.” I haven’t seen anybody say no to this, so it might well be that during the call today we can proceed forward with removing the Treasurer and Advisory Council positions.

Are there any comments specifically on these? Or nothing for the time being?

MIKHAIL MEDRISH: Hello, are you listening?

OLIVIER CREPIN-LEBLOND: Yes, Mikhail I can assure you. So we will have Mikhail, and then Jean-Jacques Subrenat after that.

MIKHAIL MEDRISH: [inaudible] I am in a car.

OLIVIER CREPIN-LEBLOND: Yeah.

MIKHAIL MEDRISH: Okay. I am in a car. It's very difficult for me to understand if it is possible to stay or not. I would like to comment a little bit. I don't agree with the solution that was signed off. I mean, no details about bodies. As I can imagine, Bylaw must have a brief description of the roles of each body. Brief description means duties and rights. Without this, it's absolutely non-clear and non-transparent structures, only bodies. If we speak about some details, okay, it can be in a different document. But main duties and main rights, and how this body appears, I mean to vote or some different procedure, no problem. It can be without voting. So it must be written in Bylaw. In other case, it's absolutely not clear structure. Thank you. I am finishing.

OLIVIER CREPIN-LEBLOND: Thank you, Mikhail. So if I understand you correctly, you are basically saying that you would like the officer positions to be described, as in to have the responsibilities of these officer descriptions to be in the Bylaws and not to be in an adjunct document. Is that correct?

MIKHAIL MEDRISH: Absolutely. It must be in the Bylaw, because I would like to say at another time, if it is not, the structure will be absolutely non-clear who is responsible for what. Only bodies. So all bylaws – and I have seen a lot of bylaws, I have seen in this – all bylaws contain at least the bodies and the brief description what this bodies are to do and what rights they have, each of them.

OLIVIER CREPIN-LEBLOND: Okay, thanks for this, Mikhail. I will reserve my reply until we first hear from Jean-Jacques Subrenat.

JEAN-JACQUES SUBRENAT: Yes, thank you, Olivier. A couple of comments on the overall introduction you made, Olivier, and also on the latest remarks by Mikhail.

First, I'd like to say that we really have a choice between implementing your proposal, or at least one of your hypotheses, Olivier, which was to do without a Board. But in that case, we would need to have at least an Advisory Council. But we'll come to that a bit later.

Now, about the remarks by Mikhail, I think that it may be a bit unusual to describe in bylaws the duties and rights, which is the word he used, because after all, ICANN has been around for a few years. And in all the ACs and SOs and in the Board itself, it is the roles and responsibilities which are detailed, not the rights. So that's a detail I think which has [inaudible]. Rather than duties and rights, I would say simply the role or the responsibilities.

Now, about the number of people [inaudible] Board, I think that five members of the Board is okay. And for the sake of clarity, and also of conformity with current practices throughout the ICANN world, in the ACs and SOs, I think it would be advisable to use accepted words or denominations, such as Chair and Vice Chair. If you don't want a third person, that's fine. But I think it would be misleading. I've thought about it since our last, it could be misleading to call the second person Secretary instead of Vice Chair because of the reasons we brought up

exactly last time, which was that for very bad reasons, a Secretary is often considered more a clerical position, whereas actually the number 2 of the team can be called upon to represent the Chair in case the chair is absent. So in order to be in line with general practices throughout ICANN, I would suggest Chair and Vice Chair, plus three other Board members.

Now, there was a last point I wanted to bring up. I think last time, it is perhaps Wolf who suggested that the Chair and Vice Chair should have no power of decision, nor vote, in the processes of the Board. There again, I think it would be useful to align with the majority of cases throughout the ICANN world, where the Chair and Vice Chair are of course voting members. There is an exception, a very notable one. That is the NomCom. But we know for what reasons, and we should respect that. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks so much for this, Jean-Jacques. Are there any other remarks from anybody on the call?

MIKHAIL MEDRISH: Can I say a few more words?

OLIVIER CREPIN-LEBLOND: Yes, go ahead, Mikhail.

MIKHAIL MEDRISH: I would like to clarify one point concerning rights. I mean the right, for example, the Board has the right to announcing a voting, to announce a question and to begin voting process. It's a right. The same right can right can have the Chair of EURALO, etc. I meant such kind of rights, because it's a right, yes? So only this. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks for this, Mikhail. Let's go down our list. I see now we have Wolf Ludwig.

WOLF LUDWIG: Thanks, Olivier. I just wanted to point, can you read out the two comments I made in the chat to avoid misunderstandings? Because Mikhail is not on the Adobe Connect, that he also gets to know that I... Well, I can briefly do it myself.

On your remarks, Mikhail, I think it was not disputed that the [organs] or the bodies of the association must be specified in the bylaws. The point was only that we include any operational details of particular ALSes. This was a point which was disputed last time. And of course, the Part F bodies of the association must be kept in the bylaws and refute. So just a short comment. Thanks.

OLIVIER CREPIN-LEBLOND: Thanks for this, Wolf. And since you read your comments, I gather that Mikhail will be able to respond. Let's have first Oksana Prykhodko.

OKSANA PRYKHODKO: Do you hear me?

OLIVIER CREPIN-LEBLOND: Yes, we can hear you. Go ahead.

