

**GNSO
Operations Steering Committee (OSC) GNSO Council Operations Work Team
24 March at 17:00 UTC**

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Participants on the Call:

Ray Fasset – Registries
Ron Andruff - CBUC
Wolf Ulrich Knoblen – ISPC
Avri Doria – NCSG

Staff:

Ken Bour
Julie Hedlund
Glen de Saint Gery
Gisella Gruber-White

Apologies:

Eric Brunner-Williams

Gisella Gruber-White: I'll do that for you Ray. Good morning, good afternoon, good evening to everyone. On today's GCOT call on Wednesday the 24th of March we've got Ray Fassett, Avri Doria, Ron Andruff, Wolf-Ulrich Knoblen. From staff we have Julie Hedlund, Ken Bour, Glen de Saint Gery and myself, Gisela Gruber-White. I don't have apologies from anyone.

And if I could remind everyone please to state their name when speaking and I hope I haven't left anyone off the list. Thank you.

Ray Fassett: Okay. Well thank you. This is Ray Fassett. Sounds like we have a pretty good attendance on the call today for our work team. And, you know, I'm going to have to mention that I will need to be brought up to speed a little bit on what occurred in Nairobi with regards to the abstention procedures and the status of that. So I thought maybe we can go through a quick review of that.

And then it's now coming to my attention that the work team would like to discuss, you know, the term limits, language and I did receive the email from Julie, thank you Julie, with regards to that. So with that said, is that an appropriate start for everybody?

Man: Yes.

Ray Fassett: Okay. So a quick summary. Who can give me a quick summary on the status of the abstention language, what happened in Nairobi? I don't believe the abstention language made it in front of the Council as we had hoped, but we tried. So where are we at now in terms of getting this in front of the Council?

Ken Bour: Ray, Julie, this is Ken. I think I can summarize it. I have some notes in front of me here that I took from the recording.

Julie Hedlund: Right and actually I was there as well. But I - Ken, before you start, let me ask since Ron, you were at both meetings there in Nairobi. Did you want to give any of your thoughts from the OSC discussion?

Ron Andruff: No, thank you. I would - I actually would welcome hearing Ken's comments first on that. And then in terms of the OSC, it was as I understand it, we basically said that there was still a couple of issues that were outstanding on this or really I'm a little vague on it myself quite frankly.

Julie Hedlund: Yes. Ron, this is Julie.

Ron Andruff: Yes.

Julie Hedlund: There were some issues outstanding. I have some notes on that as well.

Ron Andruff: Great.

Julie Hedlund: But why don't we have Ken go ahead and I'm sure he's captured the same things I have. And if there's anything I can add, I'll do so. Thanks.

Ray Fassett: Thank you.

Julie Hedlund: And then Avri was there as well. Avri, I don't mean to keep you out. Obviously interested in your comments as well.

Ken Bour: This is Ken. The - with respect to the abstentions discussion, Steve Metalitz actually did most of the talking in that timeframe. One of the questions he asked was do Councilor vacancies cause the voting denominator to change. And I thought that was a very provocative question and I had started to analyze that.

And in fact in the section that we're working on for absences, I have actually written some material in there that addresses the point that he raised. So the issue of folks is that, you know, if - let's say that a Councilor resigns. Right. Obviously the stakeholder group would make provisions to get another Councilor in, right, to elect somebody to replace that Councilor.

But what happens in the interim period? So you've got 20 Councilors voting, somebody resigns, there's now 19. And would that issue cause the denominator to change? I raised on the OSC call that there is precedent for that because in the very, very first meeting under the structure, I think it was Wendy Seltzer's position was not permitted to vote and we did drop the denominator, that we decremented it by one for those voting calculations.

You know, I don't want to say that it was a precedent but it was done. And so I think we ought to fix the procedures in the GNSO operating. We should fix those to make a provision that even in the case of a resignation or other permanent reduction in the Council membership -- or I should say permanent, but you know what I mean -- that we should allow a temporary alternate to come in.

That way we still don't have to drop the - I thought that was an extremely important comment that Steve made. And it was captured, discussed and I am in the process of remedying that now.

Julie Hedlund: Ken, this is Julie. I just like to add on that that one of the - related to that question Steve Metalitz asked whether or not a permanent alternate could be assigned to that alternate slot. And I think Ken that you noted that ICANN legal staff had counseled against setting a permanent alternate but that there was nothing to prevent the same temporary alternate from being repeatedly assigned.

Ken Bour: Right. That was going to be my next point, yes. So that was the - that was the next subject. I'm not sure if they were exactly in this order. But Julie summarized it pretty well.

Ray Fassett: Let me ask this question. In that discussion on the former issue of a vacancy, temporary vacancy, did Steve offer an opinion on what the ramifications should be to the denominator?

Ken Bour: This is Ken. No, I don't believe - he didn't really venture an opinion. But I think what he was looking - he saw a potential hole there in the procedure. And he saying, you know, you make provisions for a lot of things that might happen but what about a vacancy? And so - and I happened to agree that that was a hole and a gap. And so we need to close it.

((Crosstalk))

Ken Bour: Be he didn't offer - he did not offer an opinion as to what he thought should happen that I can remember.

Ray Fassett: Well I think there is a threshold question that, you know, what should be the outcome of that? Closing it is - addressing it is one aspect. Closing it is another. So, you know, what is the feeling of the work team in terms of how to address that? Should the denominator be changed in that instance or should be close it in a way that basically says so long as the number of Council members is X number, the denominator will not change including in the case of a vacancy.

((Crosstalk))

Ron Andruff: This is Ron. (Can I get a queue check?)

Ray Fassett: Yes. Please go ahead.

Ron Andruff: I think I hear Avri also.

Avri Doria: Yes. But I can go back to mute and then speak after you speak.

Ron Andruff: Go ahead. You're good to go.

Ray Fassett: Go ahead Avri.

Avri Doria: Oh, okay. Yes. I think that - my gut instinct says no, we should just reduce the denominator. But since the logic that we've (picked) everywhere else is to do everything possible to not decrease denominators, I think the solution being (suggested by staff) makes sense.

Ron Andruff: I think though if I understood Avri correctly, she was saying we should not reduce the denominator if we work so hard to maintain the denominator all the way through. And that's where I was coming from.

I was - I like the idea of a temporary alternate, you know, that the - if there's a - I take it back to our constituency. If the (BC) was missing a representative, we would immediately appoint someone to be a temporary representative in lieu of that; if someone resigned for example. So I don't see any reason why we shouldn't be going that route.

Ray Fassett: So if I hear correctly it's reasonable for us as a work team to say well, okay, we understand that an instance could happen that there will be a vacancy but reasonably we think that the stakeholder group or constituency would address that on their own. And therefore reasonably speaking, reasonable people can agree that there's no need therefore to change the denominator. Is that basically...

Wolf-Ulrich Knoben: Yes.

Ray Fassett: ...the gist of it?

Wolf-Ulrich Knoben: Yes Ray, Wolf speaking. Well I just give you an example. So last - (unintelligible) Council meeting around the nomination of the Review Team members, we did so already because I was not able to participate. It seemed to me because (ever) was on the fly so I could manage it but in that case I had an alternate, Tony Holmes, for that. And it was accepted as well.

So he could vote as well for an absentee here. And so, in this case a denominator - or I'm (unintelligible) in this way. So he was able to participate and also to vote - to take a vote. So there was no need to change the denominator in this case.

Ray Fassett: Okay. All right. Well that - I think that was pretty good to get them to sort of a consensus position on that. I don't disagree. Now Ken, you had a remedy then to offer as well?

Ken Bour: Yes.

((Crosstalk))

Ken Bour: I've already taken a - I assume this is where you guys were going to come out on that. Maybe I should have waited. But I already wrote up all the language for handling vacancies. You haven't seen it yet because I've been - I'm sharing it with Rob Hoggarth, the new - he and I have not had a chance to get together and review it. And I thought maybe I'd run it by (Samantha) in legal first and then I would send it to the team.

