
ICANN73 | Prep Week – Nominating Committee Review Implementation Working Group
Thursday, February 24, 2022 – 14:30 to 16:00 AST

YVETTE GUIGNEAUX: Hello and welcome to the Nominating Committee review update presented by the Nominating Committee Review Implementation Working Group. My name is Ivette Guigneaux, and Pamela Smith and I are the remote participation managers for this session. Please note that this session is being recorded and it follows the ICANN expected standards of behavior.

During this session, questions or comments submitted in the chat pod will be read aloud for the record. We will read the aloud during the Q&A portions of the presentation, which are at the end of each section. Please review the instructions in the chat pod for how to frame a question or comment, or if you would prefer, during the Q&A portion, feel free to raise your hand and, once acknowledged, go ahead and ask your question. All participants in the session may make comments in the chat throughout the entire session.

With that, I will hand the floor over to Cheryl Langdon-Orr.

CHERYL LANGDON-ORR: Thank you, Ivette. If we can progress to the next slide. Thank you. Today's Nominating Committee Review update in terms of our implementation and where we are in the scheme of things is going to be predominantly managed by Tom and myself, but we also have a couple of other volunteers, not all of them listed on the other slide. The

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ones we have listed on this slide are the current volunteers in our working group. We've had a successful sound check from Raymond, and he will certainly be doing a section of today's presentation. And if the gremlins allow, Remmy will also be joining us to do a section. But we are adaptable, if nothing else. So you will hear from any or all of us over the following period of time.

We've had the opportunity—if we can move to the next slide; thank you very much—to put together an agenda that's a very high-level view, but it's bringing to you what has changed between our last reporting to the community and this point in time just before ICANN73. So I'm doing the overview, in case you haven't worked that out, then we're going to look into the Standing Committee charter. The Standing Committee is a pretty pivotal and important recommendation that's taking a reasonable amount of implementation planning, but we're certainly close to that. Then we're going to look at the rebalancing of the NomCom, the unaffiliated directors' recommendation, proposed bylaw changes, which several of these require, then wrap it up with next steps.

We are going to have a very brief opportunity for Q&A in each of these sessions. So you will not need to hold your questions until the end. Pop them into chat as was outlined earlier on. And I think Pamela is giving you the care and feeding instructions for that.

Next slide. And we can actually skip to the one after that: the overview. Okay. Very briefly—this is a timeline that I know you've all seen, or many of you will have seen, before—it is important that we remind everybody of the serious commitment and amount of time that volunteers—

ourselves and others throughout the process—have put into ensuring the community—the wider ICANN community views—are heard and, where possible, incorporated into the outputs and outcomes that we are now trying to implement. Obviously, it goes all the way back to 2017 before the initial selection of the independent examiner went on. And many of us were involved throughout those early years of '17 and '18.

The feasibility work, which we have reported in 2018 and 2019, brought us into the planning and then, of course, the implementation phase, which we are pretty much two-thirds of the way through now. So with our reporting now in 2021, we're heading towards the end of our implementation and our reporting, as happened in six monthly intervals to the Organizational Effectiveness Committee.

Next slide, please. Thank you so much. So this is where we are now. We've narrowed at the moment to a group which is still has got a core group and is still well-represented across all of the SOs and ACs, other than, at this stage, the ASO, the GAC, and the SSAC. But just in terms of 2021 and where we are—not terribly far into 2022 now—we've held about 30-odd conferences/teleconferences, 27 of which were held in 2021. But that means, since we started our implementation work, we've held 53, which brings us up to about 55/56 at this point in time. Our intention is to have our next update, which will be a near-end reporting, we hope, coming in on the 30th of June, 2022. And at the moment, we are tracking perfectly to meet that current deadline.

And if I can move to the next slide—this will be now moving to the next section—we're going to see if there's any questions on any of the

overview. Many of you will have heard it before, but if you want to put them into chat ...

Pamela, Ivette, have we got anything that came in during our overview review?

