ICANN75 | Prep Week – Nominating Committee Review Implementation Working Group Update
Friday, September 9, 2022 – 02:00 to 03:00 KUL

PAMELA SMITH: Hello, and welcome to the Nominating Committee Review Update presented by the Nominating Committee Review Implementation Working Group. My name is Pamela Smith. Yvette Guigneaux and I are the remote participation managers for this session. Please note that this session is being recorded and 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 them aloud during the Q&A portions of the presentation which will be at the end of each section. Please review the instructions I'll be placing in the chat pod for how to frame a comment or question. Or if you prefer, during the Q&A portion feel free to raise your hand. And once acknowledged, go ahead and ask your questions.

All participants in this session may make comments in the chat throughout the session.

And with that, I hand the floor over to Tom Barrett.

THOMAS BARRETT: Thanks, Pamela. And welcome, everyone, to this webinar about the NomCom Review for ICANN. Can we go to the next slide, please?

So just a quick summary of our team for 2022. As you'll see, this review has been in process for nearly five years. We've had a core team with us throughout that time. Cheryl Langdon-Orr and I are pretty lucky to have folks like Vanda and Dave and Arinola to participate in this review.

I also want to point out that we've been supported by ICANN staff as well. And they've all really made this possible. It's a fairly heavy lift, but I'm glad to say we're near the end of the tunnel here in terms of wrapping up our review. Shall we go to the next slide?

So we are going to cover five things, five steps, in this overview. Again, feel free to put in your questions in the chat. We'll also pause after each one of these steps to see if anyone wants to raise a hand and ask a question.

So, number one. We'll go over the timeline for the past five years real quickly. And then we want to talk about some of our 2022 highlights of activities, specifically the Standing Committee Charter, the recommendation for unaffiliated directors. And then we'll summarize the Bylaw changes and the next steps for this review. Next side, please. Again.

So as I mentioned, the NomCom Review started over five years ago where we scoped out the review itself and selected an independent examiner. And then we've progressed through the prescribed process for reviews. We first had a publication by the independent examiner in June 2018. And then the Review Working Group undertook a feasibility assessment and high-level implementation plan of that examiner's

final report. And that was submitted and accepted by the ICANN Board by March 2019.

And six months later, we had also then developed a more detailed implementation plan that essentially kicked off the final phase of the review called the Implementation Plan roughly in January 2020. So here we are two and a half years later and about ready to wrap up this final phase. So if we go to the next slide.

Just a high-level slide here. The next phase essential is going to be managed by ICANN Org and the ICANN Board, specifically the Organizational Effectiveness Committee. And they will put out for public comment our proposed Bylaw changes as well as our proposed Charter of the Standing Committee. And our final, really, activities as a working group, we'll see if there's any feedback out of that public comment period that perhaps we want to consider and discuss. Next slide.

I'll pause real quickly. Are there any questions about the process that we followed? So why don't we move on.

I'm sorry, go ahead.

UNIDENTIFIED SPEAKER: [inaudible].

THOMAS BARRETT: Yes? Was there a question? Do you have a question about the review?

ICANN PREP WEEK 75

CHERYL LANGDON-ORR: I think it might be an open mic. Staff could close the mic. Thanks.

THOMAS BARRETT: Okay, thank you. All right, well why don't we move on to the next section? So let's talk about the Standing Committee Charter. It is one of the recommendations. Again, the next slide, please.

So Recommendation 24 of the 27 recommendations by the independent examiner recommended that there be an empowered body of current and former NomCom members to ensure greater continuity across the annual NomComs, and in particular recommend and assist in implementing improvements to NomCom operations. So think of it as a continuous improvement program for the NomCom.

And so the working group has spent a lot of time in 2022 finalizing the Charter for this Standing Committee. And that was submitted to the OEC Board Committee in February of this year. Next slide, please.

So quickly we'll go through three principles of this Standing Committee. One, we provide some continuity across the annual NomCom cycles. There are several things concerning the NomCom that span the typical timeframe of an annual NomCom cycle, such as doing a budget requests for what the NomCom needs to do in terms of training and outside consultants.

And so that was not a very efficient process. That's just one example where the Standing Committee hopes to improve the productivity of the NomCom. Next slide.

