

ICANN

Moderator: Maryam Bakoshi
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7:00 am CT

Farzaneh Badii: Okay thank you and welcome everyone. Maryam, can you start the roll call?
Thank you.

Maryam Bakoshi: Thank you very much, Farzaneh. Good morning, good afternoon, good evening. This is the NCUC Bylaws Call on the 10th of May 2017 at 12:00 UTC. On the call today we have Farzaneh Badii, Rafik Dammak, Tatiana Tropina, and from staff we have myself, Maryam Bakoshi.

I would like to remind everyone to please state your name before speaking for transcription purposes. Thank you very much. Over to you Farzaneh.

Farzaneh Badii: Thank you very much, Maryam. Hello and welcome everyone. So there are two things that I first want to talk to you about but we don't have - we only have - oh, okay Michael is here too. Great. So there are two things. One is that these comments and these changes that we made, and some of them we have to discuss, in order to inform our members about the changes, I thought that we carry out the discussions here and on the Executive Committee mailing list until we have the final wording, and then we send this to - we send these

changes to NCUC mailing list for their consideration for a couple of days so that they know.

I think that's an okay approach and we could potentially just, you know, the questions that I sent yesterday, I could post this on the mailing list but I don't know if - how many - how much feedback we are going to get, and now that we don't have the framed clauses and sentences, whether this will bring like obscurity.

So I said to start we'd first start on Executive Committee mailing list with the former chair and Executive Committee members and everyone and then just send all the changes to the mailing list and tell them these are the changes that we have done. Do you - in accordance to ICANN comments such (unintelligible). This is one thing. I can see support from Tatiana.

Okay. So let's go to the - my second question is about our upcoming meetings. The thing is that it seems like May and June are like really, really busy times. Either people are traveling or at conferences or they are they are holidaying. So what I wanted to tell us NCUC it's good to see you. What I wanted to ask you is that I suggest that instead of having these meetings, we just go and we just get things done today until whatever page we can.

Then I'm going to go through all the comments, list out comments. I'm going to itemize them. I am going to send the Executive Committee mailing list a bunch of these questions, and then we can discuss them on the mailing list and make the changes in the document based on the mailing list discussion.

So I think - hello, Renata. So I suggest instead of having more meetings, we just do this. This is quicker. We have had these bylaws comments since December, we have to get them done. So. Let's go to our source of joy. We

are at page number 11. I'm going to share the Google Doc here. We are at page number 11. We have done until paragraph - section five, the vice chair.

So one comment that Ken has made is to remove C, the chair resigns before the term is finished. So he suggests that we just say a member of the EC may be designated as vice chair by a majority vote of the EC and take over the duties if the chair resigns. So he says that is not necessary to have "before the term is finished." I think that's a valid point. We don't need to really clarify that. I mean it's kind of like obvious that before the term is finished. Okay. So, okay. I just accepted it.

Now we go to the treasurer. The EC shall elect a treasurer and then the treasurer will be nominated to the EC by chair with notification to the membership. So Ken says NCUC membership, can anyone in the membership object to the nomination of the treasurer? I - to be honest, considering how NCUC functions, I don't think - oh, I can see Tatiana's hand is up. Tatiana, would you like to comment now?

Tatiana Tropina: Yes, absolutely. Didn't we...

Farzaneh Badii: Yes?

Tatiana Tropina: ...actually all have request for a review and whatever challenge in the EC decision procedure just above this, just above this provision?

Farzaneh Badii: It's just about this one, but I think generally for the nominations or the appointments...

Tatiana Tropina: (Unintelligible)

Farzaneh Badii: He's asking what - we do have a challenge - we have a paragraph on challenging EC decisions. Does that - removal - so we - the members can challenge the removal of officer or a member.

Tatiana Tropina: Ah, okay. Okay. Removal but not appointment, okay.

Farzaneh Badii: Exactly. So but the thing is that...

Tatiana Tropina: Okay.

Farzaneh Badii: ...if we expand this challenging right then we might not be able to appoint someone for a long time work position, and then that position is going to be unfilled for a long time and we can't do things. And we have seen these situations before, so. I suggest that we say that, no, they cannot challenge an appointment. They elected the EC beforehand, so they should kind of trust the EC decisions.

Tatiana Tropina: Yes, exactly. I agree with you. Yes, I don't think it should be challenged. It shouldn't be challenged.

