

**ICANN**

**Moderator Maryam Bakoshi**  
**May 9, 2017**  
**8:00 am CT**

Maryam Bakoshi: Good morning, good afternoon, good evening. This is the NCUC Bylaws meeting on the 9th of May 2017 at 1200 UTC. On the call today we have Farzaneh Badii, Tatiana Tropina, Renata Aquino Ribeiro, Rafik Dammak, Michael Karanicolas. And from staff we have myself Maryam Bakoshi. I'd like to remind all participants to please state your name before speaking for transcription purposes. Thank you very much. Over to you Farzaneh.

Farzaneh Badii: Hi everyone. Thank you for attending the second meeting of our bylaws revision after the staff commented on the bylaws. I'm happy to see quite a full house here and happy that Rafik has joined us so we can also benefit from his comments.

So what we are going – I'm going to give a little bit of background especial since this is Michael's first meeting which kind of coincided with our bylaws meeting. So Michael we are going to after we had the bylaws voted on with our members—we gave it and submitted it to ICANN staff and ICANN staff had commented on quite extensively on the bylaws. And now we are trying to respond and resolve these comments. And then after we have responded and

resolved these comments then we are going to send it to the board and the board is going to have a look at it.

It normally takes around I have heard five months to respond to us and that it had to go to a public comment I believe. I think that is the process. And then we are going to have a vote again on the bylaws. And this is not a set process so I might be saying something that we won't do in the future. But this is how it was - I perceived it to happen. So we need to have the board and then public comments and then have another vote on the bylaws. So we probably adopted bylaws by December of this year hopefully.

So and let's go to for now we have had one meeting until and we have resolved issues and commented onto Page 7. Onto Page 7 and Section 4. But before we go to Section 4 on executive committee I want to draw your attention to the paragraph above that which is Paragraph J. So in Paragraph J Tatiana had made some comment like some amendment based on the comments of the ICANN staff and then I have also in the previous paragraph stated like a time limit because they asked us to state a time limit for disclosure of financial software. So I stated that we need to have three months – within three months of having been granted financial support they need to disclose it.

So these are like really minor issues. And unfortunately Tatiana cannot talk now so I would've asked her what sort of changes we have made to this paragraph (today). But we will start from now from Section 4 on executive committee. Tatiana are you...

((Crosstalk))

Tatiana Tropina: I can talk. I'm on the phone bridge just for the future.

Farzaneh Badii: Oh okay yes.

Tatiana Tropina: We can go to this later. We can go to this later. Let's start with the executive committee.

Farzaneh Badii: Okay sure, great. Thank you Tatiana. So for the executive committee as you can see like there was this Ken had suggested that we move something from other sections we had added to this section. So that has been done by (Enis) so that's why you see this ad Paragraph C. And fortunately there are no other comments on this page until Page 8. The first comment is that soliciting nominations from constituency members and representatives to be elected by the EC to fill positions that open from time to time in the ICANN process. Ken says that we should not say in the ICANN process. I think we should say in the ICANN process because we want to specify where these positions are available.

Do you see that as an unnecessary position? I think this is like quite a minor comment. We don't have to accept it. We don't have to reject it either.

Yes so let's not accept this change. So I'm just going to not accept it. Okay I just rejected that. And then I saw we come to Paragraph 12 providing oversight of the policy committees process and good communication with the constituency member that.

So Ken is wondering what good communication is and then have argued that we will define and clarify all these things in our procedural rule what is good communication, what we mean by these things because this is our charter. It's sets our principles. It doesn't have to set our set like details.

So yes of course yes Rafik it is - this is a bad communication. So I said just that we just if Maryam can you make a note of – can you make a note of putting of focusing on procedural rules of this paragraph? I'm going to just copy paste it in the private chat sorry. Okay now let's go to Paragraph 13, managing communications to the constituency and announced mailing list. What's - what is the comments in here?

So (unintelligible) is say, "What is managing communication mean?" And I think managing communication is quite clear for those who manage communication on the mailing list like moderating the responses if there is moderating to be done and all sorts of things which I don't think we need to put in our bylaws. So let's have a - so we will have in our procedural rules let's have a section on communication and then we just describe everything.

Yes that is true. As Rafik pointed out we can just list them than with what we can be exhaustive on what - managing communication. So as we agreed I'm going to put this on the procedural rule for us. So now the other comment is whenever EC votes are required - oh so he has a – so Ken is arguing that constituencies sometimes small letters sometimes, capital letter and it should be consistent. I think we've been using it as like a capital C all the time like most of the time. So we just stick with C. I'm going to resolve this comment.

All right now another is that in the event of a tie vote on the EC the chair shall act as tiebreaker. Ken says the provision should be moved above C indicating that the chair is a nonvoting member of the EC. However in the event - oh okay so Ken is arguing that this is - this has to be on the C. And let me see what the C is. Okay. So C now C is RD if you go up on Page 7. So Ken is saying that we need to move this in the event of a tie vote on Paragraph 14 we need to move it to now Paragraph B.