Number two is to build the institutional memory of the NomCom. One of the common critiques of the NomCom is that it seems to reinvent the wheel every year. It seems to have amnesia about the process improvements that were accomplished in previous NomComs. And so we want to, again, improve the productivity of the NomCom by building the institutional memory around what processes worked, what processes did not work. How can we perhaps improve those from year to year.

As Cheryl said, it was a forced amnesia. And so the goal here of the Standing Committee is to try to help build that institutional memory so that NomCom can be more effective for what it's trying to accomplish. Next slide.

And then the third key principle of the Standing Committee is to engage with ICANN Org as part of this continuous improvement. Right? They are they certainly can recognize the pain points of trying to do certain things for the NomCom. And so we want to make sure that we survey and interview what worked well and what did not work well so that we can improve how the NomCom works going forward. Not only interacting with ICANN Org in the different departments, but also interacting with the various receiving and appointing bodies within the ICANN community. Next slide.

Any questions about the Standing Committee and what it's supposed to accomplish? And Cheryl, feel free to chime in if you want to add as well. Not seeing anything, I guess we'll go to the next slide. So we walk to talk about Recommendation 27. Next slide, please.

So originally, this read as follows: "Provide clarity on the desire for independent directors and designate three specific seats for independent directors." Now, we did rename this to "unaffiliated directors" because ICANN Legal has a different definition for the term "independent directors" and we determined that the independent examiner really meant unaffiliated directors.

And so, as you know, the NomCom appoints eight members to the Board at ICANN. And so this recommendation specifies, if it's approved, that at least three of those would be what we termed to be unaffiliated directors. So if we go to the next slide, please.

What do we mean by "unaffiliated directors"? So clearly, the goal here is to make sure we have outside perspectives and experience for the ICANN Board. It's a growing organization getting more complex over time, and so we want to make sure that we don't limit ourselves to people.

While a familiarity with ICANN is still valued, it's also valued to have some outside perspectives as well. Of course, we have to still comply with the legal definition for non-profits for independent directors. So that doesn't change at all.

But most importantly, we want to make sure that the NomCom candidates, at least three out of eight, do not have an actual or perceived conflict of interest for matters that routinely come before the Board. So those actual or perceived conflicts could come from, perhaps, if they were employed by a contracted party or if they were employed by ICANN or are very active in some sort of basis within the

ICANN community. That's really what's meant by "unaffiliated directors."

We do recognize that perceived or actual conflict would wane over time, and so we do provide for a two-year window after which if they no longer have an actual or perceived conflict of interest, then they could be considered eligible to serve on the Board through the NomCom process. Next slide, please.

And I'll pause again to see if there's any questions or comments. Hi, Judith. Go ahead.

JUDITH HELLERSTEIN: So my question for this one is it used to be that they also could not [work for or be employed] by any government or any governmental commission. I didn't see that down there, and I was interested in seeking clarification of that. Thanks.

THOMAS BARRETT: Thanks, Judith. That's a great question. As it turns out, government employees are already prohibited from serving on the ICANN Board. So I don't know if it's in the Bylaws, but if anyone else can clarify that. But they already are restricted from applying through this process.

JUDITH HELLERSTEIN: Yeah. I'm not talking about necessarily government employees. But what happens often is a government commission ...

CHERYL LANGDON-ORR: Judith, I think I can help you there. The Bylaw change associated with what we're calling, now, this unaffiliated director provides the clarity in that two-year window and the degree of activity. So just the same as if you were on a government commission or just the same as if you were active in GAC or the GNSO—and that's a leadership role—if you leave that, when you can then be considered for this classification. Right? And other people can't appoint you through the ACs and the SO modelings.

For these Board positions to be classified in this unique and hopefully highly-independent—so we're using the term— "unaffiliated role." That two year now is clear because that was always very muddy and I know has caused some confusion sometimes in NomCom decisions.

So we hope this gives the clarity on that. What it doesn't do is change the specific Bylaw regarding currently employed people.

THOMAS BARRETT: Thanks, Cheryl. And I see a question in the chat from Mouloud. "Would someone who has been an ICANN Fellow in the past and perhaps contributed to advice or policy development as a volunteer be considered as 'affiliated?'"

Without talking specifically about ICANN fellows, certainly anyone who, I think, has had participation in the GNSO might be considered an ICANN insider and not an unaffiliated candidate.

