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LORI SCHULMAN:

I want to welcome everybody to today's meeting of the Work Stream 2 Subgroup Guidelines for Standards of Conduct Presumed to be in Good Faith with Exercising Removal of ICANN Board Members. It's a mouthful, but it's an important job and I'm glad we're all here to continue our conversation from last week.

Of course, we'll ask ICANN staff to take attendance through the roster and if there are any changes to Statements of Interest to please let us know.

I had belatedly sent to the group a question I had asked last week but I didn't send it to the [inaudible] until today, and I apologize for that, about how we might want to go along suggesting our guidelines. If we wanted to suggest a guideline, research how it complies with NTIA standards and then how it also complies with the Work Stream 1 recommendations, which would be a slower process but would bring us to a conclusion faster for each recommendation. Or if we wanted to brainstorm and then at the end when we have a plan in place, then go through and check it against the NTIA requirements and the Work Stream 1 recommendations.

We could do it in either direction. However, until we get that answer, there is no reason why still can't discuss some of the open issues, important issues to our task. On one hand, it may seem a little bit simple, well, let's set up some guidelines [inaudible] may be only a few. We have to make sure that whatever claim a community representative brings that it's true. That's a good one. But there should be other standards.

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*Note: The following is the output resulting from transcribing an audio file into a word/text document. Although the transcription is largely accurate, in some cases may be incomplete or inaccurate due to inaudible passages and grammatical corrections. It is posted as an aid to the original audio file, but should not be treated as an authoritative record.*

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What I thought was today I sent out a proposed discussion list (A) to talk about how members are removed now because I don't really know. My understanding is that the Board can remove a member, and that's about it. [inaudible] If someone could confirm if they know. If not, I'm happy to research that in the Bylaws making forward. But I thought that would be a good question to ask ourselves: How are members removed now? Has anybody ever been removed? I can't recall that ever happening, but I have not been involved as long as others.

Then the B part is: What are the good practices that we are trying to promote when making a claim? When I say a "claim," I mean a claim against a Board member in order to remove them.

I put them under three different headings, and I see the ICANN staff cleaned up my agenda. It looks much nicer. Thank you. I thought these might be good points to start us to discuss. If anybody has any other points they would like to add to the list, I'm certainly happy to hear them. If not, my suggestion would be maybe we go through each question.

Okay, well, let's go through each. Oh, Alan, I see your hand up.

ALAN GREENBERG:

Sorry. I was going to answer the first question of, how are members removed and has anyone ever done it? If we're there.

LORI SCHULMAN:

Yes, thanks.

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ALAN GREENBERG:

Up until now, we've never had the ability to remove members, so no one has ever done it. The Board has had the ability to remove Board members. They have never taken that action. Their ability is unilateral without any cause or anything else. They simply have to follow a certain process in doing it, but they have never actually taken that action.

LORI SCHULMAN:

Okay, that's interesting. In my experience, some Bylaws are actually silent on how to remove Board members and in others it can be a very complicated process. So we know basically the Board has had the power but never felt the need to exercise it, so I think that's a good starting point.

So my next question: What good practices are we trying to promote when making a claim? What are we talking about here? We certainly don't want to have a chilling effect where we create a process that's so byzantine or so misunderstood that people are afraid to come forward with legitimate claims. But at the same time, it's important to be serious about it, to recognize good governance principles.

I explained in last week's call, under American law there are three essential duties of a board. In my own head where I tend to start from is if a board member is in line with the duties that state statutes prescribe for board members, that's where I start.

But we're a little different. ICANN is still subject to California law, clearly, but there is a community to be accountable to, [a newly]

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Empowered Community. So I believe that the basic standard probably is not enough. That we're here to make sure that our Board members are accountable for what they say they are going to do, what we've appointed them to do, and for what the Bylaws require. So it will be a more complicated process.

So my next question then: What good practices are we trying to promote when making a claim? And the first two questions I've asked under that are: Who would verify facts? And should there be any standard form for investigation? I'm interested in hearing your thoughts on that.

Okay, I'm hearing deafening silence here. Do we feel that each SO/AC should form its own guidelines and what we develop is a template to those guidelines, or is what we're developing going to apply to all the SO/ACs? Does anybody have thoughts on that?

Okay, I'm just going to then just go through my questions, read them aloud. Oh, Alan, thank you.