OKSANA PRYKHODKO: Thank you very much, Olivier. I would like to discuss the two issues which we are discuss in the mailing list before this teleconference call. It's about participation of European Internet users in EURALO activity. For me, it means discussion of a working group of EURALO. And the other issue was the participation of EURALO Internet users in PDP.

This is another question. What is the main reason for us to promote? For example, for newcomers, is it possible to understand what is going on in your GNSO or working group regarding Internet governance? I'm forming [inaudible] for a lot of years, but it's really difficult just now to understand what ICANN Board decisions on Working Group on Internet Governance, what that means for everyone one, of all participants of EURALO. So I would like to propose to share this issue into two branches. One to enroll newcomers into any EURALO activity, and another one to explain to EURALO members what any of the decisions of ALAC, ICANN Board, or any other constituency [inaudible] important for any of us. Thank you very much.

OLIVIER CREPIN-LEBLOND: Thanks so much for your contribution, Oksana. I have a concern with what you've said, in that I don't think it's part of the work of this

working group. We're focusing on the Bylaws in this taskforce. Sorry, I called it a working group. It's a taskforce. We're focusing on bylaws.

I think that your points are very, very good, actually, for the other task force, the one on At-Large Structure participation. And we will have a call about that very soon. That's a very good starting point that you have made here. Certainly, it allows for many avenues that we can explore for this. But when it comes down to actual Bylaws, I don't see any of this going into the actual text of the Bylaws, as such. We try to keep the Bylaws as small, as compact as possible, so as to just look at the actual rules of the RALO. But the engagement of ALSes and so on is going to have to be either an adjunct document, or a number of documents that we can produce to help our ALSes be able to be more effective and do more things. So I think you made a good point here, but not on the right call, as such.

OKSANA PRYKHODKO: Olivier, can I add just one comment?

OLIVIER CREPIN-LEBLOND: Yes, go ahead.

OKSANA PRYKHODKO: Please, if regarding the composition of EURALO Board, if EURALO Board members have to bring forth my voice as a European Internet user, they have to be involved in EURALO working groups or something else. And then ALAC member have to then [force] EURALO voices into ICANN

bodies, any bodies. This is my [frustration] for EURALO Bylaws. What is the purpose of EURALO Board members?

OLIVIER CREPIN-LEBLOND: Okay, now that makes more sense. Thank you. That makes a lot more sense. The questions then becomes whether we want to have the duties of the EURALO Board members to be listed explicitly and extensively in the Bylaws itself. And I think that this would be most probably better to have an adjunct document, rather than have a long list of things, one of the problems being that ICANN is an evolving organization, and EURALO will evolve. And having to change bylaws every time there is a new process going on or if there are some significant changes at ICANN, it will be a bit difficult to change the Bylaws every time. And that's why having an adjunct document probably makes it easier. But I take your point on the fact that EURALO Board members need to join working groups and need to be more involved.

When you mention an ALS that takes part in a GNSO working group, let's say, it's always as individuals that are taking part in GNSO PDP Working Groups. So the ALS Representative, or whoever it is from that ALS – and it doesn't need to be the ALS rep itself; it could actually be anyone from that At-Large structure – can take part in the GNSO PDP as an individual. And I don't think that the Board, EURALO Board, or the ALAC itself has any duty, as such, to press in one direction or another except that there is of course a coordination. And that's where I think the EURALO board would really have to come in. This coordination of work is very important between the ALAC, the Regional At-Large

Organizations, and the At-Large Structures. And that's something which I recognize, at the moment, is not really happening so much.

Now, bearing in mind that we are going to go through an At-Large review process that is just starting, that we look at the relationship between the ALAC and the RALOs and the At-Large structures and is going to focus a lot on the RALOs, I think that we are somehow moving in a direction that will address this in time. And that's a separate process from the one that we have here.

Let's have Jean-Jacques Subrenat. You had put your hand up a bit earlier. I'm afraid we can't hear you at the moment, Jean-Jacques, which is very strange, because it was working –

JEAN-JACQUES SUBRENAT: Can you hear me?

OLIVIER CREPIN-LEBLOND: Now we can hear you, yes. Now we can hear you. Go ahead.

JEAN-JACQUES SUBRENAT: Thanks. I was saying for the benefit of Mikhail, who cannot read what is on the chat, I would sum up by saying that rather than duties in this case, that means the point [inaudible] actually we're talking about the purpose of EURALO. And that is already, I think, in the preamble in of the Articles of Association of EURALO.

And for his other point you brought up earlier, Mikhail, that was – the word he used was the right. I think that as Olivier and others have explained, and also Heidi has explained over chat – and she has access to every part of ICANN – we are actually talking about the responsibilities. So we shouldn't use one word for another, because it can lead to some confusion. So I would suggest "responsibilities." Thank you.

OLIVIER CREPIN-LEBLOND: Thank you very much, Jean-Jacques. Let's move on. We now have –

MIKHAIL MEDRISH: Olivier?

OLIVIER CREPIN-LEBLOND: Yes, Mikhail, go ahead.

MIKHAIL MEDRISH: Olivier, one brief comment concerning your words. It is not necessary to write down duties of the bodies in the Bylaws. And I agree with Wolf that operational duties, operational processes, can be described in different document. But the main duties ought to be here, because no duties, no accountability. Main duties must be in these plans. The next level of duties and plans in some different document, but main duties must be here. Thank you.

