

ICANN

**Moderator: Brenda Brewer
March 23, 2015
8:00 am CT**

Coordinator: The recording has been started. You may now proceed.

Thomas Rickert: Be seated please.

Man: Yes.

Thomas Rickert: So this does seem to be a little bit hard. Okay can we get the recording started? It is started, that's awesome.

So welcome back to the afternoon session welcome to the remote participants. This is Thomas Rickert for the record. And we would like to continue our conversation by moving to the next community power which is the community power on approving bylaw changes.

And Jordan is going to help us with that and is going to introduce the topic and then we're going to move to discussion.

I do - oh, I do thank you. Just while we we're waiting for this to appear this is the bylaws change and (unintelligible). I'll try to find it as well and start talking about it when a community approves bylaw changes.

Woman: (Unintelligible).

Thomas Rickert: So I'm going to start talking anyway. What we've got is a proposal to give the community power to block a change to the ICANN bylaws.

And to whatever means we organize that constitute it the basic is that they - the board proposes a bylaws change. The community can say no go back and look at it again.

There we go. And this is a nice short two page template. And what I've said summarizes it entirely. I'll - I can't see my own mess.

So it's quite seriously one of the things that hasn't been specified in these is who would trigger this action. And so we do need to define that.

But I think that with all of these powers like the budget power and so on the general idea has been that if an SO or an AC raised it to the mechanisms attention it would go into consideration and then a call for a decision would arise.

It helps keep the board accountable. And because it means that there's a check and balance on the board's ability to make bylaws changes it raises the threshold if you like for the board to be considering and incorporating the community's views before it goes ahead and formally proposes a bylaw change.

The rest of the material if you scroll down on this, is this set up (Adam) so that only you can scroll or is it everyone can scroll?

Right so if you've all got scroll control and you'll be able to recognize much of the content from the previous (para) on the budget. Most of those comments are the same.

And so I don't think that there's any need to take up any additional time in trying to explain it. It's very brief and very simple.

Steve is suggesting that we just look at the standard of review in the template which is on the first page, second half of the first page.

And once again the language there is some of the bylaws which should include the values that we talked about this morning and public interest, stakeholder's interest and applicable California law. That's something to be aware of.

And I've been drawing your attention specifically to that. I think if we just take any comments co-chairs if that's - raised his hand so James please?

James Bladel: Hi. Thanks, just a quick question and apologize for injecting some complexity into what should be the easy one.

But if all of these structures and mechanisms that were talking about result in bylaw changes I think it's important that we get this one right but it's kind of our last line of defense against everything else.

So my question is why wouldn't we consider taking this a step third or further and instead of blocking proposed bylaw changes from the board why even

examine where - why bylaw changes are originating from the board in the first place?

And perhaps even expanding upon that in saying, you know, there's a process for bylaws changes and that they don't they may end up at the board for final approval but do they follow some sort of a more bottom-up process from other areas of the organization?

Or it's possible that I missed that call we already had that discussion.

Thomas Rickert: No. I guess your point is a very good one James. The - it's almost similar to the - to how ICANN crafts a budget and presents to the board for approval.

I think many of the things that we have on the table are already discussed between the community and ICANN staff and the board right?

So I think it's quite unlikely for the ICANN board to come up with the bylaw change entirely in isolation without having a triggering moment from the community.

And this...

James Bladel: That's true. And I would agree that that should be how it is. But I think there was recently a proposal to change for example with the way that they process GAC advice that a lot of folks I think were caught off-guard and didn't know where that originated, you know, where that particular proposal had originated from.

So I think blocking proposals is a good idea and certainly an important mechanism. But just taking that a step further why are people still being

surprised by proposed changes to the bylaws that seem to be originating either from the board or from board and staff?

Thomas Rickert: I agree with you there wouldn't be any surprises because there's a consultation process before. And I think, you know, since we had this point with the budget earlier and since you're bringing it up now I think in our recommendations and in the report we should make very clear that these mechanisms are meant to be last resort mechanisms in case the consultation process between the community and the board has failed for whatever reason right?