Farzaneh Badii: Okay great. So I just answered that. Renata, Michael, do you have an idea? Do you agree? So our question is - so Ken is asking can anyone in the membership object to the nomination. I don't think any - people should be able to object to the nomination. They can object to the process and everything, yes. Okay great. Thank you.

So let's go to the next point that he's making. He's saying that if the three EC members fail to vote within two weeks of the nomination, the chair shall appoint the treasurer. Then Ken says there should be a general provision about what happens if the EC fails to act, vote in the time specified. It has to be

repeated everywhere, then - otherwise it has to be repeated everywhere a decision is mentioned.

Actually we do have a provision like that. It's section 4C-9, which I have noted under his comment, which says, "Whenever EC votes are required by the charter but inaction by the members of the EC prevents tasks and duties required by the charter to execute it, the chair is empowered to act to further the interest of the constituency." Therefore we don't need such a provision, we have it already. And you all agree with me, right? Okay.

Let's go to the next one. I actually looked for that paragraph. Okay. Okay, so let's go to...

Sorry, everyone. I was explaining to the paragraph three on page 11, which when I got disconnected. So really to make this paragraph clearer, I thought it would be good to have the word already in there. So if the treasurer is not an EC member already, he or she shall be a non-voting member of the EC and shall be expected to participate in all EC meetings.

So what - okay, so what I added was already. Rafik, do you want to add to this? So this paragraph is really for when the treasurer...

Rafik Dammak: No. Rafik speaking. So, yes, I think the idea here is that the treasurer is not necessarily someone elected to the EC and so we can appoint someone from outside. In that case he should be a non-voting member. So. But, yes. I mean, which is I think the current situation now.

Farzaneh Badii: Thank you, Rafik. I keep losing you. So, yes that's our current situation. That's our situation with Milton, who is treasurer, and then he's not an elected

representative on EC but he's a non-voting member of the EC and we should definitely ask him to participate in all EC meetings, one by one. Right.

Let's go to the next one. So I added "already" to the third paragraph, in paragraph three. Do you think that "already" is well placed? Is it like grammatically correct? Does it clarify things? I also explained something to Ken under his comments.

All right. So if there are no other comments, let's go to the next. It seems like my "already" is not hated, so I just added that. Let's go to the next item, which is the Policy Committee, Section 5b. So in Section 5b essentially says that if the PC member fails to perform his or her duty, the Executive Committee can take a decision to remove the member and perform a reappointment.

Now Ken says there should be a general provision as to what constitutes nonperformance among committee members and how to address such matters. But I have a feeling that we have said this before what we mean by nonperformance. I will look for it. I think it's in (IV6). I might be wrong. Give me a second to find it. Yes.

So also - oh, there is another thing that we also in our procedural rules are going to clarify these nonperformance and the situation where someone is not performing. We can't go into much details here. So I suggest that we address this more vigorously in our procedural rules about what we mean by nonperformance, because we have the general clauses -- okay, Tatiana, I will give you the floor in a minute -- we have the general clauses on accountability and on good performance and stuff in our charter. So we can add to that what we really mean in the procedural rule.

Go ahead, Tatiana.

Tatiana Tropina: No, Farzi, I agree with you. What I was going to suggest is more complicated now. Let's address it in other documents seriously. I like your suggestions much more. Sorry.

Farzaneh Badii: Okay. So I'm just going to argue here that we will address this in our procedural rules. A lot of work for a procedural rule. But, Maryam, can we have - I'm going to send you an action item in a minute. Okay. Okay, sorry about that.

Now let's go to Page 13. So Page 13 - oh, Page 13 has not - oh, wow, there is no comments on Page 13. Am I seeing this correctly? Yes. Yes, okay. So let's go to Page 14. So we have - so Ken says here that we should get rid of number B, voting members, and we should just say voting list. But then if you read this section, Section B1, 2, 3, 4, 5, we don't really mean voting, we mean voting members.

So I suggest rejecting this merely because we mean voting members, we don't mean voting list. We talked about voting list but we talked about other things as well. Okay. Okay, so, Tatiana and Renata, the NCUC is agreeing with me? And Michael, great. Okay.

Now on the same - Section B, voting members, in paragraph three it says that the following individuals are ineligible to serve as the official representative of their organization for the purposes of voting. So Ken says, "This provision should be relocated to Section 3, membership, in particular official representative."

I disagree with this because we do specifically say for the purpose of voting, and this is our voting section. So I don't know why he's suggesting that but I suggest we keep it as is. Okay. All right.