OLIVIER CREPIN-LEBLOND: Okay, thanks, Mikhail. So the way I understand what you're saying is that there would be maybe two lines on the duty of the Chair, let's say –

MIKHAIL MEDRISH: Two, three, four, not more.

OLIVIER CREPIN-LEBLOND: Okay. So that's much more in line with what I was thinking of, and I think that we are in agreement then, that two, three, four lines on the duties of the Chair, let's say, and a pointer then, and say, "The detailed duties of the Chair are in another document," and would give the name of the document. And that document will be written separately. So at that point, when we have the ability to amend those duties and add more things or remove things as we see fit, without needing to go through a bylaw rewrite.

MIKHAIL MEDRISH: Excuse me, I would like to add this. Other duties can be in plans, year plan for example – we'll have a year plan of EURALO – with some lines what we are trying to do and who is responsible for. It can be Chair. It can be Vice Chair. It can be member of Board. But it will be absolutely clear for all what is necessary to do, what is [inaudible] to finish, and who is responsible. The main duties in the Bylaw and all other duties can be in the year plans, or have a year plan or something else. Maybe, maybe some different document, but in such architecture. We can be transparent, accountable, and understandable for all. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks very much for this, Mikhail. And I think that we are in agreement. I see that Wolf Ludwig on the chat also says that he's fine. We call them the roles, rather than the duties, I think. So the duties go into the Operational Plan, or year's planning. The roles go into the Bylaws. "The Role of the Chair is to do," four or five lines on what the role of the Chair is, four or five lines on what the role of the Vice Chair is.

No, let's move on. And so we've got the Articles of Association in front of us. And the first thing that we wanted to go through was, if you look here in our agenda Item 3A, Chair and Vice Chair, Section 9.6. I'll ask you to scroll to Section 9.6. And in there, at 9.6 we have Officers of the Board, and we've got the Chair of the Board and the Vice Chair.

The discussion we had last week was that you could have a Vice Chair that assumes the Secretariat duties. If you have a Chair and a Secretariat, and the Chair is not available, the Secretariat would not be able to take over the Chair's duties. So we have more flexibility in having a Chair and a Vice Chair, where the role of the Vice Chair is to act as a Secretariat, in addition to being able to replace the Chair if the Chair is not available.

Is that something that we can agree on today? Or has anyone thought about this and has a different point of view?

I note that Jean-Jacques has thought about it and is okay with this. I see a green tick from Wolf Ludwig, so he's okay with this. Mikhail, are you okay with this?

MIKHAIL MEDRISH: I agree.

OLIVIER CREPIN-LEBLOND: You agree, okay.

MIKHAIL MEDRISH: Yes, I'm okay. I'm okay.

OLIVIER CREPIN-LEBLOND: Everyone else on the call, Matthieu? Yuliya? Oksana?

Okay, so I see Matthieu says he's okay as well. So then we are settling for Chair and Vice Chair. I see green ticks everywhere, for the record. And we have this on the list, so I think that we can move forward with that. So that's the first one, done. We'll have a Chair and a Vice Chair.

Then we have 3B, the Treasurer. What Wolf is suggesting is that because there are no funds, there's no actual independent funding of EURALO, this position becomes obsolete and we could actually remove the position of Treasurer from the list. Let me do a consensus call on this. I open the floor for comments specifically on Treasurer, removing Treasurer. Is anybody against removing the Treasurer? If you are, speak out now.

I can see green ticks. Jean-Jacques, Oksana, Wolf. Mikhail, are you okay with removing the Treasurer?

MIKHAIL MEDRISH: Absolutely.

OLIVIER CREPIN-LEBLOND: Fantastic, thank you. Well, we're going quite fast through this today. That's good. I'm glad we've all thought about this. So the Treasurer position is to be removed.

Then the question of the Advisory Council. Now, I note that Jean-Jacques Subrenat has mentioned that if we do not have a Board, then he would suggest that we have an Advisory Council. I note from the discussions we had over the week on the mailing list that some people thought that rather than having a board, we would have a group of people that can come in and out that is provided different responsibilities and that, therefore, assume the responsibility until the end of the time that they need to assume the responsibility. And then they either step away or then go on and assume another responsibility.

I think, having read this, what I've deciphered from this is that people want the leadership – let's call it the leadership; so that would be the Chair, the Vice Chair, and whatever those other people are that will be leading the Regional At-Large Organization forward, they want these people to actually do things and not just see the position as being some political position that you can put onto one's CV, but actually do something. Be given a responsibility to do something.

Alternatively – and I'm just opening all doors at the moment, just for you to feed back on this – alternatively, we could also define specific responsibilities or assign responsibilities to members of the Board, if there is a Board. So the difference, I guess, would be that if that's the

case, a Board being selected for a definite amount of time, like one year or two years, depending, the Board members would be assuming these responsibilities for a period of a year. Whilst if we had just people coming into and out of the leadership, they could assume responsibilities that might just last a few months or a few weeks, or just the length of a specific project, which might be longer than a year.

Now I open the floor. Jean-Jacques Subrenat, you're the first one in the queue. You have the floor.

And again, I think you might be muted, Jean-Jacques. We can't hear you.

