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RECORDED VOICE: This meeting is now being recorded.

LORI SCHULMAN: Hello, this is Lori Schulman. Welcome to, I think it's call number five for our drafting guidelines for Good Faith to remove board members. That's the annotated version of the title. So we're here post Hyderabad to talk about feedback we got from our draft in Hyderabad and for me to give you some update on responses to queries that I had posed to the legal group, to talk about some comments that were made on our Google doc, and then maybe to talk a little bit more about what comes next in drafting the guidelines, maybe even do a little drafting today if our trusty note taker, Yvette, can follow along; maybe make the changes to the draft as we talk or make some notes and then I can follow up and post something to the list.

So I see we have six participating on the call. There's a new name here I see, unless that's Renalia, possibly, Laena Rahim. Laena, we know she's using a different name. Welcome to the group, we're happy to have you. We'll just get going. I wanted to let the group know that we didn't receive a response from the legal group regarding the potential conflict of interest. I had posed the question to our group whether or not we thought it might be a good idea to at least have on record whether or not an issue of conflict of interest has been vetted with ICANN legal and perhaps with outside counsel.

So I sent—the reason being is that for guidelines to be acting in good faith to remove board members, would there be any potential conflict of interest if ICANN legal, who in theory reports to the board, would

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then be looking at our document for legal sufficiency. Could there be any kind of issue there? And ICANN legal sent back to us a fairly detailed response, which I thought was very good and I agree with, at least initially.

The reasoning—they said, “No, that we hadn’t really looked at a conflict of interest issue here. We don’t really think there is one. We are ICANN legal. We don’t report to the board in the sense that we’re direct reports. We have a judiciary duty to the organization, so it’s important that the organization guidelines make sense and are minimally required by California law. We don’t really see this as opening up any sort of Pandora’s Box should these guidelines be exercised.”

Internally, ICANN legal had say in the review. They’ve asked to look at our draft when we’re done, which I think is very fair because honestly, were I in their shoes, I probably would have given the same response, that as a legal department, I’m responsible to the greater whole and while, you know, there are some in the community these days that are saying, “Well, the board is an entity, the organization’s an entity, the community’s an entity. In fact, if we were to exercise this power, we would actually all be one entity.” And that entity is ICANN as a whole. Holistic ICANN, however you want to refer to that.

So I think I’m fine with that, but I wanted to ask anyone in the group if they feel differently. You know, if you think that we should push this a little further, I’m happy to do that. I had posted the actual response to the list a few weeks ago before Hyderabad, so I’d like to hear what people have to say. Does this sound good to you? Not so good to you? Okay, I’m hearing no—

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THOMAS RICKERT: Sorry, I'm not [inaudible] Adobe, so can you put me[inaudible] please?

LORI SCHULMAN: Oh sure, yes, hi. Yes, please respond. Sure, because you're the only hand.

THOMAS RICKERT: Great, thanks. First of all, hi everyone. This is Thomas. I am not in the Adobe, I'm just on audio and I'm on the road, so I hope the background noise is not too bad. I think that I do agree with the response that ICANN legal gave because if there's an issue with the director or if a part of the community chooses to exercise the right that's given to the community under the [inaudible] community, I guess that's something that ICANN needs to respect and use as a basis for its work for the greater whole as you actually said. So I tend to agree with the assessment that they gave.

LORI SCHULMAN: Thank you, Thomas. I wanted to ask too. The response was signed by Samantha Eisner. She's the associate general counsel of ICANN, if you can scroll down here, I think that's her name, Samantha Eisner. What I wanted to ask the group, what I would like to do is I would like to reach out to Samantha directly and ask her for some guidance, not in terms of a specific set of language, but one of the things that we talked about in Hyderabad was when we have this drafting conflict—and Alan Greenberg really explained it well, right?

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We have this issue where we agreed in Work Stream 1 that basically a constituency group can petition for a board removal for any reason at any time for any cost. It should be completely open. This is the issue that Robin Gross was really adamant about in her comments, in the open meeting we had in Hyderabad. I spoke to Robin privately afterwards, same thing.