And so to the extent someone has been active within ICANN and certainly perhaps have received compensation or reimbursement from

ICANN for that activity, I think would be considered to be affiliated. But again, every case would be distinct. But that's certainly the goal.

Any other questions? So the point is, it doesn't matter if they're employees somewhere. They could simply be a volunteer, as you pointed out, but very active within the community. And so, again, the goal is three of the eight seats appointed by the NomCom should meet this threshold, certainly more if the NomCom decided it could meet the threshold. But the goal is for three out of eight.

Any other questions about unaffiliated directors? All right, we'll move right along to the next slide.

JUDITH HELLERSTEIN: Sorry. I have one question.

THOMAS BARRETT: Go ahead, Judith.

JUDITH HELLERSTEIN: When we say that we want unaffiliated, is that a requirement, preference, strong preference?

THOMAS BARRETT: So, the NomCom—

JUDITH HELLERSTEIN: Sorry for the noise.

THOMAS BARRETT: Yeah. That makes sense, Judith. So the NomCom has flexibility in the sense that it appoints eight directors to the Board. So not all eight need to be unaffiliated. So they have some flexibility to appoint affiliated votes, but there strive for at least three of their nominated directors to be unaffiliated.

So clearly, each year the NomCom meets, they would have to first assess, how are we doing to this goal? Is there already five unaffiliated directors? In which case it's so important that year. Or as early one, in which case they might want to prioritize it.

CHERYL LANGDON-ORR: Of course, you could do all eight. That would be fine, too. But we're suggesting or stating that aiming for three each year is a good thing. That doesn't mean three fresh each year. That means that there are three each year.

THOMAS BARRETT: Right. Thanks, Cheryl. Sébastien.

SÉBASTIEN BACHOLLET: Thank you. And I'm sorry. I am driving and I didn't read the document before. I just wanted to ask you if you take into account the fact, for the three, if there are some diversity elements to be taken into account like different regions, some gender balance, or some other diversity issue. Thank you.

THOMAS BARRETT: [Thank you].

CHERYL LANGDON-ORR: Do you want me to grab that one?

THOMAS BARRETT: Go ahead. Yeah, that's great.

CHERYL LANGDON-ORR: Thanks, Tom. Sébastien, thanks for your question. And as you know, diversity is something that's close to both of our hearts. It doesn't affect the three in the unaffiliated classification as such. The diversity is something that the NomCom on any given year needs to look at over its full eight, the complement of eight.

That being said, we also recognize that from time to time, a NomCom will be somewhat more restricted because of caps on a number that can be sitting on the Board under the Bylaws from any particular region. So working within those constraints, we shouldn't be affecting the aspirations of the good and improving diversity that NomComs strive for by bringing in this "and three should be unaffiliated." Thanks.

THOMAS BARRETT: Thanks, Cheryl. And, yeah, so there's always the diversity requirements based on the ICANN Board itself.

Judith has a comment saying "NomCom is not allowed to look at gender in the diversity requirements." I don't know if there's any prohibitions for the diversity requirement.

CHERYL LANGDON-ORR: Yeah. There's nothing restricted in the Bylaws as such. Whether or not it makes it, in any given year, a criteria or core desire is another question. And this goes to the flexibility, even with these changes, that every NomCom has to have and has to be able to work with because the dynamic pieces of who is being sent to the Board from the ACs and the SOs is part of his equation.

And that's also part of this black box where the magic happens because the ACs and the SOs send their appointments back. And the NomCom has to go, "Oh, look. We've got so much of this and so little of that. And we've been asked to provide people with these skill sets or making these very specific criterias."

And all of that has to go into the mix. And that's the challenge and the joy of operating in a NomCom. It's a tough job. Thanks.

THOMAS BARRETT: Thanks, Cheryl. Hopefully, Judith, we've responded to your comment. It's not that there is no restrictions in terms of what diversity they might want. There's no requirement perhaps, but there's certainly no restrictions.

Vanda, do you have a question or a comment?

VANDA SCARTEZINI: Yeah, I have a comment. I'm suggesting you, Tom, that you could talk also about the reapplication. Once the non-affiliate member will be selected in the next time, he will reapply. So what is the condition they will be considered a non-affiliate or, being part of the Board, give them the affiliation issue. So it's something that people were asking normally, so I believe we should explain better. Okay?

