ICANN70 | Prep Week – Nominating Committee Rev Update
Wednesday, March 10, 2021 – 09:00 to 10:00 EST

JENNIFER BRYCE: Thank you very much. Hello, everyone, and welcome to the NomCom Review Implementation Working Group Update webinar.

My name is Jennifer, ICANN Org staff from the Review Support and Accountability team. I have a very quick introduction today and a few items of housekeeping to cover, and then I'll hand you over to your presenters.

Please note the session is being recorded and follows the ICANN Expected Standards of Behavior. There's going to be a presentation, followed by a Q&A session, and there'll be several temperature-taking poll questions throughout the session, so please participate if you're able to do so using the Zoom feature that will pop up at the time. Throughout the session, you can put your questions and comments into the chat using the format noted, and I or someone else will read them aloud during the Q&A part of the session. If you'd like to ask your question or make a comment verbally, please just raise your hand and, at which point, you can unmute and take the floor. And when you do so, please state your name for the record, speak clearly, and mute your microphone when you're done with speaking.

Yvette or Pamela, could you move to the next slide please? Thank you.

Your presenters today are going to be Tom Barrett, chair of the NomCom Review Implementation Working Group, and Cheryl

---

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.

Langdon-Orr who's vice chair. First up, I believe we have Tom. So, Tom, I'm going to hand it over to you. Thank you.

TOM BARRETT:

Thank you, Jennifer, and thank you for all your attendees today. Welcome to this webinar on the NomCom Review. Could we go to the next slide?

So just to give you an idea of the agenda today, we'll give you a quick historical timeline of what the review is all about, and then we'll focus on the implementation progress of the last six months of 2020. And, in particular, the two main bodies of work have been those recommendations that required a review of Bylaw changes and also a draft Charter of the Standing Committee. And then we'll start to talk about process maps, which is really going to be the main body of work for the review working group in the next six months or so. Next slide please.

So before we get started, we'd love to find out who's in the audience today, just to get a sense of how familiar you are with the NomCom. And so we're going to use the Zoom survey tool and the question is: which of the following describes who you are? You may select more than one choice. 1) I have served or am currently serving on the NomCom, 2) I have applied or have been appointed by the NomCom, 3) I am interested in applying for a NomCom position, 4) I am a from body (SO/AC) that appoints a delegate to the NomCom, or 5) None of the above.

So we'll take 5 or 10 seconds to pop up the Zoom survey. That should be on your screen now. So again, which of the following describes who you are? We just want to get a sense of who's in the audience today. Again, it's completely anonymous and confidential. Jennifer, I don't know if you can gauge a percent participation. Obviously, we won't get 100%. So we'll give people another five seconds and then see how we did.

JENNIFER BRYCE: Thanks. Okay. Let's display the results if we can, please.

TOM BARRETT: All right. Thank you, everyone, for participating. We have 15% who have served on the NomCom or currently serving, 21% who have been appointed by the NomCom, 3% interested in applying, 18% from an appointing body, and then 61% none of the above. So I suspect we have some newcomers. Again, you're welcome. But it's great to get a sense of who's here today. Let's go to the next slide, Jennifer. Next slide, please.

So a quick overview of the NomCom Review. I see we're coming up almost four years now. Phase one of every review is you come up with an RFP for the scope of the review, select a third party to be your Independent Examiner. That selection was announced way back in June 2017. And the Independent Examiner then conducted a series of interviews one on one, analysis of certain documents published by ICANN, and published their final report in June 2018. In that report,

there were 27 recommendations that they determined would help improve the efficiency and productivity of ICANN's NomCom.

Following publication of that final report and approval by the Board, the review then went into what we call the Feasibility phase to examine those 27 recommendations to see if we thought they were actually implementable within a reasonable timeframe. And our feasibility report was then submitted after six months, December 2018, and accepted by the Board in March 2019.

The review then entered its third phase, which we call the Implementation phase, and we actually broke that phase into two parts. The first was a detailed implementation plan. That took about six months and was accepted by the Board in November 2019, after which, we began the detailed implementation of those 27 recommendations. Next slide please.