And that these should be used and hopefully improved so that hopefully these mechanisms will never be or these powers will never be exercised.

So I think the point is well noted. I think the - nonetheless we have to work on the community empowerment in that regard but we will make sure that something along these lines goes into the report. Does that address the concern?

Chris Despain.

Chris Disspain: Thank you. So I think this is actually in my head this is relatively simple and straightforward less of an issue than the budget one not least because of timing because you don't have any set times for these things generally speaking.

Picking up on James' point the sort of circumstance where I had envisioned this would obviously if the board arbitrarily decided to change the variables and this is - that is something that this would fall into but generally speaking the way that I had seen it was it would follow through the normal process.

And if you take the GAC, change the way the GAC advice was dealt with that did actually follow through the normal process.

It may have appeared to come from the board originally. Actually it didn't. It came from the joint GAC Board Working Group. But nonetheless it went out for public, consideration and so on.

So my view is that where this would work is that you've gotten through that whole process. There's been public comment. And for some reason the community doesn't believe that the public comment's being taken into account. Gosh that's very exciting.

The public comment hasn't been taken into account. The board has ridden roughshod over the community's concerns or the board has pulled from a hat a sudden legal requirement that, you know, says we must make this change irrespective of what you think, et cetera, et cetera, et cetera.

So in those circumstances I think it's perfectly sensible that the community would have the opportunity to veto.

Thomas Rickert: Steve, he was even before Chris in the queue. Go on.

Steve DelBianco: Thank you. Steve Del Bianco. Chris is right about the circumstances that he described. But there's another set of circumstances we anticipated that need this power.

So many of the changes we're going to do to power the community are going to be bylaws changes. In fact he went through a handful this morning. We just covered the one about being able to block a budget.

We have many more to cover, affirmation of review, affirmation of commitment reviews.

So suppose through Workstream 1 we get all these changes to the bylaws and then a new board in two years tries to walk those powers back.

One of the ways that we secure these powers so that they can't be given up without the community's consent is the ability to block a bylaws change.

So there is much to secure and retain our community powers as they are to block a sort of a rogue bylaws amendment that the board or general counsel were trying to push through. Those were different.

I also pointed out the standard of review on this one Jordan. We - this template leads one to believe that the standard of review has to be strictly applied by someone.

But it's my understanding the way this is designed is that the community if we've adopted the supermajority vote to block a bylaws change we may have considerations that we based our decision on. And what you've listed there are those considerations.

But by no means are they standard of review because the community's vote isn't subject to a third-party review.

So it might be better to change that heading both in the last one we did and this one to simply say the considerations for the community voting but they're not a standard of review, not the way we're going to be discussing it when Becky walks us through the independent review panel later on.

Thomas Rickert: Thanks Steve. And maybe it's worthwhile to asking Jordan before we move on in the queue, you know, we have approve or block.

So I think we might - I think we should decide which one we're actually talking about.

Jordan Carter: Yes I - all of the - my personal approach effort has been to encourage people down the block because the proposed route is the board's job. The approval is the board's job.

We're talking about the creation of a set of reserve powers, not trying to create two boards, not trying to create an ungovernable organization.

So I think and Steve your point relates to the frailties of this template when applied to powers. So if we're going to as we go forward in representing this work we will find ways to display it that don't create these crossovers between different purposes.

This template is - has served us well so far but it needs - we'll need to move on from it.

Thomas Rickert: Okay. So we - the understanding that we're talking about a blocking mechanism and should there be any objections to as proceeding on that basis please make yourself heard.

Next in line is Markus I think isn't it? Yes Markus.

Markus Kummer: Yes. Thank you Markus speaking for the record. Just building on what James and Chris has said and what Jordan now just said about the approval I just

wonder whether we could not in a way turn it around and say strengthening community involvement in bylaws changes with the ultimate possibility of blocking the bylaws.

