ICANN

Moderator: Brenda Brewer
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9:00 am CT

Greg Shatan: Anyone else on your side you're expecting?

Holly Gregory: No I think we're good to go. I mean, we may have others join but you have

the core group in terms of talking about what needs to happen in Istanbul.

Some others may join just to listen in but I think we're good to go.

Greg Shatan: Sounds good. We have an active typist. Hopefully they will mute unless they

were also typing and talking at the same time. In any case I think we should

kick this off.

We don't have a formal agenda for which I apologize but I think informally I

think we know what we need to talk about, which is the document that has -

that is in the frame now: plans for Istanbul and including the kind of plan that

you put in the email that you sent to us a few days ago with regard to kind of a

subject matter and looking at the - what is priority for putting into any

proposal. So...

Holly Gregory: I wonder - Greg I wonder if we could start with the, you know, the prep for Istanbul and what's expected there. I think that, you know, we want to make sure that we really nail that down and I don't want to run out of time and not...

Greg Shatan: Absolutely. I think that's a very good suggestion. I'll ask Jonathan perhaps who is - as the Chair of the overall CWG in charge of the overall agenda, which is now up in the Adobe Connect room, to talk a bit about the agenda and thoughts on where the Client Committee or where Sidley will fit in and I'll - we can add to that in kind of open discussion. Jonathan?

Jonathan Robinson: Thanks Greg and hello everyone. I started to think about this and it's clear that we've - what we - and we've done some prep work on the agenda for Istanbul.

                   What we had to balance was a strong interest in any input from Sidley with a requirement to get on with producing some of the nuts and bolts of the proposal.

                   Therefore in order to manage that we didn't want to necessarily - in constructing the agenda the Chairs didn't necessarily want to put Sidley in right up at the front of the meeting and have this so-called, you know, overarching issue or the issues that you're dealing with absolutely dominate the meeting when we've clearly got work to do on other elements of the proposal as led by the design teams.

                   However we didn't want to put all of the discussion with (Sidney) today too - Sidley today too and therefore this is what we've ended up with. So that's just a structural explanation of why we've got a decent session with you on Day 1 and a follow up session on Day 2.

And this agenda is a work in progress so we can flex it based on our discussion with you, based on our input from the design teams and we may well do that.

But clearly we have sympathy with the fact that you all want to plan around that, so if you can just bear with us as much as possible we're only getting final design team input on late Monday so this is going to be - have to be work in progress.

Holly Gregory: That's - Jonathan that's fine.

((Crosstalk))

Jonathan Robinson: Then thinking about how - okay go ahead.

Holly Gregory: I was saying that's fine with us. We are - we're, you know, it's your days to plan whatever works for you. I just have a question. While the design - the - as currently scheduled for example there are some things that might be interesting for us to listen in on. Are we invited to listen in on any part of these meetings that we'd like?

Jonathan Robinson: Yes I've arranged a glass screen with a soundproof box for you to observe. I'm kidding. You'll be most welcome.

((Crosstalk))

Jonathan Robinson: You'll be most welcome and we are - I think to the best of my knowledge we are expecting you involved, you know, and active and listening in and hearing the discussion and the issues, because we think and we have understood that you think that this will be useful to informing you and getting

you as knowledgeable and understanding the nuance of detail as possible, so yes you are welcome at all sessions.

Greg Shatan: This is Greg. Just to follow up on that I think the idea is to give you kind of the morning and, you know, earlier part of the afternoon to kind of hear about the work that we're doing, acclimatize yourself to the people in the room, the people on the phone who are participating remotely, to the work styles and methods and even some of the kind of soft issues that we deal with in a group of this nature and to - as you see fit to contribute to the discussions.

There may - there are certainly issues that some of the design teams are dealing with that deal with some of the legal issues that were raised in the scoping document, and then there are some that are dealing with legal issues or places where legal ends up that it could be helpful that wasn't necessarily anticipated in the scoping document.

So we view this as kind of a gentle onboarding procedure as opposed to putting you at the beginning and throwing you in the deep end with a bunch of people you've never, you know, truly sat with before.

So you'll get a chance - by the time the afternoon rolls around you'll feel like, you know, it's old home week and you'll have a greater understanding of all the dynamics that we're dealing with.

So it's expected that you'll be there slogging through with all of us and, you know, gradually kind of, you know, finding your voice. And, you know, I know that lawyers as a crowd tend not to be shrinking violets so I expect that you'll, you know, get into the swing of participation fairly naturally as we go.

Holly Gregory: Sounds good.

Jonathan Robinson: Yes thanks Greg for that supplement. That's absolutely right. So that in addition to what I said is absolutely part of the rationale. All right. So then the question is well, you know, how do we manage your input and interaction and what if anything is necessary to deal with that?

Certainly one of the ways I was thinking about this and we can perhaps come to this later but it's thinking about, you know, the mechanics of our relationship and how - where we expect this to go from a step-by-step sort of process if you like.

And so certainly that's one thing I wouldn't mind touching on. You know, where do we - where does this fit in because we've given you the briefing document.

You've reviewed it and provide some initial advice. We now get to discuss that so at the moment my thinking at least is that the first session is highlights from that document.