I don't think that we're disputing that, but where the challenge comes in is if you're going to show good faith but the policy is you can do anything for any reason, well then how do you show good faith? Because typically good faith would be, you're not lying, you're stating the truth. But if you're not lying, then don't you need verifiable facts? The minute you get into this issue of verifiable facts, then you get into cause, which is the slippery slope that Robin alerted the group to in the opening meeting.

And while I agree with her that the spirit is that there should be complete flexibility in whether or not to remove a board member, in order for this indemnity to work, we have to show some sort of minimal process and we have to show that people aren't acting out of malice. Some sort of malice. That's how I look at this. I think others in the group, we've talked about this before, would agree. So I would say that I think that is the temperature of the group.

What I'm wondering is if maybe I should reach out to Sam and just say, "You know what? I wasn't in these discussions in Work Stream 1. I'm coming into this new, good or bad." As a counsel, given this drafting conflict, maybe there's some general advice she can give us for drafting it as well. But again, I didn't want to like supersede the group in this

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and I wanted to know if you thought it was a good idea and I should proceed, or if you think we should just kind of muddle through and then send it to ICANN legal? I'm happy to hear, like from a process perspective, which you think might be better.

THOMAS RICKERT: This is Thomas again. If I may start. Are there more hands from the other parties?

LORI SCHULMAN: No. Thomas, you've been the vocal hand up. And Cheryl has signed into the chat. Yes, Cheryl just posted in the chat, "That could be a nice informal approach, Lori." Which I'm always in favor of informal approaches until we actually get to the final report. Or I mean the draft report when that of course would be final, but to get to a good draft report that isn't going to cause anybody a heart attack it might be a good idea. So I'm sorry, go ahead, Thomas.

THOMAS RICKERT: No worries, and I do agree with Cheryl. I mean, how could I get to not agree with Cheryl? How could anyone dare not agree with Cheryl? I guess that, you know if, you reach out to ICANN legal and formally share the results of the conversation with this group and then pass on a formal request to them once the report is ready or the draft report is ready, I guess that's exactly the way you should do things.

I hope that you haven't discussed this for too long earlier, but getting back to the question you asked earlier about how you can act in good

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faith without having any procedures in place, I guess it's exactly what we put down on Work Stream 1 that sort of starts describing the process.

Maybe to add a little bit of history to this, when we began discussing the board member removal community power, there was, you know, just we can throw them out at any time. Period. And then we defined the process whereby this is being publicly discussed where the board member in question should have the opportunity to go on record with their own version of what they think about this whole thing.

I guess that's sort of the process that gives sadness and concern to you and also brings to surface the position of the concerned board member, but ultimately, I do agree and I said this in Hyderabad. There doesn't have to be any reason or any cause from a list of causes in order to get rid of a board member. And I guess that's what we're looking for in this exercise with this group, is to set out some guidelines and if these guidelines are being followed, then the SOAC chair to bring forward the request to remove a board member do not run the risk of facing liability issues or losing their indemnification.

So I guess when you talk about facts, one of the things that we could say, and again if you discussed this earlier, I apologize—they should not bring forward any inaccurate facts. That if they bring forward facts, that those facts need to be supported by either witnesses or supporting documentation, and if there is no ground for removal that can be evident, then it would be good enough to say, "Well, we just think that this is not the right person for us." And that is a value judgment which I think as long as you don't cross the border of slander or discrediting a

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person, would also be fine. Another part of that could be that the language used in formulating the request should be such that it does not incite or otherwise discredit the board member in question. So I hope this was not too long. Thanks for bearing with me. I'll go back on you.

LORI SCHULMAN:

No no no, that was not too long. Bernard has very very patiently had his hand up, so Bernie, it's to you.

BERNARD TURCOTTE:

Thank you. Just a few points. You mentioned at the start of the call that maybe staff could edit the document in real time if we go into a drafting mode. We usually don't do that, just to be clear. We'll take some good notes and we can help you after the fact. It's been generally the experience going around that live editing with a bunch of people is a real bad idea on these documents.

Secondly, just a note relative to Sam. I'm fairly certain that she would be very happy to talk to you. We've been talking to her with other groups, and ICANN legal is there to help us, and as Sam has explained to a variety of people including the co-chairs since we began Work Stream 2, it's really a different environment that the bylaws have been changed and a lot less potential for conflict, so I believe if you want to reach out to her, you will be welcome and you will get some great advice.