ALAN GREENBERG:

Yeah, I don't think we have the ability of setting processes for each AC and SO. They have to set their own. In the case of SOs, the Board I believe has ratification rights, or at least rights to question them. In the case of ACs, they don't even have that. So I don't think we have any grounds on which we can set processes within ACs and SOs.

Standards and verification, again, we're dealing with a situation where the commitment out of Work Stream 1 was an AC and SO has to give a

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rationale or explain why they're taking the action, but there is no limit as to what that rationale can be. So I'm not sure how we can set a standard for verifying it or saying it isn't meeting the standard. Thank you.

LORI SCHULMAN:

Thank you, Alan. Well, I think I'm confused here then because if we're setting guidelines in order to make sure that an indemnity can be triggered so that whoever is bringing a claim, as long as they're making it in good faith, can be immune basically – or not immune – but would have the means to be indemnified by the corporation to defend themselves against any counterclaim a Board member may make. So if we don't have overall community standards for what that looks like and it's left to each SO/AC, I'm not clear that we have a task in front of us. I guess that's where my confusion would then lie.

ALAN GREENBERG:

I can try to answer that, and maybe I'm not the best one to do that however. My understanding was we are trying to put some words and guidelines around what does it mean to do something in good faith for someone for whom English may not be a native language or may not be familiar with the concept, not specify the specific causes that they may cite in that good faith statement. At least, that's my understanding of it. Maybe I'm off the wall and that isn't what was meant, but that is my understanding going forward.

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LORI SCHULMAN:

That's my understanding too about causation. You're right. There is, to my understanding, no enumerated list of complaints that if it falls into one of these ten categories, then you can move forward and make a complaint. That's up for each SO/AC to decide if they're going to move against a Board member, why. That we're in agreement on.

But if we're talking about what good faith means, then that does imply to me a broad standard that covers the entire community. Now the staff report that was written and legal opinion that follows from [inaudible] basically said one thing: we have to make sure that people are telling the truth, that they verify their facts. That was the only piece of legal advice I really saw in that guidance.

So does good faith alone mean, well, you're telling the truth and how that truth is investigated, how it's presented, that's up to each SO/AC? If that's the case, we don't have a task here. Then it's each SO/AC. But if there's a standard that applies to the entire ICANN community, then what I see us as being the proposers of that standard.

How should this work? Regardless of which SO or which AC is involved in order to claim that you're acting in good faith, what are those steps? That some wrong has happened? That some duty has been breached? Some promise unkept? And if that happens, how do we verify it? How do we present it? What do we do to move in a way that underlies the severity of the action that we're taking? That's what I see our task as being.

I'm interested in other hands. I feel like Alan and I are having a dialogue rather than a community discussion. I agree about causation. That was

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one of my questions: Should different types of claims be subject to different standards of verification? Meaning even if we don't categorize claims, can we categorize claims without naming claims?

For instance, if a claim is based on a particular behavior versus a claim is made on an action that goes against the Bylaws, does it make a difference? If there's a Board member that is somehow impaired or can't make decisions or is speaking inappropriately or cursing – I mean, I don't know – with a behavioral issue versus a substantive issue regarding whether or not a Bylaw has been followed or some other duty has been broken.

Cheryl's citing in the chat: "I think we need a degree of expectations, not wide variance in AC/SO processes though, Alan, [thus] guidelines. Expectations of the AC or SO for their members conduct and role not being met should be okay to action and without cause per se."

Cheryl, do you have audio? Are you able to speak? When you say members conduct and role not being met should be okay...

CHERYL LANGDON-ORR: Yes, I have audio, but it's 5:15 in the morning.

LORI SCHULMAN: I'm so sorry.

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CHERYL LANGDON-ORR: [inaudible] can be awake. It's not a problem. I'm talking now. I think we do need, as you say, Lori, unless our work is already done, to set up some guidelines, some expectational guidelines that the ACs and the SOs can look to within of course having the flexibility of their own particular processes.

Now it may be, for example, with the decided example I was giving in the second part where an advisory committee or a support organization may be unsatisfied that well understood conduct and expectations of their Board member are being unmet. In other words, there's no particular cause. They just believe, for example, that Board member is at no point in time acting in their best interests.

Now that's not going to get us into an argument of what is Board member primary responsibility to the corporation, but it may be seen by the AC and the SO as a no longer suitable choice and they may move in some way, shape, or form suitable to themselves to remove that Board member. I think that's all fair enough, but what I think is also fair enough is that there should be some within that construct of "the truth" that was the legal advice be that such expectations that are apparently being failed to be met were in fact stated at the outset of Board selection, for example. So it's sort of some basic principles.