And ideally we'd want to, I mean, my concern is that that document that - both that we prepared to you and you've responded to is sufficient information to occupy us for hours and hours and hours.

So the question is how do we focus a discussion around that? So I'll imagine we'd want to pick out highlights and discuss that, and on the back of that then seek to revise and update and refine.

The question is what of that next step in the process gets done on the Friday or is that simply a continuation? So to - you asked the question Holly and that - that's helpful.

That's my kind of initial input and I wouldn't mind this being a discussion now and thinking about how we handle that. And one of the things we might want to do is give initial reflections on what you - you've written because, you know, you've had to respond very quickly.

You've produced something. We've had a very short time to respond to it. We're all under quite substantial time pressure so there may be some dialog in and around the actual content - some preliminary dialog in and around the content.

Let me pause there and see, you know, if others want to come in on the suggestions, thoughts and input.

Sharon Flanagan: Can I - this is Sharon. Can I ask a question about what are you hoping to achieve coming out of Istanbul?

Jonathan Robinson: That's a really good question Sharon.

((Crosstalk))

Jonathan Robinson: And what we hope to do - yes. What, I mean, there's - two things we were hoping to do is both on a session-by-session basis set out an objective and then a desired outcome per session.

In general at a very high level we - our objective is to be in a position to either produce the key parts of the proposal or be in a position to relatively shortly thereafter produce key parts of the proposal.

Our timetable has us producing a proposal for public comment in the first part - in the first half of April. Now the question is what - how comprehensive a document can we produce in that point?

So it's - the objective is certainly towards getting as locked down or as comprehensive a version of the proposal as possible. We're sufficiently early in the process with you that that's clearly going to be challenging.

So at the very minimum we want the group to have had the initial input from you as to what the kind of art of the possible is. One of the delicate things I'd like to discuss with you and understand how we're going to work is at what point you provide us with firmer advice if you like.

It's because there's the soft advice that these are all that are possible, and then there's a question as to at the moment as I see the document produced it doesn't necessarily highlight where something might be more or less desirable based on an opinion of the risks associated with it.

And that's a holistic thing. That's not necessarily a legal issue only but those are the kind of - that's the sort of if you like. So I'm - I realize I'm not giving you a crisp answer because I feel that we've got to have this conversation before getting to or where do we think we can get to what's possible.

Holly Gregory: So Jonathan could - I just want to respond to sort of the last because I - we made sort of a conscious decision not to - at - in answering the questions at this preliminary stage do too much sort of, you know, risk analysis.

We thought given the way the questions were posed that it was important to start with some information, because we think - and the - based on having better information the proposals could be fine-tuned so that at the point at

which you're really trying to consider among one or more paths you have the proposals more crisply defined so that you can also provide a better, crisper legal discussion around what the risks are - what the benefits and risks are.

We felt it was really premature to try to do that at this point. Take your point absolutely that we're going to have to get to that point and in a relatively short period of time.

And we also of course have received another proposal across the transom with a set of questions that we need to address. So, you know, I - when I think about what I'd like to see come out of Istanbul, from our side it's more focus around what pathways you really want to explore in a more in depth way.

I think it is challenging to say the least to think that there are four or five pathways that you would want detailed legal advice on. So our goal is to help you think about how to maybe, you know, focus in a little on two or three.

Greg Shatan: This is Greg. I think that's a very good approach. I think it's also, you know, very good that there was no kind of premature favoring of one proposal over another.

I think that would in this hothouse atmosphere of the CWG have provoked all sorts of thoughts, most of them unfounded regardless of which proposal you favored.

So I think starting out with the facts and then, you know, to - going from, you know, the facts and the law to the risks and the analysis, you know, seems like the right thing.

Obviously we'll need to do it quickly. I think that it may be rather quickly that we focus on starting to try to separate the more desirable from the less desirable and maybe not on the first day but in the second day.

And it may be those things, you know, start to develop even during the conversations prior to what I'll call the Sidley slot in the afternoon. Jonathan?

Jonathan Robinson: Yes thanks Greg and Holly before you. So just to be crystal clear I didn't intend to suggest that you should have done so at this point. But what I do think is important - and so I agree with you both.

I think that we wanted the landscape evaluated in the first instance, but what I do think is also important is that we provide a map to the group of when that land - when and how that landscape might be narrowed and clearly that's going to involve input from the group.

But understanding the extent to which you are - you will be able to help us narrow that landscape will be helpful and map our way through that so that's great.

I think we understand each other well in that way. And I'll stop there for a moment. I think that - that's clear therefore that we certainly want to have an opportunity to have a decent discussion around this initial advice.

But it would be useful to build a common understanding between the Client Committee and Sidley and then through us the Client Committee with the CWG as to, you know, the route map going forward, what the steps and processes are.

And finally if we end up with multiple outputs in the first instance and I accept that we need to narrow those down to less, but it may be possible that we produce a document for public comment that has more than one option in it but properly quantified through our work or properly evaluated through our work with you.

Holly Gregory: That sounds right to us. Sharon do you have a reaction?

Sharon Flanagan: No that's very helpful. Thank you.