PAMELA SMITH: [inaudible]

YVETTE GUIGNEAUX: [inaudible]

CHERYL LANGDON-ORR: If not, please feel free to raise your hands now. I believe we can give you microphone rights.

YVETTE GUIGNEAUX: Yes, everybody should have microphone rights. I don't see anything in the chat. Let me double-check with Pamela, because I know she was tracking that.

PAMELA SMITH: Nothing thus far, Ivette. Thank you.

YVETTE GUIGNEAUX: Okay.

CHERYL LANGDON-ORR: Well, we’ve been perfectly clear. Excellent.

Okay, I’m going to hand over now for the ... There will be a quiz for you all at the end, though—no, I’m only joking, although we could quickly put one together. We’ll work on that. Let’s go now to the second section of today’s event. Raymond, I’m going to be handing over to you for the Standing Committee charter work.

RAYMOND MAMATTAH: Thank you, Cheryl. Good evening from [Ghana]. This is Raymond Mamattah. At this stage, we look at the Standing Committee charter.

Next slide, please. So the NomCom’s Standing Committee charter, according to Recommendation 24, is an empowered body of current and former NomCom members that should be formed to ensure greater continuity across NomComs and, in particular, to recommend and assist in implementing improvements to NomCom operations. The NomCom Review Implementation Working Group posed a draft [charter] to define the roles and responsibilities and scope of the NomCom Standing Committee specified in Recommendation 24, which has been submitted to the OEC in February 2022.

Next slide, please. The objective of the committee is 1) to provide continuity across annual NomCom cycles. Several of the NomCom processes span the typical timeframe of an annual NomCom cycle. With the transition to new leadership and members, this can lead to inefficiencies. The Standing Committee will publish and maintain the

process maps and timelines related to ensuring an efficient NomCom process.

Next slide, please. Objective 2: Build the institutional memory of the NomCom. In collaboration with ICANN Org NomCom support staff, the NomCom Standing Committee will be responsible for reviewing, assessing, and providing input on the website and systems used for maintaining a historical archive for processes and procedures used by the NomCom.

Next slide, please. Now we look at the purpose of the community. The NomCom is supported by ICANN Org support staff who focus on standardization of NomCom processes and also provide continuity. The NomCom Standing Committee is an external complement to support the NomCom’s continuous improvement. The NomCom Standing Committee is not intended to be involved in the work of each annual NomCom.

For the avoidance of doubt, the NomCom Standing Committee does not participate in, oversee, or influence the decision-making processes of the NomCom’s annual candidate evaluation and selection activities. The NomCom Standing Committee is also prohibited from participation in, oversight of, or influencing the NomCom delegate selection process, which is the sole responsibility of the appointing bodies. The NomCom Standing Committee will not have access to any confidential information available to the NomCom.

Next slide, please. The composition of the committee: 5 seats on the Standing Committee. The NomCom Standing Committee shall be

composed of five seats: four members and one ex-officio observer. The four members will be selected from a pool for eligible candidates with membership requirements based upon a public expression of interest. Two, the term of all four members, excluding the liaison, shall be three years, with initial time staggered. Seats 1 and 3 will conclude after year 2. Seats 2 and 3. The current NomCom associate chair serves ex-officio in the fifth seat and shall serve in their liaison capacity on the NomCom Standing Committee coinciding with their associate chair term.

Once formed, the Standing Committee will select a chair from the Standing Committee membership. A chair will be selected annually. The ICANN Board of a subset thereof will review individual candidates in light of the membership criteria and select NomCom Standing Committee members to ensure high integrity of the NomCom Standing Committee.

Next slide, please. So thank you. And we take questions now.

TOM BARRETT: Thanks, Raymond. I know Siva has had a few comments in the chat, which is very helpful. Do you want to raise those, Siva?

SIVA MUTHUSAMY: Yes, if I may.

TOM BARRETT: Sure.