So then we go to 3B, 3B we are still on Page 14 on voting members, 3B. An individual who holds any form of permanent or temporary paid position with ICANN, including independent contractors who have served ICANN in paid positions within the last six months, if such an individual is identified - previously we had "if such an individual is identified on the voting list of the constituency."

Ken has removed "on the voting list of the constituency" and has framed it as this. "If such an individual is identified at any time by any member or officer," which I think makes it better. So it doesn't have to be on the voting list, it just - if a member notices this by any time or like any time. So then the chair provides notice to the member organization requesting a replacement. What do you think about this change?

Essentially - oh, no, we didn't review that one. Yes. Okay. So I think it's a fine change. I have to go back to what Rafik just pointed out (unintelligible). Okay. So let me just - okay. So I think we agree with this. So we are on Paragraph 3B now and we are going to accept that if such an individual is identified at any time by any member or officer, then the chair shall provide notice to the member organization requesting a replacement. I think that's good. Okay. I agree with this.

Okay. Now he also - let's go with the same paragraph and then we go on. Then he also says replace substitute with the replacement. To be honest, I don't really know the very - the difference between the substitute and the replacement in the sense that it makes a huge difference. I don't know.

Michael, can you...? Yes, I am okay with this as well. Renata, I'm going to go back to your comment after we've resolved this, but let's accept replacement. I think it's better language. I don't know why. I have a gut feeling.

Tatiana Tropina: So sometimes they do offer better language.

Farzaneh Badii: Yes, I agree. Okay. Now Ken asks, "Can an alternative representative serve as proxy pending replacement of the OR, of the official representative?" We - don't we have something kind of about the OR that they can have two - they can have an alternative representative as well somewhere in the bylaws? So, Rafik, maybe you can help us here.

So if - so Ken is saying if the alternative representative can act as a proxy pending replacement of the official representative. So if he means if the official representative is out due to this reason, the proxy - the alternative representative can vote in replace of that person. I think we have the provision somewhere. Yes. Yes, Renata, that is true. We have one OR and one AR. And I think we do give them the right to vote. It has to be in our membership page. So I'm going to go a little bit up. We were on Page 14. I think it's under our organization, eligible organization, then - okay.

Let me just make this another action item. This is not a huge issue. I think they do have the right to vote. The AR, the alternative representative has the right to vote in this situation as well unless - but I can also add it to the - oh, Rafik, go ahead. Please take the mic. I don't see the Adobe room, so anyone that wants to take the mic, just interrupt me. Go ahead, Rafik.

Rafik Dammak: Okay. Thanks, Farzaneh. My understanding here is that if we think that is a problem, we need to notify them. So I'm not sure that we can make a decision and to change it dramatically the voting right (unintelligible), so I would

change kind of - I mean we cannot force an organization to put someone as a voting. But the idea here is to inform them and asking for such a situation they maybe they can clarify and so on.

And - but are we sure that alternate has - I mean because to think we allow them even to have more than one alternate so how would you make the decision and so on. So I guess the idea here is if we need see any issue, to inform the organization and asking them in due time to make a replacement in a decent time of a primary representative for the voting purpose.

Farzaneh Badii: Okay. So I think -- I hear an echo -- so I think what we could do we could say that we just informed - we just keep it like this, we inform the organization and then if the organization wants, the alternative representative can vote or become the kind of official representative, right? I think this is like a very minor issue really.

I will however put this - let's - we could also ask the list or we can discuss it among ourselves more. Let me just put this as an action item and then see. Okay let me just put this as an action item. So yes, that's true. Renata, actually I was looking for that. Thank you for that. It's called additional representative, it's not called alternative representative. So, okay.

But then can this additional representative vote in case the official representative is not eligible anymore to be a part of the NCUC? This is what Ken is asking.

Rafik Dammak: So, Farzaneh, I think we are -- sorry -- we are allowing them to have several additional or alternate representatives. So maybe they have at least one there if they have two or three. So that's why we just inform them and they make the decision to appoint quickly someone as a replacement. So I'm not sure

because how we can make it automatically unless we start to kind of ask them to put a primary or secondary but - secondary alternate and so on and to have some ranking like that. So I think it will be - make things more complicated than it is.

It's like I think an extreme case that an organization has an individual as a representative who is - have some kind of paid position with ICANN which is even - or I mean, something really link it to ICANN policy, it's quite I think rare case.

Farzaneh Badii: Okay. So I'm just going to respond that add this Paragraph B to (unintelligible). Yes, so I'm going to say that we have this provision and if they have additional representatives, they will become automatically the representative and they have the right to vote. If they don't have additional representative, then they should appoint one - they then should appoint an official representative.