So Rafik thinks that it should be under the tiered D (unintelligible) section.  
Yes that is – okay that is what Ken - so Ken is okay. What is Ken suggesting?

Well we have this under that – under the chair. Oh yes so they're saying that – he's saying that we – if we are saying that he – that a chair is nonvoting. We have to clarify that but in the event of a tie the chair can break the tie which is fine right? Yes. So this is what Ken is saying. He's saying that if we are saying that the chair is nonvoting then right then we have to clarify that if there is a tie the chair will break the tie. So I think this is an okay addition. I just have to find the section because it's now all messed up. Let's see where I should put it? Where did this say? Okay, nonvoting.

Okay. So and I don't – I can't find it right now which is kind of...

Tatiana Tropina: Farzaneh I'm sorry for interrupting. Tatiana Tropina speaking for the record. Rafik and I are wondering since when is the chair a nonvoting member because this is very strange? So you mean the chair is not voting at all? I mean...

Farzaneh Badii: Well it is in our bylaws that the chair is a nonvoting member.

Tatiana Tropina: Which paragraph?

Farzaneh Badii: So let me see. Has been in our bylaws that the chair comes in when they're – when only there is a tie in the votes. And I had seen it before but I don't know why I can't see it now. So Rafik you know better here but I do think that we had a provision that chair is a nonvoting member of the EC.

Tatiana Tropina: They search for the word nonvoting shows only one nonvoting and it's about NCSG executive committee.

Farzaneh Badii: Yes I have seen that so I am kind of 90% sure I have seen such a provision that said that the chair does not vote. Okay at a (unintelligible) blah, blah. Maybe it's in the chairs. Okay let me okay let me just look at the – I have to look at the previous bylaws and our current bylaws. And then I'm going to get back to you on this. Let's go - let's for the moment let's not touch this issue and I'm go to regional EC representative. I will discuss that on the issue list with you. So regional EC representative shall be elected on an annual basis by constituency members and then Ken says that methodology - methodologies of voting this should be specified.

Oh so he doesn't want us to put have an online vote here and we just specify it in voting section. I don't – I think this is an unnecessary change. Yes, but yes we can just delete this. But we have explained it. I – what I don't want to do is explain again in Section 5 above voting because we have explained it already. So okay I'm just going to delete it then.

Okay. Now so we go to Paragraph 3. EC representative shall consist only of individual members. Or individual - or individuals designated by organization. So Ken is suggesting to delete individuals and say shall consist only of individual members or designated official representatives of organizational members. I think this is a fine change.

Tatiana Tropina: Farzi sorry. This is Tatiana. I'm not okay with this change.

Farzaneh Badii: Well I've so...

Tatiana Tropina: No sorry, designated official representatives right? No that's...

Farzaneh Badii: Yes.

Tatiana Tropina: Then it's okay. Then it's okay because I saw that he also deleted the word designated. No then I'm okay sorry.

Farzaneh Badii: Okay, okay let's just exit this then. Renata, Michael all good with this? Let me just share the document again with you.

Okay. All right so we accept this change and okay and we just accepted it because this is going to take forever. Forever we are going to be doing bylaws. So Ken here have a - Ken here has removed constituency as well. So I'm still talking about Paragraph 3 under regional EC representative shall consist only of individual members or designated official representatives of organizational members.

He has removed to the constituency which, you know, I think grammatically makes sense but we want a constituency be there are not. Doesn't make much difference in my opinion Tatyana. We can delete. Let's do that. Right. I delete that. Oh gosh that feels good. Okay. So here Paragraph 4 Ken so this is a very sensitive issue. No two EC members maybe the employees of the same organization or be representatives to the NCUC of different national chapters of the same organization. So now Ken is saying the term capture appears several times within the charter however it should be explained so that its meaning and the (interpretation) are clear. Do all NCUC organizations have chapters? No.

I tell you why the word chapter is being used in the bylaws. It's because that maybe Rafik can also add to what I'm saying has better historical knowledge. This is because the chapters, the various ISOC chapters became NCUC members and in order to kind of prevent various chapters just become and get the leadership roles in NCUC they have called out on chapters as well and

have been specific that people from like different national chapters of the same organization cannot become the – cannot hold office at the same time at NCUC. So this is why we have the word chapter. There are actually – they actually mean – they actually have in mind ISOC chapters. Now I think sub entities is good.

Oh yes the national also doesn't make any sense right now. Like if you – if we don't – if someone doesn't know the reasoning behind this it's kind of very like it's obscure to this. Tatiana your hand is up. Go ahead.

Tatiana Tropina: Yes I ' in – we cannot, you know, make I spoke the name and the structure but I also believe that if we compare language-wise or whatever if we call this sub entities of ISOC? I mean legally I'm not sure you know that this will prevent ISOC or NCUC from ISOC take over because I'm really not sure that they are sub entities of ISOC because legally they are not but they're chapters. They are legally incorporated to organize on the national level, you know, what I mean and they're just chapters. They're not to really sub entities. And these is what really worries me.