JEAN-JACQUES SUBRENAT: Hello, can you hear me now?

OLIVIER CREPIN-LEBLOND: Now we can hear you.

JEAN-JACQUES SUBRENAT: Hello?

OLIVIER CREPIN-LEBLOND: Now we can hear you. Go ahead, Jean-Jacques.

JEAN-JACQUES SUBRENAT: Good. Let me state right away that my preference goes to a functioning Board. My proposal of considering an Advisory Council was only in the

case, or is only in the case, of a Board which, for whatever reason, is not operative, is not active, or has a problem of defining the responsibilities of its members.

Now, having said that, I come back to the Board. And of course, I would very much like to see a Board where the members are, in addition to the Chair and Vice Chair, the other members should, as much as possible and to the pleasure of the Board, have – perhaps not permanent roles, but at least, for a period of at least six months or three months or something – a defined task.

For instance, I remember at the last General Assembly in Dublin, someone had suggested, and I had supported that idea, that one of the Board members newly elected should actually get down to working very hard on outreach. And I heard some approval around the table. But as far as I know, that has not been done.

So first remark, as a consequence, first remark is that it depends very much on the Chair. It is up to the Chair to, “X or Y, you will be doing outreach, and Y, you will be doing,” I don’t know what, maybe getting in touch with the press or something. And then that can be for a taskforce. It can be for a limited period of time.

But in any case, I think it’s really up to the Chair and Vice Chair to consult with all the elected members of the EURALO Board and to actually [inaudible]. Thank you. And if that doesn’t work, then I would insist on an Advisory Council. Thanks.

OLIVIER CREPIN-LEBLOND: Thank you very much for this, Jean-Jacques. And listening to your points, something did come upon me, actually, in that a Board is actually elected by the At-Large Structures. Leaders that come in and out would probably self-select themselves or would probably just volunteer spontaneously. So that's something to note in our discussions.

Wolf Ludwig, you're next.

WOLF LUDWIG: Thanks, Olivier. While reflecting past experience, it's my opinion that any more or less formal or heavy solution, like an Advisory Council, is nice for people. And we will surely find people who would like to be on the Advisory Council and carried away in their CVs. The actual feedback from such a body, in my opinion, would be close to zero. So it will only make the structure heavier. It makes it not more operational, what should be our main goal, to have light and very effective operational structure. And I expressed my strong doubts about the Board before. It's the first time since Dublin that we have at least three Board members who are participating regularly in our activities. There are more Board members who are silent again. And I think that cannot be the purpose, to have something which sounds good, like a Board, or an Advisory Council. The heart of the people are never really contributing on a regular basis to any of our activities.

Therefore, I came up for me with the conclusion that I am completely against an Advisory Council. I think it will prove to be useless again. And instead of a Board, I would rather more like a term, like Leadership

Team, composed of people who are active and who are regularly contributing to our activities, and which is much more flexible than having these bodies like a Board or an Advisory Council, where half of the people are not really contributing things.

OLIVIER CREPIN-LEBLOND: Okay, thank you very much for this, Wolf. So what I would then suggest – and this is just based on what I’m also reading in the chat – is that whether we call it a Leadership Team or a Board, we need to give responsibilities to the members of that Leadership Team and Board, and we need to not only say, “Well, you’re now in charge of this,” but make sure that they actually perform the tasks that they would be given on this.

Is that correct? Is that the general feeling, Wolf? Okay. Thank you.

MIKHAIL MEDRISH: Olivier?

OLIVIER CREPIN-LEBLOND: Mikhail, there is Oksana before you. So I’ll let Oksana Prykhodko take the floor, and then you’ll be after her. Oksana, you have the floor.

OKSANA PRYKHODKO: Do you hear me?

OLIVIER CREPIN-LEBLOND: Yes, we hear you, Oksana. Go ahead.

OKSANA PRYKHODKO: I would like to give my time to Mikhail.

OLIVIER CREPIN-LEBLOND: Okay, thanks, Oksana. Mikhail Medrish, you have the floor.

MIKHAIL MEDRISH: Thank you. I wrote e-mail some days ago, answer like this, what is my conclusion? First of all, we also to understand if we have some real duties, real responsibilities for Board members, as such. If yes, we are to have Board and no any Advisory Committees, because it's something out of my mind for Wolf. So Chair has some duties, some responsibilities. Vice Chair has, and member of Board have some responsibilities. And this is working construction.

If they have no responsibilities for Board members, no Board, I suppose, is needed, because without responsibilities, nothing to do. In that case, maybe Advisory Committee is a need to look, the deals are going in a good stage, are going properly. I mean, Chair and Vice Chair responsibilities are [inaudible] responsibilities. Chair and Vice Chair is working groups [manner].

I suppose that first of all we also understand, if it is necessary to have someone else accept Chair and Vice Chair to fulfill some amount of [inaudible], if yes, both is needed. If not, both is not needed at all. This is my decision. So we have to understand, first of all, if we have some

duties, some responsibilities for Chair and Vice Chair on a permanent basis. If not a permanent, it can be some working groups, as we have for the Bylaw, or any other planning job of tasks. So thank you.

OLIVIER CREPIN-LEBLOND: Thank you very much, Mikhail, for this. Oksana, you're next, and then I'm going to comment on a few of the points that I've heard here. Oksana Prykhodko?