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LORI SCHULMAN:

That's super helpful. Thank you so much. Yeah, I understand why real time drafting could be difficult, although this is such a small group, but I get it, totally, so thanks. So I'm going to put that on my to-do list to reach out to Sam in the coming weeks. Just to have an informal conversation to see if she has some broad ideas about how to put the drafting in a way that won't circumvent the agreement in Work Stream 1, but at the same time going back to Thomas' point about if you are asserting something based on facts, that those facts are true and is it good enough to just say they're true, would it be enough to have some sort of affidavit saying, "I'm telling the truth" or do we want to do something like well if you're asserting facts, then we need evidence that those facts were investigated. Those are the kinds of questions that I think that this group would want to look at in terms of process.

So what I would ask now is, I had said to the group if I could keep this call to 30 minutes I would endeavor to do so to give people back some time. But Yvette, if you could put up the last draft with the annotations and Sam's comments, maybe we can use the last 15 minutes here to make some solid suggestions about where we need to go with the draft and what are some of the open questions.

Based on the feedback that I heard from sitting in on the Hyderabad meeting remotely, which was not the best but it was the best I could do at the time, and feedback I got once I was on the ground in Hyderabad. What I'm thinking is that this draft first of all in section 2, the ABC per Sam and Franco's commentation, maybe we don't need an ABC in number 2. Maybe we just take all that out because what the concern from the ground was, "Well if you establish expectations, transmit



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expectations, verify the expectations that in fact you may be creating cause.”

I don't know, honestly, that I agree with that because I think in C you clarify that any expectations are in addition to any cause that may be brought forth without limiting cause. I mean, that's a legalistic way of saying that and maybe we just need to say that, clarify that the expectations are in addition to being able remove a board member for any reason at any time. Maybe the solution is to either take out the legalistic language and I apologize for that. I'm an American trained lawyer and I speak legalese, and as much as I try not to sometimes, it creeps in.

So my suggestion would be to consider maybe just removing A, B or C, or maybe just changing C to say what I just said. Clarify that SOAC expectations are in addition to any reason at any time. Now I want to get some feedback on that from people. Absent feedback, I'm going to keep talking a little bit and say why I'm sticking a little bit to this idea of expectations.

If we say a board member can be removed at any time for any reason and they could just not be the right person, looking at it from a governance perspective, from the board members' perspective, is it fair to the process that the board member gets appointed but doesn't really have any idea of what the expectations might be, or do we understand that the NomCom process that the board members already went through have already established that? Again I don't know, but I think to appoint somebody to the board and say, “Well we can remove you at

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any time for any reason,” is it a natural question from the board member? “Well, what do you expect from me?”

I feel like there should be some guidance here and yes, I understand that the guidance isn’t cause, but the guidance could be helpful to my good representation of your interests. I see that Cheryl’s typing into the chat. I see the point raised on that cause that she raised by Sam, and see that just a modified 2C can work from becoming a—and I don’t see the rest yet—becoming a—

ALAN GREENBERG: I still have my hand up. I’ll talk to that when we get [CROSSTALK].

LORI SCHULMAN: Alan, you’re first in the queue. Yes Alan, go ahead.

ALAN GREENBERG: Thank you. I’m not sure it’s an issue of fairness, to be quite honest. Under California law, board members can be removed. Period. So that comes with the job so to speak. And yes, any board member probably should do their best to make sure that they have a feeling for what it is the community expects of them. They may choose to follow it or not, but I would think that—I think the right word here is it behooves them to try to understand, but I don’t think there’s an obligation that could be set out in black and white before them.

Being a director of a corporation in California, of the type we are, says you can be removed. And that just comes with the territory. I think

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that's part of what you accept when you go into the job and to whatever extent you can lay the groundwork to understand what your community accepts or what the community expects of you, then you're so much better off. But I don't think we can change the overall ground rules. Thank you.

LORI SCHULMAN:

Okay, thank you. Cheryl?

CHERYL LANGDON-ORR:

Great, Cheryl for the record. And I accept everything Alan just said in terms of what California law does and doesn't have in its capacity on that. The same situation of ignorance however could be raised even the nominating committee process which does in fact outline to all of its applicants and interviews based on the ability to ensure that the potential appointments do have a clear and unambiguous understanding of their rights and responsibilities and risks.