But I have - it's, you know, it's not very long but I do - I have written that all up already. And in essence what it says is - oops.

Ray Fassett: Avri, you on.

Avri Doria: Yes. Yes. I just put my noisemaker on so you knew I wanted to get in the queue.

Ray Fassett: Right. Please. Go ahead. I'm going to go ahead and cut Ken off and then - and Avri I think you have a comment.

Avri Doria: Oh yes. Basically I think that it's probably best when there's suggested language that if you pass by here before going to that whole difficult process of getting it approved by everybody in the staff. And then see if this group finds it okay which (will) save a lot of trouble.

Ray Fassett: Okay. So for (unintelligible) really you're suggesting Ken go ahead and send that to the list what you're thinking of passing over to (Samantha), et cetera.

Let the work team look at it and if we have any objections, if nobody objects, no one responds or anything like that, then we're basically giving the heads - the thumbs up to go ahead and send over to legal for their advice. Is that correct Avri? Yes Ray, that's correct. That's exactly what I meant.

Avri Doria: Yes.

Ron Andruff: Well Ron - that's how Ron heard it. I think Avri heard it the same way so I think we've got a consensus on that one chairman.

Ray Fassett: Okay.

Ken Bour: This is Ken. I'd be happy to follow that protocol. The only reason I had thought about going the other way is because it was (Samantha) who suggested we take the absence stuff out of the original abstention language and create a new section for it. And so I thought well, you know, let's see if - let's make sure I've done it the way she had it (and hope).

But I think - this will be fine. So I'll shoot this guys to you guys first.

Ray Fassett: Okay. And again, because we're all busy and if a week - two or three days go by and you haven't - nothing's coming on the list, you know, that's basically giving, you know, given, you know, all you've done for us and we know your work ethic and how you approach things, that's basically a message from us to keep going Ken. Keep going. Okay.

Ken Bour: Okay. Shall I continue then on the OSC piece?

Ray Fassett: Yes.

Ken Bour: Okay. Good. So we discussed this permanent alternate question and as Julie indicated, I responded and I also sent an email confirming that interpretation subsequently that really a temporary alternate has to be limited in time and

issue. It has to be incident specific at least with respect to the temporary alternate's function.

However, the person who fulfills the role of a temporary alternate could easily be a sort of - I use the analogy of a relief pitcher like in baseball, right. You could have somebody who is going to be always your temporary alternate relief batter or relief pitcher.

And so when you need a temporary alternate, you go to that person first. And if that person's already occupied, you go to somebody else. But there's nothing in the procedures that prohibits that. I think that that addressed the issue that he was really concerned about.

Ray Fassett: Yes. And I think that's - the way I hear it, that sounds like it's - that's up to the constituency. That's up to the stakeholder group to decide how they want to go about this.

Ken Bour: Yes.

Ray Fassett: We're not dictating to them how to do it.

Ken Bour: Correct.

Ray Fassett: Right. Right.

Ken Bour: Yes. This is Ken. That's correct. So this is Ken again continuing. There was a - there was an expression of a need in the procedures to address all of the remedies in the charters of the organizations themselves. So what Steve kind of commented on is that there's nothing in the stakeholder group charter or his constituency charter that would allow them to do a voting direction, a proxy or a temporary alternate.

And I think - it sounds like one of the things that staff needs to do is to go through all the charters, and I think I said this on the call, and try to maybe indicate some language that would work for all these charters where they could take advantage then assuming the Council approves Section 5, 4.5 for abstentions that these remedies could then also be acted upon inside the charter documents.

Ray Fassett: Well, let me think about that one. Does anybody else have a comment before I do though?

Julie Hedlund: Yes. Ray, this is Julie if I might...

Ray Fassett: Yes.

Julie Hedlund: ...give a brief comment. One of the things since I'm active on one of the other work teams that is very much involved in recommendations that will certainly impact or very likely impact stakeholder group and constituency charters and that's the constituency and stakeholder group work team.

There are going to be a number of changes I think that will result from that group's recommendations and they're anticipating completing them by Brussels. So I just want to put as a note out there for this team that while there will be changes arriving from the changes to the GNSO Operating Procedures, there will be other changes too.

So we're going to have to - you know, coming out of the other work team, so staff will have to be mindful of gathering these things together in a way that reduces the impact of the changes on the stakeholder groups and constituencies, that is they'd be making their changes in one pass as opposed to getting repeated notices of changes that they need to make since we know that that will be a, you know, a difficult process for them to then have to go through and make the changes to their charters.

Ray Fassett: Okay. Anybody else have a comment before I go? Okay. So my comment on that is I think we just have to be a little careful not to go down a slippery slope. I think we came up with - how we approached this was we came up with remedies that are different remedies that a given stakeholder group or constituency could choose to implement which is different than us coming up with methods dictating to them which method they need to pick.

So the point to that is is we didn't want to go down the path of dictating what each constituency group or stakeholder group wanted to have in their charter. But we gave methods that we think can fit into all of them without even having to read it - any - all of them, if you will.

So while one particular method Steve may have mentioned could not work for his charter in its current form, I believe, and anybody can correct me, I believe well, okay, let's - we understand that but there are others than can be that we offered as potential remedies to the issue.

Now if another working group wants to go down the path of, you know, analyzing charters and recommending what each charter should be and offer that staff support and, you know, that's fine. But I don't know if that's within our scope.

I think we're all saying the same thing. But is - that sound correct? In other words, Steve's concern is really not in our scope. Is that...

Ken Bour: This is Ken. I think that's right. What he was saying is that - he was just making an observation that in order for his constituency or stakeholder group to take advantage of the provisions that go into the GNSO Operating Procedures relating to abstentions, he would have to make some changes in his charter - charters so that they could do those things.

Not that they're being dictated. He would like to take advantage of them but there's nothing in his charter that allows for them to appoint a temporary alternate, even though the GNSO Operating Procedures call for it.

Julie Hedlund: Ray, this is Julie. If I could make a comment.

Ray Fassett: Yes. Please.

Julie Hedlund: In looking over my notes from the OSC meeting, and I don't want to put words in your mouth Ron, but I think a suggest that Ron made was that the final GNSO Operating Procedures could be sent to the stakeholder groups and constituencies and allow them to review them. And they of course can then decide themselves what changes they need to make if any to their charters and, you know.

In that respect, there's nothing that this work team is dictating to the stakeholder groups or constituencies. But, you know, they would have the opportunity to see what's been done and, you know, and decide what to institute.

I think that the discussion around identifying changes, you know, that could, you know, conceivably be made to the stakeholder groups and charters was an offer that staff could assist but not that that direction would be taken necessarily by this particular work team or any other work team for that matter. That could simply be a, you know, an offer of support that could be taken or not depending (on it's not) stakeholder or constituency wish to use it.

Ron Andruff: Okay. This is Ron. That's correct. There was - the idea was harmonization of the various charters into a constituency charter and so forth. So in that regard there was a discussion about staff perhaps highlighting what the differences are in the charters or doing some work in that regard. Do you recall that Julie?

Julie Hedlund: Yes. And that's exactly right. I mean offered - the suggestion was that staff could assist in that way. Of course we're ready to do so if asked. But I - it didn't strike me, and perhaps I'm wrong, that it came out as a mandate necessarily out of the, you know, the OSC that staff...

((Crosstalk))

Julie Hedlund: ...had to do that.

Ray Fassett: Yes.

Julie Hedlund: It could be helpful.

Ray Fassett: So I don't see anything for our work team to do here with this particular one that Ken just raised from his notes from the meeting. I don't see any for our work team to do here. Is that fair?

Ron Andruff: Yes.

Ray Fassett: Okay.

Ken Bour: This is Ken. I would certainly agree with that, yes.