OKSANA PRYKHODKO: Thank you very much. I would like to support Mikhail's statement. You have to understand what is the purpose or the function of the Board. If [inaudible] newcomers, I would like to prepare to see the Board members as capacity building focal points. For example, if any of EURALO work member can lead any position of EURALO activities and explain to the other members, as newcomers, what they have to do, what they have to read first of all, what they have to know, what they have to understand, how I can participate, what I have to expect of my participation. Because European [inaudible] participated in some working groups of ALAC. But we did not see any results of our participation. Was it our mistake? It's absolutely possible, because we are unknown of the rules, and I don't know how to say, [advocates] or someone else for behavior in At-Large ICANN activity. Or it was some works of ICANN's rules.

How you can understand these from the very beginning. We have our teachers, our supporters. I highly appreciate Olivier's support, Sébastien's support, Michael Yakushev's support. He was not Vice

President of ICANN for this moment, but he could really help me a lot. But anyone newcomer have to receive this support. From whom? Who do you [inaudible] teacher?

OLIVIER CREPIN-LEBLOND: Thanks for this, Oksana. I appreciate your comments in the context of the Bylaws. At the same time, I think what you've said can also go in the Taskforce on ALS Engagement. And there certainly need to be some of what you've said that will need to be discussed in that other taskforce, because of the very fact that it's not the first time that I hear this. And I don't only hear this from you, but I've heard that from many sources. Outreach is one thing. And then once you're in At-Large, what do you do? How do you get on with things?

I just wanted to get moving a little bit faster. Jean-Jacques Subrenat has put his hand up. Jean-Jacques, was there anything else you needed to add? And then I wanted to provide a few suggestions and responses.

JEAN-JACQUES SUBRENAT: Thank you, Olivier. I defer to you.

OLIVIER CREPIN-LEBLOND: Okay, thanks very much for this, Jean-Jacques. So I've noticed in the chat that Oksana has asked, "What is the purpose of the EURALO Board?" And she asks whether, "Is it to hear the voices of European Internet users and then to deliver the EURALO voice into the ALAC or into the ICANN bodies?"

I have looked at this, and I don't think that we are looking at such a rigid hierarchy. It is possible for At-Large Structures – and I'm saying here, "At-Large Structures," so not even At-Large Structure representatives, but people who are in an At-Large Structure, any At-Large Structure – to take part in any of the ALAC's working groups, apart from those that are restricted. But the majority of them are all open for everyone to take part. So that's one thing.

Secondly, yes, there are some RALOs that will discuss a policy locally and that will then send a concerted policy decision to the ALAC. And that usually is done via the ALAC Representatives that are selected by the RALO. The Chair and the Vice Chair of the RALO in general can also act as a bridge. I don't see a Board having the responsibility to act as a bridge to do this, because it's entirely fine for any ALS to inform the ALAC Representatives selected by EURALO to go out there and to discuss this on the ALAC. So that's one answer.

Secondly, I totally agree with the idea of needing to give the Board members responsibilities. And I wonder whether, in the section that deals with the Board, we should have one more clause, which will say, "Board members will be given specific responsibilities." I heard from Jean-Jacques that one of the potential responsibilities was the one for capacity building. There are other responsibilities that could be created. It really depends on the dynamics of what happens every year. What does EURALO need most? And what I was going to suggest is, as a baseline, all Board members will be given responsibilities and will have to assume them. And I would go even further and say that there will be metrics to make sure that they go on with these responsibilities. We're not discussing your metrics on At-Large Structures. We're looking at

metrics on people who have basically become elected to the Board for the fact that they want to do things. So there would be metrics. And I think it's just one clause where we would say, "All Board members will have responsibilities that will be associated with metrics. And the responsibilities will be defined in the annual plan," which I think we have consensus on, the idea of having an annual plan.

So that's what I propose on the table. Is there agreement? Is there disagreement about this? And if we do have a Board then that is active, with Board members that have responsibilities, then we can dispense with the Advisory Council. And the reason I think it's been mentioned here, it's just another committee of people who would then probably want to be on that. It looks good on their CV. And I just don't believe in having a committee that oversees another committee. It just becomes just way too many committees and way too many people who will be able to point the finger at each other when nothing happens and say, "Well, we thought you were supposed to do that, or they were supposed to do that."

Jean-Jacques Subrenat, you have the floor.

JEAN-JACQUES SUBRENAT: Thank you, Olivier. And just before you brought up this point, I was writing to you something which is now in the chat, about five lines above, where it says, "Olivier, though this is not specifically a Bylaws question, may I suggest that you send us a proposal to entrust to current EURALO Board members [inaudible] for a six-month period, off

the top of my head, I'd say 1) outreach and capacity building, 2) support to EURALO ALSes." Thank you.

OLIVIER CREPIN-LEBLOND: Okay, thanks very much for this, Jean-Jacques. So that's a wish from you, with the current EURALO Board, that we have one EURALO Board member that would look at capacity building, and the other one at outreach to ALSes. Is that correct?

Yeah, it's a green tick from you. Okay, fine. That's a good – okay, let's have this as an action item, if nobody objects to this. But I can see quite a few green ticks on the... Not the current Board, but on the point that I've made now, to say that all EURALO Board members will be given responsibilities, and they might fall in line with what you've mentioned here, Jean-Jacques.