What we can tell Ken is that actually it's not our fault that some of the technical community and civil society organizations called themselves chapters and we cannot call them regional divisions sub branches or whatever. But to please him we can also insert national chapters or other sub entities or sub entities or national chapters. But I'm really I'm seriously not sure that the ISOC chapters are sub entities in this sense seriously. I'm sorry for that.

Farzaneh Badii: Well the things that we are not really clear on the legal nature of these chapters. So they can just argue oh are not a sub entity. We are some kind of legislative organizations and stuff like that. So I think Renata's hand is up. So we have one option is to just explain to Ken look there are these (nano)

captures of ISOC that we have - where we have in mind and we wanted to be specific about it in the bylaws and it has this historical reason. Renata or there is the other option to come up with another term which includes these ISOC chapters but it's very complicated.

Renata your hand is up. Oh, Renata your hand is not oh (unintelligible). So okay so let's see – let's say chapters and sub entities. Okay so (NCC), okay. But I hope after this meeting Michael doesn't get so bored that we (unintelligible). Okay right. Okay great. Let's move on. We are doing well.

Tatiana Tropina: No Farzi sorry. Let Renata speak. She has her hand up.

Farzaneh Badii: Oh okay sorry about that. I didn't see that Renata. Go ahead. Renata we can't hear you. But Renata you have some audio issue or is it me? No it seems like no one can hear you.

Okay so okay Rafik is - says related sub entities. Do we add related? But then doesn't – are you – let me read this sentence for you. It's Paragraph 4 under Question E regional EC representative. No two EC members may be the employees of the same organization over representatives to the NCUC of different national chapters and sub entities of the same organization. It's written badly but it's just how it is or other sub entities of the same organization. Okay yes I think other clarifies things.

Okay so Renata maybe Maryam can help with you with the audio issue and then (unintelligible) you understood – don't raise your hand. Just come and take the mic. Okay so now we have this. No two EC members maybe the employees of the same organization or be representatives to the NCUC of different national chapters or other sub entities of the same organization. It's better.

So you are saying that we should say related sub entities? Other related sub entities? But when we say sub entities of the same organization that it means they're related or related or other related okay.

Tatiana Tropina: Farzaneh it's Tatiana. So I think we have – we actually have a choice now. So either other sub entities or other related entities. Actually, you know, sub entities sounds good because they are part of an organization. Related entities could (unintelligible) and whatever so I'm wondering. I like the related entities. I'm just wondering how wide the coverage would be.

Farzaneh Badii: Yes that is what worries me. I'm worried about the coverage and people thinking that – and then they are going to challenge – they might be challenged while they're not to really related to that organization if we have a phrasing that is too broad. Yes so okay let's think a little bit. So national chapters or other sub entities of the same organization. So we have the same organization here and we have the sub entity so we are kind of like excluding others. I think that's quite okay.

I think we could put other related sub entities if you want. All right keep it that – this way until Renata can come up and tell us what she thinks. Renata are you working on your voice issue? Oh Okay. Okay so let's – I say just that we keep it like or other sub entities of the same organization and then or we could decide to add related.

Tatiana Tropina: Tatiana speaking. I think other related sub entities is okay as well. But if we remove sub then it just relates when – it's a wee bit too broad for me because they can be related in a different way and not necessarily, you know, in terms of organizational structures and then is the question affiliate, you know, all these and it's just unnecessary broad. So we can just say other related sub

entities. Is there is any other lawyers maybe they will correct me but for me it's a wee bit too broad. No it's much broader than I think the intention is if we remove sub. So only other related sub entities or other sub entities.

Farzaneh Badii: Yes well the thing is that we say related entities do that – do the same organization what do we even mean? But Renata is raising the point that some won't agree they are sub entities even when – so we need to have a definition of sub entity. So how about we defined what sub entity is in our procedural operation, operational...

Tatiana Tropina: Farzi what about other structural entities of the same organization?

Farzaneh Badii: Other structure? Structural entities...

((Crosstalk))

Farzaneh Badii: Okay. Okay. Okay let me do this again other structural...

Tatiana Tropina: Well at least that's another - Renata's suggestion about related entities makes a lot of sense. And they will all use lots of entities but we can always argue that they are related entities. So Renata is right in this sense absolutely. I'm just a bit lost here so other related or structures like I mean, yes probably sub entities. Okay well you...

Tatiana Tropina: So I can leave it for a while (unintelligible).

((Crosstalk))

Farzaneh Badii: Yes we are actually making this broader than it should be. We are saying here that the two EC members may be - no two EC members should be the

employees of the same organization or be representatives to the NCUC of different national chapters of the same organization. I think this was there without having sub entities. And we really have some – need some – do we really need sub entities. Do we need to make it broader? We are saying already that employees of the same organizations cannot become.