So, looking ahead, we spent all of 2020 on the implementation of the final report and, in particular, focused on there's all kinds of different recommendations, as you can see on the ICANN Wiki. Some are fairly operational such as we should conduct training of the delegates. Others are more overarching in terms of the type of Board candidates unaffiliated that we should be looking for. And so we decided to prioritize those 27 recommendations. We identified several that had, in our mind, implicated ICANN Bylaw changes, so we focused on those in 2020 conducting a variety of outreach with the community, obviously, doing endless conversations about different scenarios for implementation. We've, so far, submitted two progress reports to the

Board OEC (Organizational Effectiveness Committee) that is overseeing this review. So, two of those have been submitted in June and December of 2020.

As you'll see, the focus of those have been on two of that overarching changes that we see coming out of this review, Bylaw changes as well as the formation of a Standing Committee. We expect to spend all of 2021 on this review. Hopefully, we'll be finishing up the bulk of the review this year but I suspect there'll be some loose ends that will take us into 2022. Next slide. Next slide again, please.

So just a quick overview of what we've been doing the second half of 2020. We did identify six recommendations that, in our mind, required changes to the ICANN Bylaws and, in particular, Article 8, which is specific to the NomCom. So we've gone through multiple iterations of those changes, including reviews with ICANN Legal, and basically submitted to the Board OEC our proposed changes to those Bylaws. At this point, the Board OEC will then follow the Board process for changing the ICANN Bylaws, and so we're here to support that but expect to be obviously more of a secondary role.

As part of that December submission, we also submitted a proposed Charter for the Standing Committee, although not on the level of an ICANN Bylaw change. It is our expectation that the Board will follow a similar process for that Standing Committee as it follows for the Bylaws to ensure the community understands these changes. Next slide.

So now I'm going to hand it over to Cheryl if you have connectivity. Thumbs up, Cheryl.

CHERYL LANGDON-ORR: Thanks, Tom. I have connectivity. Hopefully, I'll have sufficient breath for you to hear me. If not, Tom will just take over seamlessly. If we can progress to the next slide. Thank you.

What I'm going to look at is a little bit more detailed, take you into the proposed Bylaw changes, just in a very high level summary. First of all, we've got five recommendations that require an amendment to ICANN Bylaws. For efficiency, we've grouped them together here so the ICANN Board can follow a single process for the entire group of changes. Some of them actually are independent.

The recommendations from the review that we'll need to implement some form of Bylaw change are Recommendation 7, which is involving the amount of terms and term limits that the NomCom members, with the exception for those in leadership positions, should serve two-year terms and only two terms as a maximum.

The second is Recommendation 9, where the particular issue we're looking at is that the NomCom members should be fully participative and voting members. That is not the case at the moment. We have voting and non-voting members. But going forward, excepting for Nominating Committee leadership, it has been proposed and we will be implementing that all Nominating Committee members, all those

sitting at the table, with the exception of the leadership, will be voting members.

Thirdly is Recommendation 10, and here it is a matter of non-representation on the Nominating Committee needed to be rebalanced immediately. It was identified that there was a complete section of the community that was not at the table and that that needed to be addressed in the view of the examiners, and indeed [that that itself] should be reviewed every five years. So that will also involve a Bylaw change.

Fourthly, is Recommendation 24. Here we've got a very new but a very important issue that we're trying to implement, and that is that an empowered body of current and former Nominating Committee members should be formed to ensure that there's a continuity between Nominating Committees. Nominating Committees are fully independent and actually are very much a tabula rasa. They start, they stop, they reform, and then they have no continuation between one Nominating Committee and the next. And here one of the primary roles of this empowered body should be that it should be able to recommend and assist in the ongoing continuous improvement of Nominating Committee operations.

Finally is the Recommendation 27. This is where there is a desire to provide clarity on a definition of what is actually meant as an unaffiliated director. Unaffiliated directors are [in the main] what the Nominating Committee positions on the ICANN Board. We know that the Nominating Committee positions into more than the ICANN Board,

but this one is particularly involved in that particular receiving body. And here there's a requirement to change where that once we've done the definition and then that's clarified, then we're also required to determine the particular number of seats amongst all of those that NomCom appoint again to the ICANN Board that will be characterized as that unaffiliated director. And all of these proposed amendments are only affecting what we know as Article 8, and that's the part in the ICANN Board that talks about the Nominating Committee, along with the transition of Article 7. If we can take it to the next slide. Thank you very much.