SIVA MUTHUSAMY:

I just want to convey the idea that it's a very good to have a continuous institutional memory of the NomCom process. And we have well-experienced and highly committed former chairs and members of NomCom who are known for their commitment, and they could be somewhat permanently involved just to make sure that there is a continuity of purpose and [delegation] of standards in the NomCom process and in the selection process.

And I also felt that the term could be more than three years. This could be a more permanent body. And the selection process should not get trapped in a system whereby you call for an expression of interest and then it becomes akin to an election process selection process for a political process. But instead, there must be some form of a process whereby the most committed and most involved former members are chosen for their integrity and their purpose beyond self-interest and given the responsibility for a more permanent term.

And on the things that the Standing Committee will not do, I agree with that in principle, but there seems to be too many "nots": "We will not do this, we will not do that, we'll stay away." That is good to say on paper, but in reality, we'll have to be somewhat very broadly responsible to the extent that, if something goes wrong with the NomCom process, the Standing Committee could also be considered accountable [inaudible] happen [inaudible] accountability. Thank you.

TOM BARRETT:

Thank you, Siva, for those comments. Admittedly, the slides don't convey the entire line of the charter. We just wanted to highlight certain parts of it. There is a limit to the scope of the charter. That was the intent of that slide that outlined what it would not do. But clearly the scope of what it is going to do is fairly broad and, again, designed to help improve that continuous improvement of the NomCom itself. But I appreciate your comments. The full charter is available online if you'd like to read through it.

CHERYL LANGDON-ORR:

And, Tom, I think it's important, Shiva, to understand that the Standing Committee and the proposal for the Standing Committee is in no way, shape, or form trying to be a [inaudible] shadow NomCom. The structure and function of the NomCom is a very rare gem in its own accountability and transparency mechanisms within ICANN. It has a vital role. And to have community confident is exactly what the Standing Committee is, and what it does not is a very important part of the charter. So even the frequency of which there is churn of its members is specifically designed to ensure that its very narrowly focused role on that continuous improvement and being the repository for a certain degree of standards and standardization and predictably is preserved but that it doesn't overstep its mark at any point in time.

SIVA MUTHSAMY:

If I may—

CHERYL LANGDON-ORR: Looking at our time, we may as well move to our next section now. So I don't think Remmy is able ... I think he may have even dropped off. So there seems to be technical gremlins for Remmy. But Dave Kissoondoyal, who's another one of our members, has been kind enough to step into the breach. And he's happy to take us through the next section. So, Dave, if you'd like to look into the wonderful world of rebalancing the NomCom, over to you.

DAVE KISSOONDOYAL: Thank you, Cheryl. Recommendation #10: Rebalancing the NomCom.

Next slide, please. Review Recommendation 10: Representation of the NomCom should be rebalanced immediately and then be reviewed after five years. The NomCom RIWG decided to withdraw its proposed bylaws changes for Recommendation 10. The NomCom RIWG notes the significant time and effort that it devoted to attempt to resolve the rebalancing issue, but the ensuing conversations made clear that significantly more time needs to be devoted to this issue at the broader community level to address the representation issues raised by this recommendation. The OEC and community were informed that this recommendation will not be implemented by the NomCom RIWG.

Next slide, please. Question and answers, please.

Thank you.

TOM BARRETT: Thank you, Dave.

CHERYL LANGDON-ORR: Thank you very much.

TOM BARRETT: All right. And, again, we're going to stop a few more times for Q&A as well. So if you have questions, you can put them in the chat or wait until the next stop point.

CHERYL LANGDON-ORR: And you can always pop your hand up now. We'll give it a brief moment or two. But it is important for everyone to understand, of course, that the committee has put a huge amount of time into what was the recommendation for Recommendation 10, which was a rebalancing of the NomCom.

And I'm seeing a question in the chat about what was meant by rebalancing. I'll let you grab that, Tom, and then you can then continue on to the next section. But despite all best efforts, we have had to withdraw that particular implementation of recommendation because there was a critical part of the community that simply would not and could not work with us in the timeframe we have to do our work. Change may happen but not within our timeframe. So, Tom, if you wanted to Desiree's question and then move onto the next section. Thanks.

