RECORDED VOICE: This meeting is now being recorded.

LORI SCHULMAN: Oh hi, I'm sorry. I started speaking before I asked Yvette to record. I apologize. As I said, I'm on the road and I was hoping to be somewhere stable in time for the call and D.C. traffic prevented me from doing that. What I was saying for the recording is, today's subject for our call will be to comment on and revise a set of drafts and notes that were the result of conversations that we had in Hyderabad, either through the formal session or informally members of our workgroup and members of the plenary.

The larger CCWG had come to me privately to discuss some concerns. Based on those conversations and notes, I took the liberty of creating a second draft. It's substantially different than the first. It takes out issues that seem to raise red flags in terms of causations for removal. And it's more of an umbrella type document. Without binding any of the SO/ACs to listing any type of causes or setting any sort of expectation that might lead to a charge for cause to remove a board member.

Which was a real stumbling block for many who had seen our first draft. What I wanted to do today is go through it, explain where the changes are, and I'll ask you that to take some good notes and then based on the feedback from here, we'll go onto a third draft.

I was in the leadership meeting yesterday for the CCWG. If we are to stay on track to get our report out in the first wave of reports, then our report is due to the CCWG on January 18th.

Assuming that we have a document that we think is reasonably okay, I was then going to start to actually start to write the report in the template that's been required by the CCWG. Which basically, if you recall, talks about the state of play, our recommendations, and how they comport with the recommendations in Work Stream 1.

Does anybody have any questions and comments? I can't see the chat at the moment. I'm going to ask you to audibly raise your hand.

Okay, if there's no questions I guess we'll get right down to the draft. What I did was, based on the feedback we got, I consolidated the comments... I'm sorry, now I'm hearing myself on the chat. Could somebody block my mic or block my speaker somehow? I'm sorry. Now I'm hearing an echo from Adobe.

YVETTE GUIGNEAUX: Lori, this is Yvette. I will go ahead and work on that and see what I can do. I don't want to block it too much because we might need you all together. But I'm going to go ahead and see what I can do to minimize that echo.

LORI SCHULMAN: All right, or what I could do is, I could call back in just on the audio. Because it seems like my mobile phone and the Adobe application are fighting with each other.

YVETTE GUIGNEAUX: Well, if you could just mute your computer speakers, it should stop the echo. I don't know if you have the ability to do that. But if there's a way to just mute those computer...

LORI SCHULMAN: No, I'm on my phone. What I'll do is, I'll stay on the call... let me get back into the whole application. I'm sorry. I think that will stop the problem because I won't connect at all audibly to Adobe. So just give me one minute.

YVETTE GUIGNEAUX: Okay.

[Audio break]

LORI SCHULMAN: Hello, you can hear me now?

YVETTE GUIGNEAUX: I can hear you Lori. You're loud and clear.

LORI SCHULMAN: Great. I'm in the room and I can only hear myself once. So all is good. I apologize. So let's go to the draft. Yvette, do you have that up in the chat?

YVETTE GUIGNEAUX: Yes, draft is on screen.

LORI SCHULMAN: What I did is I consolidated the draft so that not to differentiate between board seats that are NOMCOM board seats and board seats that are SOA board seats. Because even though there's two streams of selection and two streams of removal, there would still be the same process where an SO/AC or a designated party were to make a motion to remove a board member.

So it would be the same process because the designated person would be an SO/AC. We got rid of that bifurcation. And I changed some of the wording based [INAUDIBLE] on concern for cause.

Now the guidelines would read as follows, for part one, for all board seats, petitions for removal, may be for any reason, rather than cause. And should be truthful, be in writing, contain sufficient details to verify facts. If verifiable facts are asserted, supply supporting evidence, if available. Include references to applicable by-laws and or procedures if the assertion is that a specific by-law or procedure has been breached. Be respectful and professional in tone.

Moving on, SO/AC shall develop procedures for consideration of board removal notices to include, reasonable timeframes for investigation. If the SO/AC deems that an investigation is required.