It doesn't go into that particular part of California law, so it may be a surprise to a number of them that that is the case if someone wasn't familiar with California law. So there's always that risk of, "Hey, I didn't know." And it's the "Hey, I didn't know" excuse that I guess would be debated should a AC/SO not at any point in time make clear to their appointment what their expectations are of them. And you know what, I think that's the problem for the AC and the SO to sort out even when that happens.

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What I was trying to say in my text earlier on, it should have had a capitalized "A" at the end so it's not "a", it was change the "c" modified in some way to be just the A. So I was agreeing with you Lori, to remove the current A and B and then just shift it up in the formatting. It really is I guess current practice for most if not all of the AC's and SO's to at least some sense of expectations to their aspirants who are sitting on the board. It certainly is the case that the nominating committee and if that stops being practiced, well then, you know, more for them.

LORI SCHULMAN:

Great. Okay, that makes sense. Oh, Alan's hand's up again. Alan?

ALAN GREENBERG:

Yeah, I guess I want to do a level set of the world we're looking at. It's pretty hard to imagine in any of our SO's or the ALAC, who are the ones who are going to appoint board members, that this would creep up with absolutely no notice or no head's up that it's coming. You know, for the ALAC to remove a board member, that board member would have to be acting in a pretty egregious way. And I would expect that's the same in any other group.

Certainly within the CCNSO, if action were to be taken, it would have to be taken pretty publicly within the CCNSO and in fact with the larger group of ccTLD's, the same is true in the GNSO. The GNSO cannot act unilaterally without all of its stakeholder group and constituencies being involved. The same is true in ALAC. Yes, it could be done in secret if one tried really hard, but it's hard to imagine that.

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In the case of NomCom directors, there's going to have to be concerted action of multiple AC's and SO's. So none of this is going to creep up, there's going to be notice, unless it is so egregious that everyone decides that we have to do this and we have to do it in secret, and secrets aren't kept that well in ICANN.

So I think we're looking at a world where, yes we need some formal process and we need to document what it is that will allow ICANN to indemnify you and not have legal action against you for taking this action, but it's not as if there's not going to be some warning and some discussion of this. It's just not believable in any real world that I'm living in. Thank you.

LORI SCHULMAN:

Thank you, Alan. I would tend to agree, but as I said, I'm also reacting from some comments that came from the floor that basically said, "We can do what we want, when we want, at any time." And I think in a very broad sense that's true, but in a narrower sense, maybe not—to your point, we need some kind of process and maybe we focus on the process and not trying to establish a case per se. That could have been the underlying drafting sort of misunderstanding in the beginning. I'm wondering really from an editorial perspective—Alan is your hand still up or was that—

ALAN GREENBERG:

Yeah, no no. Just one follow on. In the group, an AC or SO can at any time without notice remove a director or start the process. But the AC and SO deciding to do that is not something that's likely to happen

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overnight or in most cases can't even happen overnight. Because the group has to make the decision, not an individual. That's the part that is almost impossible to do in secret without notice and surprisingly.

LORI SCHULMAN: Right, and I see Julf had asked the question, it's further up in the chat, basically doesn't—the community have to decide. It can't just be one SOAC, and yes, that's exactly right, that an SOAC can decide that they're going to petition for removal but they still need a coalition. They still have to find allies in the—

ALAN GREENBERG: No no, not for their own director. They have to involve the rest of the AC's and SO's in a discussion, but they don't need approval from them.

LORI SCHULMAN: Okay, so that's my misunderstanding. So it's for all board seats, you need the coalition, but for SO's/AC's you just need the SOAC.

ALAN GREENBERG: Yeah, for the NomCom you need the coalition. For the others, you must involve the other ones in a discussion, but you don't need their approval.

LORI SCHULMAN: Okay, all right. I think that nuance is not in these guidelines and probably should be to clarify that point. And I agree with Cheryl, she writes in the chat, "Still no chance of a secret though." So maybe really

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what we need to do also is to look back up at 1, and maybe and see my suggestion would be here—and again, once we have the discussion and some sort of agreement within the group, I can go back and draft. I guess this should be the third draft of this.