The same way discussion on the budget we do have existing processes where community is involved. And strengthening these processes with giving as an ultimate resort possibility of blocking would be my way of looking at it, a rather positive way of strengthening community involvement in designing bylaws but giving the community the option of blocking if they feel that their voice has not been heard.

Thomas Rickert: Thanks Markus. Alan?

Alan Greenberg: Thank you. I originally put my hand up in response to James. And he asks sort of why don't all bylaw changes come from the community?

And my original answer I think was there's probably parts of the bylaws where which were the community is not really structure to make changes.

The ones we're talking about in this group if this group had not been explicitly formed there is not a lot of places in ICANN where a change in the core mission or something like that would likely occur even if it was warranted.

So certainly there are things in the bylaws which may not all be driven by the community. But more important right now for the budget for instance we do have a process by which the community is consulted.

It's not in the bylaws they have to. That's simply the people have decided to.

If you look at the bylaw on amendment of bylaws it says the board may with a 2/3 majority may change the bylaws.

They don't have to give advance notice to the community. They don't have to put it out for public comment. They don't even have to announce it in the agenda ahead of time. It can just be done and announced as a fait accompli.

Guess what we did guys? So we probably want to look at that and perhaps change those rules as well that they must do some consultation.

Maybe there's some legal reasons why they need to do things on an emergency without consultation, I don't know. But certainly right now there is no escape hatch and there's a good reason for us putting this in.

Thomas Rickert: Implementing our recommendations lawyers will have a look at the whole set of documents and make it a cohesive approach. At least that would be my hope.

Alan Greenberg: Changing the bylaw which says there should be consultation is very different from what we're doing here. So I'm not sure the lawyers would automatically make it cohesive like that so it's something I think we may want to think about.

Thomas Rickert: Okay. The point is noted so we can move to Becky then.

Becky Burr: Thank you, Becky Burr for the record. I just want to in furtherance of what Chris was saying in response to James just remind people that we actually did have a very real experience with a bylaws change that took the community and as it turned out some members of the board by surprise which was the

change in the standard for independent review that was introduced at a time that the ICANN community was extremely busy.

The only constituent stakeholder group that commented on it was the Registry Stakeholder Group. And they commented saying that it was not ready for prime time.

And the process continued and the board ended up approving the bylaws change on the consent calendar.

And some members of the board were surprised when we started talking to them about what the substance of the change had been.

So it's not like there - it's not this - it's necessarily that there's bad stuff going on but simply the - what's happening hasn't come to the attention of the community in an effective way and it has significance to the community.

So I think this is a very valuable remedy.

Thomas Rickert: Jordan is next.

Jordan Carter: Yes thanks.

Thank you. This has been a helpful set of inputs. I'm pleased that no one suggested that we should have this power so I guess there's a bit of a consensus in the room about it being a useful one.

I think I just wanted to restate that a point about it being a veto because that's something that is important to stick to if we if we can consistently across these.

And I also want to raise the point that isn't in the template about how this person start? How would you - how would anyone initiate the idea of vetoing a bylaw change?

And common with the budget one I think it's one SO or AC formally raising it sort of starts the process of considering it and asking people to make a decision.

They only other threshold that we've proposed in this work is two SOs or ACs. And that's in respect to removing the ICANN board of directors.

But there's time still of course to think about these things. So that's kind of in my head anyway where the threshold is sitting at the moment to start this process happening.

Thomas Rickert: Can we - I thought there was an old hand. Steve?

Steve DelBianco: Thank you. There's another threshold question in your which is the super majority versus majority. And if (Caboose) were here he would want to know right away does super majority mean 2/3, 3/4 or 4/5?

And I'm not suggesting we have to solve that right now. I honestly believe that the appropriate level of majority can be done on a comparative basis, like we'll take a look at the power to block a budget. What should that require? Now compare that to the power to block a bylaws change.

Oh maybe that should be a different supermajority? Spill the board. It could be a different one. And as we move to that next power of spill the board we'll

probably get into a deep discussion of what's the appropriate majority has to be.

And then we'll walk it back to these two lesser powers and see what the appropriate application is. So I noted - I note that supermajority is undefined.