So I don't think we need to do anything here. We have it in our bylaws. Okay. I just want responded. If you want to check my response, we are on Page 14 now. All right. Let's go. Oh, Rafik, your hand is up.

Rafik Dammak: Thanks, Farzaneh. Maybe I am kind of jumping here to the other suggestion by Ken, maybe not by Ken, but just wondering if the seven days prior to any vote or election is realistic here or not because we kind of fixed I think the list - a voting list prior to that, but maybe it's not an issue since the vote list is about the organization but we may just - we can change the representative for that (unintelligible) to double check here. But maybe it's not a big problem.

Farzaneh Badii: So the thing is that what we have to consider having these time limits sometimes can be really impractical, right? But I understand why we have the

seven-day time limit because we don't want them to appoint someone else who has like a conflict of interest or is ineligible to be able to vote. So I agree. Maybe we can reduce it down to four days because if you remember our last emergency election we gave them like three days. So I don't - I think like if (unintelligible).

Rafik Dammak: Thanks - sorry. Thanks, Farzaneh. I guess it's also related to the check-in process when we finish it because our kind of practice now is related to the fact we are using (unintelligible) and that's why we try to prepare the list sometime before. Now it's quite close, just one or two days before. So I think seven days is quite a fair time, but just maybe we need clarify, prior to any vote or election, just maybe to say the - saying the starting day, just to be kind of more accurate here. Because like (unintelligible) system, if we start I think we cannot change - we cannot make changes in the list like that. So.

Farzaneh Badii: So maybe you mean prior to check-in process starts?

Rafik Dammak: Not the check in, just I think it's about the voting. Because it's an organization that can participate in the check-in just to confirm that they are still the same active member but you ask them just to change their representative. So, okay, I think maybe I'm just making this more complicated. So I'm happy just to drop that. I'm thinking it may raise some issue or not, but maybe not.

Farzaneh Badii: Okay. We'll do it that way for the moment. No, no, he wasn't, Renata. He wanted to shorten it but then let's keep it this way for the moment and see what we can do.

Okay. So the other language changes that I see in this paragraph are not really controversial, the actual language. So he says that we should say, "the chair shall" -- I'm reading Paragraph 3B on Page 14, so I'm reading the second

sentence -- "If such an individual is identified at any time by any member of officer, the chair shall provide notice to the member organization requesting a replacement."

Official representative will satisfy a replacement, I don't know. Why do I have official representative here again? A replacement official representative who satisfies the criteria in Section 3. "If such a replacement is not named at least seven days prior to any vote or election, the member organization will be ineligible to participate in that vote and election." I hope you're seeing all the changes.

Yes, this is okay language. So it's fine. So I'm just going to accept. So - but there's one important change that he's done. We use the language "the election," he - "the vote or election." He uses the language "any vote or election." So it's kind of like this applies to all the elections or votes, which I think is fine. It's what we meant anyway.

All right. (Unintelligible) Okay. All right. So there's one thing I missed. It was B2 under voting list, voting members. Sorry. So voting members, number - I think it was number two. So voting list will be made available to be reviewed by the entire NCUC membership. So Ken says - Ken has actually added this and says that, "Voting list will be made available to be reviewed by the entire NCUC membership."

Rafik, is that like customary we do that, right? Can you please take the floor? You're the election God.

Rafik Dammak: Thanks, Farzaneh. To ask people - I mean the voting list should be available sometime before when we do the check-in process and ask people to double check, so I'm not sure here of the language, which is reviewed by the entire

NCUC membership list, what the purpose, but it's just about letting the members do a check that the information is correct and that their check-in was correctly recorded. I think that's a fine change. I mean just to be sure that we have the same understanding about the meaning of "to be reviewed" here.

Because I'm kind of concerned because also we are saying kind of here it's inappropriate. Sorry, Farzaneh. I'm just concerned here if it means also an opportunity for our members to challenge other members eligibility something like that, which is not the purpose and that's a different process I guess. So.

Farzaneh Badii: I think that - actually, you know, I have a problem with this word "reviewed." What do we mean by reviewed? We are like broadening this language. We say that the list has to be available so that they go and check their name, not that they go and say, "Oh I object to this list" or "Why is this person voting?"

So I think this word "review - available to be reviewed by the entire NCUC membership," I think we just say available to the entire NCUC membership. And then if they ask available to do what, just check your names.