Maybe we change some language here to say like 1A instead of saying “maybe for any cause”, we could say “maybe for any reason at any time”. Take the causation language out. I think that would alleviate some of the issue around whether or not this is cause based.

And maybe in B what we say to Alan’s point and Cheryl’s as well is if there is a reason given, that the reason itself then should be fact based and if it’s verifiable, be able to verify it. You know, maybe that’s how we do it. We make it a little looser than it is now so we’re not necessarily writing a writ. You know? A straight petition of a fact based cause. And we leave it looser to say that you can do it for any time, but if you’re asserting a particular fact, pattern or behavior—well, behavior not so much, but this is where I get a little confused from a drafting perspective. You just don’t like the person, like Alan’s analogy, they’re wearing purple pants. So, they’re out.

Now in that petition, do we say they’re wearing purple pants and we don’t like purple pants, so you’re out? Or does the petition just say, “This isn’t working.” What degree of specificity, and I think this is one of the questions that I should ask Samantha—is what degree of specificity do we need to assert a position to alleviate any allegation of bad faith? That might be the better question. Bernard.

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ALAN GREENBERG: I think Bernie's had his hand up for a while.

LORI SCHULMAN: Yeah, Bernie. I called up on him. Bernie?

BERNARD TURCOTTE: Teah, thank you. Thanks, Alan.

LORI SCHULMAN: I'm sorry, Bernie. I tend to look at the participant box, and so I'm overlooking the staff box. I appreciate the patience.

BERNARD TURCOTTE: Staff is used to being overlooked. It's all right.

UNIDENTIFIED SPEAKER: Oh, for heaven's sake!

LORI SCHULMAN: That's horrible! I get it on the other end at INTA. I'm staff support at INTA, so believe me, I get it.

BERNARD TURCOTTE: Yeah, yeah, so we understand each other. Joking aside here, just two points. The first point, Alan made quite well. The difference between



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removing a director that's nominated by an SO or an AC, or a director that's nominated by the nominating committee is not insignificant.

Second, you were talking about process, looking more at process versus causality and I think that that's interesting and you may actually, if you have not done so, I don't know if you have, but the process is described to a fair level in our Stream 1 work, and possibly could use maybe some refinements from this group to meet the requirements we're trying to achieve. So I don't know if that's of any use to you, but that could be an interesting path to follow and would dovetail nicely with what we have already, and that's all I have to say. Thank you.

LORI SCHULMAN:

Thank you, Bernie. So you're suggesting that we go back to the Work Stream 1 report? Because I have read the report, but I'll be honest it was months ago. I would have to go back and refresh now. I have read the Bylaws, actually quite closely in terms of this bifurcated process, but I didn't remember about the coalition versus non-coalition. About the bifurcated process between all board seats, NomCom versus SOAC.

So yeah, we might want to think about how that bifurcation works even from that process level because there are different mechanisms inside the bylaws depending on which route you're going with the petition of removal. So I'm happy to follow that suggestion and go back to the Work Stream 1 report and at least definitely look into the part one for all board seats, what does this look like.

And I want to ask the group, do you think then, based on the different issues we're addressing here, do we need to even further break this out

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one more time and say for all board seats or NomCom seats or SOAC seats. Do you think we need to go that deep? We could still keep this brief and high level. We're still only at one page for our entire policy at the moment. So I'm not worried about length, I'm worried about whether it makes sense and that we're not—really again, I really don't want to be open to any sort of suggestion that we're trying to work around Work Stream 1, because we're not. And we know we're not. So it's just a question that's creating an understanding so everybody understands where we're headed on this. Do you think there could be a meaningful way to distinguish all-board, NomCom, SOAC? Alan?

ALAN GREENBERG:

I don't really think that there's a need to differentiate. Clearly, if it's NomCom, there are more people casting dispersions on the director because more than several different AC's and SO's have to take formal action to say that that director should be removed, and to state the rationale. And clearly, the discussions will be more public and more open in that case. Whereas in the case of a single AC and SO, I am obliged to raise it with the others, they can totally ignore me. And I've met my bylaw obligations by having raised the issue with them. Whereas clearly in a NomCom director, some of them will have to take action if it's to be effected. But I don't think the ground rules are different.

LORI SCHULMAN:

Okay. Bernard? Do you prefer Bernie or Bernard? I'm sorry.