We haven't indicated whether all ACs and SOs must vote or can they just abstain. And if they, a bunch of them abstain well then how do you get to a super majority without that?

So there are some considerations on what constitutes the right quorum, what constitutes a super majority? Let's note them and come back later when you compare all these powers perhaps in a single table.

This morning you did a table comparing the mechanisms or structures. And we ought to do a similar one with these four powers.

Thomas Rickert: Chris?

Chris Disspain: Thanks. And I agree with Steve. I just in the spirit of sort of cooperation I just want to raise one point. We're talking about voting on stuff.

Is the Working Group reaching out to the GAC at all about their involvement in these sorts of processes because there's a challenge here.

The ALAC and the Cs and the Gs are used to mechanisms where they, you know, they vote, et cetera, but that doesn't apply to the GAC.

And I think if we're going to be struck creating something that relies upon a series of mechanisms that involve voting we need to be very clear on our

percentages because if we assume for - if we assume the GAC won't vote I mean that takes them out of the frame.

If we assume that they continue to operate on the GAC advice principle which is that they can provide advice and the board is not bound to accept that advice but there is who process which takes about six months by which the board cannot accept that advice.

So if you didn't have GAC buy into these processes and they simply produced a piece of advice, you know, at the end of the process the says we don't agree the board would then be in a position under the current structure. And I don't see an intention to change that where they would effectively have to go into a six-month process to deal with the GAC.

Thomas Rickert: I think Chris you're mentioning an excellent point. The -let me to respond with two answers first of which on this specific point we haven't reached out to the GAC.

On a more general note - and this goes for all the charter organizations -- we have members from the respective groups there.

And it is my understanding that it's the role the members to liaise with their respective groups to check feasibility.

And so far we are aware of the concern but we have not received any feedback as to changes required to our approach because of the way how charting organizations operate.

So would you like to add to that? So Steve would like to comment.

Steve DelBianco: Yes. We have a GAC members on Work Party 1 on the calls with us as I mentioned Kavouss earlier. And we are conscious of the fact that the GAC may or may not be able to vote.

We want to err on the side of welcoming the GAC's vote when and if it can right. It can be completely open to the ability for that to be there but not demanded and perhaps not even expect it but to welcome it.

And therefore if it happens great and if it doesn't we just need to make sure it doesn't kill our ability to get a quorum necessary for a supermajority requirement.

And that could be the case Chris even if it weren't the GAC who was unable to vote it might just be another vote group. The SSAC might say you know I don't really care about this one.

And they may sit it out. And when that happens what's the new supermajority threshold?

Thomas Rickert: Thanks Steve. Jordan?

Jordan Carter: I think that that comment Steve is not deliberately I'm sure an argument in favor of some kind of way of exercising these powers that brings people together for a conversation.

Because even if people don't vote they might usefully share a perspective from the groups that they are from that will help inform everyone else's decision-making when they are casting votes.

And the last point I wanted to make just as we get into our next power there are always temptations where we should start off with James to expand our work beyond improving ICANN's accountability to improving ICANN.

And so I'm noting the things down that are improving ICANN like the better budget process or more involvement for this.

Yes but when we come back to that stuff it'll need to be Workstream 2 or even the CCWG on making ICANN awesome or something but not necessarily us.

Thomas Rickert: Thanks Jordan. Sorry I've fallen out of the Adobe Connect so it was not possible. Just a remark since nobody else from the GAC reacted to the discussion that we just had.

You know, that we are - have decided to undergo a revision of our operating principles. And that may include discussions on having us giving us ourselves the right to vote and so on and so forth. That may take some time such a process.

The thing is that whether the GAC will be wanting to vote or not I think we should make sure that the GAC is involved in these decisions in whatever way is considered to be appropriate by the GAC but also by the rest of the community.

And I think we can't go much further than this for the time being. But as long as it's noted that the GAC is - should be involved in the appropriate manner and then time will tell what that that going to be a think that is as far as we can go. But I would take it as an agreement that the GAC should be involved. Is that right? Okay thank you.