Josh Hofheimer: So - well this is Josh. One question just sort of on as we narrow in and focus on this sort of issue of ranking or recommending proposals. As you rightly said Jonathan there's kind of a - there's the legal aspects and then there's the holistic considerations that go into what proposal we ultimately land on.

Would it be your expectation that let's say we had - the desire was to hone in on one - the ultimate goal to produce for public comment would be to have one proposal as the recommended proposal, and then in a sense have a second and third proposal with an explanation of the advantages and disadvantages and ultimately some statement perhaps of why, you know, that one was not the - ultimately picked as the recommended proposal.

Let's say we got to that if everybody agreed that was a - an endpoint for something to produce for public comment. Is it your expectation that, you know, Sidley would be the - would be charged with - having listened to, you know, the meetings in Istanbul and done the legal research and these discussions with you all that Sidley would be charged with producing the initial draft, in a sense making the - advising to you all, "This is our recommendation for the proposal that you should - that should be selected and this is our second and third?"

Or - and you all will then react to that and do discussion, et cetera or is it your expectation that the CWG would say to Sidley, "Based on everything we've heard and listened to this is what we would like to present as the principle proposal or the recommended proposal.

These are the two sort of backups if you will or alternatives and can you advise on whether you agree and also help flesh out the, you know, advantages and disadvantages?"

So who's going to make the first recommendation as to what is the preferred proposal?

Greg Shatan: Jonathan go ahead.

Jonathan Robinson: It's a really good question. Thanks Greg. And it was something which I wanted to discuss and probably think about a little. The - in the first instance my question was did you, I mean, you might've come back to me and to us and said, "Look, that's not our game.

We can't do that. All we can do is give you the landscape of options, highlight to you the risks and we feel it'll be very difficult for us to do any more than that."

What I'm sensing from you is that you may be able to go a step further than that, and you may be able to express an opinion as to your view on balance based on the legal considerations and what you've heard what your recommendation would be.

Certainly my opinion is that I'm - would be receptive to that and I think that might be very helpful to us because you have a degree of distance and objectivity that many of us don't have.

So there is real value in that and in my sense that the only thing that would undermine that would be if someone could say in some way that you were either in some way biased or insufficiently informed such that your opinion didn't have sufficient credibility.

But other than those initial thoughts as to how that might be criticized I haven't - I'm definitely - that's something I'd like to think about. So I didn't come into this meeting thinking, "Great. This is the answer."

I needed to understand that point first. So yes that's where I think we're at and I haven't discussed this with (Lisa) but I see some other hands go up. I'll...

((Crosstalk))

Josh Hofheimer: Let me just make one more - one point clear and then I'm going to hand the ball over to anybody else. When I sort of laid out those two scenarios I wasn't necessarily saying that Sidley was, you know, in a position to do that.

I was - to gather some input and feedback from you on what, you know, CWG's desires are.

Greg Shatan: Well this is Greg. I think that, you know, we - first off the - if counsel weren't around the CWG would be attempting to work towards some form of a consensus proposal and with the possibility that a minority view could also develop.

And the ideal endpoint is a single proposal but there may be points where there is either a minority view or a - an open choice between different thing. I think that, you know, and one - so - and one way is - I'd be looking to counsel for the CWG would be to kind of help to, you know, weigh the pros and cons of some of these pieces, to actively participate to the counsel in essence without kind of - since you do have distance you don't have an ax to grind that might be seen as, you know, favoring one endpoint over another.

But we'd, you know, clearly would be looking for kind of, you know, active consultation and ideally for kind of an iterative approach that would take us down the path together so that we could kind of more or less, you know, organically achieve an endpoint that has both the considered converging view of the CWG with, you know, full advice and weighing in of counsel. Holly?

Holly Gregory: Yes thank you Greg and I'm glad you said that at the end. Look, I think the way lawyers usually work is in an iterative process we learn what our clients' goals are and their thinking on how they might achieve those goals.

We provide information about the implications of those approaches and together work to try to come up with solutions, and at the end of the day you come to something that people think is the good approach.

So I envision a very iterative process where, you know, we're certainly comfortable giving viewpoints on what we think works, might not work, has risks, has less risks.

But at the end of the day I think the best outcome is going to be through this iterative process continuing to narrow down and focus, and I think that's where we get the best kind of outcome.

That being said if the expectation of the group was that at some point we came out with some kind of formal idea about what we thought was the best, we are certainly able to do that, able to weigh in, able to, you know, to provide our voice into the mix in a more sort of formal and static way. It's really up to you folks.

Greg Shatan: Greg again. I think, you know, one of the challenges will be to help guide the CWG without getting ahead of the CWG in such a way as to make it seem like you're kind of leaning or kind of breaking away from kind of the thought process.

So I guess the iterative, organic, intertwined approach is really the best one and I think also one that will keep the - so the people who are kind of watching the process, even if they aren't in the camp that initially favored the particular result, will feel that the process was, you know, both fair and enlightening and took the best view toward both the, you know, risks and outcomes. Jonathan I think your hand is next or is that Holly?

Holly Gregory: No I got to take mine down. I have to figure out how to do that.

Greg Shatan: Yes just click on the guy up on top again. Jonathan? I see Jonathan has actually taken his down - hand down as well. So any further comments on this point from others on the call? Oh I see Jonathan's hand now.