I see Wolf Ludwig has put his hand up.

WOLF LUDWIG: Thanks, Olivier. Well, of course you can write a sentence like, "All Board members are given particular responsibilities," etc. You can put such a sentence in the Bylaw. I would not suggest to specify what responsibilities particular, because it depends on the member you have for a certain period on the Board. And it can be only a very generic sentence saying, "Okay, Board members have particular responsibilities." But once you define the responsibilities, of course you can do it, but practically, you can never enforce it. And that's exactly the dilemma. And therefore, I would suggest not to specify too much, like

what responsibility each Board member has. Because by experience, we know you can assign a certain task to a Board member, but even after that, you cannot be sure that it will happen. And this should be taken into consideration. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks very much for this, Wolf. So what I was going to suggest –

MIKHAIL MEDRISH: Olivier?

OLIVIER CREPIN-LEBLOND: And, Mikhail, I'll come to you in a second, Mikhail. But what I was going to suggest is that we say in general that the Board members all will be given responsibilities and that there will be metrics associated with these responsibilities. In other words, monitoring associated with the responsibilities.

It then is for the Board to be able to review itself every six months, let's say. And the Board, according to the Bylaws that we already have, is able to expel people or replace people from the Board. And the Bylaws are already including this in there. I note that there is removal from office, removal or expulsion for members as provided in Article 4 is exist in there. Okay, these are for ALSes. But we could have a removal of someone from the Board that they don't perform, or we could leave it to the next year's General Assembly, or we could leave it to a new vote next time there is a vote. What's important is that we have metrics that

are associated with the person so that if they are given a task, they will actually do and proceed forward with it.

And the adjunct document, the yearly plan, is the one that will basically assign tasks to the Board and will say, “Well, one Board member will do this. One Board member will do that. One Board member will do something else.” I think that leaves a flexibility whilst at the same time putting real responsibilities on Board members. And we need to make that very, very clear indeed.

Mikhail Medrish, you have the floor.

MIKHAIL MEDRISH:

Thank you. First of all, I agree with Wolf that the phrase, “All members are to have some responsibilities,” is very general. It’s not about real duty. What I am thinking about, I suppose that it is necessary to fix in the Bylaw main duties of a Board as such. Not each member. Year plan can have some duties of some certain members. But in Bylaw, it is necessary to write down some main duties.

For example, I have some example, something to say what can be here. For example, all solutions concerning resources of ICANN – for example, CROPP program, the list of members of a CROPP program. Now we have a list of the members of a CROPP program, which is absolutely unclear how it appears for me. What was the procedure? I don’t know. So I’m not speaking about the last. I am speaking about future. For example, all solutions concerning such term, such actions, concerning resources of ICANN, must be not only approved, but formed and approved by Board, for example. Maybe some other points can be. And these are duties or

responsibilities of Board. And Board must explain what was the procedure, how some resources was spent, and for what. So it's one example.

I suppose it's necessary to find out two, three, four examples of such kind and to give Board the rights and duties to solve such kind problems. Not Chair or Vice Chair as a person, but a Board as body, collective body of EURALO. So this is my conclusion. Thank you.

OLIVIER CREPIN-LEBLOND: Thank you very much for this, Mikhail. I note a question from Oksana is, "Has any Board members got to represent any EURALO group?"

Now, you mentioned that you wanted to see the responsibilities of the Board. I note that at 9.3, if we go over to 9.3 here -- let me just... I can't see it. It's too small. In Section 9.3, it basically provides all of the details of what the Board is responsible for. At present, in 9.3.1 onward, it says it is responsible for preparing and convening the General Assembly, implementing the decisions of the General Assembly, compiling the budget for the financial year for approval by the General Assembly. It also has another. 9.3.4 is also a financial thing. 9.3.5 is again submitting a summary of the work of the association during the preceding year for review at the General Assembly. 9.3.6, dealing with applications for membership, removal and expulsion of members, hiring and dismissing of employees and the Secretariat. Now that we've done away with the Secretariat, perhaps that will have to be taken out. And in any matters of special importance to the association, the Board shall ask the Advisory Council.

So you see, we've got a lot of these things which we are going to have to take out or remove or change. But I don't see any of the current lists asking for the Board to have specific tasks on outreach, on capacity building, on transmission of the message of the Regional At-Large Organization to the ALAC, etc.

This is a question specifically to Mikhail. Do you want to add those to the list? Because that's actually where it would go.

MIKHAIL MEDRISH:

Okay, thank you. Thank you, Olivier. I would like to take off all those points, all these points that you read, because absolutely empty, non-working points concerning funds, concerning membership. Membership is not our decision. It's ALAC's decision. So it's not about Board. So to take off all points and to write down new ones, this is my understanding what to do.

OLIVIER CREPIN-LEBLOND:

Thanks, Mikhail. Well, on the membership, yes, it is actually the Board to deal with this, because the Board – or at least the Chair of EURALO; Chair and Vice Chair, now that we have the new names – advise the ALAC on the regional recommendation for accepting an At-Large Structure application. And the ALAC votes according to the recommendations of the Regional At-Large Organization. So although the actual ratification is done by the ALAC, in general, it would follow the recommendations of the Regional At-Large Organization.