TOM BARRETT:

Thanks, Cheryl. So the rebalancing recommendation, which came out of the independent evaluator, basically recognized that, since the initial NomCom’s formation, the community have evolved, and there’s certain elements of the community that were not represented/did not have members on the NomCom.

So the working group considered different ways to look at the current community and try to figure out how we could perhaps rebalance who is sending members to the NomCom. We quickly zeroed in on the fact that the imbalance, so to speak, was within the GNSO itself. So the GNSO has grown since the NomCom was first formed. It has, for example, both non-commercial and non-profit constituencies. And so it has more constituencies and stakeholder groups than it sends to the NomCom. It sends seven people today to the NomCom.

And so we conducted several outreach sessions with the SO/ACs of the GNSO and, in the end, we basically wanted them to perform their own internal rebalancing exercise rather than have us mandate what it should be. And I think, in the end, they decided that was not something we were willing to take on at this time. And so, due to that, I guess out of willingness for the GNSO to address it, we decided to withdraw the implementation of the recommendation.

CHERYL LANGDON-ORR:

And, Tom, it seems to be in chat, though, people are ... Glenn McKnight just said, “I thought it was NPOC, etc.” We weren’t trying to get into the specifics. Yes, in fact, it was the example that the independent examiner homed in on: there had been the changes within the GNSO—NPOC is

that particular change—and that some rebalancing was probably required if that representation was to happen.

But as Tom said, we believed it should be the GNSO’s business to do that rebalancing because it was purely a matter internal to the GNSO. How they did it we didn’t really mind. We just were going to help them or facilitate them doing it. That wasn’t going to work out, so [it’s] not a recommendation that is going to be implemented.

TOM BARRETT: All right. Thanks, Cheryl. Shall we go on to the next?

CHERYL LANGDON-ORR: Next section, Tom.

TOM BARRETT: Yeah. So Recommendation 27: Unaffiliated directors. We’ll go to the next slide. And so Recommendation 27 originally said, “Provide clarity on the desire for and definition of independent directors and, upon clarification of this desire and definition, determine the number of specific seats for the independent directors.” And so this NomCom Revie recognized immediately that independent evaluators’ intended choice here of independent directors was in conflict with the state of California legal definition for independent directors that all Board members are subject to. And so we, early on, changed the wording from “independent directors” to “unaffiliated directors.” And so we want to make sure that we don’t confuse the two.

Then we had to go through an exercise, basically, of defining: what did it mean to be unaffiliated? And there's several basic principles. The goal here from the NomCom's perspective, we feel, is they want to introduce some outside perspectives to the ICANN Board. There are challenges that ICANN faces that would benefit from people with some outside perspectives. We also want to make sure, for example, there wasn't a "way for people who normally go through an alternative route to the Board, say, through a contracted party of ccNSO, [to use] the NomCom to get on the Board." And so there's a variety of goals there that are driving this recommendation.

And so we have had several conversations with ICANN Legal as recently as last week. And so we're getting very close to finalizing the parameters of this recommendation. There's a small impact we'll talk about later in the bylaws, but also there'll be a document—we haven't decided where it's going to live yet—perhaps in the NomCom operating procedures—that will make clear to every incoming NomCom, as well as the consultants they hire, the goal to seek out unaffiliated directors as part of their evaluation process.

Next slide. So I'll pause there and see if there are any questions from the attendees about unaffiliated directors.

And while I'm waiting for people to think about their questions, I'll give you some more idea of the definitions. So, for example, if you, in the last two years, were in a contractual relationship with ICANN, you would not be considered unaffiliated. And so our definition basically tried to avoid anyone who had a real or perceived conflict of interest by coming

through, say, a contracted party or a consultant to ICANN. And if that was the case, there would be a waiting period or two or three years before they could be considered eligible to be a Board member via the NomCom. And, again, if you'd like to read more details about that definition, you can find that on the NomCom Review wiki.