Ray Fassett: Okay. Great. Okay. That's - okay.

Ken Bour: I was - yes, just reporting out what the discussion was.

Ray Fassett: Very good. Very good.

Ken Bour: And this is Ken. I'll finish up. The last item that I had deals with what happens when - in the sense of providing a reason, I think Steve Metalitz raised the point that a lot of times in looking at the 2009 abstentions analysis that he agreed that a lot of the abstentions were really no votes that were

characterized as abstentions. And he thought that the reason was because abstention is the only way that a voter can have an explanation recorded for a vote.

And that - there was some discussion on the call about that and Chuck didn't think that was the case. But what I thought we might do here, and I've already written this language up as well, is to provide clarity in this - on this matter that for a yes, a no or an abstain, any Councilor is - has the option to provide a reason or explanation. And I think that would deal with that particular point.

Ron Andruff: Well this is Ron. I would certainly say that would be the way to go with this thing because I recall that conversation very clearly and I don't see any reason why if someone would like to amend - to put an amendment or an addendum onto their answer why they should be held back from doing so.

Ray Fassett: Yes. This is Ray. And I think the Board operates that way, the ICANN Board. Yes. I often see sometimes commentary by a Board member before they actually submit their vote. So seems consistent to that. May lengthen the meetings a little bit, but...

((Crosstalk))

Ken Bour: Go ahead. This is Ken. I found a nice spot I think where that particular paragraph fits in Section 4.3 of the voting where we talk about motions and casting votes. There's an eligibility section and right below it - I'll just read it. It's real short.

What I've gotten drafted so far is for each motion or action of the GNSO Council requiring a vote, Councilors may enter either a no, yes or abstain. In all three voting actions at the discretion of the Councilor, an explanation or reason may be provided which will be recorded in the meeting minutes.

Ray Fassett: Avri.

Avri Doria: Yes. Sorry to bust in. I have one question on it now that I hear it read. And for the non-discretionary - and I agree with giving everybody the option. For the non-discretionary abstention or whatever the proper name we gave it is, perhaps that one should actually require still an explanation. And as - that was the case before is that the abstentions required a statement.

Now the optional abstention probably should be voluntary like the others. But I have a feeling that the non-discretionary if one of those is made or one of those is having the alternate procedure brought in that that should be stated and recorded as part of the vote. I don't know what (I'll just think).

Ray Fassett: Personally I think that's an excellent point. I think - isn't that called the obligatory abstention?

Ron Andruff: Yes.

Ray Fassett: Yes. So...

Ron Andruff: Obligational abstention.

Ray Fassett: Yes. Yes. So in those instances I would agree with Avri that it should be required. The explanation should be required.

Ron Andruff: I would agree with that. This is Ron.

Ray Fassett: And all other cases optional.

Ron Andruff: But I want to come back to the language Ken just read. And does that say that clearly. Ken, I'm sorry to ask you one more time. But just look back through your notes. Does it say that this is an option should someone wish to say it? I don't want - I don't want this language to come back in such a way that people feel compelled to now start speaking.

Ken Bour: This is Ken. In all three - quote, in all three voting actions at the discretion of the Councilor an explanation or reason may be provided which will be recorded in the meeting minutes.

Ron Andruff: Perfect.

Ken Bour: Now that's - to Avri's point, I have to go back and look at Section 4.5. In 4.5 where the obligational abstention is noted, we might have said a reason has to be provided. I was just going to check that.

Ron Andruff: Yes. I think that's the way to go Ken. This is Ron. I think that's - let's check that and if it's not there, then we should be including it there.

Ken Bour: Okay.

Ray Fassett: Okay. I think we're all in agreement on that.

Ken Bour: And Ron, this is Ken. That ends my summary of the OSC section that related to abstentions.

Ron Andruff: Perfect.

Ray Fassett: Great. Okay. So blocking and tackling. Probably our best course of action would be to take the version that was passed around in Nairobi, offer a red line of whatever additions are made back to the OSC. You know, those will highlight what we heard from them. Show that we addressed what we heard. Ask for the feedback and review once again or hopefully they only need to focus in on what the issues that were asked and we addressed.

And then again with the recommendation to get this in front of the Council to include in the Council rules of procedure. Does that sound like a go forward plan to everybody?

Ken Bour: Yes.

Ray Fassett: Okay. So Ken, you got the red line done?

Ken Bour: I could have it shortly. I mean...

((Crosstalk))

Ray Fassett: It's going to take a little bit because we - some of this has to go back, you know to legal. Hopefully that won't be, you know, overly - take too long but some of it will. And then once, you know, we sort of get the thumbs up that it makes sense to legal, then I think we would send the entire document back to the OSC.

Ken Bour: Right.

Julie Hedlund: Ray, this is Julie. I just have an additional comment from my notes from the OSC meeting. And I don't know if it's been made apparent to everyone. May I make a comment?

Ray Fassett: Yes, please.

Julie Hedlund: So there were action items which you are now doing coming out of that meeting and that was that the work team should identify gaps in the abstention procedures which is what we've just done. And then, you know, go ahead and return the document to the OSC for review.

The OSC also said that the work team should finalize its work items, basically all of the GNSO Council procedural changes by the ICANN Brussels.

Ray Fassett: Okay. So I think that's a good segue into the next topic. So obviously one of the things that we have on our plate here is the term limits language, right.

Ron Andruff: If I may Chairman.

Ray Fassett: Oh yes, please Ron.

Ron Andruff: This is Ron. So just picking up on what Julie just said, I think the goal is to actually not only have it submitted but in fact that our work should be completed by then.

So I think we want to back it up a little bit in terms of the date. That is to say that we're now closing our March and then we have a June meeting. So we've got effectively April and May within which time I would expect that the Council would actually - the OSC would pass this on to the Council.

So the idea is that by the June meeting all of the work of all of the work teams that the OSC is overseeing would then in fact, pardon me, be completed. So just for putting a timeframe on this, I think the workgroup we're looking at is really try and get this - all of our activities completed in the next let's call it 30, 45 days.

Wolf-Ulrich Knoben: Well it's Wolf speaking. May I?

Ray Fassett: Yes Wolf.

Wolf-Ulrich Knoben: One if I recall correctly, I think that this way that the (unintelligible) should come up and (unintelligible) this let me say the target and benchmarks for completing the work. And the work itself has to be concluded by the ICANN annual meeting and (unintelligible). So that was my understanding.

Ron Andruff: I think we need to check with Philip, the new Chair of the OSC. But my understanding was he was waiting on staff to give him kind of an update as to what were the open items on the various work teams...

Wolf-Ulrich Knoen: Yes.

Ron Andruff: ...and the goals be finished by June.

Julie Hedlund: If I might comment on that Ron and Wolf. Actually Ken and I have been working with Philip to put together a chart of all of the work for the work teams, the OSC work teams. And we've sent a couple versions and he has the finalized version. It's up to him now of course to release that to the OSC.

But everything that I have seen and Ken, you can correct me if I'm wrong, but coming from the OSC and I believe I've seen that Philip has reiterated this in a recent message to the OSC was that the work be completed by Brussels with - although Wolf I do want to pick up on your comment.

I did hear though that some of the then subsequent changes resulting from the work of the work teams, that is possible changes, to stakeholder group charters and constituency charters was not expected to be completed in Brussels because of the anticipation that there would need to be quite a bit of time for that to happen. And then that deadline was going to be the annual meeting in December.

Ray Fassett: All right. So is the - I mean the high level - is the idea here that the work team is to be - all the work - all the OSC work teams are to be done by Brussels? Is that the idea?

Ron Andruff: That was my understanding. Yes.

Ken Bour: This is Ken. I confirm that as well. That was my understanding.

Wolf-Ulrich Knoen: Yes. I do hope so. If that is possible I wouldn't like to postpone anything. So that's even better.