THOMAS BARRETT: Thanks, Vanda. That's a great point. So generally, someone who's identified as unaffiliated does not become affiliated mainly because of their service on the Board. Right? So if nothing else changed in their professional life or career life, they're simply serving on the Board now, they're still considered unaffiliated. But if they were unaffiliated and then took a job—say with a contracted party—then that obviously is a different type of story.

Do you want to add to that, Cheryl?

CHERYL LANGDON-ORR: You caught me typing. I was going to say there, of course, if they were appointed as unaffiliated.

THOMAS BARRETT: Yeah. But you're right, Vanda. There are always these … They're considered affiliated if they came in and affiliated unless some other

situation warranted a different consideration about that. But thank you for that.

Sébastien, I assume that's an old hand. Are there any other—

SÉBASTIEN BACHOLLET: No, it's not.

THOMAS BARRETT: Oh, I'm sorry. Go right ahead, then.

SÉBASTIEN BACHOLLET: It's not. [inaudible], but it's a new hand in fact. I just have one comment and one question. Sorry for that. One comment. I am sorry, but I was a member for the NomCom for one year and it was forbidden—not by us members, but by staff and the chair of the NomCom—to discuss any element of diversity. I don't know where it is, but it was not the decision of the NomCom. It was a decision …

THOMAS BARRETT: We lost you, Sébastien.

SÉBASTIEN BACHOLLET: —and the speech of the staff [inaudible]. Sorry?

THOMAS BARRETT: You broke up a little bit on us.

SÉBASTIEN BACHOLLET: Okay, I am sorry. Can you hear me okay now?

THOMAS BARRETT: Yes, we can hear you.

SÉBASTIEN BACHOLLET: Is it okay …

THOMAS BARRETT: But you're saying during your year, you were told that—

SÉBASTIEN BACHOLLET: My question is the following. When …

THOMAS BARRETT: Sorry, you're breaking up [inaudible] again.

SÉBASTIEN BACHOLLET: Yeah. Okay, sorry. Let's talk later. Sorry.

THOMAS BARRETT: If you'd like, you can put this into the chat so we can get [inaudible].

CHERYL LANGDON-ORR: He's driving, Tom.

THOMAS BARRETT: Oh, I'm sorry. All right.

JUDITH HELLERSTEIN: But Tom, what Sébastien was saying was that when he was in NomCom, he was told that no aspect of diversity can be looked at and that his NomCom was told that diversity could not be [in it]. And there were strict rules that you could not mention diversity. That's what he was saying.

CHERYL LANGDON-ORR: Tom, I'm happy to jump in there as well.

THOMAS BARRETT: Yeah.

CHERYL LANGDON-ORR: I think what [inaudible] you should all recognize is that regardless of the sometimes checkered history that various of us have had experience within NomCom—every year is a different flavor and a different set of challenge, and quite unique in the way they operate within the confines of their existing rules which are predominantly Bylaw [inaudible] rules—the changes that this review has brought forward and these final changes that are going to be hopefully endorsed by the community because they are smart things to do is what is making this not likely to happen in the future.

We have heard the concerns. We have heard the confusion. The review process identified remedial actions, and the Implementation Team

believes that these ways—what we've presented now—including the very, very carefully designed changes to Bylaw proposals …

Staff and legal have worked so closely with us with all of the dotting the I's and crossing of the T's. We're very, very proud of this output. And it's designed specifically to mean that the issues that some—and clearly are articulated by Sébastien's experience—some NomComs shouldn't occur in the future because there will be clarity and a degree of conformity about some expectations. So this should be a good thing from now looking forward. Thank you.

THOMAS BARRETT: Thank you, Cheryl. And just echoing what Cheryl said, we're trying to stop the practice of every NomCom basically coming up with their own rules and reinventing how they want to run their particular NomCom.

John Jeffrey put a note in the chat that, "I have been the General Counsel of ICANN for 19 years, and have never given or approved advice that diversity cannot be considered." And so this was probably a decision made by that particular year's NomCom leadership. It's not—

SÉBASTIEN BACHOLLET: No, no, no. It was not.

THOMAS BARRETT: Okay.

SÉBASTIEN BACHOLLET: It was not. I can tell you it was not. And if you want, you ask both staff and the chair of the NomCom at that time, and you will see what he will say if he's … And he will say.

I wanted to ask you one question, as I hope you can hear me better.

THOMAS BARRETT: Yeah, go ahead.