Any other thoughts?

Okay. Siva, I see your question here in the chat. We're talking about the appointees from the NomCom to the ICANN Board of Directors. And so we want to make sure—obviously, the NomCom fills other positions as well—this recommendation is specific to the ICANN Board as opposed to the GNSO or ccNSO, etc.

So, seeing no other questions, I suggest we move on to the next item on the agenda.

CHERYL LANGDON-ORR: Must be my turn. Thanks, Tom. We're going to have a thrill-packed and exciting look at the proposed bylaw changes.

So can we have a look at the next slide? Thank you. And the good news is there's no longer five of them because Recommendation 10 has been withdrawn. So the remaining four recommendations that will require amendments to the ICANN bylaws are listed in this slide. The intention is—and this is the intention of the OEC and of Legal and of Board and Org—is to bundle or group together the bylaws so that the Board can follow a single process for the entire group. So they're not going to be dealt with in an untethered way. They are going to be presented and go

through all of the public commentary and opportunity for community feedback that any bylaw change is subject to in the normal way.

But let's have a brief look now at what these recommendations are. The first one, of course, is this Recommendation 7, which we have referred to previously in other presentations, which basically says that the members of the Nominating Committee—in other words, the people who are appointed—excepting those who are appointed to the leadership positions—and that, of course, is coming from a Board appointment, not an AC or SO one—should serve two-year terms—that's not unusual, but here's the new part—and it be limited to a maximum of two terms. Historically, there has been more frequency of churn of membership from some appointments compared to others. This is now going to be hard coding that two years is the term, but you have the maximum of two two-year terms.

So no one will be expected to sacrifice themselves on the altar of the Nominating Committee work. And it's quite a sacrifice. It's a lot of work—believe you me—that will be more than a block of four years of their life within ICANN. So that's a pretty major change and it's something the community needs to be aware of and needs to consider as this goes through to the processing that all bylaw changes need to go through.

The next one is Recommendation 9. And this is that all Nominating Committee members should be fully participating and voting members with the exception of the Nominating Committee leadership.

Now, historically, again not all people at the seat at the table of Nominating Committees have had the ability to cast a vote. And might I also mention that, in most Nominating Committees, things are discussed, discourse happens, they're developed by consensus, but there are points in time where critical decisions need to be made—final slates and those sorts of things. And so when a vote is called, previously and still currently not all people at that table in those seats—those appointed seats, not the leadership—have a vote.

This bylaw change will change that so that the only ones who are not voting appointments are the leadership positions. The leadership still remain as independent as possible in terms of not being voting. So that's a very important recommendation to be considered.

The next one is Recommendation 24. And this is, of course, the one that we looked at when we referred to the Standing Committee. And this is the actual terminology that we would be looking at. Probably in the bylaw change it would read something like this: "An empowered body of current and former Nominating Committee members should be formed to ensure greater continuity across Nominating Committees and in particular to recommend and assist in implementing improvements to Nominating Committee operations."

So that would be the bylaw tether, the language we expect to see in the bylaws to create and clearly mandate the Standing Committee. And of course, in the Standing Committee, under its charter, [it] would run within the specifications of its charter and with its own and published operating procedures. But it is that Recommendation 24 language that

we would be looking forward to putting forward in the bylaw recommendation changes.

And now Recommendation 27, which Tom just took you through, is of course the one that we're still working on in quite great detail. We're pretty confident that, between ICANN Legal and ourselves, we will have final draft language in the fairly short-term foreseeable future, and that's why, at the beginning of today's session, we indicated that we didn't see any sort of shift or impact on our timeline.

Now, there is only a single slide here, but let's all just make a note that, all of these amendments would be living within the appropriate article. That's Article 8, which is the one that controls the Nominating Committee within its ICANN bylaws. And of course, there would also be some transition, particularly with regard to Recommendation 7, because we might have people that are partway through a term and all of those sorts of things. The transition articles will also be a requirement in the bylaws.