Tatiana Tropina: Yes exactly, exactly. So I mean it's just – well Article 19 and Article 19 Mexico isn't the same organization or not for example?

Farzaneh Badii: Okay so yes that is an issue that...

((Crosstalk))

Tatiana Tropina: Yes and I'm just wondering Article 19 or Mexico wouldn't be the national chapter, you know, because they're not chapters. But they - are they the same organization or are they the structural sub agencies?

Farzaneh Badii: Rafik wants to make (unintelligible).

Rafik Dammak: Okay thanks Farzi I think maybe that we should kind of get it backward. We are talking here about the case of one situation that two employees or representative from the same organization are related organization to be in EC which is in fact quite rare. So I understand we should not let it too broad and also we cannot be really specific and go in the different cases. So for example about Article 19 someone raises the issue before. They are a separate organization because each of these they are not kind of shelter. They have their own board and so on so they probably even act kind of operate independently. But what we need as a language is to avoid the situation that what we can perceive that two representatives coming from the same structure and that's it which is I mean maybe the same organization. I think the

language covers that well but also the situation that we saw before like the ISOC subchapters.

But I mean just we kind of we need to find the medium success and (unintelligible), the common ground here and middle ground here and to not really going to specific language. I'm really fine with national chapters maybe even striking national chapters to not be that specific, just chapters and we can integrate that in different way depending to the case and other sub entities.

I understand the concern about entities and what does it mean and to avoid situation if we had that the words related to can even really broad. So just to I want to remember to think about that's the case we want to avoid situation that two members are coming from the same structure whatever. However, I mean whatever is it's organized that's it so...

Farzaneh Badii: Okay so we could do – we could develop national chapters and be interrogated by the veterans of NCUC. But that will give like a good leeway of interpretation of the charter we mean by the same organization and we can interpret it. And but then because it leaves us open to interpretation then some might not be very happy about it.

Okay to me Rafik it is with the word structure to meet about making sure two reps aren't answering in the same hierarchy to prevent domination. But if the words are fully independent I wouldn't see an issue so that is one point. The other point is that so it's – that is only if we keep these national chapters in because I think that national chapters are – a national chapter is - national chapters are not representatives of ISOC as an organization. I think they are different structures. So what do we do? What do you suggest?

We could talk about structure. We could put the word structure in there or we could be just broad and just have the national chapters in there and then interpret organization and organizations and those affiliated with those organizations and - or situation later on by interpreting the bylaws so okay. Okay so Michael has suggested something. No two EC members may be the employees of the same organization be represented to the NCUC of different national chapters or other subsidiaries of the same organization.

If these chapters or sub entities are entered both to a common hierarchy. Okay so this does I think – I don't think this even covers chapters of ISOC chapters because yes. Yes so it is – this sounds a bit complicated. Let me - I actually can talk through a couple of NCUC founders and we can discuss it on the EC list and see what we can do because I don't think we can come up with a solution now. But thanks very much for the suggestions and everything.

So let's go to the next page. And Maryam can we have an action item on – I'm going to send you the action item. Okay now responsible too of the regional representative. Recruiting new members from the regions and (unintelligible) way reports their activities to the members. I made a change here to make it more clear because Ken said that meaning is unclear so it was before it was periodically reporting to them. I added periodically report their activities to the members so that is clear. Is that good? I think it's pretty good. Let's go (unintelligible) Daniel. And if you're raising your hand and you see that I don't call on you just come and interrupt because I'm (unintelligible) I can't see the Adobe much.

So the second paragraph working with new and current members from their region to help them understand the structure of ICANN and encourage them to participate. So instead of saying – so Ken wants us to add encourage, the

phrase encourage to this sentence. So understand the structure of ICANN and encourage them to participate. It's okay. It's okay (unintelligible).

Woman: Hi Farzi can you hear me (unintelligible) now?

Farzaneh Badii: Yes we can hear you.

Woman: Okay good, wonderful. Go on.

Farzaneh Badii: Okay so let's go to the next Paragraph 3, voting in EC under matters listed in Section IVS. All EC votes called by the chair must be responded within seven days. Regional representatives who fail to vote within the time limit three times in a row are considered have resigned their office as per Section 7 (unintelligible). Ken says this is general provision applicable to all EC members. It should be moved to Section F or where EC procedures and governing rules are discussed. It is Section 8 which is okay, so he's saying it should be moved so he's saying that these are like – this is either duties so instead of F the - he actually at the moment with the structure that we have now it's G. So he's saying let's move this to G because it's faster (DUT)s and t it should be moved to Section F or where EC procedures and governing rules are discussed which is Section 8 down there.

Let's see if this change makes sense. What? No. This can be no, no this - I don't think this can be moved to Section 8. Section 8 is about empowered community. I don't know if you've noticed that. Okay yes I think there is a little bit of a confusion here.