Jonathan Robinson: Yes so I took my hand down and she didn't immediately come up here. So I think this discussion around the way of working and the iterations and so on has been exactly what I hoped we would have in helping us then to figure out what - the limits of what we could or couldn't achieve both ahead of and during Istanbul and immediately afterwards.

So it's been very useful to do that and that both helps me but I think helps anyone tracking this work as well so that's useful. I think the - on - in terms of the likely outcomes, I mean, Josh did - I think it was - Josh touched on, you know, where we might go ultimately with this in terms of public comment and final report and so on.

Of course it would be most elegant if we could just come to a solution, but it's going to be messier than that along the way and we're going to have to have some challenges and Greg as you said we might end up with minority positions.

It's rather difficult to tell at this point but one of the issues we're facing, which is part of what's clearly putting us under pressure is the time constraints.

And that means that we may have to accept a document going out for public comment which has more than one variant in it but with a more comprehensive assessment of risk or issues than has previously been achieved.

Nevertheless notwithstanding that I agree. I think - and it seems like others do as well with the discussion that went on in the chat about the structure of the two days.

It feels like an open - taking this document open ended, having a discussion around the issues and really just talking through some of the highlights and key points on Day 1, and then perhaps trying to take something a little bit more outcomes oriented on Day 2 could be very useful way of dealing with the two sessions we've normally allocated to this part of the work in Istanbul.

And I'll just highlight - one other point is that we have set aside the prospect of going into evening time either Thursday or Friday and/or Friday if - given that everyone is in the same place at the same time and we may well reach into one or both those sessions depending on how this is going. Thanks Greg.

Greg Shatan: Well this is Greg. I've - I posted in the chat and I realized it's a little lengthy, especially when you look at it in the chat. You know, this is a - from an email that Holly sent I think at the beginning of the week.

It seems like so long ago now. But the idea that was here was - really kind of comes at where the break is between the two postings: propose a discussion in Istanbul of the priority items that any successful proposal should accomplish, address and avoid; nature of a review for the CWG but will help them move the project forward by providing insight into issues and viewpoints.

That still seems to me to be useful. I guess is - that's kind of Day 1, Day 2 or are we kind of morphing away from that a little bit? Would just like some thoughts initially from the - from Sidley or from anybody else on how this kind of proposed work item if you will fits into where we're going.

Holly Gregory: Well this is Holly. I think it's worth - I think that there's value in it in a couple of ways. I think we are learning a lot and we can learn a lot from the written and from listening in to the calls and from the due diligence conversations we've had with you.

But there's a lot to understand here about what concerns various people and why, and it seems to me that this is a great opportunity for us to hear that a little from people directly, and also give people the opportunity to feel like they've had a chance to tell us what's on their minds in terms of what the most

important issues are that need to be addressed and what any successful proposal ultimately needs to accomplish or address.

So I'd - if there's time and I would think relatively earlier in the two days than later in the two days it's something that we would appreciate. At the same time I know that the group has probably talked about a lot of the - at great length and I'm not suggesting reopening and debating.

I'm really almost thinking of the whiteboard exercise where we said, "Okay, you know, what are the priority things that a successful proposal accomplishes?"

You know, in addition to the - sort of the basic principles that you've, you know, you've written down in the points in the scoping document what else? And is there a priority among them?

And so we used for one example capture and I'd like a little exploration around what capture means, because it can mean some different things but those kinds of notions. With that I'll put my hand down.

Greg Shatan: Jonathan?

Jonathan Robinson: Yes couple of reactions and a couple of thoughts. I mean, certainly I think there is real value in simply having the opportunity to talk through the airing of views point.

I think that airing of views is better organized if we could try and capture it through some themes that Holly was just talking about. So it might be very good to - Greg if we can try and work on really trying to take at a high level what key themes there might be like the concept of capture that Holly gave an

example, even if we don't explicitly put those on the agenda such that we can make sure that as the conversation runs we can say, "Well has anyone had the chance to talk about this or find a way in which we can cover those key themes?"

Two other points I'd like to make. One is that all of this of course occurs in a context and that may be a theme that we might even want to pick up. In other words, you know, we could make whatever proposal we liked.

But if we thought there was a high chance of it being rejected at some point in the future steps there's - it might well be legally viable, it might well be appealing to the CWG but we do need to have that check that says, "Will it find broader acceptance and will it be acceptable to the NTIA? Will it meet the NTIA's criteria?"

So I think that's a key point. And then one thing I thought of and I wanted to air with you - maybe - I'm just wondering if I shouldn't come back and I'll hold it for a moment.

There's some - there's one thing I'd just like to talk with you all about in a moment, but let me just pause in case there are other thoughts or reactions or comments at this stage.

And so Grace just reminded me in a side chat that we will have Explain available - Explain, our graphic - specialist graphic artists who work in visualizing complex subjects and helping to explain and articulate and finish concepts.

So they could be - they're going to be available to us as both doing some pre-prep material and some facilitation and communication in the meetings and communication post-meetings.

So if anyone feels from Sidley or indeed on the Client Committee that there are particular elements of what we're working on could be easily helped with - by Explain that's also something to think about.