Well, Tom, it looks like we've stirred up some questions now. Let's take the next slide so we can look at what has happened. So help us please—

YVETTE GUIGNEAUX: Cheryl, Hadia has her hand raised.

TOM BARRETT: Let's do the in-person question. So, Hadia, if you can mute yourself.

CHERYL LANGDON-ORR: Okay.

HADIA ELMINIAWI: Okay, thank you. Thank you for this very informative presentation. And thank you, Cheryl, for taking us through this. So I know we did talk before about Recommendation 24, but I did not really get the relationship between the empowered body of former and current NomCom members and actually the existing or operating NomCom. What would be the kind of relationship between those two bodies?

CHERYL LANGDON-ORR: Well, very simply, one is a Standing Committee which is going to work in terms of the accountability and transparency aspects of things and the continuous improvement. So the Standing Committee would be able to take, for example, standardized rules of procedure from one Nominating Committee to the next because each year's Nominating Committee is an absolutely independent and isolated entity. And at the moment, many of the good pieces of work and recommendations and learnings that happen in one year don't carry over to the next or subsequent years. And so the aim of the Standing Committee is to ensure to the community and to future NomComs that there is a body that has the knowledge and that basically can help keep the library of resourcing and information.

Now, each year, there will be a member of this very small group—it's only a couple of people; it's four people or five people or however many ... The associate chair of each year's Nominating Committee, which is

utterly independent from the Standing Committee, will be a liaison and a member of the Standing Committee as well. And so there is a linkage across, but that is the only formalized interaction—the separation of what any year’s NomCom is doing independently in all their work—and the Standing Committee would be limited to things like recommendations on improvement, methodologies that one year may have found as particularly successfully in internal training or group outreach and making sure those things are captured and available for future Nominating Committees.

Does that help, Hadia?

HADIA ELMINIAWI:

Yes. Thank you so much. Yes, it does indeed. And my only following comment would be—so the liaison member would actually know about what’s happening in the current NomCom—would he carry or she carry this information to the Standing Committee and vice-versa?

CHERYL LANGDON-ORR:

And vice-versa.

TOM BARRETT:

Yeah. Thanks, Hadia, for those questions.

So, Cheryl, we do have quite a bit of comments or questions in the chat.

CHERYL LANGDON-ORR:

We do.

TOM BARRETT: Why don't we take them first-in, first-out? First of all, just a follow-up on a question from Siva about the unaffiliated directors. I do want to point out to everyone that there are other recommendations that talk about making sure that every body that receives NomCom appointees has to run up a job description and give that job description to the NomCom in terms of the type of candidates they're looking for. And so that allows every receiving body to actually say, "Look, we want unaffiliated people as well," which is a type of requirement that the [cc]NSO has for its NomCom appointees. So there's nothing stopping the other receiving bodies from having very similar requirements as these unaffiliated-director-type of requirements if they so choose.

And so, the first question I'll read out, Cheryl, from Alfredo is talking about Rec 7, which implies that the person could have two consecutive two-years terms with the current wording or Rec 7. And, Alfredo, you are correct. They have a maximum of two terms. They could be consecutive, but it doesn't have to be.

CHERYL LANGDON-ORR: It could be ten years apart.

TOM BARRETT: That's right. The next question is from Siva about Rec 9. "The leadership would not vote." I think, historically, Siva, the leadership have really never voted.

CHERYL LANGDON-ORR: Never have.

TOM BARRETT: And, in fact, they don't even like the word "vote." They don't even like using the word "vote" in the NomCom, right?

CHERYL LANGDON-ORR: Nope.

TOM BARRETT: [inaudible] polling.

CHERYL LANGDON-ORR: Yeah. You poll. And occasionally, I think, the only vote we ever had on NomComs I served on was the final vote for us to all agree on the final slate of the appointments. There was a single vote once in a whole year's work. The rest of the time was all polling and developing of consensus.