SÉBASTIEN BACHOLLET: My question is about—

THOMAS BARRETT: Just speak slowly for the translators, if you could.

SÉBASTIEN BACHOLLET: Thank you. My question is about your proposal about three independent directors. It's not the right term, but when it will start to reorganize, did you suggest one per year at the beginning? Or it needs to be three the first year? Or how do you suggest to implement it? And if it's written somewhere, I am sorry I didn't read it.

THOMAS BARRETT: That's a great, Sébastien. I believe the plan is to phase them in. And so there will be a … All of these ICANN Bylaws will have a transition similar to, for example, the two-year terms. There's a transition plan for that. And there'll be a transition plan for getting to the minimum goal of three unaffiliated directors. That's a great question.

Any other questions or comments? All right, let's move on to the agenda, please. Next slide.

So we just want to summarize, again, the four recommendations that have impacts on the ICANN Bylaws that are part of the public comment period that are coming up. Recommendation 7 changes the term from one year to two-year terms. And again, there'll be a transition plan so that those are staggered to, again, ensure that there's some continuity between NomComs.

Recommendation 9. We're putting a Bylaw change that everyone are fully participating in voting members except for the leadership. If you recall, if you've served on the NomCom in the past, this was just a decision they made every year about SSAC and RSSAC and some of those other liaison positions, whether or not they would vote or not.

And there's even, oftentimes, a debate about what was a vote versus a poll. So we've simplified that in the Bylaws and said they will all be fully participating and voting members.

Recommendation 24. We've talked about ... That's the Standing Committee. And Recommendation 27 we've talked about, which are the unaffiliated directors.

So all of these will result in proposed changes to the ICANN Bylaws, specifically in Article 7 and 8. And that's what the public comment period will be about. Next slide.

Any questions about the Bylaw changes? All right, so we have one more section. Next slide. So the next steps. Next slide again.

So again, the next phase is this public comment period which will be, again, run by ICANN Org and the Board. This is not something a working group is conducting directly. However, if the feedback warrants it, we'll certainly come back together to address the feedback that's raised during the public comment period. But our goal is to wrap up this working group, help ICANN Org and Board go through this public comment period, and make sure that is a proper repository for the Standing Committee once that is approved and established by the ICANN community.

So that's our presentation for today. We'll go to a final Q&A slide. And again, I welcome any questions or comments, observations that folks might have.

Go ahead, Judith.

JUDITH HELLERSTEIN: So when you're changing the two years, does that mean … Can the person be appointed for two terms or it's still two years and then you have to have a year in between or whatever? I was wondering if you can clarify that. Thank you.

THOMAS BARRETT: Thank you, Judith. So I believe there needs to be a gap between the two terms. It's been a while since I looked at this specific language. But we do want to see a gap between the two terms. Again, if you're already on the NomCom or if you replace someone else, there's all kinds of special

edge cases where we consider whether you have filled a full term or partial term.

So those are all in the details of the proposed Bylaw changes. And there will be a transition as well to ensure that every year, only half of the NomCom is finishing their two-year term.

Any other comments or questions? All right, well this may be the last update we provide unless there's significant public comment for us to look at. I can see Cheryl crossing her fingers. I want to thank everyone for their help. It's been a great five years.

And of course, ICANN staff with Yvette, Larissa, Evan, Jean-Baptiste, and Lars back in the day. Everyone's been a fantastic help, and looking forward to the public comment period and seeing these through to final completion.

Cheryl.

VANDA SCARTEZINI: Thank you, Tom.

THOMAS BARRETT: Thanks, Vanda.

CHERYL LANGDON-ORR: Yeah, Tom. Just following on. It has been a joy to work with a core team of incredible people, both staff and community, in this process. It's been far from secret. We've done more public-facing sessions than I

really thought was necessary, so none of this shouldn't be coming as a surprise to you.

But with the community's support of the proposed Bylaw changes and the other improvements as part of this process, with those all implemented, I truly believe that we have allowed for a new footing, a new foundation of considerable clarity, predictability, and strength for future NomComs to operate with and continue to move forward on improvements with the Standing Committee.

So do consider the very good intentions of all of this work because we trust that even the current NomCom that Vanda and her team are going to be heading up will benefit. They don't have to wait until these things are enshrined in concrete.