It wasn't the other point I wanted to come to but that was just a nudge from Grace on that one.

Greg Shatan: Jonathan why don't you take your next point since I think your jewel-like statement needed no further commentary?

Jonathan Robinson: Thanks Greg. It struck me that this -- I'm trying to think how to articulate this. The big issue we've got is the sort of elephant in the room is what if IANA were to be transitioned to another operator.

What structure, what structural construct would best facilitate that eventuality? Ironically there's all this work going into that structural, that structure that may never be used should ICANN continue to perform an effective management and operation of the IANA functions operator.

But nevertheless there is a desire, there is some level of concern that by creating such a structure or certainly variants of that structure we create a fundamental instability.

And that for example is a context point that we might, that we will need to look at. But I thought of a thought experiment so we're very focused on transition one.

We move IANA away from ICANN and then what? But what happens if we then were to move IANA away to a third operator, which is if you can conceive of IANA being moved to a second operator why couldn't it be moved to a third operator and what if any legal and other issues does that throw up?

So I just - it struck me that we were very focused on step one but step - it really needed - I'm struggling to articulate this properly but it may be that we need - I'll possibly have to write some thoughts down on this.

But I just wonder whether we are - what the issues might be in that if we only think if because I guess let me put it this way. Everyone thinks about moving IANA away from ICANN because there's a problem with ICANN.

But what if those problems, you know, the question is - I'm really struggling to capture this easily so let me hold off there and let the discussion take its course. Greg I'll hand it back to you I'm sorry I just can't quite capture that thought.

Greg Shatan: No I think there's a meta concept there and I think we'll need to return to it, an important one. I see Sharon's hand is up.

Sharon Flanagan: Yes well I was just going to say I think it's a really good point Jonathan because the step two, the okay well then how do we implement that transition? That's a huge, that's its own project I mean that's a huge project of its own right.

We're just focused right now on step one how do we transition at day one but to build out the well okay, so if the new quote - I think you're talking about the nuclear option right?

And if the nuclear option occurs that requires, that will require a lot of documentation on the how of that transition and the what and where is it going and what would be an acceptable recipient in what form would it take.

And I don't know if any work has been done on that but I view that as also a major project.

Jonathan Robinson: Holly.

Holly Gregory: Isn't I mean to my mind Jonathan I thought you were pretty clear. I hope I'm clear in understanding you. Instead of saying that this is like, you know, looking at yourself in mirrors upon mirrors right.

We can set up the structure around what happens if ICANN doesn't perform and it gets taken away. But then you have the next problem of what if the next doesn't perform and the next one after that and the next one after that?

How do you have, you know, really have, where does this end if you will? You have the same, it's the same issue in looking at accountability structures and review structures, you know.

At what point do you say, you know, that's enough oversight and we'll let the buck stop some place. So these are really difficult issues and I think important ones to keep in mind.

And also to keep in mind that as we're trying to solve for these problems when is the solution good enough? Not perfect, not going to address every eventuality but gives enough guidance so that in those situations that we can't define down the road people have a process and some guidance to try to figure things out.

Greg Shatan: Thanks Holly, I'll speak briefly and then, you know, turn it over to Jonathan. I think there is kind of two aspects to this and I think, you know, first there is work being done and looking at, you know, the potential transition away and the mechanics of it as well as the triggers for it, two separate work streams and design teams.

I think there is when I said there is kind of a meta issue here the meta issue is that we have - we have to be both very focused on the potential for things to go bad and to anticipate worst case scenarios that might require moving the IANA function away from ICANN to a different team or even conceivably moving the IANA function team or the route zone management staff away to a different entity if for some reason we feel they're doing a good job but ICANN as an institution has become the wrong place for it.

At the same time we and this is kind of where we kind of went a little bit awry in terms of priority. We have to make sure that what we're creating is operationally something that will perform the oversight function day-to-day and not just deal with the 100-year flood but deal with the day-to-day operational oversight and the give and take that, you know, customers and multi-stakeholder group have to have over the IANA functions and, you know, what those, how those will be measured and how often and we know what the expectations are.

So we have a real balancing act and kind of in act one we were very focused on separability and separation and in act two we're more focused on operability and operational excellence management. Clearly both of those are important and so we have to kind of, you know, balance those two as well as the idea that we have to create something that is to be iterated away from the next participant as well. Jonathan.

Jonathan Robinson: Thanks, you covered much of it so I'll try and be brief but I would like to really emphasize the point that you made. This is a transition in stewardship or oversight.

And with that transition in stewardship or oversight comes the ultimate prospect of a transition of the functional operation of IANA out of ICANN. Highly unlikely but in many people's minds something to prepare for.

Of course there is a school of thought that says that preparation should all be done in modifying ICANN so that - and that ICANN is the only credible home for the IANA function and therefore all attention should be on ICANN.

That clearly is not held throughout the CWG and so we therefore consider thoroughly the prospect of transitioning IANA away from ICANN. But the point I was trying to make inelegantly was that if we were to consider that transitional buy IANA away from ICANN we need to consider that in the context of potential successive transitions thereafter because we wouldn't be credible if we simply say, well if it doesn't work out from ICANN we'll move it to operator number two.