Rafik Dammak: Thanks, Farzaneh. I think that's a point I want to raise. Hi, Farzaneh. It's Rafik speaking. Yes, I think that the point I want to raise is just on concern that we work through this kind of really an opportunity for challenging eligibility, which is not the purpose, but what we can say is that the voting list should be published before some X time and to be available to NCUC membership so that by then that time it allows member to double check they are in the list or not, of if they're check-in was recorded or not, and that's the current practice. I think the real issue with this kind of broad - has a broad meaning and can raise a lot of concerns I think. So.

Farzaneh Badii: Yes, exactly. So what we should do is that we should just not accept Ken's addition and then if you can look at this, in Paragraph 1 the chair shall publish on the website a list of the official representatives of all active organizations and a list of active eligible individual members 30 days prior to the election. I think this includes everything you said. So it was - it should be available to the members 30 days prior to the election. And so let's just not accept this addition. What do you think? Okay. Let me just write a response to this.

So, yes, Rafik, I didn't see that. I have - I sent apologies. I said I can't - I said I'm going to, to be honest, my responsibilities are done. There are like two other (rapatores), (co-rapatores) on that group, but still feel free to go. Oh, hi, Ines. Both Michael and Rafik, I know you're both (co-rapatores). So I mean I know you're both (rapatores) so go ahead. Michael, your hand is up. Okay. So that was a wrong hand. Okay. Oh, okay. Right. So, as I said, feel free to go - to leave and go to the co-chairs and (rapatores) meeting. I prefer to stay here and (unintelligible).

Okay. So I just responded on Paragraph 2. Ines, we are on Page 14. We are now going to discuss Paragraph 4 on Page 14, paragraph B4, the check-in process. What he's done here I don't see like much of like substantive changes. Ken says that if - so the paragraph on this -- I think it's the third sentence -- if after reasonable attempts fail to reach a member or its representative and confirmation of contact information cannot be completed, that member's status, so he added status, will be changed to inactive.

Before we had "the member will be moved to the inactive members list." I think this is a good change. And an announcement will be made on the public discussion list. An inactive member may not be included in the membership count. We had before, "Once on the inactive member list, they will not be

included on the count." So I think this is a good English - correct - it has corrected the English in the paragraph. And I wrote this paragraph.

An inactive member can be reinstated to active status by updating its contact. So if was before, "To removed from the inactive members list and then be active again." So it didn't - it's like purely - this is all very good English grammar and sentence changes. So I say that we just accept this, what he said in this paragraph. Accepting it. Okay. Great.

All right. And then he says that an inactive member may remain on the inactive list indefinitely. So we had, "can remain." So he has changed "can" to "may." So let's go to number five. Members who respond to the NCUC check-in process are deemed active members. We had "as active members." So he has gotten rid of "as," which is a good change.

Wow, a lot of good changes in this paragraph by Ken. Right, let's go to Paragraph C. We are on page number 14, Paragraph C. Paragraph C he - voting weight. Active members only. This has been added by Ken, and I think this is a very, very good clarification, although I'm not very sure about like being in parenthesis and in the title of the paragraph, but I think this is - this means that only a vote and this is the voting - yes, I will accept this.

And then we look at Page - let's go to Page 15, it says national chapters. Again, we had this discussion yesterday. I sent a question to the mailing list. Let's see what others say about national chapters but let's not forget to go back to here and address it. So I'm just going to assign this to myself. Okay.

Now we are on Page 15, Paragraph C1, organizations that have more than 50 employees. So Ken says remove active, which - because the title was changed to active only. So I think that's a good change. I accepted it. Ines, you have

disagreement (unintelligible). Are you disagreeing with something? Is that disagreement? (Unintelligible) No, it's a busy button. Okay. Sorry. Yes, it's a step away button. Okay.

Right. So let's go to the second paragraph, which says, "Organizations that are composed of ten or more organizational members that qualify as large shall be classified as large organizations and shall have four votes." Ken says, "Can this provision be incorporated into one? It seem conflicting or duplicative when listed separately.

So I think there is no problem with that. It doesn't - I think it doesn't mess up our numbering. So. But then we have to consider that this is making another point, which is a really big difference from the first paragraph, which says that, you know, first it says that the large - what large organizations has, but then this is a clarifying paragraph on the second one. So, yes, I think we should keep it as is. Go ahead, Rafik.

Rafik Dammak: Thanks, Farzaneh. It seems it's troubling I would say the size of the organization or the number of employees or individual numbers, I was wondering if it's kind of important just to double check this against the NCUC, I would say, the NCUC way to describe large and small organizations. I'm not sure.