And I guess it would go the other way, as well. When it comes down to decertifying At-Large Structures, it is the Regional At-Large Organization that does the groundwork to prove that an At-Large Structure has to be decertified. And it then passes on that to be ratified by the ALAC.

So these two would stay in. But obviously, the ones that deal with financial statements, the one that mentions the Treasurer, could be removed. And if I hear you correctly, you're saying that they could be replaced by other things to be listed here.

Wolf Ludwig?

WOLF LUDWIG:

Thanks, Olivier. I agree with Mikhail's statement before, who suggested that most of such specifications, under 9 and the Board, can really be deleted because it simply proved to be useless. So they are standing on the paper here. And no Board member in the past ever took them serious. Therefore, if we keep the Board as the body of the association, then we can be very short and precise here by saying, "Okay, Board members have particular responsibilities in support of the leadership. And more details are specified in metrics." So this would be enough, because roles and responsibilities, depending on the people, may change over the years. Therefore, I would not go into any specifications in the Bylaw. I would just say the Board members have responsibilities, and I would specify the details in the metrics. What would mean, as Mikhail suggested, we can delete most of the stuff, what is written here, because it's never, ever made any sense. Thanks.

OLIVIER CREPIN-LEBLOND: Thank you, Wolf. You mentioned specifying the responsibilities in the metrics. I'm a little confused. It might be a language issue. The metrics, as far as the ALAC is concerned, is the collection of data on attendance, on the performance of someone. So are you saying effectively that you need to actually also define the roles and responsibilities there?

WOLF LUDWIG: Or we can make an annex to the Bylaws and pointing, that we call it metrics or call it responsibilities of Board members. And we had something comparable like this already before we re-elected the Board, when we were saying, "Okay, the minimum criteria," or you can also call it the minimum criteria, "Just let me go to my archive. Performance criteria, Board Secretariat." So we have already, at the EURALO Board, they are under-performing in the last years. The following criteria should be considered for the next Board members' selection: minimal participation at monthly calls, five [inaudible] over the year, participation at ALAC or EURALO regular working groups, one or two at least contributions or comments on EURALO's mailing list on current issues, providing assistance to the EURALO leadership, responding to mails in particular cases, being familiar with EURALO's regular business and challenges.

So this are some criteria we have already, we could use and could adapt. But I'm not sure whether this really needs to go into the Bylaws, because they are too specific. But for such specifications, it would be good to have sort of an annex to the Bylaws. Thanks.

OLIVIER CREPIN-LEBLOND: Thank you for this, Wolf. So I think we are – I haven't heard anyone speak against this. We seem to be in agreement about this. I'm concerned about the time. It is seven minutes already past the top of the hour.

Jean-Jacques Subrenat, you're the last one to speak, and then we'll outlay a few next steps. Jean-Jacques, you have the floor.

JEAN-JACQUES SUBRENAT: Thank you, Olivier. It's about the action items on the right-hand column of our website, chat board. May I suggest that instead of all EURALO Board members will be given specific responsibilities, this is an action item for today's meeting, or taking away from this meeting. So may I suggest that the Chair has been asked to attribute specific tasks or specific responsibilities to all Board members – or to the remaining three Board members, if that's the case – say for the next six months. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks for this, Jean-Jacques. That's a good way to rewrite it. I don't see it caught. Maybe it's written offline. And who is taking the notes. Is it Silvia? No, Silvia is not on the call. So is it Terri?

UNIDENTIFIED MALE: Terri, at the moment.

TERRI AGNEW: Correct, it's myself at the moment.

OLIVIER CREPIN-LEBLOND: Okay. Have you caught this?

TERRI AGNEW: I did, thank you.

OLIVIER CREPIN-LEBLOND: Okay, thanks. Okay. I am concerned about the time.

WOLF LUDWIG: Olivier?

OLIVIER CREPIN-LEBLOND: Is Mikhail back with us? Because I was going to ask him, and give him a task. Is Mikhail with us, Mikhail Medrish?

TERRI AGNEW: He is not. We've continued trying to reach him, but no luck so far.

WOLF LUDWIG: Olivier?

OLIVIER CREPIN-LEBLOND: Yes, Wolf Ludwig?

WOLF LUDWIG: Yeah, just a remark regarding the action items. Where it's written, "The EURALO annual report will assign to specific officer responsibilities," I mentioned already in the chat about it's not annual report [inaudible] responsibilities. An annual report recapitulates activities from the past year. So we can only write in the annual report that the Board members have assumed their responsibilities or not. But as Jean-Jacques said, it should be the Chair of the association who assigns such responsibilities to Board members, just as a matter of clarification. Thanks.

OLIVIER CREPIN-LEBLOND: Thank you for this, Wolf.

Mikhail, I was waiting for you to come back on the call. I've heard that you are back on the call. What I was going to ask –

MIKHAIL MEDRISH: I'm here.

OLIVIER CREPIN-LEBLOND: Thank you. So what I was going to ask of you is since new are going to be doing some cuts to this Section 9, I was going to suggest that you make suggestions for our next call as to what Bylaws you want to be added on Section 9.3, which is the Responsibilities of the Board. So we can then go through these one-by-one.

At the same time, I note that there certainly people are okay with having all sorts of metrics that are associated with it. So we will have to have one clause that mentions that metrics will be associated with the EURALO Board responsibilities.