These are things that over a very long period of time, as Tom said, we've interacted with the community—not everything got through, we pulled one of them, for example—that implementing these things will really make NomCom a much stronger, much more easily understood part of ICANN.

Oh, and now we've got more questions, Tom. I'm going to fly back to you. I was just going to say good-bye, but anyway. I've stirred them up, Tom. Sorry.

THOMAS BARRETT: Thank you, Cheryl. Vanda.

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VANDA SCARTEZINI: Yeah. Well, I do like to explain a little bit about what we believe this year in NomCom. We could use some considerations. We had, during those years, it was not you. It's a lot of considerations. And those that do not demand changes on Bylaws, we will consider in this NomCom. Judith is there, too, so we are very keen to use the best we can to improve this year's NomCom considering all of those feedback from the community and all of the analysis that have been done during those years.

Thank you, Tom. And certainly, we will meet in Kuala Lumpur.

THOMAS BARRETT: Thanks, Vanda. Judith.

JUDITH HELLERSTEIN: Yes. So my question is, some of the changes that you had suggested in the beginning about the unaffiliate and about what types of [that]. Are we able to use those this year or do we have to wait for the comments to be approved or whatever?

VANDA SCARTEZINI: Changes of Bylaws is [that] we cannot follow other Bylaws. We need to follow the current Bylaws. But anyway, many observations we can take into account, Judith—

JUDITH HELLERSTEIN: Right. No, I was specifically asking about learning from our past mistakes and learning from past NomComs so that we don't reinvent the wheel each time, like you said.

THOMAS BARRETT: So, Judith, there's nothing to stop NomCom from deciding they want to appoint unaffiliated directors. That's always been the case. It just hasn't been part of the Bylaws.

JUDITH HELLERSTEIN: Right.

THOMAS BARRETT: So the Bylaws themselves probably would not affect this year's NomCom. So the public comment period won't start until after ICANN75.They'll probably takes three to six months to finalize that and actually approve the Bylaw changes. So hopefully we'll see it sometime in 2023.

JUDITH HELLERSTEIN: No. I'm specifically asking about learning from past mistakes and—

CHERYL LANGDON-ORR: Judith, yes. Let me let me pick up on that, Judith. Absolutely. I mean, the Bylaw aspects of all of the implementations are only a small part. Important, vital. But they're not all. There's a lot of recommendations in there. And remember, these have all gone through their ratification, their approval. And this is all of the end of now implementation planning.

You can pick up, as I think Vanda was indicating those, and be as influenced as you wish to be in their current NomCom. But where there are rule changes in terms of titles, for example, none of that would come in to influence your NomCom on mandate.

But should you wish to be influence, to whatever extent you can be with the puddle of people you get to choose from, it's absolutely up to you. Because even with all of these changes, we recognize the sanctity and the independence of any given NomCom being able to have special flexibility that unless you've experienced it, you know you need to be able to work with these other people we've got. This is the talent we've got to work with, and now we have to make these appointments.

So this is all trying to make that job easier by giving a structured framework which has predictability and understanding—we hope—beyond the NomCom/ICANN community. That's a long way to say yes, Judith, you can.

THOMAS BARRETT: Thanks, Cheryl. And I want to point out, as I mentioned earlier, this has been about a five-year process but we immediately saw some of the … There are 27 recommendations and we immediately saw the NomCom and ICANN staff to go ahead and implement some of these. They were no-brainers and they did it. So by the time we got to implementation, we said, "Oh, we're already doing that." Right?

So the process itself helped. Some of this implementation just happened without us doing anything. So that was great to see.

ICANN PREP WEEK 75

VANDA SCARTEZINI: Yeah. And, you know, among our new group, we are circulating this report to make sure all members have been in mind and will think about and discuss about all of the points to understand what we can do and what we agree that we can do or not. So I have issued it to help you here.

THOMAS BARRETT: Thanks, Vanda. And thank you, Sébastien and Judith, for your questions and comments. One final ask. There's a public comment period coming up in a few weeks. Please participate and lend your voice to that public comment period.

VANDA SCARTEZINI: Thank you.

CHERYL LANGDON-ORR: Yeah, Tom. Even though that's the public comment, as Tom said earlier in his introduction, it's really important to remember that the public comment on the Bylaw changes—which is not managed by us, that's [up to ICANN to] do that—is the wrapping up and the final piece of all of this work. But it's one of those times where if the ACs and the SOs quite often go, "Oh, yeah. Fine," and do not make a comment.