I'm trying to check now but I think there is maybe some difference which can be tricky if that organization may have different voting weight between NCSG and NCUC and that's kind of I think a challenge for the Executive Committee to handle that correctly because maybe some organizations can be large by NCSG but not by NCUC. So I'm just double checking here. I don't have the number in mind but this is something maybe - oh, no. We are using - sorry. I think we are using the NCUC size. So okay, it looks okay. Sorry.

Farzaneh Badii: Okay. (Unintelligible)

Rafik Dammak: So this is I think the text we are using from - we are using NCUC text.

Farzaneh Badii: Okay. Good. I'm just going to say we using NCUC charter so that's clear.
Thank you for your comment. Thank you for your comment. We decided not to accept. Okay.

Now it says that - then we go to Paragraph 4 it says, "Individual person." So he has gotten rid of "active eligible individual person." Why has he done this? Active I understand. Eligible I don't understand. Maybe he was getting rid of eligible. Yes active I understand but eligible. So - but active - in our definition of active - so the definition of active and eligible actually we kind of parallelized them, equalized them. We said we mean by active we mean eligible actually. I think that's what we did. Rafik, your hand is up. Go ahead.

Okay so I think that was an old hand. So I think it's an okay change since we say active is eligible. Let's just accept this. Okay. So let's go to D. The Executive Committee shall need to determine further procedural for nomination on voting. Ken says, "Are there such (unintelligible) and if so this would be a good time to include it in the charter?"

No, we are doing this in our operational. We are already considering this for - in our procedural rules. I just had to tell Maryam to put that as an action item for our procedural rules. Okay. Sorry. Procedural rules in the Executive Committee (unintelligible).

Let's go. So let's go to the next one. All right it's Paragraph E. Oh no, I think I'm missing something. No. Yes, it's Paragraph E. It says that the vote of

members shall be kept confidential. The EC may appoint a trusted constituency member who is not a candidate or an impartial nonmember of ICANN or GNSO officer to audit any election or proceeding in which member votes are (unintelligible). We had before "To audit the votes." I think this is more comprehensive and good. So I think it's acceptable. What do you think?

Yes. Okay NCUC Renata, where are you? Okay good. You know, Renata, you can't actually change your name without having to get out of the room but it's fine. It's fun to have NCUC as an attendee. Okay. Right. Then Ken has - then Ken says that under what circumstances might an audit be conducted in the same paragraph.

The vote of members shall be kept confidential. The EC may appoint a trusted who is not a candidate or an impartial member to audit. (Unintelligible) this is a complicated question. So he's asking under what circumstances we should have audits to be conducted. So - and we could have it when there is a challenge - when someone is challenging the votes.

Do we want to just limit it to that for the audits or - so I think this is a complicated question. We can just send it to - oh Rafik is typing.

Rafik Dammak: Hi Farzaneh.

Farzaneh Badii: Yes and...

Rafik Dammak: I mean...

((Crosstalk))

Rafik Dammak: Sorry. I mean, we never had such situation before in term of audits and education – election officer is already independent third party, which is usually the ICANN staff.

And I think in such case we have to kind of maybe - to kind of maybe work on some procedure and how to work because this really need to be detailed. I don't think that should be in the charter.

And in term of details just we have the provision that there is a possibility to audit and – okay. I guess maybe I'll just mention that the details of the audit and the procedure process that will be elaborated in operating procedure, something like that so...

Farzaneh Badii: Okay. Well – so should we just like pass this to our procedural rules? This (unintelligible). Okay I just added the sentence. Okay. All right guys. Okay let's go to (unintelligible) office.

We – so we (unintelligible) – yes the rest is transit I think. Oh yes as they need it. I think he's doing some job on the side as well and he's going - like forcefully typing. Right.

So I did a sentence to (unintelligible) and then leaving office she says that, "Every time when creating a generate officers and designated representation in which this and other provisions pertaining to criteria or participation removal are combined."

I think this is not a bad process but if we do this we have to change a lot of things. Yes so we have to – like we have to work – it's going to prolong this. It's a good suggestion. Thank you (Mike).

But we don't think it's necessary at this state, right. Oh. It's a good suggestion. I just (unintelligible). Okay leaving office - in the first paragraph we say, "An elected officer or appointed committee may submit an email to resign."

The he changed email to written and if you read a legal document there is a lot of controversies over what written means. So – then we don't want him to mail it to us.