And as others picked up if it doesn't work out at operator number two whatever we've constructed better work to transition it to operator three where operator three is not ICANN.

So thanks that's really just that's a kind of test for any model or construct we come up with it needs to not just stop at step one it needs to be comprehensive enough to be able to come to this step three and if not there's a kind of logical failure to the model we construct.

Greg Shatan: Thank you Jonathan. Two points, we have about ten minutes left. Sharon requested rightly so that we take a moment to discuss the integrated model that is a late entrant into Sidley's considerations and, you know, somewhat later, you know, for us as well.

So I don't know if you've had any chance to look at it or if you have any questions about it or want us to discuss it in any fashion. Sharon what's your thinking on that?

Sharon Flanagan: Yes I think it would be helpful to get some background. I mean I understand this is, this proposal is trying to somehow bridge the internal and the external solutions but can you give us at a high level why there is a belief that this is a solution that this - what are the merits of this what makes it better?

Greg Shatan: Well that's a good question, you know, I think that may be better answered by those who are championing that solution. I think the idea that one thing that makes it perhaps better is that it creates a separable ICANN or separable NTIA that could be separated at a later point in time without necessarily creating any, you know, outside mechanism at the moment to do that.

So that's, you know, one part of it. Sharon I see your hand is up again.

Sharon Flanagan: Well let me just take an example. So there's three variations. One is an IANA subsidiary, one is a shared service arrangement and a third is a free standing IANA.

How is the free standing IANA, this is just as an example. How is that different from Contract Co? What do people think is different about that?

Greg Shatan: Well I think in this case Contract Co contemplates an external company that takes the NTIA's place. The free standing IANA then contemplates an IANA that or an IANA route zone management staff that exists in an independent place thereby creating an arm some sort of an arm's length relationship between that and ICANN, which then in a sense ICANN could take the NTIA's place.

So it's really a question of whose, which side is outside the body so to speak.

Sharon Flanagan: But structurally that free - so I was thinking it's theoretically possibly another let's not call it Contract Co but another new Co. So there's three parties, there's Contract Co or whatever that entity is, there is ICANN and IANA.

I'm just trying to understand what...

Greg Shatan: I think the idea was to have a new Co, put IANA into the new Co and thereby not have to create a Contract Co as a new Co.

Sharon Flanagan: So in other words NTIA could transition its contractual oversight role, its decision making to ICANN. And ICANN would then be contracting with IANA and providing the oversight and ICANN would be that oversight mechanism.

What's interesting to me is so many of these models are very concerned about ICANN's ability, you know, to operate the IANA, you know, the IANA functions in the way that the multi-stakeholder group would like.

That that just and I'm trying to understand what the advantage is that's seen there.

Greg Shatan: Well I think that there was a hope in this model that ICANN would be accountable and more driven or instructed by the multi-stakeholder community and its actions and in dealing with IANA.

Sharon Flanagan: But I mean how would - that how would the more direction and instruction happen with IANA outside ICANN and inside ICANN?

Greg Shatan: Well I think the idea is that ICANN would that there be a contract between ICANN and the IANA that would form kind of the accountability and oversight.

And then within ICANN there would be methods and processes for the multi-stakeholder community to guide ICANN in its oversight so that it wasn't ICANN the corporation going forward.

Sharon Flanagan: Are...

Greg Shatan: Jonathan I see your hand is up.

Jonathan Robinson: I will defer to Josh and then come in after that.

Greg Shatan: Josh.

Josh Hofheimer: I want to ask a question about the sort of second of the three sort of structures that they proposed. I - leaving aside for the moment and just because we're short on time the substance of complexity of sort of the fully independent IANA and how that looks different from in some ways substance with the external proposals.

In the SSA model where they have the three policy-making boards each having a separate SSA with this separate IANA entity. The way I read it and I'd like to see if others share this reading or if I've misread it.

The way I read it there, that seems to imagine a separate IANA affiliate or separate IANA entity that is co-owned one-third, one-third, one-third if you will or has three members.

Not really owned because it's a non-profit but has three members that are ICANN and the two other policy making bodies both with sort of equal weight as members and perhaps even as board members too.

Is that the correct read of that middle iteration?

Greg Shatan: Yes it is and I think that's caused some consternation in the sense that our task is really only to come up with a solution for the names and not for the protocol parameters and numbers, which would be those other two pieces.

On the other hand we're not supposed to act as if they don't exist. That is kind of the, that is what they're trying to solve for is it's kind of the ultimate solution.

Josh Hofheimer: Okay.

Jonathan Robinson: So in fact Greg and Josh that's closely related to the point I was going to make. I was going to say two things. One is that we reviewed these proposals in some detail in a single meeting or a meeting substantially dedicated to this in the CWG.

And my sense of that while it's not ruling out the other variants was that we had quite, we had a move within that meeting towards one of the variants. I don't remember off the top of my head which it was I need to quickly go back and refresh unless Greg your or someone else remembers that.

But certainly that was the sense of that meeting that one variant got more traction with the group than the other two.

Second, that there is a form of assumption in this iterate model that in some ways the other participants in the IANA function the numbers and protocols would work with some form of integrated model.