Thomas Rickert: Thanks Thomas. Okay before we moved to the next power just let me just check a few things with a group. Is there any objection to the need for this empowerment? We want to keep it right?

We want to keep it. So we also - I also send support for the notion that we want to vote on this right so that it's going to be a voting based mechanism.

And please make yourself heard make yourself heard in case you object to that.

The one - I think the idea that Steve brought up is an excellent one that we should talk about (quora), talk about voting thresholds, defined supermajority, absentees and stuff like that.

But I think one specific area we haven't yet touched upon and that is the mission creep contingency. Because if ICANN chose to become a registrant and if that was - if that were let's say built into the bylaws and the community was just too sleepy so that nobody, no SO or AC would trigger this blocking mechanism, you know, is this something that we've sufficiently considered or do we at least want to have a placeholder for the mission in the bylaws being as such a golden bylaw that would require a different treatment?

Steve?

Steve DelBianco: I think you'll be best served to wait until the independent review panel discussion because that power where the community has standing looks to the mission and values that we discussed this morning which have in them tight limitations on ICANN scope creep.

So if a board decision were made even on a bylaw change Thomas but any decision to suddenly become a registrar that decision then become subject to an IRP that looks to the bylaws to block it on the basis of a standard of review that says it's outside of their skill.

Thomas Rickert: But that would be after the fact. And that's a difference in the mechanism.

Man: I have an additional concern Steve which maybe I'm not clear on something but the standard of review on whether there's mission creep is the bylaws.

So if the independent panel is to decide upon a change of the bylaws that's not within its scope to actually discuss this.

Man: (Unintelligible).

Man: Well if this is the mission creep we're seeing is starting with the proposal to change the bylaws to extend ICANN's mission that's what we have been discussing this morning.

What I can see an independent panel challenging this. How does that work?

Steve DelBianco: Yes. If in fact there was a bylaws proposal that came through and we had the opportunity to block the bylaws we have practically consensus about that, the ability to block a bylaws change what I thought Thomas was bringing up is a non-bylaws or some other means by which the scope was expanding.

And you're right. We would have to capture it after the fact by challenging through reconsideration or around IRP.

There's also a discussion of a community power called a community veto which doesn't even involve having a third-party look at it.

I'm not sure that we'll get to that today. It might be something that gets on the agenda for tomorrow. But a community veto wouldn't have to necessarily be standard space.

A community could just say this is something we shouldn't be doing and we want to reconsider a block the decision.

So I - the scope limitation is something that since we are going to bake it into the mission and core values with a tight balancing test then any community power that looks to that piece of the bylaws is able to limit scope.

Thomas Rickert: Yes but I was specifically referring to bylaw changes that would affect the mandate. And if the ICANN board without consultation with the community did that bylaw change and if the community was sleepy enough not to invoke this blocking procedure then it would go through.

And then the only recourse we would have would be an independent review. And we would look to the bylaws so we would...

((Crosstalk))

Thomas Rickert: ...move on yes.

So...

Man: (Unintelligible).

Thomas Rickert: ...we have a queue. So we - let's go to (Paul) now.

Paul Rosenzweig: Just following up on your question I think that your description is accurate. If of bylaw is changed to expand the mission then the Independent Review Panel cannot it's standard of view at least...

Alan Greenberg: I anticipate we will define it is the bylaws themselves. If the community is asleep at the switch and does not exercise its blocking power, then, you know, shame on the community. That's one thing.

I would add to your discussion the following question: Do we want to prohibit changing the mission such that then the independent review panel would have jurisdiction because the change would be extra-legal in its action? If the bylaws - they say, "These bylaws shall never be changed except by unanimous vote or except by unanimous vote plus community approve or never, ever -- full stop -- then the independent review panel has a justiciable standard to judge. And I would offer that as a consideration for cabining the possibility of rogue expansion of the mission.

Thomas Rickert: Thanks. Allen, thanks.