I suggest not accepting it and we just stick with email. No I like your – yes do you see? No just email. Just stick with email. Just send an email. What if email goes in – extinct in like ten years?

Use blockchain. Okay. So we don't accept it. We go to Paragraph C. So yes (Tanya) we have to kind – talk whether we should call this operating rules or procedural rules.

And this is something that we can – we are now on Page 15 in it. After like Section 7, leaving office, I guess – so it says – Tatiana is raising a good point.

She is asking whether we should change this operating rules to procedural rules. Therefore I have seen that a lot of the other constituencies and stakeholder groups use operational. Yes exactly.

So maybe we just instead of calling ours procedural rules we call them operational rules – operational rule. Yes that's true. Yes Tatiana I think we have to think about what we are going to name this – name our NCUC.

Yes. Okay operational – change procedural rules to operational rules. Okay. All right. It's called professional procedures so that's fine. Now Paragraph D

– so the – you are talking about Section VII, the Section 7, leaving office paragraph.

“When any member of the – if you or any other NCUC committee has failed to meet participation criteria as is specified in Section C above, the chair after consulting with members may appoint a temporary replacement to finish the remaining term of the resigning representative.”

So when – so these are – this is – I don’t – I think this is a fine change so I – yes this is a fine change. Let’s do that. But then he says that Section C above does not deal with the – with participation.

I think it was not C. It was something else. I can’t remember. How about I look into this and see which section we had that – talking about nonparticipation?

I’m going to put this as an action item. Okay let’s check this. This we have to check for later. I’m just going to do this – just going to accept 3D to be checked for consistency.

Okay so I’d like someone to volunteer for this. We’ll just check it later. So maybe I assign this to Renata for the moment so that she gets a nice spread. Oh I can’t assign it.

Why is she not there? Oh yes. There. Okay. So Renata not that I voluntold you but – so let’s go to Section E. Oh let me accept all these and change it.

(Unintelligible). Okay so the standards for performing – we are talking about Paragraph E. “The standards for performing the duties of NCUC leadership positions include impartiality and avoidance of conflict of interest.

NCUC officers are expected to be fair and responsible stewards of NCUC activities. The chair in particular is expected to look after the general interests of the NCUC and be responsive to all the members and officers in their requests for information.”

What Ken is saying is that we need a section on principles be added to the charter in which this and ICANN standard of behavior are referenced. I think principles might – a section on principles so Tatiana is the segue.

Oh tell me. So he is kind of saying that we should reference it and we have already referenced it if you remember for ICANN standard of behavior somewhere when the – for good action or something like that when we wanted to – so he is saying we should reference it.

So I don't think he's – what he's suggesting adds to anything. We have the – but it might be that the principles – the thing is that if we – it is easy to have a section on principle.

We just go and, I mean, easy. It requires a cost – things to do. We are discussing – Rafik we are discussing leaving office, which is Section 7. On E we have laid out some principles for standards of performing duties for NCUC.

Ken says that we need to have a section on principles and also reference ICANN standard of behavior. I agree with him that in - leaving office is maybe what we have in E – might not be like the best fit for leaving office. But – yes don't know. Tatiana do you want to take this one?

Tatiana Tropina: Hi. Well I seriously don't think that adding this section really adds anything. Like we can just simply refer to the ICANN standards of behavior, right, of the – sorry, standards for expected behavior.

What I really think, I mean, how I understood these comments about – I understood. No problem. I got it wrong. So I saw that he also wants us to write about these standards but he says reference.

Well Farza if you think that it's okay job to do why not but it's – I just don't think it really improves the rule. It's just restructuring.

Farzaneh Badii: Rafik go ahead.

Rafik Dammak: Thanks Farzaneh. I'm kind of concerned that we have to – he's suggesting we add a new section, principle. That's really – it's not going to be easy because it's – it means a lot of even discussion with the members here.

So I think we had some stuff in the beginning to explain our - kind of the mission and so on. And also I have kind of concern about referencing the ICANN standard of behavior.

While we have to live with that in ICANN meetings and working group and so on, we may not kind of agree on some points with that standard ourself for some reason.

And I do think it's opportunity to us as a constituency to define what we think is the behavior we are expecting, and maybe we can even refer to what NCUC says on that matter because at least we are supposed to be aligned with the NCSG.

The ICANN standard of behavior can be changed and – by – I think by the Board anytime and so I don't want that leading us to something we don't really have the say on it.