A period of review by the entire membership of the SO/AC... that should be membership, not members. That's a typo. Complicit and transparent

voting methods for accepting or rejecting a petition, procedure for providing notice to other SO/ACs of the pending petition.

We have a question remaining from our first set of questions. It's should the group recommend a standard form that all communities must use the raise the issue of board removal of the suspected body.

Either the specific SO/AC what appointed the member or the decisional participant in the case of a NOMCOM appointee. That's where we are today based on the feedback, as I said, that I've received the last three weeks. And I'm very interested to hear peoples' reaction to this new set. Do we have hands? The systems...

ALAN GREENBERG: Yeah, it's Alan, I've got my hand up. I'm the only one so far.

LORI SCHULMAN: Okay Alan. Thank you. Take it away.

ALAN GREENBERG: This looks pretty good. The first time I've looked through it. Clearly we have to go through it carefully. Only two comments. Number one, in section number one, I think we have to use the words, in good faith somewhere. Cause truthful is not quite the same as, makes assertions in good faith. It's my gut feeling. Cause the whole issue of indenification is conditioned on doing it in good faith. So I think we have to use the words, even if we're not really in a position to define them carefully.

The second thing is, a period of review by the members of the SO/AC, we have an interesting issue in that, for the SOs, the council is the deliberative body. But the SO itself is a wider group than that. So we may want to say council. I don't know.

I have to look at the by-laws and see how the SO is referred to and other things. Is it really the SO that's given the decision? And it's up to the SO to decide if its council is doing the job?

We may have been pretty sloppy in the overall CCWG and the by-laws may not be definitive like that. I think we need to make sure that we're matching whatever the deliberative body is that's making the decision. In reality, I suspect it's the councils of the associative organizations.

In the case of the ccNSO it's actually a bifurcated one that the council makes a decision, and the larger SO can override. I don't know about the ASO and the GNSO. I don't think there's even a provision for the larger GNSO to override the council. So whatever we put here, has to match the reality of how the process works.

LORI SCHULMAN: I agree. We can check the by-laws. We can also choose words like deliberative body or final decision making body. Or some kind of recognition that there's a bottom up... that there is a larger issue that we understand that everybody's different.

ALAN GREENBERG: I suspect... I don't remember... I suspect we were not particularly careful in drafting all of the empowered community words associated with SOs.

Whatever the words are we use there, we should be using the same ones here.

LORI SCHULMAN: Okay, I agree. So I'm going to put that in my notes.

ALAN GREENBERG: Sorry, in retrospect thinking about it, I think we may not have been very specific in those cases. But that's up to the representatives of those bodies to make sure that we're doing it right.

LORI SCHULMAN: Yes, I understand. I think that would be part of when we check and I write the report to make sure that all of our nomenclature and I apologize for the ambient noise here, that all of the nomenclature marries up to whatever was in that Work Stream 1 report and in the by-laws.

ALAN GREENBERG: The by-laws are curious in that they talk about the advisory committees, which are comparable, in most cases to the councils. But in the case of SOs talking about the SO itself. We're starting in an interesting world. Anyway, this looks really good though.

LORI SCHULMAN: Good, I'm glad that we're getting that kind of feedback. I can now see the chat again. And to Avri's point, no I am not sitting in a car. I pulled

off the road, found a McDonald's and I tried to get as connected as I could be. Because metropolitan area traffic at this time of day is horrible. I didn't time it and I apologize.

Getting back to the use of the word good faith somewhere, I see the point that you're making but on the other side of this, I would imagine that were all these procedures followed, that is the presumption of the good faith itself.

But if you think it's for clarity, we could put it somewhere. We could say, be truthful and in good faith or be in good faith, be truthful. How would you draft that?

ALAN GREENBERG: I'm not sure. If Sam were on the call, I'd ask her where to put the words. Because I don't much care but I think the phrase probably should be there. I'm not adamant about it but suspect, given why we... why this workgroup exists, I suspect it should be there.