Ron Andruff: So then coming back to that, I mean then - and then this is where I started to jump in a little earlier. The abstention procedures, as you said Chair, are ready to go. The SOI DOI, which is the Number 2 item on our Wiki as I understand it is pretty well ready to go as well. So I don't...

Julie Hedlund: Yes Ron, this is Julie. Actually that was discussed in the OSC meeting and Steve Metalitz because we did actually say that we were done with that at this work - the GCOT meeting in Nairobi and asked that that be passed on to the OSC.

In the OSC meeting I noted that and I had posted it to the OEC Web site but I think it would be helpful for Ray to make that formal submission of the SOI DOI to the OSC. They've got a couple other documents that they've been dealing with so it's not like we've lost time. They've been working on the communications work team output as well. But just to bring it to their attention that it's ready to go.

I also wanted to mention that I have in front of me an email that Phil sent to the OSC in which he says the top line ambition in line with the Nairobi decision of the OSC is that all outstanding items from all teams should be done by 1 June 2010. That will allow time for a transmission to the OSC latest adoption at the ICANN Brussels meeting and forwarding to the Council.

And then he says that in turn will allow time for community input by the ICANN (autumn) meeting.

Ray Fassett: Okay. So we're back to a short list of what are these outstanding issues for our work team, right.

Ron Andruff: Yes. And if I may Chair, I think that what Julie just suggested is right. As I was chairing that OSC meeting, we just didn't get to it on the agenda if I recall and that was kind of one of the things we wanted to discuss and we said this

will be submitted. So I think I would support Julie's recommendation that you send it on to the OSC as a completed work item.

Ray Fassett: Okay. Yes. Yes. Yes. Right. I will do that.

Ron Andruff: There was only once change as I'm aware of Julie and that was we changed the word disclosure to - I'm sorry, declaration to disclosure. So a statement of interest and disclosures of interest as opposed to...

((Crosstalk))

Julie Hedlund: Right. And I...

Ron Andruff: ...declaration of interest.

Julie Hedlund: ...was correctly done but I think - at any rate.

((Crosstalk))

Julie Hedlund: Let me take as an action item just to take one more read through to make sure that that's correct.

Ray Fassett: And then send me copies - send me the - send me the - is it - yes. Send me the docs. And then also because we've had this thing going on with the OSC Chairs, Ron has helped and Philip has helped and Chuck of course has helped, you know, who does this go to?

Ron Andruff: It goes to Philip now. Philip is now responsible.

Ray Fassett: All right. Okay. So just send it - so if I send it to Philip, it is being acknowledged at that moment by the OSC as a document from us. Okay. Just wanted to make sure I got the procedure down. So I think we had a little

hiccup on that leading up to Nairobi. I think Steve Metalitz was questioning something that...

Ron Andruff: He did get the documents unfortunately. Chuck had sent the documents to a different list and so he hadn't seen them in advance and that was part of the problem with that, yes.

Ray Fassett: Yes. All right. So somehow I think, you know, I was in the middle of that. I don't know why. But I just think so. So anyway, by sending them to Philip we - that as far as we understand that is us communicating to the OSC, right.

Ron Andruff: Yes.

Ray Fassett: Okay. So back to the question of what is our short list? And as Ron has pointed out, we have what X number of weeks, eight maybe eight weeks. And eight weeks of four calls. So one item on this list seems to be the term limits.

What else is on this short list that's realistic that we can really even get done in an eight-week timeframe? And are we able to say come June 1 that as far as this work team is concerned, the rules of procedure are finished? You know, that's two different...

Ron Andruff: Well I think Chair if I may, this is Ron. I'm looking at the Wiki now and as I'm reading it, staff please correct me if I'm wrong, but this issue of term limits and the special circumstances is to be discussed. You were starting to lead into that Chair when I interrupted you.

And then Number 4 is the new generalized Board seat elections procedures. I'm not quite sure what that means and new Section 3.8 on absences including allowing temporary alternative for long-term illness.

I would have thought that that part, absences, have been addressed. So I'm a little bit confused about that one.

Ray Fassett: I think that's what we were just talking about, wasn't it, temporary vacancies.

((Crosstalk))

Ken Bour: This is Ken. No - right. So I have produced a number of lists of what I thought all the GCOT outstanding - and I was just trying to hunt for one of those. And Julie, maybe while I'm talking about absences, maybe we can find that.

The absence material has been written and it deals with incidental absence, leaves of absence and vacancies. And that material is what we were talking about a few minutes ago and I'm going to send that to the list. And that's in Section 3.8 of the GNSO Operating Procedures.

Ray Fassett: Could you just draw the distinction between what we were talking about before and what this is Ken?

Ken Bour: Okay. So back in - when we were - when we did the work on abstentions, we tried to make the temporary alternate work for absences, long-term absences. And we had that written in our document. And then legal said, whoa, whoa, whoa. Take all of the stuff out that deals with absences from your abstention stuff and build a new section for absences.

There already was a section in the GNSO Operating Procedure for absences. It's Number 3.8.

Ron Andruff: Absentee voting, right Ken. Absentee voting.

Ken Bour: No. No. No. Absences.

Ron Andruff: Okay. All right. Okay.

Ken Bour: Absences.

Ron Andruff: All right.

Ken Bour: And so I took that section and I basically rewrote it and added the new material to deal not only with incidental absence, long term absence and also this subject of vacancies and we can re-title that Section 3.9 absences and vacancies. And then we can deal with all of these issues.

So I will be sending that document to you for your review and editing and so forth. That's the one that I had mentioned that I was going to send to legal first and then Avri suggested we send it to you first and that's what I'll do.

Then there's another - there are other sections that are also that I will be sending to you. In Section 4.3 where we talk about motions and votes, that's where I added this business of - that - in fact, I even just modified the language based on Avri's comments so to say that, you know, for a vote of abstain, a reasonable explanation is required. For votes of no or yes, at the discretion of the Councilor an explanation or reason may be provided which will be recorded in the minutes.

So that material will be coming to you. Plus, I also took a shot at rewriting the absentee voting section. You'll recall that we asked the OSC for feedback, input as to whether the absentee voting language should be changed.

Ray Fassett: Yes.

Ken Bour: And they didn't answer us yet.

Ray Fassett: Right.

Ken Bour: And I think it's - so what I thought I might do is take a shot at the language that I would recommend and then send it to you guys. And if you agree, maybe

we send that to the OSC and say we were thinking about changing it to here.
Do you agree that that's a good change?

Ray Fassett: Yes. Right. So the plan on the absentee section was, you know, first to just get input. Do we - is this something we should look at? That was really kind of the question. We haven't received not to look at it.

So I think we should look at it as a near term objective item just to dot that I and cross that T. If we want to say, you know, come June 1 that we really looked at everything and the rules of procedure and that we felt was material to look at and as far as we're concerned, the work team has completed its work.

Ron Andruff: Agreed.

Ken Bour: Yes.

Ray Fassett: So okay. So what's our short list of items here? It's the term limits. It's - I mean forgetting the abstention language we know what has to be done there and the SOI DOI which we know are getting - will be incorporated into the rules of procedure.

What is our short list? The term limits, the absentee voting section, what else?

((Crosstalk))

Ken Bour: Three dot eight absences.

Ray Fassett: Okay. Absences. Okay.

Ron Andruff: And this new generalized Board seat election...

((Crosstalk))

Ray Fassett: Yes. There you go.

Ron Andruff: ...procedures. Can someone explain that to me please?

Ray Fassett: Yes. That's Number 4. Okay. So I could take a stab at that. I'll give you the overview. It has to do with how Bruce Tonkin's seat on the Board came up for reelection or - and there was no procedure in place to do that. So they had - they came up with one and a last minute one because the rules of procedures did not address how to do that.

And so they came up with a temporary method and then it becomes a question of do we want to - you know, look at that temporary method. Can it work permanently? And if not, how can we do it - how should it be written in a permanent way?

Ken Bour: Yes.