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BERNARD TURCOTTE: I've been called so many things. I really don't have a problem with either.

LORI SCHULMAN: Mr. Turcotte. Mr. Turcotte. I recognize you from the floor.

BERNARD TURCOTTE: Thank you. Just an observation here. Going back to the process versus cause. For me, it resonated quite a bit when you were talking about it's not—we all agree there doesn't have to be a reason. But given the reality as Alan has mentioned, of what SO's and AC's are by their very nature, there will be discussions and there will be documents written and there will be tracks.

And I think it's about helping the SO's and AC's understand which level of discussions, recordings and documents they're producing. Which ones they do need to produce and how they need to produce them, and what they need to watch out for when entertaining such discussions; and how these get presented.

This is even probably more of an issue when you're trying to remove a NomCom director and you've got usually I guess one or two SO's or AC's who are trying to convince some other SO's and AC's. And I think if you go through the process from Work Stream 1 that's been elaborated, it's a very mechanical process about, well you need to write to these other SO's and AC's. You need to state your case, you need to do this, you need to do that.

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So it's all the mechanics that will lead you to a vote that will allow the empowered community to make a request to remove the director. I think what's missing to—a few in here will laugh when I say this, I'm sure, is the depth and color to those rules about where you should step and where you should not step as an SO and an AC to maintain the immunity.

LORI SCHULMAN:

Oh, I see. Yeah, I understand what you're—yeah, that makes sense, so I think you're right. I think we've got to get our heads out of whatever the reason may or may not be and go to how do you document it in a way that creates a sufficient case, for lack of a better word, but let's think of a better word because I'm trying to stay away from cause, case, matter, because these are the legal buzz words that really seem to tick a lot of the community off and that's not what we're here to do. To Bernie's point, we're here to enable and to help. I think that's—

BERNARD TURCOTTE:

I worked inside SO's and AC's for a number of years and when you're sitting around a counsel table and you've got some of these horrible cases that come up to you as the leadership of an SO and AC, the first thing that you want to do is pull up the rule book and see what are the do's and don'ts and which I's you have to dot and which T's you have to cross before you even start talking about this. And that's what we don't have.

As I said, we're Stream 1. We developed the mechanics. You will find the stairs, you will turn right. But it doesn't give the additional

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requirements of the expertise in this group and yourself, I really think there is a lot here, but it's a question of how to look at this problem. And maybe that's not the only thing that this group can do, but this group could really help by providing, if you will, the playbook for the SO's and AC's, depending on how they're going. And these playbooks may be different for some groups versus other ones, but that could really really help everything along for everyone, and that's my suggestion. Thank you.

LORI SCHULMAN:

Okay, thank you. I think that's a really good suggestion. And of course as the rapporteur, it's my responsibility to take up the pen and I'll certainly look at Work Stream 1 transcripts more carefully to get this guidance that Bernie has highlighted. But is there anyone here in the group who would like to offer/volunteer—I know you're all in other groups. I know Cheryl's particularly chairing another group, I believe. Or co- rapporteur.

To really start thinking about this and start posting on the list some ideas about what that playbook might look like, just even randomly, coming from the place of being a leader of an SO or AC; that would be super super helpful. I mean, I can certainly take a stab at it again like I did with this first draft because I think we needed something to get the ball rolling. So we have the something to get the ball rolling, but now I agree, I think we need to get onto another level and the level should absolutely be process based.

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Can I just have a consensus that you agree that's the way to go? That we really need to dial down the language on cause and style up the idea that this is about process? If I can see a show of hands for those on the call or just if anybody disagrees, let me know like in the next 30 seconds or I'll consider that we have some sort of consensus on that's where we should be heading.

CHERYL LANGDON-ORR: I'm happy to agree Lori, but I'm not at the AC room at the moment.

LORI SCHULMAN: Okay, okay, great, great. Okay, Alan? Do you have an agreement or more a comment?

ALAN GREENBERG: No, a comment. It's a comment Cheryl has heard in a different group, that putting together a process at our level is really difficult for AC's and SO's because each of the AC's and SO's are very very different beasts. Make decisions in very different ways and socialize things with their members in different ways. So I think you maybe want to be careful about going too far into process when we're talking about things within AC's and SO's.