If we are actually Rafik that is a good – that is a very good observation. That is why think that is why Ken got – I'm sorry just one minute. I think that is why Ken got confused. So I think we just keep this here but we have to

address what you are raising. If we are saying empowered community we are saying - we are calling empowered community EC and we are calling Executive Committee EC too, then that's going to be a source of confusion.

So let me just quickly look at the empowered community. So, okay. Yes, I agree, but I don't see empowered community as EC here. I don't see it in section 8, so I don't know why Ken thinks that. Okay. All right. So what we could do with number - okay, so I think what we need to have - this is the responsible piece of - I think this is the right section for this to be here. I don't think we need to move it.

I am talking about paragraph three. I just said we don't have to - we don't need to move this is. This is the right section. Sorry about the confusion. It was not entirely my fault. Okay, so let's go to paragraph four, attend EC meeting. Regional representatives who fail to attend more than three meetings - oh okay. So we discussed this. If the constraint applies to all EC members, it should be moved.

No. Okay so this is the same comment, which I'm going to respond to and I'm going to say this is the right section for EC responsibilities. Okay. Okay, Rafik, thank you. So I have - oh okay. That's - so - okay. It seems like - I didn't know this, guys, because apparently there is another - there's another meeting and I wanted initially to be this call for like an hour and a half but we might have to leave, which is fine. We have done on to page number nine, which is not much but it's okay.

So okay. So let's go to paragraph five. Ensure that members from the region are made aware of any response for comments. Ken is asking are NCUC affiliates known by both their organization name and region? Yes. Yes, and

there will - and there is a - there's a dedicated main regional mailing list, dedicated regional mailing list, known mailing list for the members.

Okay. So on the - and so - if you're on page nine, we have page - paragraph six, if an EC member consistently fails to meet her responsibility, assuming that this provision applies to all (unintelligible) again, another one. So I am going to make a similar argument that we think this fits this section. Okay.

All right. So, Maryam, do we have another four minutes, or...? Okay. So let's go to, G, hold official meetings. What determines whether and if a meeting is official? So you see this is like as detailed as we can describe it in our procedure rules. No, he doesn't want to delete official, he wants us to say what official means.

Well we call official EC meetings are the ones that are transcribed and recorded and there is some kind of record of it somewhere, and I call that official. But this is not something for the bylaws to say but let's clarify, yes. Hold official meetings which are transcribed and recorded? Okay.

Then paragraph two - oh. Okay. Okay. So then paragraph two is establish, maintain, and support procedure, policies, and governing rules concerning the management operation of the constituency. So what Ken is suggesting is to replace revise and change with maintain and support. I think that the Executive Committee has the - yes, has the power to revise and change. I don't think we should accept this change.

So we have to be able to revise and change procedures and governing rules - procedures, policy, and governing rules concerning the management operation of the constituency. I don't understand what he says. Okay. So I'm just going

to say I don't agree with this rule change so we don't agree - so we don't - we all don't agree with this rule change. Procedures rule change (unintelligible).

Okay. Okay so now, Maryam, how much time do we have? We don't have any time, do we? Oh, Maryam, are you going to - are you - do you have to support the other meeting? That is the problem. They have to support the other meeting. Okay, so is it possible for you to just hand to - make me a presenter? Do we have to have a host? Okay, yes, just make me a presenter and thank you very much for your help.

So if you leave now, it would be okay, right? Okay. Oh. You can't leave the meeting. Okay cool. Okay. So, guys, we can continue our meeting but I don't think we have bandwidth more than an hour and a half. If you have to leave, please feel free to leave.

Yes, I do have another call as well at 10 but let's continue working on this until we actually get it somewhere. So, now I have not accepted the change on paragraph G2. Then he's asking if the EC starts reviewing the procedure rules is there a date for finishing it. And, okay, that's good. That's actually fine. We can do a lot of things with three people, Tatiana.

So then on G2 it says if required to start reviewing the procedure rules that need to be established and revised, and I added and finish reviewing by end of their term. So I gave them a very - I gave them a good opportunity, like for a year they can revise but they should finish it by the end of their term and if they're running for the election, if they don't finish it, then they probably won't get elected.

Tatiana Tropina: Farzi, I'm sorry, this is Tatiana. I'm puzzled, really. So you mean that every Executive Committee just after being elected revises the procedural rules

again just for themselves and then they revise by the end of their term? Like for example, one day before the term ends, then the newly elected committee again revises the draft rules.

Farzaneh Badii: No, they start it. When they decide that something needs revision. So...

Tatiana Tropina: You say is required to start reviewing.

Farzaneh Badii: No, no. So...

Tatiana Tropina: Sorry, it's in the bylaw, that's how I read it. Is required to start reviewing the procedural rules.

Farzaneh Badii: No, that need to be established and revised. So there is...

Tatiana Tropina: If the EC says okay we don't want to revise or review or we don't change, so they don't review them.

Farzaneh Badii: Yes. Well then we will tell the members to just have a riot against them.