I think that would be well worthwhile exploring. It may be that there is a strong encouragement for having some form of formal, even if it be confidential, discussion regarding such an action that includes a majority of the AC or SO leadership. I don't know, but I think we should have a couple of hooks to hang fair and reasonable conduct, not just good faith conduct going on. Thank you.



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LORI SCHULMAN: Right. Thank you, Cheryl. Alan, is that an old hand or a new hand?

ALAN GREENBERG: No, that's a new hand.

LORI SCHULMAN: Okay, Alan?

ALAN GREENBERG: There are some things we can do, and I'll use an analogy from some At-Large rules that At-Large is composed of a number of other units and we don't have a right to set their rules. But we can specify that if they make a decision, they must formally make it according to their rules. For instance, in naming the spokesperson or persons, those have to be identified formally by the AC and SO. So it has to be an action saying, "That person (or persons) is speaking on our behalf."

The rationale for dismissal, again, should be something that is formally decided by the AC or SO according to their own processes. I use the term "formal" to say they actually have to take some action to make that decision. It is certainly reasonable to say that if the rationale includes – not an accusation, I'm not quite sure how to put it – but essentially a statement that is other than perception, that it has to be something they should have made reasonable attempts to verify.

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If the reason is – and I’ll use the analogy I gave the other day – that the person wears purple pants, one should have some evidence the person, in fact, wears purple pants, not just the presumption that they’re purple. On the other hand, if the cause is something that is purely perceptual – that is, this person is not communicating with me very much – you should be able to demonstrate that they haven’t come to talk to you. But it becomes a judgment call at that point, and one can question the judgment.

So there are some things we can specify in the guidelines. There are others that I think are going to remain vague. Thank you.

LORI SCHULMAN:

But I think that’s a great point. I would say perhaps we have a proposal for the first guideline: that each SO and AC have their own process, that in order for a claim to be brought, that there is a process, that there is a way forward. What that process is, is up to each AC, but they must have one. How do people feel about something like that? Could I have a show of hands one way or another if you don’t want to talk?

ALAN GREENBERG:

Forgive me for speaking again.

LORI SCHULMAN:

No, that’s okay. [We’re blessed for speakers, so thank you.]

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ALAN GREENBERG:

I think we have to say if the AC or SO takes decisions, it has to be through some formal process of theirs. I don't think we can specify that they need to have written out exactly what the process is for coming up with the rationale for dismissing a member.

The ALAC has adopted Rules of Procedure to cover our actions within the Empowered Community. It simply says that if we're going to do anything, we have to do it and do it by a certain supermajority, that it has to be a formal action, and it has to be voted on, and it shouldn't be a private vote/a secret ballot. We have to be conscious and do these things.

I wouldn't want to see that for every AC and SO, they need a 200-page rule book to cover this particular action as well as every other action they can take under the Empowered Community, but they can't be doing it completely on the fly.

LORI SCHULMAN:

That [inaudible] I agree. To what degree the community would ask for the evidence of the process, yes, I agree. A 200-page rule book, not a good idea for a variety of reasons. But at the same time, that there is some documentation of a process. Maybe the documentation is "in this instance, we use these procedures" as opposed to having [even] sort of a generic procedure. "In this instance, these things happen. This is the procedure we follow" and that is documented.

That's a slightly different approach. Saying what happens must be thoughtful and documented, but it doesn't necessarily say that you have

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a fixed set of procedural requirements or obligations [inaudible] under that. Is that what I'm hearing you say?

ALAN GREENBERG:

Yeah, I like the word thoughtful. Thoughtful and deliberate. That is, it can't be an ad hoc thing. Remember, we're taking action on behalf of an advisory committee or a council of a support organization. They have to have gone through some process to make that decision. Otherwise, you end up with the potential that decisions are made by the chair or something like that, depending on how that group works. And that may not have the power of the whole AC or SO behind it. That's critical in my mind.

LORI SCHULMAN:

Yeah. I would ask the note taker if you could write down those words: thoughtful – what was the other one? There were two: thoughtful and...?

ALAN GREENBERG:

It was deliberate.