Ron Andruff: But was not the registry, registrar seat. I mean I'm not - I'm try to understand what was the - what was unique about Bruce Tonkin's seat?

((Crosstalk))

Ray Fassett: Yes. Go ahead.

Wolf-Ulrich Knoben: This is Wolf speaking. May I? Well, you know, due to the improvement of the organization of the Council, so the two houses. Then you (put it) different from that in former times. So it's just up to the houses. That there is something which has to be laid down in the procedures itself. So how it is going forward. Because for example, in the next year, the other house is going...

Ron Andruff: Exactly. Exactly.

Wolf-Ulrich Knochen: ...to (unintelligible) body itself. And so we need to put the chair for that.

Ron Andruff: Right. So Wolf I understand - that's what I - that's what I was thinking this went. This is actually a commercial stakeholders group house.

Wolf-Ulrich Knochen: Yes.

Ron Andruff: And so we had decided internally, if I'm not mistaken, and I think this comes down to the charter.

Wolf-Ulrich Knochen: Yes.

Ron Andruff: Where we said that the registries, registrars get to vote in one year and the following - next time it comes up for election, we get to nominate our person.

Wolf-Ulrich Knochen: Yes.

Ken Bour: This is Ken, if I might just jump in.

Ray Fassett: Please.

Ken Bour: That's provided in the bylaws, right. So the bylaws established how these seats are apportioned to the houses. The GNSO Operating Procedures just needs to put in things like two months before that seat is up, elections need to be held. The details of all that of course will happen within those...

Ron Andruff: Within the existing...

Ken Bour: ...within the houses, right. Yes.

((Crosstalk))

Ron Andruff: Right. Exactly.

Ken Bour: Yes. The GNSO procedures just have to lay out the sort of scheduling and dynamics and logistics so that we know how it's going to get - how it's going to get fit in and so that in fact it gets done. And that's the part that I agreed that I would take a stab at generalizing and writing up to put in the appropriate section.

What happened in - for the Bruce Tonkin seat was the - some quick material was written up with some dates and they were all specific dates, not two months before he or T minus seven. It was done like on January 13, that kind of thing.

Ron Andruff: Right.

Ken Bour: And that cannot live permanently in the GNSO Operating Procedures. And all that material was tucked into Annex 1 so that it would be easy to just change it once the new procedure is written.

Ron Andruff: Understood. Okay. Very good. Thank you for that. Now there's a lot of clarity there. So what I would suggest Chair is that we proceed in that direction that Ken has just suggested. He's got language. So let's have that.

So what that says to me is that in terms of our work list, we're going to be over this next period - Ken's going to generate some documentation for us to review. We can answer a lot of it on list and just get our approvals on it. And that really gets rid of the low hanging fruit.

And then the only tricky one that I think perhaps here as I see it unless someone else sees a quicker way through is the special circumstances on term limits. But otherwise I think we're pretty well down the road here.

Ray Fassett: Yes Ron, I don't disagree. So in terms of timelines and deliverables, I can foresee that by the time of our next call, the OSC will have in hand the updated abstention language. They will - obviously will have the SOI DOI. In terms of our agenda for the next call, we should have already been able to review online the absence language, right.

So...

Ron Andruff: And the generalized Board seat election procedure...

Ray Fassett: Yes. So...

Ron Andruff: ...as Ken just described.

Ray Fassett: So it's kind of hard to say, you know, what exactly do we need to have a discussion about until we see the language of these things. But reasonably speaking, I would think that as part of our next call we should be able to complete one or two of these items that are on the list.

Julie Hedlund: Ray, this is Julie if I might add something.

Ray Fassett: Yes.

Julie Hedlund: So one of the items we had for today's call was the term limits and definition of special circumstance. As we have six minutes left on the call as near as I can tell, and we do have that language ready to go. And there was a brief discussion on it. Are we deferring that to the next call or are we going to try to take it up briefly here?

Ray Fassett: Well actually yes, you just took the wind out of my sails. I was going to...

Julie Hedlund: Sorry.

Ray Fassett: ...I was going to ask the group, okay, so we have this language that Julie has given to us today. I assume there was discussion on this in Nairobi. Is that correct by the work team?

Ron Andruff: Yes. But limited.

Ray Fassett: Okay. Limited discussion. Have we all had the opportunity to review this language? I have it now today and it's not long. I mean I think we can spend a few minutes. I'm going to read it. Does anybody object if I read what is in the body of the email?

So it says Number 3, term limits, special circumstances. The work team discussed draft language for a new Section 2.1 in the GNSO Council Operating Procedures to address bylaw language Article 10, Section 3.2, which specifies that the GNSO Operating Procedures shall define the meaning of special circumstances in relation to GNSO Council member term limits.

After some discussion, the work team agreed to make this topic a priority for discussion at the next meeting, which is today. Okay. So I have attached the document for possible discussion in today's meeting subject to a decision by the Chair. Okay.

Julie Hedlund: Ray, actually - this is Julie. I'm sorry. But the language is in the document.

Ray Fassett: I am reading that, yes. Yes. So I'm reading that. So I'm getting a background on what happened here. And so I've opened the document.

Ron Andruff: Julie, what is the new language in this document and the attachment then?

((Crosstalk))

Ron Andruff: Is this whole thing new or is there a new Section 2.1 below is the...

Julie Hedlund: Right. It's where (it says) new Section 2.1 and then that is the new language; 2.1, 2.1.1, 2.1.2 and 2.1.3. So there's a, you know, several paragraphs there.

Ron Andruff: Yes. So this is really what we need to talk about right now, this new Section 2.1.

Ray Fassett: Yes. It's not that long. It comprises 2.1, 2.1.1 through 2.1.3. Everybody have a copy of it in front of them?

Wolf-Ulrich Knoben: Yes.

Ray Fassett: All right. So what - let me just ask this and I apologize for my naiveté but what is the term limit rule now? So there's a term limit rule now and now we're - now this is discussing a special circumstance.

Ken Bour: Ray, this is Ken. It's two terms.

Ron Andruff: Of two years each?

Ken Bour: Correct.

Wolf-Ulrich Knoben: Yes.

((Crosstalk))

Wolf-Ulrich Knoben: So we are talking about the extension of these two terms.

((Crosstalk))

Ken Bour: This is Ken. The bylaws provide for a special circumstance under which the term limit could be extended and it only defines a special circumstance, which will be defined in the GNSO Operating Procedures.

Wolf-Ulrich Knoben: Yes.

Ken Bour: So this material is an attempt to define the special circumstance or circumstances.

Ron Andruff: The only question I have on this one, and this is to the staff, would be is - could this be used by the constituency or stakeholder group as kind of a way of keeping someone in - that they would like to have on the Council? Can this be abused? I guess that's probably the way I'm asking it.

Avri Doria: This is Avri. Can I...

Man: (Continue).

Avri Doria: I think that it most definitely can be abused. And before we consider language for such an exception, we really want to consider whether we want to continue with such an exception as ICANN becomes...

Ray Fassett: I have a feeling we lost Avri. I kind of get the gist of her concern there. On the one hand it was the fact that it could be abused. And on the other - oh there- Avri. Avri, are you there? Okay.

All right. So let me offer a point, counterpoint to Avri's first one that it could be abused or I think even Ron mentioned that too. Is, you know, if it's being abused, it requires a 50% affirmative vote. I mean we just - we're looking at the language here in each house.

So if there is an abuse of situation going on, I would think that the 50% will not be achieved - greater than 50%, I'm sorry, will not be achieved.

Wolf-Ulrich Knoben: This is Wolf speaking, may I?

Ray Fassett: Yes. Go ahead.

Wolf-Ulrich Knoben: I understand that you were talking about the Section 2.1.2, yes, the discussion of (unintelligible) about that situation. My first more basic question is with regard to Council member term limits that if the - in this proposal, staff proposal, is also non-com appointees covered with that or is that different from it? Because the non-coms are appointed by the non-com. It and the question of extending for another term, is it up to the non-com or is it - does that it fall under this old (realm)?