I'll just give you a pretty picture on, in particular, what we believe is one of the Bylaw recommendations, and that's the changes associated with Recommendation 10. That's the seating at the table. So what you've got in front of your here is the graphic identifying the seating of the table, which, remember, will be all voting members. What you've got is another recommendation that did not require any Bylaw change. It also says the total number of people at the seat of the table, seated at the table, isn't going to change. So without changing the total number, the Nominating Committee Review Implementation Working Group has gone through quite a number of different scenarios and we've interacted with the community in general and one part of the community in particular, and we've come up with the following. Now, you might think that doesn't look very much different to what we have today, and you're right. It's not very much different from what we have today.

What we've done is looked at this seating at the table and without affecting the total number of seats to the one part of the ICANN community that did not have this ability to have all parts of its community represented by a specified seat at the table, and that is the Generic Name Support Organization. So without changing the already existing and from inception, number of seats at the table, which is seven, which is the largest number of seats of any of the parts of the ICANN community, what this Bylaw change will do, will take the hard coding away from those seats and it will say, "There are seven seats at the table." And the GNSO community, the GNSO and the GNSO Council, its constituencies, and its stakeholder groups work out how they want to have their community's representation taken up in those seven seats. So all it's doing—although it's a big "all"—is taking the specificity of hard coding away, where currently it gives a seat to different parts of the community, two seats to one part of the community, and none to another, and saying within the seven seats that you already have, work out a fair and equitable way for the representation at the table to be done. So that's removal of hard coding and then not playing with the number of seats at the table at all. All voting seats, I'll just remind you of that again. Next slide, please.

We've done some rebalancing outreach. As you could imagine, even though this is only removing the hard coding and not changing the total amount of representation one has at the table as a overall part of the community as the Support Organization, we have gone through quite extensive and quite detailed interaction with the part of communities within the GNSO that this is going to affect. So here is the

list of what we've done. We did our original call to action. We've talked [at depth] and listened to all the GNSO constituencies and stakeholder groups, whether or not they supported the Bylaw change. We received four particular responses specifically in response to this call to action: the IPC (Intellectual Property community Constituency), BC (Business Constituency), the [Internet Service Providers,] the Registry Stakeholder Group.

The Nominating Committee Review Implementation Working Group discussed these Bylaw changes in a call back in July last year and with all the constituencies and stakeholder group leaders. We submitted a proposal in our amendment, a proposal amendment to the Organizational Effectiveness Committee back in December 2020. And as far as we're concerned, our Review Implementation Working Group work with regard to this recommendation is now complete. We have proposed the Bylaws change wording and it is now with that package of Bylaw changes up to the normal community-based interaction with all the import and all of the things that go along with a normal ICANN Bylaw proposed change. So that's where we are. [We're] belaboring that point but that's because this is an important issue to some in the ICANN community. Next slide, please.

Thank you very much. Moving to a proposed Bylaw, the rationale behind the Bylaw changes for Recommendation 27. This is another one we believe that the community is going to be very interested in understanding. The first thing we needed to do was look at a definition—and it was a great desire by the community and a

recommendation in the review—for a definition, a clarification, of what is meant by unaffiliated directors.

So this is what we now have. This is the redline showing you the details of what the change to the Bylaw language will be. Just while we're on this point, we've given you just some high level information on the slides we'll be talking to in today's webinar. But as part of the slide deck—and that's available for anyone who goes to the site and downloads the slide deck as part of the slide deck—the slide deck is more than twice as long as what you're going to see with us today. And we've given you complete redline language in gory detail for your reference, but let's just cherry pick for this presentation. That's what we've done here.

So in Section 8.8, talking about the ineligibility for selection by the Nominating Committee. And this is where we need to define what an unaffiliated director is. This is the new language. We're going to talk here about where people do not meet the definition of unaffiliated director as it's going to be set forth in the new to come Nominating Committee Standard Operational Procedures. So those NomCom Standard Operational Procedures are going to be working documents but documents that carry over from one Nominating Committee to the next and that the community will be aware of, and when changes occur to, the community will be, if there's significant changes, involved in those changes. And regardless of the type of change, will be publicized and available to the community to review.

So there's clear definition of unaffiliated set forth in this Standard Operational Procedures. This sets what shall be ineligible for selection by the Nominating Committee for the seating of seats 1 to 8 in ICANN Board that will be defined as unaffiliated directors. Remember, we then also get to say how many of those seats will be unaffiliated directors. So here we're talking in that redline, giving you the detail.