And thirdly, I note that the responsibilities are being given. So now if we look at the actual individuals on the EURALO Board, it is the Chair that assigns the responsibilities to the different members of the EURALO Board. And that has always been the case.

Yuliya, you have the floor, and then Mikhail very quickly, because we really are going above the time. I'm a bit concerned. Yuliya Morenets?

MIKHAIL MEDRISH: Who is first? Who is first?

OLIVIER CREPIN-LEBLOND: Yuliya is first.

MIKHAIL MEDRISH: Okay.

OLIVIER CREPIN-LEBLOND: And we cannot hear Yuliya at the moment. I don't know. She is typing. While she is typing, Mikhail, you have the floor.

MIKHAIL MEDRISH: Thank you. I suppose that all bodies are to have responsibilities and are to have some theme to understand how they are working, how they are doing their job. So not only member of Boards, also Chair and Vice Chair. That's all my final comment.

OLIVIER CREPIN-LEBLOND: Okay. That's all fine, absolutely. It's all understood. All members of the Board will have responsibilities.

MIKHAIL MEDRISH: So we decided, I would like to – excuse me.

OLIVIER CREPIN-LEBLOND: Because that defines those – yes, go ahead.

MIKHAIL MEDRISH: I would like to add my comment, just for the record. I would like to add that we are to decide if Chair and Vice Chair are also members of the Board. Because I suppose that Chair and Vice Chair are members of the Board. And all five members – today it's five members – must be three and two. So five members as a goal, including Chair and including Vice Chair. I suppose it's good enough for EURALO to have five members, including Chair and Vice Chair. So this is some addition, my understanding of how we are to work [inaudible]. Thank you.

OLIVIER CREPIN-LEBLOND: Thanks very much, Mikhail. And I have not seen anybody opposed to this. And this was discussed in the last time. So I would say that the consensus is the Board is made up of five people, including the Chair and the Vice Chair. So it's five people in total. So that's another point, I think, that we've reached today.

Before we close, I was going to ask two more questions then, just quickly. First, as you've seen, Advisory Council, if we have a Board, I have heard everyone say that it's okay to not have an Advisory Council. Anybody against it, please either type in the chat or speak out or put a red mark.

That's the first one. So we remove the advisory council. Then, when it comes down to Secretariat, Section 12, that will have to be rewritten, bearing in mind that it will now be called Vice Chair.

And 3E, financial part, because we are not dealing with finance, the proposal from Wolf Ludwig was that we remove the financial part altogether from the Bylaws. Do we have agreement on this? I haven't heard anybody on the mailing list say we don't remove that part. So are we all okay with removing that part? I see –

MIKHAIL MEDRISH: I agree to remove.

OLIVIER CREPIN-LEBLOND: The financial part, Yulyia, is Part E, I believe, in the Bylaws, which talks about finance. Let's see, Advisory Council.

OKSANA PRYKHODKO: I can't be agree or disagree with this, because it's very important to have real purposes for this [function].

OLIVIER CREPIN-LEBLOND: Well, Financial Matters, it says, "The association's funds shall be made up of membership fees, extraordinary charges," and all this. The association has no funds. So without having any funds, it doesn't make any sense to have Financial Matters.

OKSANA PRYKHODKO: Yes, but I think that the Secretariat function is extremely important for EURALO, because when you were the Secretariat, you did –

OLIVIER CREPIN-LEBLOND: Oksana? Oksana, sorry to be cutting you off. We're speaking of Part E, Financial Matters. Secretariat, we will have to revisit because we [inaudible] change the Secretariat to the Secretariat function.

OKSANA PRYKHODKO: Okay. I'm sorry. I'm sorry.

OLIVIER CREPIN-LEBLOND: Okay, thank you. Okay, well, that's it. We are 17 minutes past the top of the hour, which is a bit too much. And I apologize for having run over. But we've made some excellent progress here. And I will work with Terri

on the notes. We will forward these to the mailing list shortly, with the decisions that we've made today. Because the questions were put to the list, I don't think we need to ask the list again. We've got enough people on the call today to make the decisions. And so I'd like to thank you all for taking part into something where we've really progressed well.

Next week, Mikhail, if I could ask you to please make your suggestions on the responsibilities of the Board.

MIKHAIL MEDRISH: Yes. Yes.

OLIVIER CREPIN-LEBLOND: And write them in Bylaw fashion, so if it was each line in a Bylaw. And we will also go through those responsibilities and decide to remove clauses which deal with finances or clauses which deal with things which we have now removed. Like for example, when it mentions the Advisory Council, then we can remove that.

Next week, we need a Doodle. And, Terri, thank you, please do the Doodle again. Are there any days that anybody wishes to avoid completely? I would say avoid Tuesday, because both Wolf and I are at the Swiss IGF. But the rest of the week –

MIKHAIL MEDRISH: Monday and Tuesday. Monday and Tuesday.

OLIVIER CREPIN-LEBLOND: Monday and Tuesday we forget. Okay. So let's do Doodle for Wednesday and Thursday.

Thanks, everybody. This has been an excellent call. And this call is now adjourned.

TERRI AGNEW: Once again, the meeting has been adjourned. Thank you very much for joining. Please remember to disconnect all remaining lines, and have a wonderful rest of your day.

[END OF TRANSCRIPTION]