LORI SCHULMAN: Okay, that—

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ALAN GREENBERG: I say that also in the other group, the AC/SO accountability group, as Cheryl well knows. We tried and it ends up falling apart, so just be careful.

LORI SCHULMAN: All right, that's noted.

CHERYL LANGDON-ORR: If I may, Lori. I recognize that, but I think if we keep it at the very high level of the playbook, you know, not into the deep and meaningful process. To go back to Bernie's desire, to note that counsels and committees do feel more comfortable if they can look at a reference point, even if it's just a cliff notes version, it would be nice to attempt something.

LORI SCHULMAN: Right. I understand that. I think we kind of got to that a little bit in 2D where it just says develop procedures, your own procedures. I mean, we recognize that each SO and AC will have their own procedures, but as long as they HAVE procedures that I think is important. I know Bernie's hand is up, but I'm just going to reinforce something. Bernie said that for the SO/AC nominees, whatever the SO/AC decides to do with your nominee, god bless, right?

That that's an internal SO/AC issue. We don't want to monkey with that. For all board seats, there should be, I would think, some sort of common language or commonly understood frame of reference, pattern of collecting data that makes sense so that coalitions can be

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built if they need to be built. Now I'm going to call on Bernie. Oh, now he's agreeing. Okay. Do you have anything you want to add?

BERNARD TURCOTTE:

Yeah, to Alan's point, I was in no way thinking that it would go into that kind of detail and more along what you were talking about Lori. I think it's a question of some very high level points that basically apply across all the SO's and AC's when they're considering this kind of action; it's not about you're going to have to call a meeting of this RALO, or you're going to have to deal with this sub-committee in this way. I think, you know, we will be forever at this if we go down to that level. But the point is, there are some common threats at a very high level which will meet the requirement of what we're trying to do here of do's and don'ts when you're going down this path.

LORI SCHULMAN:

Okay. Well, I think that makes sense, and so we have some to-do's, maybe as you're reading the notes. I really haven't read the notes carefully, but I guess that next to-do's would be, (1) to reach out to Sam Eisner, which I'm happy to do. (2) That all of us if we have time, but me especially as rapporteur, to read the Work Stream 1 report again with a closer eye to pulling out what could be memorialized as some sort of high level process. And then (3) to take the suggestions we have about changing this draft and do so. So basically submit a version, I think this is the version 2 or 3. I can't remember if I did two versions of this or one. I kind of feel like I've been at this twice already, so I think it's the third version.



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Then we can get together and I could certainly promise to do my part you know probably by Christmas. That's a month away. I'll be traveling, just so you know, for two weeks. I have two weeks of intensive travel coming up. One week being the IGS, so I may be seeing some of our cohorts on the ground in New Mexico, but I have two meetings in Brussels next week. So that would put us into the middle of December where we could schedule another call and it looks like our normal time is being used by the plenary this time around.

So if people feel like—I felt today's conversation was especially helpful to be honest. It was one of the more productive ones, I think, we've had. So would you like to have another one or try to squeeze one in before the end of the year? Or is the group happy to have these follow-up items and we stay online and then resume our meetings after January 1, which is six weeks away? But again, I just want to hear if you think it's helpful or if you think we have enough, if we start drafting and posting to the list we can get things done. Bernie?

BERNARD TURCOTTE:

Yes. I just wanted to note as you're going through the Work Stream 1 processes for removing directors, I am intimately familiar with them so, if you have any questions, please feel free to reach out to me and I'll be glad to answer any questions if I can.

LORI SCHULMAN:

That would be great. I mean, maybe that's the first start. Maybe you and I can just schedule a call together? We could talk a little more. I'll

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read the report and if I have questions, maybe set aside some time or I just have some questions to ask, might be helpful.

BERNARD TURCOTTE: Whatever we can do to help. We're here for that.

LORI SCHULMAN: Yeah, Okay. So what about the rest of the group in terms of calls between now and the end of the year? Do you feel another one or two calls would be necessary? Or do you think we can carry on online?

CHERYL LANGDON-ORR: Lori, it's Cheryl. Just got back to the AC room. What are the date options? Bernie, we would be obviously in the week of 14<sup>th</sup> or something? Is that about right? 19:00 on the 14<sup>th</sup>? Is that our next option?