And what's particularly important is we're clarifying that someone who is currently serving on the ICANN Board, who is a Nominating Committee appointee who was already appointed as an unaffiliated director, the fact they're in service on the ICANN Board does not render them as ineligible as an in renewal unaffiliated director again. Because obviously you've got this difficult situation where if you're supposed to be fresh and unaffiliated to be in this classification of unaffiliated directors, then if you're on the ICANN Board and you reapply to do another term, we needed to be really clear that that still allows you to be classified as an unaffiliated director, that that original classification can be carried over if the Nominating Committee chooses to reappoint you.

So the intent of this statement is to make sure that ongoing NomComs are able to prioritize the appointments of unaffiliated directors in their ongoing appointments and future appointments. It's also to make very clear how to address, how a Nominating Committee can address this issue of reappointment of non-affiliated directors. And this particular issue is very important so that there is clarity and predictability in the modeling. For the moment there is no guarantee

of that predictability. Okay. Next slide, please. Very shortly, I'll be happy to pass on to Tom in a slide or two, I can tell you.

Here we've got a little bit more continuation, and this again we're going into detail because we believe that the community will be very interested in this proposed eligibility criteria, this definition of clarity on unaffiliated directors for candidates applying to a Nominating Committee Board position. And this is what we're stating will be added to the NomCom Operating Procedures. It will be, "Eligibility criteria"—so this is to be an unaffiliated candidate—"You cannot be"— this is the proposed language—"under current contract or employment of any sort with any sort of compensation received from any body in the ICANN community that appoints to the ICANN Board." If you qualify in that, you're disqualified as a candidate for being a NomCom appointed unaffiliated ICANN Board position.

In addition, any actual or perceived conflict of interest that is likely to occur during the service of any of leadership roles, decision-making capacity, receiving reimbursement, etc. from part of the ICANN community or in ICANN Org, we're proposing this also disqualifies the candidate to be a NomCom appointed unaffiliated position. If, however, any applicant was previously disqualified, in other words, they didn't qualify in a previous round for this position, and they were wishing to reapply, there must be at least a gap of two years before they can then be reconsidered and reconsidered as a classified as this unaffiliated director criteria. If, however, that you have a candidate that is not disqualified by any of that above definition—and I know I've missed words but that might be my inability to breathe—they can then

ICANN
PREP WEEK 70

be identified as an applicant, the unaffiliated applicant to the ICANN Board. And again, as we've said, reapplying Board candidates don't get caught up in this new and specific definition. Next slide, please.

For this, we want your feedback. And so, for this, we would very much appreciate it if you will take another one of these absolutely [non-binding], absolutely voluntary temperature-taking things. We want to hear back from you with the following choices in that criteria. So we're going to ask you right now, if current contract or employment of any sort of compensation received from any body in the ICANN community that appoints to the ICANN Board disqualifies the candidate from being eligible to be a NomCom appointed ICANN Board position, what classification of compensation do you think should be included in the definition? So you've got choices here. You've got any reimbursement of expense or stipend from ICANN. You've got any reimbursement or stipend from a Support Organization or Advisory Committee in ICANN. Or you've got any reimbursement of expense above a nominal amount. In this case, an example will be $500 USD a year. Or none of the above. If you can take a minute to select one of those. That will give us valuable information going forward. Thank you. Hopefully, you've had time to bring that up and select. And remember to push your Submit button. Otherwise, it won't count. So once you're hit your Submit buttons, we might move to close now that question. Thank you, staff.

Everyone should be able to see the results of the polls. Very interesting, and thank you for that. Only a small percentage of you, but still a significant percentage, believe any reimbursement or any

stipend from ICANN. More of you—split—believe any reimbursement or stipend from a Support Organization and Advisory Committee of ICANN and there should be a nominal amount associated without expenses. And almost the same amount of you, putting around that 50% believe in none of the above. Thank you very much for that. That is really valuable information and we appreciate that temperature taking. Let's move to the next slide and the last one in segment until I come back a little bit later. That is, if I come back a little bit later.