Ray Fassett: Okay. So that's a good question. It says Council members and then somebody - well it says the constituency or stakeholder group has to petition the Council and achieve greater than 50% vote. So it doesn't say the non-com.

Wolf-Ulrich Knoben: The non-com is different from...

((Crosstalk))

Ron Andruff: Well I think that says that Ray, if I may...

Wolf-Ulrich Knoben: Okay.

Ron Andruff: ...that because it specifically say they have to go to constituency and the constituency is not - the non-com is not a constituency.

Wolf-Ulrich Knoben: Yes.

Ron Andruff: So that - so it's them by definition. But why do you bring that in in any case Wolf-Ulrich? Are you thinking that there may be a third term reason for a specific non-com appointee? I would think they would go back to the non-com process.

Wolf-Ulrich Knoben: I think so. I'm asking that. The question - (unintelligible).

Ron Andruff: Well I guess that's one of the questions within the non-com process. Do they have the right to keep a person in the Council past the term limit and I would think that should be addressed on the non-com charter more than it is on the Operating Procedures.

Ken Bour: This is Ken. I think what would have to happen is the non-com would have to create a special circumstances language in their own charter however they operate. Because the Council term limits are two terms for two years each. And the only exception the bylaws makes provision for is the special circumstance that comes out of the GNSO Operating Procedures. But that's the one we're talking about here. So it would not apply to the non-com appointees.

Ron Andruff: Well I think the issue here the voting 50% threshold for each house would certainly have to - you know, basically it's a vetting of that special circumstance. So that means consensus would have to be built within the community in order for that to pass. So from my point of view, I would be fine with this language.

Ray Fassett: Anybody else have an opinion on that? My personal - my feeling in reading this is that I hear the abusive issue but with - but I think it's reasonable to say that 50% affirmative in each house should handle - should be able to handle the clearly abusive motivation that we've raised. So I'm not concerned about that.

Avri did have a second point.

Avri Doria: Yes. Okay.

Ray Fassett: Oh there you are.

Avri Doria: Getting to the second one now.

Ray Fassett: Good.

Avri Doria: Yes. I'm still here.

Ray Fassett: Good.

Avri Doria: Yes, the second point was basically do we really in a global organization want to have a geographical exception like that? You know, I question the need for it. I think all of the stakeholder groups should be able to fulfill geographical distribution.

However, if we really think that we need it and we think it's something that there should be consensus in the GNSO on making an exception, then I'd say raise the limits to, you know, the consensus limits for the Council as opposed to just the minority limits.

Ron Andruff: What would you think in that case Avri, 60% or 70%. What makes sense to you?

Avri Doria: Yes. I think that the - whatever we generally use. So I think 60 would probably do.

Ron Andruff: I'm good with that.

Ray Fassett: All right. Explain that to me. So in the case of not able to meet - I mean in case of a special circumstance because of geographic adversity, that would require 60% affirmative vote in each house. Is that what's being suggested.

Ron Andruff: That's what she's suggesting, yes. I mean I think we already have that 60% in other language, do we not?

Ken Bour: This is Ken. It's used for the election of the Chair for one.

Ron Andruff: There you go. So we've got something that is procedurally already in the documentation that we're generating.

Ken Bour: The other statistics that are frequently used are $2/3$ and $3/4$; sixty-six and two thirds and 75% of the others.

Ray Fassett: Okay. So I don't want to - I don't want to split hairs but isn't 60% greater than 50%? I mean it says...

((Crosstalk))

Ron Andruff: But I think the point she's drawing out is that just again just to try to make sure we avoid any gaming that's happening to put that threshold at, you know, at more than 60, at greater than 60 would be a more fair way to go. And I'm inclined to agree with her.

Avri Doria: This is Avri again. It wasn't just for gaming. I think we need to show that not meeting geographical distribute is not taken lightly.

Ray Fassett: All right. I'm not quite there. I'm just - I'm not speaking as the Chair. I'm speaking as a member of the work team. I'm not quite there to be honest with you. And it's more of a philosophical approach.

I mean if I'm not mistaken, the idea is ICANN in the future may accept new constituencies or set new charters and new groups that come in. And it's really not realistic to think that every possible new constituency that I can think of is going to have the depth. Obviously they'll let anybody join. But they may not have the depth of being global or members from all parts of the country, so, or of the world I should say.

So I'm not strong on this is my point. But I'll go with what the work team would like to do.

((Crosstalk))

Ken Bour: Go ahead.

Avri Doria: Okay. Yes. I guess two things on that. First of all, not in terms of new constituencies although I realize that there's one stakeholder group that is still very strictly divided as a constituency. This is really more a stakeholder because the Councilors are stakeholder representatives.

But even if it were on constituencies because some stakeholder group did parse out its seats that way, I'm sure that if it was a brand new constituency, they would have no trouble getting (the thing). Of course you can't really be a branded constituency because we're talking about somebody's third term.

Ken Bour: This is Ken. I also - I want to add that there is no provision for extending to a fourth term. So the extent to which there's any concern about it going on, at the end of the third term, it's over according to the bylaws.

Ray Fassett: Yes. See I'm not - my own view in these rules of procedure, I'm not out to make a statement. Like this is more important than that is more important. You know, this is more important than that. You know, I'm not out - I'm out for just reasonableness here. And rather than, you know, make it longer than it needs to be reasonably speaking.

It says right now will require greater than 50% affirmation in each case of special circumstance. And as Ken points out, it's only for the third term, not ongoing. It just seems to me it's fine as is. That's my view. Anybody have a counterpoint? But I think we need to distinguish. That's my point. I don't think we need to be making statements or distinguish but that's my opinion.

Ron Andruff: Well I think the language already says is, you know, it's going to be 50% of each house and so...

Ray Fassett: Greater.

Ron Andruff: ...greater than. So what you're hearing from Avri and myself is 60% would just tighten that up a little bit. I'm not sure where Wolf-Ulrich stands on this.

Wolf-Ulrich Knoben: I have two questions. One is while I'm not convinced with the - let me say the diversity requirements on constituency level rather than on stakeholder group level. So I would really more apply for that for stakeholder group level because for the Council, you know. For the constituency themselves, it just may be diverse as necessary. But for an (unintelligible) Councilor, it may be different. So I would like see that on stakeholder group level.

And the other thing is for me with regard to the voting, what in case if the Council rejects, you know, the extension? And there are - there may be definitely a problem for the stakeholder group with regard to that - with the diversity in this event. What does it mean? Does it mean okay, it stays an empty seat or what does it mean?

You know, what do I mean - so, could it happen that there shall be for one term an empty seat in one house because of the rejection of the Council? It shouldn't be the case.

Avri Doria: This is Avri. I don't actually think that would happen. I mean I think if you're able to present a genuine case, that should - look, we only have members from one country so what are we going to do? You know, you'll get the votes. But if you can show that you've got members from three countries, well then you know what you've got to do.

Also, in the meantime while you're figuring out that this temporary substitute thingy has been put in to the rules also. So you do have something to cover

you while you're recruiting something - somebody who perhaps hasn't been in your leadership to date but comes from another country.

Ray Fassett: So Ken, I'm going to ask your opinion. Does the temporary substitute language cover the scenario of the extended term not being achieving the proper threshold vote?

Ken Bour: Say that one more time please. This is Ken.

Ray Fassett: All right. So in the scenario where the third term is voted down by the Council, does the temporary substitute cover that scenario?

Ken Bour: I believe it will because it deals with - let me - I'm pulling it up right now. In the event of a GNSO Council member resignation or other permanent vacancy, the bylaws call for replacement. All right. So let's say that they try to replace and can't.