Alan Greenberg: This actually addresses the previous discussion. Is it imagined that this is something the community must invoke or that any knew bylaw only becomes into effect post-approval of the community?

Thomas Rickert: The proposal on the table that was described by Jordan is that we would have a blocking mechanism whereby one that oversees AC can invoke the process.

Alan Greenberg: Okay. I'm questioning where that is, in fact, what we should be doing then because as just noted, if the board changes the bylaws then the bylaws are

changed immediately typically. And they may be changed under terms under which we can blocks things.

Thomas Rickert: This is why I was doing the test with this specific example. I think we can have something like a golden bylaw that gets special treatment. You know, we could be blocking mechanism for everything other than golden bylaws and then have a special approval process for golden bylaws.

But let's follow the queue and Chris is next.

Chris Disspain: If the - I mean someone has just said it really, if the community is asleep -- I can't imagine that such thing would ever happen -- but someone will be awake. But if the community is asleep at the wheel, I mean to some extent say, be it. But the way to solve the problem I would have thought is very simply to have the veto as in visage by this document plus a simple requirement that ensures that all bylaw changes go through the community consultation process that is used for everything else. It's not hard to do. I don't think we need to do anything other than that.

So simply check to make sure that any bylaw changes have to go through the process.

Thomas Rickert: The counter argument is obvious yes, but that's not going to stop - the boards could technically still change the bylaws without telling anybody. Well, then they'd be in breach of the process, wouldn't they? And that would then be subject to reconsideration (unintelligible).

Chris Disspain: This is to tie ourselves in knots for absolutely no reason. There are going to have to be parts of the bylaws that are entrenched to have golden or whatever as part of building a geo bill accountability summit. We will be stress testing

these to within an inch of their lives. We don't need to worry about this problem. It isn't one.

Thomas Rickert: Shall we move onto the next Power?

Alan, did you pass? Your hand is still up. You can pass. I'm perfectly okay.

Alan Greenberg: I'm dubious but I won't exercise the opportunity to delay the process right now. But I have strong concerns, is what you just said, but let's handle it offline.

Thomas Rickert: It's fundamental to the whole work that we're doing.

Alan Greenberg: If you rebut, I'm going to have to rebut. Let's handle it offline.

Thomas Rickert: I think we have some sort of guidance from the group in which direction this is going to take. And then we await the table -- the comparison table -- for the Power.

I'm going to move to the next Community Power on Spinning the Board.
Again, Jordan, if you could kindly introduce the topic to us.

Jordan Carter: We're going to through this template that is on the board -- not the table that is at the top -- but the first. Can we be given -- all of us to be given -- editing control of this?

So at the moment, don't pay attention to the table. Scroll down until you get to the first set of templates. It's option 1, isn't it, (Malcolm), is the one that is closest to the original. Is it?

So to be clear about the core characteristics of what has been proposed here, we're talking about removing the whole ICANN board of directors. We're not talking about a recall mechanism for a particular director appointed by an SO-AC. So if we need to develop the power through that as part of WorkStream 1 we can. The group has been edging towards thinking that might be WorkStream 2 thing. There is nothing to stop us implementing that individual direct to recall power after the transition. This is removing the whole ICANN board of directors.

The thresholds that we've set out for this - if you scroll down to the bottom of the first page of that template. So in the document it's page 4. We've proposed that this one needs a higher threshold to start this process happening -- either two SOs of two ACs or one SO and AC -- sort of formerly starting this process. That's because of the seriousness with which this should be dealt.

Now we're going to come back to some variations about that after I've gone through the basic so that you understand this template. But that is a high official to trigger it. The point - if you keep scrolling down to the standard of review, we have proposed one. There is one argument that says that doing something like (unintelligible) of boards doesn't like to any formal standard. It's when the community has lost confidence. So you don't need to say why.

We proposed some words here that "where the actions of ICANN through an action or an action by the boards are inconsistent with the obligations set out in the bylaws," community (compact) with some old language that referred to what we were discussing this morning to the mission, the values and so on.