Here we've got another temperature-taking question, and that is another one that's a check all that applies in this case. Here were talking about what you would like to include as the definition of any body in the ICANN community. You may check all of the following or none of the following. Oh, number four is none of the above. Any employee or consultant of ICANN and/or any employee or consultant of contracted parties, including but not limited to: Registries, Registrars, ICANN Law Firms, and ICANN IT Vendors, etc. and/or any employee or consultant of an organization actively participating in a Support Organization or Advisory Committee. Or, of course, none of the above. Take a minute to select all that apply. But obviously, if you select none of the above and all the others, we'll be a little confused. So if you mean none of the above, select just none of the above. And select any or all the others. Thanks so much. Once you've made your selections, also hit that Submit button again. When it looks like that's going down to a trickle—thank you very much—we'll close that and we should be able to see what the result is. Again, just a temperature-taking.

Again, we have very, very interesting—remember, this is a question we can select more than one. Yes, it is going to wind up to more than 100%, don't panic. It just means people selected more than one. To the none of the above, 20% of you. 50% of you believe any employee or consultant of an organization actively participating in a Support Organization or Advisory Committee. And around that same 50, a little higher than 50% just thinks any employee or consultant of ICANN. Very interesting. Thank you very much. And around the 40% include the vendors, contacted parties, employees, etc.

Okay. Tom, I'm going to hand it over to you. And hopefully I can breathe and be able to come back a little later in the presentation. Thank you.

TOM BARRETT: Absolutely. Thank you, Cheryl. May I ask people to take one more temperature-taking? We go the next slide. So for those candidates that for some reason were just qualified based on our definition, this is our final survey question, do you think the two-year gap is appropriate or not? So please answer: A) It's too long, it should be shorter, B) It's about right, or C) It's not enough, it should be longer. So we'll make this one real quick. Again, another temperature-taking. This has to do with the two-year gap for previously ineligible candidates. Please pick one of these. We'll move along. So we'll give you five seconds on this, if you want to participate.

How did we do, Jennifer? All right. So we have 19% saying it's too long, it should be shorter, 69% saying it's about right, and 12% saying it

shouldn't be longer. All right, well, thank you, folks. Let's move on to the next section.

We just talked about the Bylaws and again the expectation is that the Board OEC is taking over from here and managing the community process for getting feedback and consensus on those changes. The other major piece of work that we submitted to the Board OEC is the Standing Committee Charter. Can we go to the next slide?

So this is Recommendation 24. "An empowered body of current and former NomCom members should be formed to ensure greater continuity across NomComs, and in particular, to recommend and assist in implementing improvements to the NomCom operations."

Again, you've heard the buzzword "continuous improvement". This is one of the objectives of the Standing Committee. And so we did spend a lot of time drafting a Charter for this. So they're not fully as part of the ICANN Bylaws, but we do expect it will go through a similar process that the Board OEC follows for ICANN Bylaw changes. You can review the full Charter on our wiki, but let me just cover the three main objectives for the Standing Committee. Next slide, please.

So the first objective is to provide continuity across the annual NomCom cycles. And so there are several processes that are required for an efficient and productive NomCom, and they occur months ahead of a NomCom cycle. They occur, in some cases, in terms of the budget request, a full year ahead of a NomCom cycle. Then there's also processes that happen after the NomCom cycle. So the Standing Committee has identified several roles and responsibilities it will assist

the NomCom process outside of their normal cycle. So that's Objective 1. Next slide, please.

Objective 2 is to build the institutional memory of the NomCom. If you go to the ICANN Org website today, there is not a single landing page or webpage for the NomCom. Every year, a new page is created. So you'll see NomCom 2020, NomCom 2021. There's no single repository that is shared from year to year. And so we're talking about, for example, what interview questions have been effective in the past, and how they've been improved on from year to year? What sort of surveys have been conducted of the SO/ACs or the receiving bodies? So, basically, the idea is let's build a toolkit so that the NomCom isn't reinventing the wheel every year. And, of course, all this would redact any sensitive information so that there's no personal identifying information that we will save in this toolkit. Then the next slide, please.

This Objective 3 has to do with the coordinating the processes and communications with other bodies. And so, if you haven't been familiar with the NomCom, you can go read the NomCom Operating Procedures. And they do a good job with their focus of an audience of the NomCom delegates in terms of what their job is, in terms of recruitment, assessment and selection. What the NomCom Operating Procedures do not do a good job is explaining how delegates get appointed to the NomCom, what their job description should look like, how the feedback occurs with the receiving bodies when they like or dislike the candidates. It does not do a good job in terms of the

marketing plan for the NomCom in terms of reaching candidates from various upcoming openings.