LORI SCHULMAN: So maybe this? How does the group feel about this? For all board seats, petitions for removal may be for any reason and must be in good faith. And then go through all these other things. Something like that... instead of putting it in a list of stuff, put it in A. Maybe for any reason, provided it's in good faith or something like that.

ALAN GREENBERG: Yeah, I suspect. Cheryl says that works.

LORI SCHULMAN: Okay, I can play around with it. But I think putting it in A, that's probably a better fit for what we're trying to do.

ALAN GREENBERG: It captures the words and we can always move them.

LORI SCHULMAN: Yeah, exactly. As I said, and I want to get started on writing the actual report, but I didn't want to do it until we really understood that we had at least the bones that we can all agree with. And then if we have to fine tune it, we go ahead and fine tune it. But I wanted to get this part done before everybody breaks for Christmas.

I thought that was really important. And then I can always circulate the report just to the list. And you guys can look at it at your leisure before whenever our next call is. I mean after Christmas. Our next call after Christmas. Not before Christmas. Does anybody have...

ALAN GREENBERG: In point number two, since no one else has their hand up, C and D I suspect don't belong here because if they belong anywhere, they belong in the more general rules of how to exercise any of the powers. For instance, I don't know if each AC and SO will vote or may have some other methodology. And it's not up to us to tell them whether they in fact vote or use consensus or whatever they use.

LORI SCHULMAN: I'm wondering if we took out voting and say, consistent and transparent method for accepting or rejecting a petition, or you think this shouldn't be here at all...

ALAN GREENBERG: I don't think it should be there. For instance, if a particular decides that it will do all things by a secret ballot, I'm not sure a secret ballot is transparent.

LORI SCHULMAN: I think the method's transparent.

ALAN GREENBERG: But that's a decision internal to the group.

LORI SCHULMAN: Right, but what I was trying to avoid here... what my thinking is and just based on what other people have said to me is, we also don't want a lot of backroom maneuvering in this. We want it to be as open as possible if that's realistic. It may not be realistic. Cause this is ICANN.

But I think it's important to at least say that it's an open process in some manner. I don't know how to articulate it any better than that.

ALAN GREENBERG: You can... again no one else is putting their hand up, so I'll keep talking. You can certainly say consistent or rather as open and transparent... as consistent with the rules of the organization, or something like that.

LORI SCHULMAN: All right. I'm going to think about that one. Cause I get your point. But at the same time, I feel like it's probably a good idea to say if these are going to be good faith procedures, that however the procedure works, that it's something that has buy-in from the entire SO/AC. You can't have rogue SO/AC leaders just decide, okay we don't like someone, they're gone. That's what I'm trying to prevent.

ALAN GREENBERG: Hopefully we're not rejecting budgets based on similar personalities either.

LORI SCHULMAN: All right. I understand the point. And we'll think about it from a drafting perspective. And you feel the same way about D?

ALAN GREENBERG: Well again, all of the empowered community actions have a requirement to work with the other ACs and SOs or the other parts of the empowered community.

We've been pretty lacidasical about actually putting together processes to decide how we do all that. But they all have a requirement for

invoking the other ones. And this one is unique in that, we don't necessarily need a vote from the other ones to agree if we're removing a single AC/SO director. But we still have an obligation to inform and discuss similar to the other ones.

LORI SCHULMAN: Right, that's my point. Informing and discussing is what's key here. As opposed to, how a vote is taken or how decisions alternate [INAUDIBLE]. Maybe that's the way we draft it? Part of the good faith is informing and discussing in whatever way the SO/AC feels is appropriate. Is that a better way of saying that?

ALAN GREENBERG: Probably. What I'm saying is, if we're ever going to exercise any of the powers, we need to put some procedures in place but we haven't yet.

LORI SCHULMAN: Is that something you think we should be raising to the plenaries? Right now?

ALAN GREENBERG: It's not one of the work stream 2 issues.

LORI SCHULMAN: I know, but it's an issue. Right? And where else are we going to raise it?