And we have no indication notwithstanding our scope that you referred to a moment ago Greg that they would be interested I participating in some integrated models. So that is that concern or consideration as well, thanks.

Greg Shatan: Thanks Jonathan, we have about two minutes left. Anything in terms of next steps? I know that some of us, some people have to drop right at the hour.

Jonathan Robinson: Greg it feels to me the next steps I'd like to see is a probably a sense of the content of the two meetings and I think we're pretty close to that but I think we owe it to ourselves, the CWG and our Sidley colleagues to give a feel for, you know, the two different meetings and the desired outcomes.

I think we might want to do some work on some themes and try and get those themes to the earlier point that Holly talked about. And I do think it would help me and possibly others if we were to just describe over and above what we've said in this how our way of working might go.

You know, that this iteration and then we come to this point and then we come to that point and it may be overly prescriptive but to try and give others a sense of where this is going that, you know, how we're likely to move towards some resolution and outcomes, thanks.

Greg Shatan: Thanks Jonathan I will add to that too that on our side including (Liza) it will be helpful if all of us read carefully the document that we received this morning or last night depending upon where you are.

And provided, you know, editorial and conceptual comments back to Sidley so that we can have a revised draft for Istanbul, you know, assuming that this first draft isn't, you know, is going to need at least a little tweaking.

So far I've read about half of it and, you know, thought it was very solid. But that's, you know, something we need to kind of give feedback on.

Holly Gregory: Right and, you know, we view this draft as very, very much a work in progress and we're happy to continue to fine tune it between now and Istanbul, you know, recognizing that once we start traveling it becomes much more difficult for us to be engaged in that exercise.

But so that's a long way of saying that any initial reactions or suggestions that you come back to us, you know, sooner rather than later. I am concerned that, you know, often this kind of document leads to more questions.

And I don't know that we have, we want to address the questions that we just sent across the (transom). I'd like to understand timing on those and if then this draft simulates a lot more questions I don't know that we can get those done before Istanbul. So in any event we'll do our best.

Greg Shatan: Fully understood I think we need to get our comments back to you on this document in the next day or so. So if you have any chance to deal with them before Istanbul.

And then I think everyone will understand that, you know, this is an iterative process there's going to be a lot of questions that come up that will need to be kind of pulled down for further review and answer.

You know, even capturing those questions sometimes off of the lists and chats and call transcripts can be a challenge in and of itself especially as they come in from the larger group.

So, you know, it's our job as the client committee to try to concentrate things that come in from the rest of the CWG but that's, you know, on our side what we'll be doing.

But I don't think we should be too concerned about, you know, trying to do the impossible.

Jonathan Robinson: Greg, can we get a deadline on that? I mean is it close of business Friday or is it close of business Monday? We're currently working for content on the design team as you know Monday but I think that may be too late for Sidley.

So perhaps we need to just be sure...

((Crosstalk))

Holly Gregory: We need comments, I have to give a tight deadline but we really need comments end of day Friday if we are to I mean because Sharon and I have got it that's the weekend.

Greg Shatan: Yes I think that's fully, completely doable and appropriate. I see Martin's comment in the chat that he read it twice and did not feel any changes are necessary.

                  You know, my - I have to read it twice as well but I certainly didn't see a section where I started like, you know, reaching furiously for a pen and start, you know, doing, you know, things, which is a good sign.

                  So let's make it 1800 UTC, which is 4:00 pm Eastern Time on Friday. No it's 2:00 pm Eastern Time on Friday. That should work for us and we'll just make sure that (Liza) knows about that as well. Martin I see your hand is up.

Martin Sutton: Yes I hope you hear me. I have a suggestion, maybe we shouldn't put too much time in revising this document as it's already out to the group. And I think it would be helpful to have a choice going around.

                  It's here, we're not here to perfect this document. I think it's good but informative, it answers the questions at least to a certain extent of course but that's what we wanted.

                  And a weekend - what we really should work on is to have a good presentation of the highlights of the document and a good (unintelligible) presentation on the first day I think.

It will not be about I hope at least not be about details of this document it will be about the highlights we have to discuss those.

Greg Shatan: I guess my response to that is kind of two-fold. One is, if there are ways I think we could, you know, see to clearly improve the document or correct any assumptions I think we should do so.

I think that reworking the document for the sake of creating a second draft, you know, doesn't make sense. And I think you raised another very important point, which is how will this be presented in Istanbul.

It won't really do to put the document up in the chat or in the middle of the Adobe Connect. So I don't know if a power point is called for or just some bullet points.

You know, we'll expect people to have read it by the time we get to discussing it but that is an important point. Jonathan.

Jonathan Robinson: Thanks Greg, I'm with you and Martin. I don't think they're necessarily contradictory I think if we don't, if we are able to not produce a second version of the document great.

There is something substantive that needs to be done but we could still ask for any questions or input simply to give Sidley initial feedback. That doesn't mean we necessarily need to produce another version of the document.

And I agree with you it's critical that we have a method. I'd really like ideally Sidley with our help if necessary to think about how best to bring out some of the key themes here.

And it may be one slide per question, but somehow or another we need to have a tool to, a mechanic to discuss the salient points and possibly the themes that Holly mentioned much earlier in the conversation as we're wrapping up with some of the themes or something like that.