LORI SCHULMAN:

Deliberate, yeah. Thoughtful, deliberate. Those are words I would like to have in the transcript because when we start to do the drafting of these ideas, I think putting in place those keywords [inaudible] whatever we come up with would be important. Because the idea is this is not an everyday occurrence; this is an extraordinary occurrence. So if we're

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going to exercise an extraordinary power, which we have now, then the diligence, the deliberateness, the thoughtfulness is what is clearly desired from each community.

I agree, what we wouldn't want is a leadership of a community, an ExComm of a community just maybe making a decision without even consulting the community at large. I don't know if you think that's getting too granular to say that one of the things we might suggest is that this can't be made by an ExComm. It has to be made by a popular vote. Again, these are ideas I'm throwing out there, nothing I'm wedded to. But do people have any ideas about that?

ALAN GREENBERG:

Certainly, every AC and SO has a decision making process. They vary heavily across the group. They have to decide, and they may have multiple decision making processes. I think the choice of how they do it has to be left to the AC and SO, but it must be done in some deliberate way which says it has the force of the AC and SO, just like approving the CCWG report had to be the result of formal action of the group.

LORI SCHULMAN:

Might I add not only does it have to be done but be documented. I would like to see a requirement of documentation without making a judgment on the process itself. But if there's a process and we've reached this point where we're moving against a Board member, that not only does there have to be a process but there has to be a memorialized way of how that process came to be. So it's not the 200-

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page rule book, but it is “these are the thoughtful, deliberate steps that this SO/AC took, and this is how we’re documenting it.”

And now we go to the next step, whatever the next step is. Is the next step confronting the Board member? Does the Board member have a right, more or less, to a first shot at defense or correction? I had asked one of those questions as well. Assuming that a process is followed and assuming we get to the point where there is a motion or whatever the procedural requirement is to make a claim against a Board member, should there be an opportunity to confront the Board member first before that ultimate step of removal is taken? Or would that be part of this [lower] SO/AC deliberative process? Or does it [inaudible] point, and then there is a more standard process where all claims have a certain place they need to go before we decide to exercise the ultimate power?

ALAN GREENBERG: A lot of that is already specified by Work Stream 1, but I think Cheryl may have a better answer than mine.

LORI SCHULMAN: Okay.

CHERYL LANGDON-ORR: Thanks, Lori. I don’t have a better answer to every, but I may [jump back] from what Lori was just saying. That’s not why I put my hand up. I put my hand up because – of course, my Adobe room keeps crashing,

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which is very annoying so I'll miss out on the chat for a little while. It's about the fourth time it has happened in this call, so never mind.

A couple of things. I wanted first of all to respond to what Karel was saying in the chat about, shouldn't there be one more unified process for the ACs and the SOs? I really don't think that is practical. I think we should rely on, as we're heading to in our conversation, a set of expectations which allow the processes to be internal to the AC and the SO but are clearly understood and meet a set of fundamental criteria and some of the language that has been used here, the thoughtfulness and the consideredness and all that sort of thing and the documentation. That I think is really essential, to have this searchable, not the details but the fact that it happened is important, otherwise we can recreate or lose history.

But one of the things that I was a little concerned about that we didn't become too granular, Lori, and that's one of the reasons I put my hand up, was when you started to say that perhaps we should set a guideline that says it should be a popular vote, not an ExComm, etc. I'm a little concerned if we get too much into that degree of prescriptiveness for an AC and SO process that I am not at all concerned if we take a step back from something like that and perhaps match it to – every AC and SO will have, for the want of a better word, an electorate.

A selection of their embodiment of membership, however that is organized, that is responsible for the putting of the Board member. How that's done – by election, by selection, by drawing a number out of a hat – I don't really care. That's the AC's and the SO's business. But I do care if it's not the same grouping that has the right to removal. In other

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words, to use the example of the At-Large community, the electorate for the selection of their Board member for Seat 15 has the five RALOs represented nominally by their chair, but it's their chair or their chair's delegate holding a vote and each of the ALAC members. So that's a 20-person electorate – 15 ALAC members and a vote from each of the 5 regions. So I wouldn't want to see the regions not have to be equally engaged and involved at the same degree in the removal of. Do you see what I mean? So there sort of needs to be a clarity.

LORI SCHULMAN:

I see exactly what you mean, and I think that makes a lot of sense. That's an [equitable] solution. Yeah, I would be supportive of something like that, for sure. Did you want to say something else? Or I'll move on to the Alan and Avri who are in the queue, and we'll call on Alan then Avri.