ALAN GREENBERG: Wearing another hat, we're in the process of trying to coordinate some AC/SO chairs' actions related to review teams. And it's become quite clear, that without someone formally designated as the person holding the whip or whatever, things slip. Things don't happen. I think we have a generic problem in coordination of AC/SOs. Which is applied to the entire community but it's not unique to us.

LORI SCHULMAN: That's good to know because again we can take out the C and the D as drafted, but just draft a general principal since we're heading towards general [INAUDIBLE] principals anyway. That might be a way to solve that drafting issue.

ALAN GREENBERG: Anyway, I think these are all [INAUDIBLE]. I think you've got a good start.

LORI SCHULMAN: Does anybody else have any comments? Questions? Or thoughts?

I don't see any other hands. Can I at least get a sense of, do you think we're here... we're at least, almost at the finish line with this? Pending some more tweaks based on the conversation Alan and I have just been engaged in? Where do you all think we are? Cheryl, I see your hand.

CHERYL LANGDON-ORR;	Lori, Cheryl here. I'm extraordinarily busy after having already having five hours of call. And it's being almost 6:30 a.m. in my world. So forgive me if I don't put my hand up. I would have said something if I disagreed with anything Alan said, as you may imagine. And I haven't. I think I do agree. I wasn't sure [INAUDIBLE] whether we list those other things in but I do see Alan's point. So I'm happy to have them removed.
	I'm certainly as I think it was indicated, in favor of the in good faith addition. But I think this is looking pretty darn good actually.
LORI SCHULMAN:	Good. I like that. I'll take pretty darn good. What about Avri? I'm going to call Avri out... or not. It's okay.
AVRI DORIA:	This is Avri. I found my microphone but I did not hear the question.
LORI SCHULMAN:	I was just asking the group generally... based on the conversation that Alan and I had... just the back and forth that we had and the state of the draft, I realize you've just seen the draft for the first time now. But do you have a general sense of where you think we are on the meter with this part of our task? Not the report obviously but the guidelines themselves? Do you think we're 75 percent there? 80 percent there? Halfway there? I'm just trying to get a gauge with how much more work you think we need to be doing on the actual words missing of the guidelines.

AVRI DORIA: I'd say we're probably about half.

LORI SCHULMAN: Half. Okay. Do you mind...

AVRI DORIA: It needs more conversation than it has. It needs more discussion than it has had. And I guess... and like others have said, it needs people to spend a little bit more time focusing on it.

LORI SCHULMAN: What I'm going to ask people to do... I know you're really busy and involved in a lot of groups. But since we're on the fast track to publication with this, with our report due in a little over a month, is that, I was ask that you would concentrate on this before Christmas. We still have another week before Christmas. If people would...

                         This has been posted or it will be posted in Google Docs. There's a Google Docs version of this. I did update it. Although this is a Word version, there's a pretty identical copy on the Google Docs. And I would ask that you either put some comments in Google Docs, send some comments to the list. Or you're welcome to take this version. I can send it out over the list in word form and red line it.

                         I don't care how it's done. I will aggregate everything that people reply to me with. But I think that we really need to step on it. And if we have

at least more thoughts, more comments by Christmas, I can during the Christmas break, put the report together with as close to what we think a reasonable version of this is.

And I can start vetting with the plenary. And with ICANN legal. I would like ICANN legal to look it over for a sense of whether or not we're keeping in-line with California standards regarding good faith in this [INAUDIBLE] situation. The legal team from the CCWG has already vetted our questions through ICANN legal.

And they did come back saying that they felt that they could, without a conflict of interest, if you recall from our last call, review this in an objective way. And I agree. I think this is about protecting the whole organization.

And I don't necessarily see a conflict with ICANN legal at least looking in and weighing in. Certainly not making decisions about the guidelines. But, just providing their own expertise.

CHERYL LANGDON-ORR;   Lori, Cheryl here again. Again [INAUDIBLE]. I'm happy with that way forward. And you'll get a lot more out of my next week than you will do for the rest of this week. I'm certainly also preferenced to a Google Doc. But if it's possible to actually do one of those link invites? So it actually lands separately from lists as well? That's going to, as I chore through hundreds of emails that come in each day, that's going to get me attention and make me get it out of get it out of the to-do and the actual done list.