Tatiana Tropina: Yes exactly. I mean it's just - it just kind of, you know? So the old EC is gone, the new EC should actually revise like I think probably it has been revised to the head of the previous term (unintelligible). But this is just, you know, this part is just like - I'm just stuck, which kind of, you know, kind of requires why is this required. Maybe everyone's happy.

Farzaneh Badii: So the thing is that I'll tell you why this is actually even there. Because when we were drafting the bylaws, Matthew Shears, I remember clearly, he said that if the EC is supposed to establish procedural rules or revise them, there has to be a time limit for them to start it and then we have to let - oblige them to do

this task. How do we do that? We put a time limit. So we put a six-month time limit.

Then now Ken says, okay, so there should be an ending time too, which makes sense. But then the problem here is the wording of this bylaw that says is required to start reviewing, is required by who? What's required them to start reviewing? That need to be established and revised, who decides this need? Maybe there is some other provisions down there, but. So are you suggesting that we don't have an end time or maybe like have like a specific end time? But if we have a specific end time...

Tatiana Tropina: No it's okay. It's okay having an end time. This is a very valid comment. Finish reviewing by the end of the term or don't start. You cannot finish if you decide to review one day before the end of your term, just don't start. I also don't understand required by whom. Not by whom, by the bylaws. It's okay. Why bylaws? I mean this provision is - it's actually useful, you know, because I'm questioning it so (unintelligible). But as the bylaw has been (unintelligible) I cannot question it, so close my case. It's fine to add finish reviewing by the end of the term.

Farzaneh Badii: Yes, okay. So this is kind of like enforce this thing. So I'm going to keep this but we can also discuss it. Let me just put this as an action item as well. I think it's relevant. Okay, approve all election ballots online. I think this is a good addition. Review and approve by voting the budget and expenditures submitted by the chair. He says I'd replace the constituency with NCUC. Oh no, sorry I'm reading the - another comment.

He says that on paragraph five that we should say NCUC - we should say NCUC should then say constituency. That's fine. I don't mind that. I think we don't mind that, right? Okay. Appoint - okay so fortunately he hasn't said

anything here. Now let's look at - now, appoint NCUC representatives to the ICANN Nominating Committee by majority vote with at least four members voting.

Ken says there are eight EC members according to section 4b. Does four constitute a minimum quorum for all EC votes for only for these special appointments? If it's a general constraint then it should be stipulated earlier in this section. So, okay. So I don't know why he thinks that there are eight members.

Tatiana Tropina: I know why because we list a treasurer and so on as EC members, so he just counted. So instead of writing here what he really misses here I think is that we are talking about regional EC representatives and not the whole EC. And this is why his comment is invalid. Or no, it's the whole EC. So he just went up and counted everyone we listed in the EC. So he thinks that they're also voting, which is fine, I mean from the interpretation.

Farzaneh Badii: I see. Yes, but there are - they are non-voting, like treasurer doesn't vote.

Tatiana Tropina: Do we list it somewhere?

Farzaneh Badii: That treasurer doesn't vote?

Tatiana Tropina: Exactly.

Farzaneh Badii: I don't know. I'll have to look at it. Let me put this down.

Tatiana Tropina: He really makes a good comment actually.

Farzaneh Badii: So - but the thing is that - so four is - actually what he's asking is, does four constitute a minimum quorum for all EC votes or for - only for these special appointments? Of course it is four only for these special appointments because these are like - these are the appointments that are very - they're important. But this is something that I'm going to look at and I'm going to also ask for at least more information about like how we do things. So this is - I will ask about this and I will ask about a chair as the non-voting member of the EC.

So let's go - let me assign this to myself. (Unintelligible) Yeah, Renata, he's mistaken. There are no EC members. It's because as Tatiana said, we have listed others as EC members, he thinks that. So we can add this. Okay, now let's go to his next comment which says constitutes bad action. Fill temporary vacancy per section seven, the chair position oversees election as appropriate for the chair or regional EC representatives for bad action or non participation. So he wants to know what bad action is. Should we say bad action here? We have (unintelligible)...

Tatiana Tropina: I have one suggestion, Farzi. What about - sorry. Go ahead.

Farzaneh Badii: Violation of expected standards of behavior. Right?

Tatiana Tropina: (Unintelligible) actions are not - sorry?

Farzaneh Badii: Yes. ICANN - like ICANN standard of behavior.

Tatiana Tropina: Yes, exactly. Because other than that, it should be non-participation, right?

Farzaneh Badii: Exactly. Thank you. Someone is writing it. Okay. Great. So then we have challenging EC decision. He wants to - he says that we request for review or request for review shall be submitted NCUC Executive committee when at

least 15 NCUC members with organizational and individual members counting as one each. So instead of saying counting as one member each, he says get rid of members, say counting as one. I think this kind of obscures our language. It's better to have members there, to be honest. What do you think?

Tatiana Tropina: I don't think (unintelligible). We can just leave the text as we have it.