Now we can ignore the mechanism stuff here because it is things that we've talked about - talking about later, if you like. So if you keep scrolling down to on this PDF page 9.

In terms of the decision making, I think it is worth just thinking about this. We have two options sitting here in this template, just to get you thinking. One of them is that people should be -- if we choose a community council or whatever model -- the individuals sitting on it are empowered to make the decision. But to do that, they have to participate first in a meeting of their SO or AC where this is the subject of this discussion.

So they're still making the decision, but we're forcing them procedurally to go away and talk about it in a convened meeting of the core of the CC and SO or whatever to force there to be an interaction and consideration of this serious power.

The other option is that they would be able to -- the SOs and ACs -- to be able to direct how their people vote as a matter of procedure. So it actually would be required to do so. It would not be down to the SO and AC choosing this. And that was just to give two options of how that could look.

If you scroll a little bit further down, we did do something at the majority threshold for this. Particular numbers there relate to the number of people on the decision-making body. What we said was that no one SO or AC should be able to block the removal of the board. But that if one SO or AC was totally opposed, then everyone else voting would have to vote in favor for this bill to happen.

We didn't want to make it possible for one SO and AC to block, but we did want to keep the highest possible thresholds below that. So that -- without looking at the direct numbers -- that is the important thought to keep in mind.

You could structure this so it had to be unanimous. That would be a different option. But if you did that, then the ICANN board would only have to keep one SO or AC just happy enough with this and they would know if they could voice...

Man: (Mr. Cosi), what did you say because...

Man: Yes. Well, anyone normal would.

Jordan Carter: And those are the key elements except to say that if you scroll down to the bottom -- so the bottom of page 10 in this right down at the end of the template -- you can't have a company without a board.

So if you're going to remove the ICANN board, you have to think through what that means. You have to have a caretaker mechanism in place. The one that we just started to sketch out was - first of all, you don't want this removing the board thing to fire the CEO because if you don't have a board in place, you don't want to not have a board in place and not have a CEO in place. That would be decapitating the organization.

So what we had suggested was that their (unintelligible) of agents had to keep them in the CEO's office even if they're removed as the president of the board. There needs to be a caretaker convention where after this decision is made by the community and a period of time is allowed for appointments or elections or reelections of directors and that in that period of time the company can't do anything. It has got to be in this caretaker mode. The board can't make any new decisions, continue the operations and at a period of time that we need to define any directors remaining that hadn't been reappointed or replaced would be deemed to have resigned. And so it would fall off the board at that point.

You need to just get that balance right so that it's practical. As part of that, we wondered whether there should be a quick trigger process for SOs and ACs who wanted to reappoint their directors. For example, the CC and SO is very happy with Chris Disspain -- and he was on the ICANN board when this happened -- should they be able, just hypothetically, should they be able to just quickly resolve the issue by reappointing him? That is something to tease out.

So that's the kind of basics here with this power.

If we scroll right back up to the top of the template, there is another little table here in black and gray and light gray. It talks about some variations on this theme. The Strawman 2 one makes it slightly easier to trigger this process of deciding whether to fire the board or not. The third Strawman changes it from kind of a vote of "no confidence" to a vote of "confidence," if you like. It says that if any SO or AC loses confidence in the board, then the whole board should go.

So these are variations on the theme. There is explanation of that in the template which I am absolutely confident you've all read very carefully more than once. I think that is all the explanatory comments I should make at this point. Thanks.

Thomas Rickert: Chris, I think your hand is still raised, right?

Chris Disspain: Yes. Thank you, Jordan. Excellent work. A couple of points.

My personal opinion would be in favor of not having a committee vote individually. I think this is the top of the tree, really. They should be mandated votes of the SOs and ACs. I wondered, did you consider the possibility of rather than having a committee actually simply just using the SOs and ACs. In

other words, having triggering the mechanism -- by whatever process we agree that needs to be triggered-- and then having a bylaw reason that then mandates that each SO and AC must go through their process and produce a decision by whatever their voting thresholds are within their SO and AC.