LORI SCHULMAN: All right, Yvette, could you please send a link around to the list and actually in the heading say, [INAUDIBLE]'s link? So people know that's the email? That would be really helpful.

YVETTE GUIGNEAUX: Okay Lori. Sure we'll go ahead and do that. I also just posted the link in the chat.

LORI SCHULMAN: And I'm officially on leave as of the 20th. But I'm going to be working during my leave. I just won't be having phone calls. Which, not having phone calls I think is an awesome vacation. Cause I'm with Cheryl. This is like hour number 5 for me today as well.

                        And what I would propose... I wanted to ask... so I think for today's chat, unless anybody has any other comments that they're thinking of in the next few minutes, we probably are done discussing the draft.

                        I did want to ask the group, we have a meeting scheduled for next Wednesday. I am inclined to cancel it. But I wanted to take the temperature of the group. If you agree with me... or would people like to meet on the 21st to get the last iteration of this before the holidays? I'm open the either way.

                        Can I have a show of hands, who would like me to cancel?

CHERYL LANGDON-ORR: Yes, yes, yes. Cancel.

LORI SCHULMAN: All right, so we're going to cancel next week's call. But I'm canceling it on the condition that you guys are going to do your homework. Okay? It's really important. So far the only written comment I've gotten on that document is from Sam. And I did incorporate his comments into this draft.

But of course Alan's been very vocal on the call. The people who haven't been as vocal or haven't contributed to the Google Doc, I'm asking you specifically to please do so before Christmas. That would be very helpful to the effort.

CHERYL LANGDON-ORR: Lori, the hour that I gain back by us canceling the call will be when I get to do this work.

LORI SCHULMAN: Fabulous. I have no problems giving back time. I'm all about it. So no problem.

Thanks doll. Terrific.

LORI SCHULMAN: That's okay. Well then, we're at the half hour mark or not quite at the half hour mark, even with my fiddling. But a feel like again we've moved forward a bit in this call. I'm going to asking anybody now, if you want to

raise any other comments, questions, or concerns, to please do so. And if not, I'll adjourn the call and wish everybody a wonderful holiday.

Alan, is that your hand or is that a yes to canceling next week's call?

ALAN GREENBERG: That was the check to cancel the call. I will put it down. And I will put down my hand.

UNKNOWN SPEAKER: Lori, Berny's hand is up.

LORI SCHULMAN: Berny, please go ahead.

BERNY COBB: Just a [INAUDIBLE] from process and procedures, the document is looking very nice.

One of the thoughts I had when I was reading it is, given various SOs and ACs may have different internal rules on how to deal with this, you may want to include in the various sections of the document that that SO or AC should list it's procedures that it's following in going through this. Just a thought.

LORI SCHULMAN: I understand. So it's a disclosure, that goes to the transparency issue. Right?

BERNY COBB: Well this is going to be looked at by many groups and other groups are not always aware of the policies and procedures that are being followed in another group. Or if someone is as efficient. And you know, the groups do have the possibility to change their operating procedures themselves. Sometimes though it's just good. And sometimes from a historical perspective, that if you're writing this stuff down, that you refer to which version of the rules you're using to do this.

LORI SCHULMAN: Right, I think that's a very good suggestion Berny. Thank you. Alan? I think you're next or Cheryl.

[Crosstalk]

CHERYL LANGDON-ORR: Sorry, do mean as an appendix or?

BERNY COBB: That's up to the group to decide but I think as a minimum, you should reference which rules it's using and which requirements it's meeting in doing this.

CHERYL LANGDON-ORR: I'm all for footnotes and appendix and keeping the actual doc as lean as possible.

ALAN GREENBERG: I'm not sure what Berny's asking. At Large has a set of rules. We modify them periodically. It's fine to say, we should do things in occurrence with our then current rules and procedures. But I don't... putting down what version we're using today doesn't say anything about what version we're going to be using 5 years from now when we invoke this procedure.