During any transition period following the occurrence of a permanent vacancy but before a new election and subsequent seating of the replacement Councilor an appointing organization may name a temporary alternate. So yes, I think it does Ray.

Ray Fassett: Okay. So yes. I can keep going out with all kinds of what if scenarios here. But I think what we should do is just allow it to play out in practice and then see if it gets, you know, abused in certain ways. I mean if the Council votes down the extended term, then what's to stop that constituency from just from an ongoing basis just continually using the same temporary person?

So there's nothing to address that in the rules. But you can go so long into this. Let's - I think we're at a point on this point that we just say, you know, we got to let, you know, let it happen in practice and see what then needs to be remedied later.

Okay. But my question here pertaining to this threshold, this 50% or 60%, if I'm understanding it correctly, it's 50% affirmative - greater than 50% affirmative in one type of situation but if it has to do with diversity, then it has to be 60% or greater. Is that correct?

Ron Andruff: No. I don't think we were saying that Chair. I think we were saying just let's just elevate it to 60% for both.

Ray Fassett: Okay. So we'll require 60%, not - okay, so 60% or greater?

Ron Andruff: Yes. Greater than 60% affirmative vote.

Ray Fassett: So 61%?

Ron Andruff: I'm going to let you - I'm going to let you wrestle with it because unfortunately I have a hard stop. I have to jump off the call. But I'm good to go with either 50 or 60. But I feel 60 would be something - just it's more in keeping with all of the other language we have.

Ray Fassett: All right.

Ron Andruff: As Ken pointed out, we have 60, 2/3 and 3/4. I think we should probably try to pick one of those.

Ray Fassett: Okay.

Ron Andruff: And I'm good with any of them.

Ray Fassett: So 60% or greater would be fine with you.

Ron Andruff: Yes. Exactly.

Ray Fassett: Okay. Any objection to that? Okay. Okay. So...

((Crosstalk))

Ray Fassett: Yes Ken. Real quick before Ron leaves.

Ken Bour: Yes but, okay - you used the term diversity and I don't think there's a diversity mentioned in this whole section.

((Crosstalk))

Ray Fassett: All right. I apologize.

Ron Andruff: I think 2.1.1 has that - a (constituent stakeholder) unable to meet geographic/diversity requirement.

Ken Bour: Okay. I'm sorry. I thought maybe Ron that Ray was making a reference to Section 2.1.2, which is controversial for a completely different set of reasons. I'm not sure if we were talking about that because it also has a 50 or 60% affirmative vote.

Ron Andruff: Oh yes. I see what you're saying. Yes. I'm referring to 2.1.1.

Ken Bour: Okay.

Ray Fassett: Okay. So then 2.1.2, would that remain 50% or do we want to make it consistent and say 60% or greater.

Ken Bour: This is Ken. If I just might offer an opinion. The second one, this 2.1.2 I remember Avri making a point on the OSC call that she was concerned that her stakeholder group would object to allowing a reason that's other than geographic or diversity, which is what 2.1.2 is there for.

It says for some reason a stakeholder group wants a Councilor to serve a third term but it's not due to geographic or diversity reasons. And we don't know what it could be. So there's a provision I wrote that they could make an argument and then subject that to a vote. Maybe that threshold should be higher.

Avri Doria: Yes. This is Avri. If I could say 2.1.1 at 60%; 2.1.2, put that one at 75.

Ron Andruff: Well listen, I'll let you guys - I'll let you (unintelligible) (whatever) way you go is fine with me. But I have to apologize. I have to leave now. But thank you all and but I'm good with whatever the percentage requirement is that you determine.

Ray Fassett: Thank you Ron.

Ron Andruff: Thank you guys. Bye for now.

Avri Doria: Yes. Just to explain myself. I can imagine a (unintelligible) case where, you know, basically someone is so valued to the Council, is in the middle of a big project for the Council, whatever, and that you basically say listen, we really want this person to stay for another term for whatever reason.

Then the Council is going to give that 75%. That won't be a problem. And so that means it really has to...

Ray Fassett: Why? How do you conclude? I'm not sure how you get - arrive at that sort of conclusion. How do you - what makes you think just because a constituency says hey, we really want this for this reason that they're going to get 75% approval.

Avri Doria: I believe that if it's a truly valid reason they'll get it because I believe the Councilors by and large are a collegial group that works together. And if this

person has been there four years and there's really good reason for continuing them, you'll be able to convince the rest of the Council.

Ray Fassett: Yes. But I think you're defining valid as 75% or greater. And I'm sure that that's, you know, correct. I mean I could say valid is greater than 50%, majority.

Avri Doria: That's just too easy. It's just too easy to end up with people doing extra terms. I think term limits are important. I think people should live up to term limits. I think it should be a great exception when someone goes beyond a term limit. And I think that when those exceptions are merited, you will find that the collegial nature of the Council will allow it to happen.

Ray Fassett: Okay. I don't disagree. Anybody - Wolf, anybody else have a comment on that? My point was only Avri - my point Avri was only to bring forth the concept that you're equating validity with 75%. I don't disagree. I just wanted to make that point. Wolf, anything?

Avri Doria: Yes. I think what I was saying is that if 75% think you have a valid reason then it's been accepted as valid.

Ray Fassett: It must be valid or - all right.

((Crosstalk))

Ray Fassett: It's subjective. I'll say it's subjective.

Avri Doria: Of course.

Ray Fassett: Okay. It's a subjective argument, not a objective argument. But I don't necessarily disagree. Wolf, do you have any comments on this?

Wolf-Ulrich Knoblen: Avri do have any other reason in mind? Avri because we have the one specific reason is, you know, the diversity reason. And any other reasons? I don't have anything. So no idea.

Ray Fassett: Yes. We're putting a really high validity threshold, 75% on a reason we don't even know what it could be.

Wolf-Ulrich Knoblen: Yes.

Ray Fassett: And I'm not - it's something about that. I'm not quite - I'm not quite as conclusive on that as you are Avri. We don't even know what the reason could be. Yes.

Avri Doria: Right. And okay. Let me put it another way if I can. The fact that we can't think of such a valid reason at the moment...

Ray Fassett: Oh I could...

Avri Doria: ...is actually fairly good evidence that, you know, it should be a high threshold.

Ray Fassett: Okay. Well - okay. All right. Wolf, any comments on that one?

Wolf-Ulrich Knoblen: No. For me - okay. If there is a reason, it should be a special circumstance. So and okay. We now are going to categorize the special circumstances...

Ray Fassett: Yes.

Wolf-Ulrich Knoblen: ...but not knowing what kind of category it may be.

Ray Fassett: Right. All right. Well I'm okay if we change the language to say 75% or greater. Wolf, do you object with that?

Wolf-Ulrich Knoben: No. No.

Ray Fassett: Okay. All right. So I know Ron doesn't object as far as I know. So I think you're hearing from the work team Julie that this - we've just gone through - we (essentially) just did what you were hoping we would do which is go through this entire thing.

Now the only thing we haven't gone through is 2.1.3. So I'm just going to take a quick read at that right now. And by the way, I don't think we're pushing this through. I think we are deliberating each one of these sections. Council members approved - serves a third - oh, okay. It's just saying that they can't run again. They have to skip a term before they can run again.

I don't disagree with 2.1.3. Does anybody have any thoughts on that one?

Wolf-Ulrich Knoben: No.

Ray Fassett: Okay. So I'm looking at these sections. This is the - these are the section numbers that they would fall under in the rules of procedures. Correct?

Wolf-Ulrich Knoben: Yes.

Ken Bour: This is Ken. That's correct.

Ray Fassett: All right. So I would ask that as part of our blocking and tackling that this would be part of the red line. When we're ready to send this over to the OSC for its next review, we would - this would be part of it. Even though they may not have asked for this section, I don't know if they did or didn't, but I'll be part of their next review.

Wolf-Ulrich Knoben: Yes.

Ray Fassett: Yes.