TOM BARRETT: So the next question is from [Malood], who is basically asking about, how do the bylaws for ICANN get changed? So this is obviously a great question because we have a bunch of bylaw changes here. We have the charter of a Standing Committee. And this working group is not the body that will make those things happen. It's part of a Board

subcommittee called the OEC, or Organizational Effectiveness Committee. Our bylaw changes are just a subset of many other proposed bylaw changes that are coming out of other reviews. And so the Board OEC is currently figuring out how to basically run the community effort to socialize all those changes. They'll go through a public comment so everyone can weigh in on these changes to the bylaws. That is expected to happen in 2022.

But in terms of the working group's activities, we're playing a supporting role in supporting the Board OEC in getting these bylaw changes through. So there is a vote from the ICANN Board itself ultimately to approve these changes once it goes through the community effort.

Did you want to add to that, Cheryl?

CHERYL LANGDON-ORR: All good.

TOM BARRETT: All right. Other questions? Again, there's more questions about votes, which I think we've talked about. Harold had a question about the size of the Standing Committee. That was discussed earlier, Harold.

CHERYL LANGDON-ORR: Slide 14.

TOM BARRETT: Yeah.

CHERYL LANGDON-ORR: Yeah, Slide 14 has all the details, but we can review it. We do have time, Tom.

TOM BARRETT: Yeah.

CHERYL LANGDON-ORR: Basically, it's a four-member committee. There's five seats, four members, and the ex-officio observer, which is that liaison role which is the Nominating Committee associate chair of any particular year. So it's only five. There is no more than five. It's meant to be small. It doesn't even meet face-to-face.

TOM BARRETT: So some other points about the composition: you do have to have served on the NomCom in the past in order to serve on the Standing Committee. So we want people with experience in the NomCom. Leadership experience is ideal. We also want diversity on that Standing Committee in the sense we want to make sure that not all the members come from the same SO/AC. And in fact, whenever a member terms off the Standing Committee, we want to make sure the replacement comes from an unrepresented SO/AC. And so the idea is to make sure there's a diversity from throughout the community for that Standing Committee.

Going through the other questions, Siva asked a question: “Not all Board members are decided by NomCom. Could NomCom have a say, if not in the current process but at least in the future, about certain possible sensitivities about non-NomCom-appointed members of ASO, AC/SOs, and the Board?”

I don’t think that’s what the NomCom’s remit is, Siva. Hopefully, though, we are coming up with some best practices in terms of, “Hey, you should have a job description for your members.” That I think could certainly be adopted by the other positions on those receiving bodies. Again, the focus of the Standing Committee is to do continuous improvement and make the NomCom itself more effective and productive in terms of finding good candidates. And hopefully there’s some best practices that can be shared with the other members of those receiving bodies.

CHERYL LANGDON-ORR:

And, Tom, I think, just as a follow-up before we move into the next subsection, it’s important to recognize that the things like the Standing Committee are designed to address these terms that you hear us use: “continuous improvement.” The independent examiner recognized a very important need that has been recognized by many NomComs in the past, but this is the first opportunity we’ve had to make this structural change which would allow this sort of thing of that corporate memory, for want of a better term, to come from one Nominating Committee and to be useful for the operation of future Nominating Committees.

Now, that being said, it's also a very important time in the [inaudible] of the Nominating Committee to recognize that it has been reviewed once before, but not a lot of churn and change have occurred. But what is important is that, even in the recommendations that came out of the Accountability and Transparency Review Team #3, we were starting to treat the Nominating Committee with a set of expectations for continuous improvement, exactly as we do any other AC or SO. Now, an NomCom is not an AC or an SO. It's an aggregation of representation from all of them. But that being said, it's not just a little static stalagmite sitting out of some sort of satellite in space anymore.