All we can really say is, whatever we do has to be done in accordance with our rules and procedures. The ALAC for instance has chosen for any of it's actions on the empowered community to be very turf in it's rules and procedure and simply saying we use our standard processes for making decisions and things like that.

The voting threshold is different but the process is the same. I don't think our document for this group should be any more specific than that.

BERNY COBB: Alan, if I can clarify?

ALEN GREENBERG: Sure.

BERNY COBB: What I was saying is that, there should be a note in this document, that whenever an SO and AC is following through this process that in that

document they're creating at that time, within the SO and AC to remove a director, that they quote the rules they're using at that point.

Not for this document for every SO and AC but simply a reference to this document that when the SO and AC is going to go through this process, based in this document, that they should take time to note what their [INAUDIBLE] are at that point. That's the point I'm trying to get to.

ALAN GREENBERG: Shouldn't that be true for exercising any empowered community power?

BERNY COBB: Absolutely.

ALAN GREENBERG: So again it comes back to, we've set up the by-laws but we haven't set up any procedures for overall coordination of these kind of things or what the documentation should look like for any of the processes. This is just one of them.

BERNY COBB: Exactly.

LORI SCHULMAN: This is Lori. So should this take more than a form of a recommendation in a report, rather than an actual footnote to the guidelines? We could note this absence of procedure. And we strongly recommend implementation. Or within our own guidelines, we could put an annotation saying, for it to be a best practice, that we would recommend that whoever the decision making body is, the SO or AC, have their procedures posted at that time. To make it pegged to a point in time rather than overly generalized.

ALAN GREENBERG: I think we've identified a generic issue we have to address on a global scale for all of the powers. That somewhere along the way, the CCWG or someone needs to address.

LORI SCHULMAN: Okay. I think we should definitely include it in the report. And we can figure out if there's a place to annotate the guidelines if it makes sense there too. That's what I would say about that. This is the 50 percent not done, to Avri's point about having more discussions about this.

Any other questions or comments?

BERNY COBB: Well, I have a question for you Lori. You said that you were going to start filling out the template for our formal report to the CCWG, what's your timeline on that?

LORI SCHULMAN: Honestly, I'm doing during my break. I'd like to have a draft done before New Year's. Because it's due in 3 weeks from then. But I'm taking time off from my day job. It doesn't mean I'm taking time off from ICANN. It's the only time I have to write the report. So that's when it's going to happen.

BERNY COBB: That's fine. I wasn't pressing you. I just wanted to know what your timeline was looking like.

LORI SCHULMAN: And I also did say to the leadership group that I think it's important... I know they have these deadlines and why they have them. But many of the community leaders have been on the road non-stop for the last month. Between IGF and ICANN and some different meetings in-between, I know that many of the active community members haven't really been home.

So I'm going to try my best but I also need some time to recover from being on the road as long as I have been. And I'm just being very vocal about it. Because I know we all try to be troopers. But you do hit a point, particularly around the holidays, where it is important to take a break. So I'll do the best I can. If I saw Alan in Mexico, and Avri and others. Does anybody else have any questions or comments?

CHERYL LANGDON-ORR: All good from my point of view. I noted Berny, we should make sure we capture the chat and turn it into some sort of notes as well because we've had a few descent interactions there.

LORI SCHULMAN: Yeah, I think that's really important. I think Yvette is keeping track of that. And then as I said, I think that pieces of conversations regarding procedures, even if it's not something we include in the draft of the guidelines, we should absolutely note in our report.

Okay, well then hearing no other comments, seeing no other hands, I'm going to say happy happy, merry merry. This has been incredibly interesting this fall. And I thank everybody for their participation. And I hope you get some measure of peace during the season of peace and good tidings. And I wish you all a happy new year.

CHERYL LANGDON-ORR: Thank you very much Lori. We promise we'll do our homework and seasons greetings to all of you.

LORI SCHULMAN: Yeah, do your homework.

Okay, bye-bye.

CHERYL LANGDON-ORR: Bye.

[END OF TRANSCRIPTION]