I would like to encourage the ACs and the SOs to, this time, take the time to make a comment, even if it is, "We're fine with that." So these are such important things that, please, if you have any influence on the

policy groups in the various parts of ICANN, this is one of those times with this upcoming Bylaw change ...

Certainly, Tom and I strongly encourage you all to say, "Even if we just put in a short, affirmative sentence, we should put in something." Thanks.

THOMAS BARRETT: Thank you, Cheryl. And I think that is a wrap. I would just [inaudible]—

PAMELA SMITH: Tom.

THOMAS BARRETT: —last-minute [inaudible]. Go ahead, Pam.

PAMELA SMITH: Tom, I'm sorry. Anne Aikman-Scalese has a question in the chat. "'Have not held a position in the ICANN community organization or PTI within two years prior to their appointment to the ICANN Board.' Question. Does this include all volunteer positions?"

THOMAS BARRETT: Yeah. And I responded quickly, Anne. I know you joined late, but [inaudible] actual or perceived conflict of interest. And so certainly, someone who's perhaps been active even as a volunteer might have a perceived conflict of interest and thus would not be eligible to go through the NomCom.

CHERYL LANGDON-ORR: That two-year space, once that two years has gone past, then that influence is no longer seen as an affiliation. And after two years, they certainly could apply.

THOMAS BARRETT: Right.

JUDITH HELLERSTEIN: But, Tom, I think—

THOMAS BARRETT: So it's specifically the goal here … The goal is to find unaffiliated directors. So although there it's valued to have familiarity with ICANN, there's also value in having an outside perspective that perhaps is not found within the ICANN community.

But you had a comment, Judith?

JUDITH HELLERSTEIN: Yes. I think what Anne was asking is in the unofficial … According to recommendations, we want to have a minimum of three unaffiliated ones. And that definition of "unaffiliated" is also volunteers, but it is not … There are many other slots that NomCom puts on the ICANN Board that don't have to fall in those unaffiliated categories.

THOMAS BARRETT:	Correct, Judith. So there are eight Board positions appointed by the NomCom. Not all eight need to be unaffiliated. The goal is to have three of those eight to be unaffiliated. So that means in any given year, NomCom typically has two or three appointments to the Board. Perhaps one of those might be unaffiliated and the other one not. So there's always room for folks. So it really gives the NomCom some flexibility while trying to make sure we have some unaffiliated voices on the Board. But thank you for that.
	Are there question that I did not address in the chat Yvette, or Pamela?
CHERYL LANGDON-ORR:	I hope I picked most of those up as we went through, Tom, but it would be great to hear that we did manage that.
PAMELA SMITH:	There is one new one that just jumped in from michgraham. "And the 'three unaffiliated' is a minimum. Correct?"
THOMAS BARRETT:	That's correct. I think that's Michael. That's correct.
CHERYL LANGDON-ORR:	Over the eight seats.
THOMAS BARRETT:	Right. So Michael, that is a minimum three out of eight.

PAMELA SMITH: Okay. With that, Tom, I think we are complete with the questions and comments that you and Cheryl have so [adeptly] handled, along with Vanda.

THOMAS BARRETT: Thank you very much. And thank you for Cheryl and the rest of the working group and ICANN staff. And, of course, thank you everyone for attending today. And we'll see you at the next ICANN.

CHERYL LANGDON-ORR: And Tom, thank you.

VANDA SCARTEZINI: And for the interpretation, thank you.

THOMAS BARRETT: Thank you.

CHERYL LANGDON-ORR: Yes, yes.

PAMELA SMITH: Okay, then. Thank you to all our presenters and to the community for joining us. Enjoy the rest of ICANN75 Prep Week and ICANN75 to follow. Thank you so much for attending. You can end the recording.

ICANN PREP WEEK 75

VANDA SCARTEZINI: Bye-bye.

THOMAS BARRETT: Bye, everybody.

CHERYL LANGDON-ORR: Bye for now.

JUDITH HELLERSTEIN: Bye.

UNIDENTIFIED MALE: See you later.

VANDA SCARTEZINI: See you there.

UNIDENTIFIED FEMALE: Thank you, Tom and Cheryl. Thank you, all.

VANDA SCARTEZINI: Save travels. Safe travels to everyone.

[END OF TRANSCRIPTION]