And, I mean, okay so basically I'm not in favor of adding a new section because that's – it will really need long discussion and it's not that straightforward and not to refer to the ICANN standard of behavior.

But maybe we can refer what - to NCUC says that since we are – we have to be aligned with that charter anyway.

Farzaneh Badii: Yes. Okay. Well – so Ken can you suggest the language here? But then there is – well then we have mentioned ICANN standards of behavior in the charter somewhere -- I can't remember where it was -- when we were like defining good.

Tatiana Tropina: We – Tatiana is speaking. We mentioned them with – because we had something like bad behavior or something like this and we really had to be clear about this.

When I finish all the corrections we might go back and see if Rafik's suggested language can be used for constituency so – but kind of later. I think there it was okay reference to ICANN's expected standards of behavior because we didn't find any better reference. If there would be a better reference we can just go back and revise.

Rafik Dammak: It was an old hand but it's – maybe you are asking me to volunteer for this to find the text or a suggestion? And I also concur with Tatiana. We will have really now to double-check because we – is like using some focusing just like

operating procedure and so on just to check that we – and I think just for everyone to do so. But okay I can have it – an action item.

Farzaneh Badii: Yes. It is an action item and assigned to you. Let me just put that for my, I mean, I can just put it as an action item. It's V or E. Okay. So Rafik is that an old hand?

Okay. Right. I – so let's go to – I think we can just adjourn the meeting today. I think we've done enough. So I can see...

Rafik Dammak: Farzaneh?

Farzaneh Badii: I can see a lot of...

((Crosstalk))

Farzaneh Badii: (Unintelligible).

Rafik Dammak: Farzaneh? Sorry. Before just adjourning the call I think that you meant that - this suggestion but if you can maybe follow up after this. Not today hopefully.

I think something that really helped us a lot in our work is to make kind of issue list and just maybe to – if someone can summarize the kind of really substantive comments from Ken and put them from discussion.

So you guys can continue the discussion on the mail list in the way that you can make more progress, and that also people can go through the document directly so just a suggestion to move forward. But I think you made a lot of progress in – today so thanks.

Farzaneh Badii: Okay. What is this turtle? Okay so as I said in the beginning of the meeting I do – I think we are going to be very busy for the next couple of weeks and we have to just get this done.

So what I suggested - that in my free time I'm going to take out all the issues that Ken has raised, the ones that we have not solved, from Section 8 on Page 16 if I'm not mistaken. Yes.

So from Page 16, Section 8 I'm going to take out all the comments that really needs discussion and I'm going to bring it to the executive mail – committee mailing list.

So I'm going to do that. I'm going to – yes I sometimes have redone when I'm eating. So I'm going to bring all that to the executive committee mailing list.

Then what I'm going to do is that we are going to discuss - we are going to go on the Google Doc and we are going to like have a discussion there. What – so this is – thank you Renata. That's really good.

So this is – think this is what we should do and just get rid of this. It's like Page 16. We start from Page 16. That's pretty good. That's only like four – of course a lot of his comments are on the – those pages but like just four or five pages.

I will go through that. I will get that to you by next week; discuss it on the mailing list. So we don't have a deadline Rafik but I want this to be done before the Johannesburg meeting, so I want it to be kind of like submitted to the Board.

What we are going to do is that I'm going to take out everything and it's a good idea to have a deadline. So by Tuesday I'm going to relay all the issues that needs to be resolved and we – I just put all the issues that need to be resolved on Tuesday next week.

And then for one week we discuss, we try to resolve and after that we - on the 20th when Tatiana is not around - on the 20th we are not going to have a call.

We are going to ask someone to do a disk document for us to – for the members to see the differences. I will have a meeting with (Rob) or I will send him an email and I say, “Look this is the document that we have which is ready. What should we do?”

He probably says, “Send it to the Board,” then we send it to the Board. Do you like that solution? Okay. Okay great. So – but just be responsive on the mailing list and in your spare time when you are taking a shower or eating have a look at this NCUC document.

Have a look at the question and let's come up with answers to all the – all this stuff and we – as you can see we have like ten action items. Right. Everyone thank you very much.

Oh I'm going to go to work now and thank you Maryam. Oh Tatiana wants to talk. Okay. All right. No she doesn't want to. Okay thank you everyone. Have a great day. Bye. Maryam can I have the action items? Actually I'm going to – conversation with them. Thanks. Bye.

Maryam Bakoshi: Thank you everyone for attending the meeting. We may now stop the recording.

((Crosstalk))

Maryam Bakoshi: Thank you.

END