We need a mechanism to present and get the ideas across and have an ability to discuss them. So that's what I would like to be seeing in the first meeting.

((Crosstalk))

Holly Gregory: This is Holly and I didn't raise my hand but if I may. Happy to work on some kind of thought about how to do something with summary. One of the challenges we found in answering the questions was because of the way that they were phrased there was a lot of redundancy.

And so if I were going to do a summary of this document I wouldn't organize it by the questions that were asked. I would try to find a different organizing principle that might have to do more with sort of legal considerations for the external model, legal considerations for the internal model, legal considerations for a trust model.

So I think it would be better organized around what the potential solutions are that you're looking at. Does that make sense?

Jonathan Robinson: Yes Holly, it's Jonathan that makes absolute sense to me. I have no objection to that I think it's really sensible. I think what you are dealing with due respect to members of our committee and those that worked on producing this document is a classic case of, you know, the camel being the (host) designed by a committee.

This was a document prepared by a committee that attempted to respond to various inputs. That means that it is almost by definition not well formed although people did attempt to produce form and structure to it.

So my initial reaction is yes, by all means if you could pull together some themes in a more appropriately structured response that is recognizing these questions I think that would be very valuable.

Greg Shatan: This is Greg, I would second that and it would also say that either that our staff or I should say ICANN staff may be able to help, you know, put things into a power point form, you know, with nice, you know, not necessarily graphics but at least looking better than, you know, black on white or of course, you know, Sidley probably has business development and other people there who can do that too.

But, you know, one of the great blessings we have in working on this is the sophisticated and hardworking staff that has many tools at their disposal.

Holly Gregory: Well we appreciate that offer. Right now it's going to be a challenge in the time to get it down on paper substantively and summarized and we can, we will certainly think about how to make it pretty and fancy but I want to get the substance right first.

Greg Shatan: Yes but I'm just suggesting that once we get that substance we could write or close we could turn that over to staff and then they would be able to, you know, do something that's a little more aesthetic.

So I think then it's now ten after. If there is anything in the kind of all other business at this point please raise your hand. If not I think we've chewed on a number of things.

Holly Gregory: I'd like to confirm from a to do perspective. You folks are going to give us comments by some point end of day Friday, we're going to work on some kind of summary presentation that touches on what we thought were the really key driving legal points but short, sweet I would hope no more than four or five slides.

Greg Shatan: That works perfectly for me on both our actions and yours.

Holly Gregory: Terrific.

Greg Shatan: And then we have, you know, in the right hand side here in the notes we have various action items listed. This will all be available to everyone, you know, shortly after this call so you don't have to furiously cut and paste this into some side document.

So anything else or shall we adjourn? Jonathan.

Jonathan Robinson: Greg, I'm Jonathan, one final point and that's in effect we have design session one so if we could pick up our list and just generally think about session two thinking ahead to that.

And we may not be able to design it fully in session one but let's just give some thought to that as well, thanks.

Greg Shatan: Great and we could also think about how (explain) comes in, could come in and help take those high level concepts and (explainify) them in kind of the one picture worth a thousand words working method they're very helpful in that way. So we can get them involved in that potentially as well.

So I think with that we're ready to adjourn. Obviously we will try to be, you know, very active on the list and I would also just as one last point suggest to Sidley and please pass this on to your peers that have left the call, don't feel shy about using the client mailing list even for kind of raw documents.

I think that's what ICANN (unintelligible) expect and not a lot of off list work, you know, clearly if there's a particular thing that, you know, wants to be taken off list that's a point but the default should be that everything comes through the list even things that are very much works in progress they just kind of need to be introduced as such.

Holly Gregory: You know, Greg I'm actually more comfortable with you folks doing that but if the directive is to do that in the first instance we don't mind this being shared publicly but I think we thought in some ways it was yours to do that.

Greg Shatan: No, the client committee this should be viewed as our shared sandbox. So, you know, please feel free to, you know, drop things directly into it.

Holly Gregory: The client - I'm sorry the client committee or the CWG?

Greg Shatan: The client committee list.

Holly Gregory: Absolutely, no we're comfortable with that.

Greg Shatan: Yes, if anything needs to be introduced broadly to the larger CWG list we can take care of that.

Holly Gregory: Okay.

Greg Shatan: We have I think almost maybe 30 observers non-participant observers on this list, on the client list. So a lot of those who want to see what we're doing are viewing it on this list.

                Things that need to go to the full list, you know, we'll certainly send to the full list.

Holly Gregory: Great.

Greg Shatan: I think that clears that up. So I look forward to plenty of activity and to see you all in Istanbul and to make great breakthroughs in Istanbul.

Sharon Flanagan: We just have to make sure there's time to go to the Grand Bazaar.

Greg Shatan: Well that sounds good to me.

Sharon Flanagan: Okay.

Greg Shatan: You need a little bit of the romance of business travel to be broken up by some actual excitement.

Holly Gregory: See you next week all.

Greg Shatan: See you next week.

Holly Gregory: Take care.

Greg Shatan: Talk to you all before then in different places.

Holly Gregory: Okay bye-bye.

Greg Shatan: Bye all. That concludes this call.

END