And I'd also note that, even out of Work Stream 2 recommendations, there was a number of times when things were now applying to NomComs going forward that had never been applied before. So it's a really important and really valuable time of change. And these proposed bylaws are going to permit the first step on a pathway of continuous improvement and more predictability and better service and outcome for future Nominating Committees.

With that, Tom, I think you do the next part.

TOM BARRETT:

I do. Thanks, Cheryl.

So if we can go to the next slide, Yvette. And, folks, we are in the final section, so if you do have any questions, by all means, put them into the chat and we'll get to them. But we do want to talk about next steps. As Cheryl outlined to you at the beginning, we're into year 5 of this review.

So it has flown by. But we think we're in the homestretch. We hopefully in fact hope to be finishing up by mid-year. So we've had some obviously great volunteers contributing to this, great support from ICANN staff, and we can certainly see the light at the end of the tunnel.

So in terms of our next steps here, as I say, we met with ICANN Legal last week and had a very productive discussion about unaffiliated directors—not only the definition of those but also where they would live to be an institutional document that would be, as I said, under some sort of revision control. So just as the bylaws need to go through a very public process and receive public comment and feedback, the Standing Committee's charter also would go under a similar sort of change control process, as would the NomCom operating procedures. And so we want to make sure that the NomCom is accountable and transparent to the community. And they certainly need the flexibility to make adjustments from year to year. But if any of those are material enough, the Standing Committee will say, "Well, let's do a public comment period if you want to change some of your operating procedures."

And so Recommendation 27—unaffiliated directors—is one of those sort of principles that would be under revision control, certainly open for revision with appropriate public comment. So we hope to finish that in the next month or two.

There are some other, I would say, bylaw amendments of the Standing Committee charter we've already talked about. And so we would support the Board OEC in engaging the community getting additional

feedback on the proposed bylaws and the charter and make those institutional documents and then [say] our goal is to wrap up the review by mid-year.

Any comments from anyone else? Dave or Vanda? Thanks for jumping in today, Dave, by the way.

Cheryl, do you have any other thoughts or final questions?

CHERYL LANGDON-ORR:

I just wanted to recognize [Maluf's] question, which he did put in earlier, and that was: where do we find the details on Rec 27 on unaffiliated directors? So he's repeating that question, I believe. If we can just get staff to put a link in to the chat, then I think that will probably be the most efficient way of getting that information out.

And Vanda has her hand up while staff do their fantastic [inaudible]. Go ahead.

VANDA SCARTEZINI:

Thank you. First of all, thank you, everyone, for the questions. Interesting questions. It was a very brilliant presentation, in my opinion. And I liked the questions.

But considering the questions about the unaffiliated director, I'd like to use this opportunity for the attendees to invite them to see if they don't want to think about the NomCom opportunity to leadership positions because we are at the end of this process and maybe you know someone that is interested in applying for those positions. There are

positions for the Board and PTI and all the others: ACs and SOs. So it's quite important to use each opportunity we have to present that opportunity for our friends. Spread the news. Thank you.

And the other thing is it's becoming hard to have people out of our community applying. And we believe that the unaffiliated director is quite important. So we need the help of everyone in our community to reach out to people to come out and participate and bring other opinions. So it is some challenge that we [inaudible] we are facing now. So that's an invite to everyone to help us to bring people that are not directly involved with ICANN. Thank you.

TOM BARRETT:

Thank you, Vanda. I see [Gia] has put into chat a link to the call for open positions for the NomCom. Thank you, [Gia]. And [Evin] has also put a link for [Malood] to find out ICANN wiki, where we can read more about unaffiliated directors and the Standing Committee charter. And, by all means, if you have any additional thoughts on that, please shoot an e-mail to the Secretariat.

So I don't see any more questions. I think we're ready to wrap up. I want to thank everyone for attending today. And thanks, Cheryl and Dave, especially, and Remmy and Raymond for their contributions. See you at the next ICANN meeting.

CHERYL LANGDON-ORR:

Thanks, everyone. Bye for now.

[END OF TRANSCRIPTION]