Farzaneh Badii: Yes, we'll just keep it as it is because...

((Crosstalk))

Farzaneh Badii: Yes, okay. We'll keep it there. For the sake of clarity, we will not remove. Okay. Now we have the - if after consideration of any documentation and reasoning provided by those requesting review, so Ken is saying rationale should replace reasoning.

Tatiana Tropina: This is basically me speaking. I like reasoning more but well it may just because it seems that rationale is better. (Unintelligible)

Farzaneh Badii: Yes well the thing is that, to be honest, I think if you think like in legal terms, you are providing reasoning, reasoning like you're providing reasoning...

Tatiana Tropina: I agree with you. I agree with you that reasoning is more of a legal term. Rationale is something different. Rationale does not necessarily, you know, means like a recent document. Because rationale can be I don't like you, you know what I mean. It's also rationale. But I don't like you is not a reasoning. You know what I mean. Right?

Farzaneh Badii: So basically rationale is why I'm doing this. It's not, you know, it's like a broad general thing that why - that what is the rationale behind this, but reasoning is more concrete.

Tatiana Tropina: Exactly. Yes.

((Crosstalk))

Tatiana Tropina: ...of the argument. Because rationale may just mean I don't like this decision, but I don't like this decision can be reasoning. So let's leave reasoning and delete rationale.

Farzaneh Badii: We would like to keep this word as is since it is clear. Keep reasoning. Okay. And then he says - okay the NCUC EC and those making their requests for review should attempt to negotiate a mutually agreeable solution within ten days. Now, Ken says shouldn't this timing match what is stated in the next paragraph, 30 days?

So an appeal against - so the next paragraph says an appeal against the Executive Committee decision shall be launched if the NCUC EC and those making the requests for review cannot reach a mutual acceptable agreement on the decision within 30 days. Oh, in this case those making the request shall start the process of the approval within ten days. So it seems like he is right. No, but he isn't because they want to mutually - no, if he - yes, he is actually right. He is right, yes.

So if he is saying that if the NCUC EC and those making the request for review cannot reach a mutual agreement on the decision within 30 days, it should be within ten days. Yes, that's true. We drafted this together. I think we had something in mind. So mutually agreeable solution within ten days and

then if that mutually agreeable solution - yes, okay. So do we want to keep this time limit as ten days or 30 days?

Tatiana Tropina: Ten.

Farzaneh Badii: Ten days, yes.

Tatiana Tropina: We don't want things to be hanging in the air so it's better to replace totally if we can.

Farzaneh Badii: Okay. In this case those making the request shall start the process. Let me change to ten days, thank you. Okay. So if an appeal is launched, a vote of NCUC members shall be scheduled no later than 60 days after the appeal is made. So Ken says why such a long period after the appeal is launched?

It looks like he starts request for review, T plus 10; EC response, T plus 40; negotiation period starts, T plus 50; appeal launch vote scheduled after 110 days. So he's right. More than four months. So if we change that, so ten days, ten days to reach a solution, ten days to make an appeal, 20 days, and 20 days and then altogether is going to be 80 days.

Tatiana Tropina: Sounds right to me.

Farzaneh Badii: Yes. It will be 80 days in total, 80 to 90 days. Right. With the change to - okay. Now let's go to outcome of the - oh. So he's saying that we should - oh are we going to accept his - oh yes. An appeal against the NCUC Executive Committee. We had appealed before. I think that's okay. So I'll just do that.

Okay. So let's go to paragraph three. Approval of the outcome of the appeal. So Ken says that we have the approval of the appeal, Ken says that it

shouldn't be approval of the appeal, it should be outcome of the appeal. What do you think, Tatiana, since we wrote this together?

Tatiana Tropina: Sorry, with this iPhone it's very hard to unmute myself. I don't see a big difference because we can deal with the outcome of the appeal. The only thing which I dislike about this is that this chapter is - no, it's actually not only about approval, it's the outcome as well because we say that after the appeal is approved, the EC must take all necessary steps. Let's change to outcome. It doesn't strike me as a change I would reject.

Farzaneh Badii: Okay (unintelligible). Oh my God, I can put the action items here, guys. Isn't that fancy? Okay. So (unintelligible). For the appeal to succeed, all the active NCUC members must vote to approve the appeal in a full membership vote, as prescribed in section six. He is saying we should get rid of in a full membership vote.

Tatiana Tropina: What he means is that if we are saying that 60% of all active NCUC members must vote to approve it, it already means a full membership vote because we are referring to 60% of all active NCUC members. I'm not sure about prescribed. I would rather left define, as defined in the section six instead of prescribed. And from there I think it's okay because once we are referring to 60% of active NCUC members we do mean a full membership vote.

Farzaneh Badii: Okay. I just did that. I just did what you said. If the appeal is approved at in NCUC, EC might take all necessary steps to reverse its challenged decision. So basically he's saying we had the NCUC EC must reverse its challenge decision within seven days, he saying that we should take all necessary steps to reverse. This is - well it's kind of making it weaker because we are saying that you must reverse it within seven days. But he's adding this take all necessary steps.