ALAN GREENBERG:

Thank you. I guess at some level I disagree with Cheryl on that last one, for instance, in terms of At-Large. Yes, we do have our perhaps arcane method of selecting the director, but the removal is part of an action of the Empowered Community, which is the ALAC proper. I think that might be very problematic if we were trying to emulate it.

It's not that different from the NomCom appointing people, but the ACs and SOs can remove a NomCom appointee, if not the NomCom. So it's not the same group that does the removal for the NomCom, but it's actions of the ACs and SOs as a group, with a certain threshold. So there is some asymmetry in that.



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I would also be careful about the concept of ExComms and things. Again, the ACs and SOs work in different ways. For instance, the ccNSO has two different levels of decision making that may be invoked, depending on what the issue is. Some decisions are made by the Council, but either they need to be ratified or can be overridden by the overall ccNSO membership, the larger group of ccTLDs that are members.

I don't think we want to be in a position of telling the group which of those methodologies to use in a given instance. The GNSO, for instance, does not have a mechanism of a vote of the GNSO as a whole. It is only the Council. So I think we need to be a little bit careful about not being too proscriptive.

The last think I was going to mention and the reason I put my hand up is, remember, we have three kinds of removals. Only one of them is removal of the AC/SO director appointed by that group. The others – either removal of NomCom appointees or removal of the whole Board – require collaborative action among the ACs and SOs. There's going to have to be documented process and communication between the two. It can't be done on a whim by one person because it does need the collaboration of other ACs and SOs to hit the threshold. Those are less onerous at some level because there's no way you can do it privately in a little room. Thank you.

LORI SCHULMAN:

Thank you, Alan. Avri?

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AVRI DORIA: Hi. It always takes me a while to find the microphone button. Can you hear me now? I assume you can.

ALAN GREENBERG: Yes.

LORI SCHULMAN: Yes.

AVRI DORIA: I want us to look at being minimalist about this. I think that the conversation we just had now on the intricacies of At-Large, ALAC, and all its subgroupings complexities shows us why we must stop at the SO/AC door. We cannot presume anything about how they do it. What we can presume is things like they must write up an explanation. That explanation should include the process they used to arrive at it. Perhaps we want to say that explanation should include any contrary views that there were on it, and it has to be publicly available.

So we can make that kind of statement about how they do it, how they tell the rest of the world about it. I think we have to rely on – if an AC/SO wants to leave it in the hands of their chair, it's really not for us to proscriptively say, "They mustn't be able to do that." I think it might be up to the other AC/SOs at the time to read their report and say, "What? The chair decided on this alone? Come back when you've got something that has greater support," which the other ACs or SOs will be able to do.

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Am I talking too long? The other thing I wanted to add too is if we don't get proscriptive, if we are minimalist, then that basically handles pretty much everything. We always stop at the door. Either they initiate a discussion, or they have to respond to a question that was initiated by someone else. You have to explain yourself. You have to do it publicly, etc. Going beyond that seems to me to get us [into] all kinds of messes. Thanks.

LORI SCHULMAN:

Thank you, Avri. I would agree with Avri in that sense, for sure. Stopping at the door of the SO/AC does make sense and if we do keep it minimalist, then we are creating an umbrella document or an umbrella process – whatever you want to call it, although it will be a document – but an umbrella methodology that would cover every instance. I do think that makes sense, and I certainly wouldn't want to overstep the authority of a particular SO or AC.

I know inside the GNSO right now there's a lot of discussion going on about the new powers that the GNSO will have under the community powers, and not even the community powers, will have generally under the new Bylaws and is that appropriate for the Council? Governance at the SO/AC will change, I believe. I don't think that the SOs and ACs will necessarily end up looking like what they look like today, and whatever guidelines we produce need to accommodate for that. So Avri's minimalist approach I think does make sense. And I do agree with Cheryl in the chat that Avri's examples are very good.

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I feel like we're on the road. At least we started down the road to some answers here. I do believe I'm feeling in the group – maybe you want to raise your hands – that the minimalist approach is the way to go. That when we start looking at this further, that is what we keep in mind as the guiding principle. I see Julf had his hand up, then he took it down. Julf? Oh, you were raising your hand to agree. Okay. I didn't have overwhelming votes here, but I certainly think we can take the temperature of the group to say that is the example that we want making forward. I think that in itself, having that decision is very helpful in terms of how we formulate future discussions.