So the Standing Committee Charter has identified all these different interactions, a lot of which are performed by ICANN staff. So they're not really performed by NomCom delegates themselves. And as the Standing Committee realizes all these different supporting activity for the NomCom, it's really not managed by anyone today. So the Standing Committee is going to help manage these different processes here in a minute about the process mapping exercise that we're starting to dive into in 2021. But a lot of these sections that you see here in terms of roles and responsibilities of NomCom leadership, interaction with the ICANN and PTI Boards, interaction with ICANN Org, so we're talking about HR for training, we're talking about finance for budget, we're talking about marketing for the marketing plan, and so on, interaction with bodies that appoint members to the NomCom in terms of term limits calculations, job descriptions, bodies that receive NomCom appointees, again feedback on past appointees and how to improve that process, interactions with candidates applying for NomCom appointments, not only the successful ones, but the ones who are not selected and perhaps finding them a role within the ICANN community. External consultants include training consultants, recruitment consultants, and assessment consultants, and then overall interaction with the ICANN community to ensure that the NomCom is transparent and accountable in its operations to the overall ICANN community. So all these will be transferred in a way to

the NomCom Operating Procedures, which Cheryl we'll talk about next. Do you want me to continue, Cheryl? Or are you okay?

CHERYL LANGDON-ORR: I'll give it a go, Tom. You can jump in, I know. Thank you. Go to the next slide and the following one. One more. All right. Thank you very much.

Recommendation 13. It's all about process maps and timelines. And in fact, this is going to be, as Tom just mentioned, the body of work, a significant amount of time and energy that the Nominating Committee Review Implementation Working Group is going to be focusing on for the next 12 months. So Recommendation 13 states that there should be published a Process Diagram and codify key elements of the NomCom process, so that each year, the NomCom coming in can highlight and explain process changes to the ICANN community in an open session.

Just as I said it earlier on, so that there is predictability and the ability to carry over with the knowledge of the community of what the expectations of processes will be from one Nominating Committee to the next and that changes, when and if they're made by an incoming Nominating Committee, are very clearly explained and highlighted to the ICANN community in an open session. So here we are.

The Independent Examiner made a very particular finding. They recognize that there has been progress in the matter of preserving policies and procedures from year to year. However, when this review

EN

was done, there was still the requirement in fact for a Nominating Committee to reinvent the wheel on far too many processes, and there was a serious risk of lack of continuity. So that's what this is to fix.

Here we reviewed the current timelines and—this is our working in the Nominating Committee Review Implementation Working Group— we've looked at what happens now in the current timelines, the annual cycle that is published—it's not a secret, it is published—how the Nominating Committee does things is much more public and much more well understood than it used to be in that distant past, but there's still great room for improvement. So what we're doing here is we're suggesting some additional steps that will be noted in a process map and that can occur along on the published timeline. So this diagram doesn't just sit as a set and forget. We expect that once it's published, it will be part of the continuous improvement program and that it will obviously be periodically reviewed and updated. And, of course, things can happen between one year and the next. 2020 told us all about that.

Here, and this is where we have an interdependency. If you remember, Recommendation 24 talks about that empowered group, that empowered set of past and current serving Nominating Committee members which will have the oversight, the overwatch, and this is something we're calling a Standing Committee. So once a Standing Committee is established under Recommendation 24, the Standing Committee is the body that will assure that any deviation and any major changes, significant changes, changes of more than a minor in nature, that are proposed to a standard and expected process by

NomCom is clearly understood by the ICANN community. So, they're the watchdog. They're the one that says, "Hey, this is a major piece of change, we believe that the community has to have more information and publication and interaction and will notice." So that Standing Committee acts as a safety belt and to ensure a continuity and a predictability. Next slide, please. Thanks.

Perhaps my Internet's very slow but I'm not seeing the next slide. Tom, if you're seeing the next slide, you might want to pick up slide 27.