Tatiana Tropina: I remember when we were drafting this, we were actually arguing about this because I believe that maybe some decisions would be hard to reverse, you know what I mean. So you just say, "Well, you know, we did everything. We did this and that, but some of the policies we cannot reverse." You know, things already done.

Farzaneh Badii: Okay. So what he had done really, he has kind of combined these two sentences in this paragraph. You see the last sentence that he's removed? Because the last sentence said if there is a reversal of decision that required any execution, the NCUC EC shall take all the necessary efforts to execute their reversal within seven days. So.

Tatiana Tropina: Oh, yes, yes, yes. He combined it. He combined it. Well we can accept or we can just leave as we have it. I mean he just made it shorter.

Farzaneh Badii: Yes, it's just a beautification. Let me just say we think our original - oh Renata says we should accept it. I wonder if we should because - well I think we could accept it.

Tatiana Tropina: I also wonder if we should - but I mean, Renata, will be the voice of reason here because we drafted this section and, Farzi, we cannot review, you know, have an honest look at it. So I mean...

((Crosstalk))

Tatiana Tropina: ...it took us a few hours to draft it. So the point is that I think Renata is right, it is more distinct and he actually shortened it, as I said already. So we can accept. It doesn't change the meaning much.

Farzaneh Badii: Yes, let's do that then. Right. Okay. Okay. Let's go now - let's have this paragraph at the last paragraph, paragraph four, execution of the challenge decision. A decision that is challenged under procedures is currently in this section shall not be executed until the review or active process is finalized unless the constituency is required immediate execution of the decision. Well I don't know. Yes, he doesn't provide - where does he provide reasoning? Does he provide - oh yes he does.

The last provision appears unnecessary and given the extended timeframe involved, there's nothing immediate about it. Perhaps there should be some fast track process in the event that the initial review is perceived to have urgent implications.

So we don't accept this because first of all, our framework is not too lengthy now. And second of all, we also don't think that we should get rid of this and we have a relatively quick process for appeals.

Tatiana Tropina: I think the rationale behind this, Farzi, was a bit different. So it was said that the decision is kind of muted, you know? So you took the decision. You're not executing it if there is any appeal. But if this decision in urgent circumstances require immediate execution, like for example, I don't know, given financial support for travel at the very last moment and you already gave it, for example, right, you cannot reverse right now. You cannot stop a person who already booked planes ticket to go somewhere, right?

Or, I don't know, appointment of the policy committee member in the urgent circumstances. Someone is challenging is the decision, so what are you doing if you need the Policy Committee member to work tomorrow. I think this was for that kind of circumstances. The one I named are actually kind of doubtful

but I'm sure there are some decisions which require immediate execution and you cannot, you know, reverse the execution.

You can appeal against them but some of them are mutable, you know what I mean, and this is why we need this paragraph because otherwise we are just like, "What are we doing in this sense?" Do we have to mute any decision and put on hold which is challenged or there's some other urgent circumstances which still require EC to act upon the decision taken.

Farzaneh Badii: So it's like the default judgment. So what I'm going to say here is that appears unnecessary and given the - I'm going to just explain this and say we are not going to get rid of this. Okay, I'm just going to explain something here. Maybe he got confused because of the title which says execution of the challenge decision. Maybe he thinks that we are talking about execution of the outcome it stands to meet. So maybe we come up with like a better title for this: execution of...

Tatiana Tropina: Yes we can say, how do you say wait, how do you say put it on hold?

Farzaneh Badii: There's interim. We can call it interim decision.

Tatiana Tropina: No, it's - breakout, breakout for the challenge decision or somehow like this, no? Give me a better word.

Farzaneh Badii: Okay I'm just going to tell - okay. So maybe I assign this to you and then, Tatiana, you can just come up with (unintelligible)...

Tatiana Tropina: Okay I'll try to...

((Crosstalk))

Farzaneh Badii: All right. I'm going to put this. Okay so we are good now. Tatiana, have you seen what you've written in the Google Doc? Okay. So.

Tatiana Tropina: Yes I seen it. I just - I know the Russian word but I don't know the proper English word. This is why I wrote Russian to come up with a better title for this word, yes.

Farzaneh Badii: Oh yes, I got it. I wondered if you were going to come and hack us now. Right. Now we have done until page 11, the vice chair. Thank you all. It was tiresome but still we made quite a lot of progress. And I think if we do this tomorrow as well, we are not going to be able to finish it but we are going to be able to - we have to another meeting as well as tomorrow to wrap things up, one or two more. So we are going to have in total three more meetings.

So thank you very much. I'm going to tell Maryam that no it's been taking us like, he's been sending these comments since December and we've been just having meetings and working on them and working on them. So hopefully we are going to be done with this and get them approved. Thank you everyone and see you tomorrow.

END