At this point then, I have more questions, but these questions seem to be more along the line of once and SO/AC has done whatever it needs to do to get its claim to where it needs to be, then does this group want to think about and do we think it's within our remit – that could be another question – should we recommend guidelines where there's a process where the Board member has an opportunity to somehow correct or that that's something we shouldn't be looking at? That the removal process itself should have – I'm probably not saying this too clearly, but where do we stop?

Once we say, "Here's how the claim should be brought and here are the guidelines that say we're acting in good faith," does that then extend to, okay, now we have a claim. Do we think about what happens after the claim in terms of should there be some sort of set process there where the concern is brought to the Board member before any sort of formal movement or action?

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The other thing I'm not clear about and I'll have to go back to the Work Stream 1 report – and I have read it. But I'll be honest, there are so many details in the report that in less it's standing right in front of me – and from now on I will have it in front of me for these meetings – is it within our remit to say what we think those next steps ought to be?

Oh, I think that's funny, yeah. Avri writes in the chat, "Correct is a funny term, assumes there is something wrong. No, I did not always wear purple pants. But rather they have the ability to insert their case in to a response." I agree. "Correct" may not be the right term, but what I was thinking more of like a steps process.

This goes to my questions about, should different types of claims be subject to different standards of verification or concern? What I am thinking of, I see this sort of like two buckets of issues. One is how a Board member may actually be behaving or not behaving: a Board member is not communicating or a Board member is communicating but roughly and inappropriately, non-professionally.

I mean, I have never seen a Board member do this in quite that way, but we're here to [inaudible] the horrors, unfortunately. There could be actual behaviors, or let's say there's a harassment issue. I don't know. There's a behavior issue versus the Board took a decision, the member voted on the decision, and it appears to the community that that decision is contrary to a Bylaw or exceeds the scope of ICANN's remit or whatever those buckets would be, there is how the Board member is acting as a human versus how the Board member may be acting in terms of how they make decisions as representative of the constituency or for ICANN generally.

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Telling a war story, when I was advising a board to one of my clients, one of their board members was indicted at the federal level for basically a conflict of interest violation that rose to a federal crime. So he hadn't done anything against our organization, hadn't made a bad decision, hadn't done anything that would jeopardize the organization per se, but he's facing an indictment and a possible trial and conviction on a very serious federal charge. That to me is a behavior issue more than an action contrary to the Bylaws. Do people have thoughts about this? Cheryl?

CHERYL LANGDON-ORR:

Thanks, Lori. I do have thoughts on that. That's to some extent I guess a bit of a crossover piece with what I put in the chat where even I used the word correction as the right to redress or the right to argue the point. It is often enshrined in even member organizations if you're going to dismiss a member, they have the right to be heard, etc. I think that's still within the fencing off of the AC's and the SO's processes rather than ours.

With something that is an issue such as your example, you're getting perilously close to actual cause there rather than not. But anyway, with that, a member of – and I'm going to use my example of the member organization, any member organization: tennis club, coffee club, don't care what – they will often have in their operational procedures or constitution, "Oh, by the way, if the following things happen (if you wear purple pants or if you're arrested for murder, whatever one on the spectrum that is) that means that you're no longer a member in good standing."

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That means when you do wear purple pants or you do become a convicted murderer, that you've been certainly warned when you joined the club in the first place that they were things that were going to be actionable. So again, I'm kind of thinking that's more within the AC's and the SO's realms.

LORI SCHULMAN:

Okay. Alan?

ALAN GREENBERG:

I guess if we go back to the original discussion that was held, one of the reasons one might want to remove a director was that if we had it all to do over again, we would not name this person. You only name a director for an AC/SO because you believe that there is some overlap between what you believe and what they will believe because they're going to be acting on their own. They're not representing you anymore once they're there, but you presume that there's some common thought processes or common values. If you now decide that there are not, then that can be a rationale for removal.

But to use the examples that you gave, if someone is indicted or convicted of something, then from my perspective, I don't want that label hanging over the director appointed by At-Large. That puts us in a bad light because from other people's perspective that says we have used bad judgment in who we put there, and that may well be cause for our removal of that person.

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Now again, we can't say that we want to remove them because they've been indicted if we made that up. But if in fact that is a statement of fact, it is our judgment call if that is sufficient to put us in a bad light and therefore we want that person removed.

I think it's all a matter of coming up with something that, as we said before, is documented to the extent that one can document something, but after that it's a judgment call of which things are we going to put up with and which ones are we going to ignore.