BERNARD TURCOTTE: Let me look. I'm in December right now. We've got quite a few slots open. We have –

LORI SCHULMAN: So maybe we should do one out of our normal cycle. You know?

BERNARD TURCOTTE: Yeah, there's the week of December 5<sup>th</sup> has quite a few open slots.

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CHERYL LANGDON-ORR: That's too soon and Lori's going to be traveling.

LORI SCHULMAN: Yeah, I'm going to be at IGS and I have a feeling that's going to take a lot of my—I ended up going from just being observer to just being involved now in two different workshops, so I don't want to commit to that.

BERNARD TURCOTTE: Monday the 12<sup>th</sup> of December is completely open right now, if you're looking around that time. And after that it gets into the week of the 19<sup>th</sup> of December and that starts being a little rougher.

LORI SCHULMAN: A little Christmassy.

CHERYL LANGDON-ORR: Our normal slot being a UTC Wednesday 19:00. Is that open in the week of the 10<sup>th</sup>? Which I think it's the 14<sup>th</sup>.

LORI SCHULMAN: I think that's when the plenary is.

BERNARD TURCOTTE: No, we currently reserved December 14<sup>th</sup> at 19:00 UTC, is currently.

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CHERYL LANGDON-ORR: I think that's the one to keep, Lori.

LORI SCHULMAN: Okay, so let's keep that one, that would be great. Let's keep that one and then I think we have scheduled all the meetings in January. I think Yvette and I went over that earlier a few weeks ago, if I recall correctly.

BERNARD TURCOTTE: Yes, there are guideline reservations in January. Indeed.

LORI SCHULMAN: Good. Okay. All right, so we'll do the 14<sup>th</sup> of December and then we'll resume after the New Year. Make sense?

CHERYL LANGDON-ORR: Excellent plan.

LORI SCHULMAN: Yeah, I know that I said I'd keep it to a half hour, but oddly enough, we got into a level of discussion here that I think was super helpful in setting the course. So I want to say thank you to everybody. Does anyone else have anything they'd like to offer? Any other business? Because at least I can give you 11 minutes back if not 30.

As I said, I will agree to lift the heavy oar as they say. No problem. But if people could really look back at Work Stream 1, even for a few

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minutes and either offer me privately or offer to the list any suggestions so I can start collating it into another version of the guidelines. Oh, I see I called it Annotated First Draft. Okay, so then we'll call whatever's going forward the second draft. I think I considered the annotation the second draft.

Yeah, Alan's at IGS. Lito, did you have something you wanted to say or you were typing? I thought I saw you type something on the list, but maybe not? We had asked, Lito, if you're listening, I had asked for some board input, I thought that that was fair, quite honestly. We're at the point in the process now where yes, to the point we raised earlier in the meeting, maybe the issue is establishing expectations and fairness in terms of certain cause is not warranted based on the Work Stream 1 report, but I still think it's in the issue of transparency and fairness—if the board does want to put some input and suggestions into this draft, that now would be the time to do that, as we're having these baseline discussions about where we think this is going to go.

And I know that Renalia had posted to the list earlier that we would have something from the board either at or shortly after Hyderabad, but I just want to kind of put that in your ear again, Lito, if you're not able to speak. I see your mike is muted. But if you want to comment to that or comment to the list, that would be really helpful.

LITO IBARRA:

Thank you, Lori. I just wanted to say I was typing that I think it has been a good discussion. I've been listening very carefully. So I've been saying some things at the board level, but I think the discussion goes well. I

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think everybody's agreeing with most of what has been done so far. So I think we're in good shape. Thank you.

LORI SCHULMAN:

Thank you, Lito. That's nice. Well, then I'll wish everybody, whether you're American or not, a very Happy Thanksgiving, because we're living in a crazy time with a lot of unexpected and a lot of crazy events in this world. But I think it's always good to take a moment and count our blessings, and I think this type of community involvement and these great discussions are a blessing, and I just wish everybody a happy and healthy holiday, whatever you celebrate, and I look forward to speaking to you in two weeks.

CHERYL LANGDON-ORR:

Thanks, Lori. Safe travels my dear. Bye.

LORI SCHULMAN:

Thank you. Bye.

**[END OF TRANSCRIPTION]**