TOM BARRETT: I can see that. As Cheryl said, the Standing Committee's role is to make sure that any material changes to the standard process get communicated to the ICANN community. If necessary, even go through a public comment period. And so we're doing something called change control for the NomCom Operating Procedures. And so, as part of the ICANN Bylaw change in the past, it simply said, "The Nominating Committee shall adopt such Operating Procedures as it deems necessary, which shall be published on the website." And so we've actually added to that language and said, "The Nominating Committee and the NomCom Standing Committee, while ensuring confidentiality, will ensure that they maintain transparency and accountability to the ICANN community for all of their processes." So that's the ICANN Bylaw change. How it translates into actual practice is that the Standing Committee will put the NomCom Operating Procedures under formal change control. And so you'll see the version that's currently inactive or active for the NomCom. If the NomCom

every year decides they want to tweak that as part of continuous improvement or something like the pandemic happened, and then they will revise those Operating Procedures, it will create a new version, and again, that will be clearly annotated and published. The Standing Committee will basically say, "Is this material enough that we need to do some special outreach to the community?"

So that's really our take on the Operating Procedures. I don't know if I go to Agenda 6—I'm actually working off a local slide. Okay. I guess we lost the screen share. So let me just talk about Next Steps for the NomCom.

So again we'll be working with the Board Organizational Effectiveness Committee on their processes for approving changes to the ICANN Bylaws and the Standing Committee Charter. We'll be fleshing out the process maps for the NomCom, which will directly translate into a rewrite of the NomCom Operating Procedures. And hopefully, we aim to have a new draft of those Operating Procedures by June mid-year. And then finally, we'll also, of course, be building up this NomCom repository that we mentioned earlier and finishing implementation of the other recommendations.

And so that's our last slide. Before we go into Q&A, I do want to, first of all, thank the review working group. We have about a dozen dedicated members who have been working several years of this. In addition, this review, unlike any other review, impacts several different departments within ICANN Org, and so every week we have an equal number of ICANN staff participating, not just listening in but also

participating in our review because it directly does impact several different departments within ICANN Org. So I certainly appreciate their active participation and certainly helping to contribute to a better review process. So that's all we have today. It's 9:51. We'll open it up to Q&A, if there are any, and hand it back to Jennifer.

CHERYL LANGDON-ORR: Tom, we did have some earlier on [inaudible] that we need to go back and pick up on from Jim Prendergast. It was to do with the rebalancing. Just go back into the chat anyway. Thanks.

JENNIFER BRYCE: Thanks, Cheryl. So I'll read the question. I know that Tom posted a response, but the question from Jim was with regard to the compensation piece. He said, "So this applies to ICANN or SO/AC support but does not disqualify applicants who receive reimbursement of expenses or stipends from organizations within the community but not an SO/AC or ICANN?" Tom, do you want to repeat your answer?

TOM BARRETT: I also want to make a very important point here is that in the ICANN Bylaws, we decided to take a very specific approach in our proposed Bylaw changes versus what's the Operating Procedures. So, for example, the concept of unaffiliated directors is mentioned in the Bylaws but it's defined in the Operating Procedures. And so that gives us flexibility to do continuous improvement on the definition of

unaffiliated directors without needing to go through another Bylaw change. That's a very important point that I want to make for this particular recommendation. And it's similar to the strategy we took for the Recommendation 10 rebalancing recommendation, where the Bylaw simply says let's remove the hard coding, and then we'll let a process outside of the Bylaw process decide what is the appropriate balance for the NomCom.

So given that backdrop, Jim, we are making some assumptions in this definition. It will be published as part of our draft of the new Operating Procedures that is coming out in June. And of course, we'll be doing public outreach at that time and hopefully we'll be able to be able to fine tune this definition to answer these types of questions. But thanks for that question, Jim.

JENNIFER BRYCE: Thanks. If you have a question, do please feel free to raise your hand in the Zoom or you can type into the chat. For now I see no hands and no questions, but let's give it a minute. Okay. Tom, Cheryl, I see no hands or no questions, so I think you may be able to wrap up.

TOM BARRETT: Fantastic. And if you'd like to reach out to us directly, to Cheryl or I or to secretariat, the information is on the ICANN wiki. If you have any other thoughts or comments or suggestions, they're welcomed. We do meet on a weekly basis. So we've got a pretty dedicated group trying to pull this review across the finish line, and we appreciate your

attendance today. Thanks, everybody. Thanks, Cheryl. Thanks, Jennifer.

JENNIFER BRYCE: Thank you, everybody.

TOM BARRETT: Bye-bye.

[END OF TRANSCRIPTION]