LORI SCHULMAN:

Thank you, Alan. I think that also goes back to why it needs to be left at the SO/AC door in terms of what you will put up with or what you won't put with.

ALAN GREENBERG:

Exactly.

LORI SCHULMAN:

I mean, it is a judgment within each SO/AC. I completely agree. I don't think it's a community judgment. And to the extent where we would be adopting the process where we would need a coalition, then it's up to that SO or AC to prove their case to [the other] SOs and ACs.

Cheryl adds in the chat, "Of course, there's the issue of what is illegal in different jurisdictions. DO NOT want to go there." I fully agree. This really is about, in many ways, a subjective standard. What is the expectation of a Board member from different SO/ACs? Whether or not



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they're meeting it. If they're not meeting it, then therefore by not meeting it they may be subject to a removal action. Then that's where the standards come in, at that level when it gets out of the SO/AC. I think that's where we're headed, which I think is a good place to be. As Avri puts in the chat, "Subjective but explained and accepted by others."

I think right now this might be a good place to stop for this session actually because we seem to have some guiding principles for how we will approach the problem and we can start thinking about a proposal for guidelines within those parameters. We can certainly start talking to each other on the list.

[inaudible] of course for anybody who didn't make the call, it would be helpful to have these questions. I'll send out to the list – and I won't wait a whole week, I promise – a little synopsis just saying, "This is where we think we're headed," with more feedback from the list and certainly to get some sort of consensus as to how we would like to start listing these guidelines: do a full plan and then compare it against the Work Stream 1 recommendations or go suggestion by suggestion and do the analysis as each suggestion is presented. I think both ways are valid. Like Cheryl, I'm leaning toward B, but there may people who feel A might just lead us to a finished product faster. I don't know.

Yes, I agree also, Cheryl writes in the chat Avri's explanation "subjective but explained and accepted" is nice language to capture the matter and we need to capture that. I would ask that the note taker maybe put Avri's chat into the discussion notes as well, the chat comment. It's a good one.

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I'm not typing as we talk. I typically do, but the typing really bothers people. I understand that, so I will rely on the notes that the note takers are taking, which is why I'm asking from time to time to copy things that I would have personally just typed to myself but I do not want to disturb anybody.

So I think with that, I'm going to – I see Rinalia is on the call, and I did want to ask Rinalia because I asked you this question last time, whether or not if you had the opportunity to ask the Board whether or not they would be contributing to this at all or you would be more of an observer. I was just curious at this point. Okay, I can follow up with Rinalia later.

I had put on the list on October 12, that call will be canceled. I'm not available that Wednesday. I'm not going to reschedule it unless people feel otherwise. But we have this slot permanently through Hyderabad and the end of the year, I believe, so we'll have plenty of time to make up for this lost call.

Is there Any Other Business? Is there anything else anybody would like to – oh, I'm sorry. Rinalia did answer in the chat that the input is being developed and Lito is the lead liaison. Oh, my apologies, Lito. I would have asked you the question. I will make sure to ask Lito first, of course. Thank you.

If not, I will give everybody back seven minutes of their time. I will follow up with the list with a short synopsis of where I think we've got to by the end of this call. I look forward to speaking with everybody by next week. Please feel free to start using the list for ideas for suggested

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guidelines and then how we compile them and report on them in terms of whether we follow A or B. We'll get to that conclusion.

CHERYL LANGDON-ORR: Thanks, Lori.

LORI SCHULMAN: Oh, you're welcome. I think this is a very interesting discussion, and I'm excited that we're making some good progress here, so thank you.

CHERYL LANGDON-ORR: Yeah, I agree, Avri. It's [finally time] to draft.

LORI SCHULMAN: Yes, I agree. I think there has been enough conversation for a draft to be written. Yes, I am the rapporteur. It's my responsibility. I'm with you Avri. No worries.

CHERYL LANGDON-ORR: Bye, everybody.

LORI SCHULMAN: It's very easy for Avri to say, but aren't you the rapporteur somewhere else, or were you smart enough not to do that? I can't remember if Avri is leading a group. I know Cheryl is. Oh, on staff accountability, of course. Yes.

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Alright, so we'll all be busily with quills in hand, ink in the pot, parchment on the desks, candle oil burning, and we will write our drafts. Everybody please have a good week, and thanks again.

**[END OF TRANSCRIPTION]**