Wolf-Ulrich Knoben: What about - I would like to come back to the question of constituency or stakeholder group or both, you know, in two places; 1.1A. So I could (unintelligible) as also Avri pointed out, it's up to the stakeholder group, the Councilor, you know, to appoint Councilors, okay. There are rules under stakeholder groups, okay, but it's officially it's stakeholder groups.

So and I would say, you know, I would also see from my experience right now the diversity requirement is better covered by stakeholder groups rather than constituencies.

Ken Bour: This is Ken. If I might - I agree with Wolf-Ulrich. I think - all of these cases in this particular section where we talk about constituency or stakeholder group should all be changed to stakeholder group. This is an issue that I just - it (skipped) my attention. It was pointed out to me by (Samantha) at legal.

The bylaws don't make provision for constituencies to elect Councilors; only stakeholder groups. Stakeholder groups may delegate that to a constituency but with respect to these procedures in the bylaws, I think we just need to stay out of that. So we can really say here - we can take constituency or out of all these.

Avri Doria: This is Avri. I agree.

Ray Fassett: Good suggestion. Please do so.

Ken Bour: Yes. I just made that change.

Ray Fassett: Okay. So all right. So this will then be included as part of our next draft into the OSC. Correct?

Wolf-Ulrich Knoben: Okay.

Ray Fassett: As a red line item. Okay. So that for now knocks us down to three items.

Ken Bour: Ray, this is Ken. I just want to be clear that I've got this right. In 2.1.1 the threshold stays at 50 or did it go to 60?

Julie Hedlund: This is Julie. Ken it went to 60. My understanding is 2.1.1, and correct me if I'm wrong Ray, is now greater than 60% and 2.1.2 is greater than 75%.

Wolf-Ulrich Knoben: Yes.

Ray Fassett: It's actually a little bit of both. I think 2.1.1 is 60% or greater.

((Crosstalk))

Ray Fassett: I'm sorry. I can't hear.

Avri Doria: I'm sorry. I'm making noise and I'll get right off again. I don't think it really matters given (I think I've seen about) how the numbers behave. I think if you say at least 60 and at least 75, you'll be fine.

Ray Fassett: Yes. That's exactly right.

Avri Doria: But the numbers (tells you).

Ray Fassett: Yes.

Julie Hedlund: This is Julie. The way it reads right now is approval required greater than (50%) in 2.1.1 and action - in 2.1.2 action will require greater than 75%.

Ray Fassett: Yes. I think we're - I think we're looking then to change the words greater than to at least.

- Ken Bour: This is Ken. I don't think that's necessary, Ray. We use greater than percentage all the time in the bylaws and in the - in all the other default thresholds.
- Avri Doria: Yes. Just use whatever default language since the numbers are so, you know, spaced out. It shouldn't matter. Whatever language is always used.
- Ray Fassett: All right. Must be the financial person in me that says 60% is not the same as greater than 60%.
- Ken Bour: That's correct. In other words, 60.1% would win - would succeed and 60 would fail.
- Ray Fassett: Right. So I'm just drawing out the distinction but I'm not hung up on it. If you want to just keep it as greater than and have it by 60% in 2.1.1 and 75% in 2.1.2, I'm okay with that. I'm just making that distinction so we all understand.
- Okay. Okay, so...
- Avri Doria: This is Avri again.
- Ray Fassett: Yes.
- Avri Doria: I understood the 60 and greater than 60% were different. I was just saying when you looked at the - what those percentages meant in terms of the existing number of Councilors. It wasn't terribly significant.
- Ray Fassett: Okay. All right. So all right. So I think this addresses this particular language to go ahead and go into the rules of procedure. You've got direction from us Ken and Julie. So that leaves the three items which for us to look at as part of our next call.

Now in terms of prioritization, somebody please remind me what the three items are. One of them is what we call Board Seat 13. One of them is absences language. Is that correct? And then what was the third one?

Wolf-Ulrich Knoben: (Unintelligible).

Julie Hedlund: Yes. So we have the generalized seat election procedures. We have new Section 3.8 on absences.

Ray Fassett: And there was one more.

Julie Hedlund: Yes. You're right.

Ken Bour: This is Ken. There's a Section 4.3 on motions and votes and 4.4 on absentee voting. But they're part of four. They're part of Chapter 4, which is our whole section of voting.

((Crosstalk))

Ray Fassett: ...voting. Absentee voting. That was it.

Ken Bour: Yes.

Ray Fassett: That was it. All right. So we need to prioritize these three things. Is there any thoughts on how we want to attack this on our next call? In other words, is Board Seat 13 what we should drive - dive into next? Is it absentee voting?

Wolf-Ulrich Knoben: I would say board seat has a little - we definitely (unintelligible) because for the non (unintelligible) up to next year to elect somebody. So the other things seem to have more priority.

Ray Fassett: Okay. So it's absentee voting and the language on absences. I'm thinking out loud that the language on absences shouldn't be too difficult. Ken's going to send out a draft on that for us. Right?

Ken Bour: Correct.

Ray Fassett: All right. So we have some opportunity to look at that pretty thoroughly. So let's like - unless there's objections, let's tackle that one first, then absentee and in parallel I think as well, I think Ken suggested he already had some language to offer on the Board Seat 13. I think we can look at that in parallel.

Wolf-Ulrich Knoben: Yes.

Ken Bour: Actually Ray, I did not say that. I haven't written the board seat elections material. And as Wolf already points out, we have a lot of time there, right. That's not going to come up for a year. But what I do have is language in Section 4 I want to put in front of you. I'm going to give you the whole Section 4, which includes changes in 4.3, changes in 4.4 and changes in 4.5, right.

And I'll try to make sure that they're red lined from whatever we've already approved. So you can see what new material has been added.

Ray Fassett: Okay. So what's 4.3 again?

((Crosstalk))

Ken Bour: That's going to be - that's going to be the motions and votes where we talk about - that you can give a reason for a no and a yes vote.

Ray Fassett: Okay. And what's 4.4?

Ken Bour: Absentee voting.

Ray Fassett: And 4.5?

Ken Bour: Abstentions.

Ray Fassett: Okay. That's it. So, that is sort of one stop shopping on what is on our agenda. Right. Except for the Board Seat 13.

Julie Hedlund: Well and the new Section 3.8. This is Julie.

Ray Fassett: Okay.

Julie Hedlund: That wouldn't be included. And I think now that while we do have plenty of time on board seat elections in reality as far as when the next seat elections will happen, my understanding is that this was identified as a work item for this work team to complete by Brussels.

Ray Fassett: Oh yes. Yes. Definitely. Yes. It was.

Julie Hedlund: Yes, I mean just in priority it does seem like...

Ray Fassett: Yes.

Julie Hedlund: ...we would have a year but we don't really have a year.

((Crosstalk))

Ray Fassett: Yes. We don't have a year. Yes, these are the - these are the four things - well, down to three now. These are the three to four things that we are identifying as work that we have to complete by June. And then when we do, we're going to look at the OSC and anybody else and say as far as we're concerned, we've completed our work as it pertains to the rules of procedure.

There were some other things that the Advisory - original Board Advisory Group came up with that potentially could fit under this work team's purview but really with taking us all this time just to focus in on the rules of procedure.

But when we're done by June 1, the idea is to say as far as we're concerned, these rules - we have addressed everything we felt necessary in the rules of procedure. Our work is completed on that. Right. And that's not no small accomplishment.

So with that, unless there is any other business or discussion, I'm going to go ahead and ask that we adjourn the call. We kind of have our marching orders. And go from there and end the recording.

Wolf-Ulrich Knoben: Okay.

Julie Hedlund: Great.

Ken Bour: Thank you.

Julie Hedlund: Thanks Ray.

Ray Fassett: Okay. Thanks everybody.

Wolf-Ulrich Knoben: Bye bye.

Ray Fassett: Okay. Bye.

Ken Bour: Bye bye.

END