I'm just suggesting that, that is another possibility and I don't know if you considered it or not.

Chris Disspain: In respect to the replacement board, may I suggest that it would probably be best before wasting too much more energy on that, that we simply ask the lawyers for legal advice on that. There are mechanisms in place. There will be Californian laws relevant to -- not so much to ICANN specifically -- but to organizations where there is the power for people to vote the board off. So there will be stuff that can help us with that and there will probably be requirements for existing board members to sustain a caretaking capacity, et cetera.

And I just -- one other point -- I agree that I think the concept of having a threshold that allows for one SO and AC to not be in favor is okay. But I say that based on my previously state principle that I think it should be the SOs and ACs that make the decision -- whether it's they empower committee member to vote or there is no committee in SOs and ACs themselves. I think that would be fine. If you had all of them voting in favor except for one, that would be okay.

Jordan Carter: Just before we go down the list, could I ask you a clarifying question, Chris? One of the underpinning notions in these mechanisms is that of dialogue across the constituencies. You asked, "Did we think about having each SO and AC make the decision in this (role) board process..."

Chris Disspain: Yes.

Jordan Carter: ...do you think that the more important the decision is the less important it is to have cross-community dialogue? Could you just tease that aside of this?

Chris Disspain: No, I don't. I think you make an extremely good point. In my head what I see is that there would be cross-community discussions but that the vote would occur in each of the SOs and ACs by whatever mechanism it is that they use to do that. I'm not suggesting that they should be done in silo in that the CCs should only talk to themselves. I'm suggesting a price issue be created that allows them all to talk to themselves -- talk amongst themselves.

And I have no issue with the committee at all as long as it's a mandated voting rather than making the decision. Because my opinion is if you do that, if you actually say the committee itself can vote, then I believe you'd have to build a mechanism by which an SO or AC that disagrees with the way the committee has voted has some redress in order for it to be really truly community based. Otherwise, what you're doing is you're saying you've got these individuals -- I'm assuming this would be a committee already standing, right?, your community council -- so CC and SO might have put people on that committee for all sorts of different reasons.

It's starting to get very, very complicated in my mind whereas if you create a process specifically to deal with this -- that is, cross community but ends up with a vote in the SOs and ACs -- I think that solves the problem. Thanks.

Thomas Rickert: Thanks, Chris. Good comments. We have to get back to the SO and AC question anyway. After this Power, we're going to discuss who makes the community. For example, could the IATF -- if they wanted there is -- trigger the process which they couldn't if we're just doing it SO-AC basis. So we're going to come to the Power question after discussing the spill the board issue.

James is next in the queue.

James Bladel: Thanks, Thomas. Something that I wanted to ask -- and I think Chris perhaps touched on it or even going back to a previous speaker -- what is the minimum board size and composition required under California law in order to be continuing entity. I think that maybe that is something that we understand. If we understand that, that is, for example, let's say three seats plus an ex officio for the CEO, then maybe you have that caretaker board positioned in advance before you spill the board. I think that eliminates the need to have that convention that you were discussing to repopulate the board, or at least to take some of the time pressure off.

And then the second question is: It sounds like in any of these scenarios there is nothing preventing each SO or AC or group from just re-certifying or re-delegating the board member that was just removed from office back up to the board and that the board looks exactly the same as it did prior to the invocation of this mechanism. The reason I raise is that the possibility -- and we have this weird phenomenon in U.S. where everybody hates congress but everybody loves their congressman -- and I just would wonder how that would play out in terms of this mechanism?

Thomas Rickert: Legal support both in the room as well as participating remotely, so maybe somebody would like to volunteer to inform the group about that. This was not to intentionally suppress your views, Malcolm. I'm sorry for not going to you before I went to James. So it's your turn.

Malcolm Huty: Thank you. Actually that lost point is addressed in one of the subsidiary questions further down in there. It's raised the question, for example, should directors who have served on the board that has been spilled be ineligible,

disqualified, from serving on a future board is one of the possibilities. It's just one of the many - there were many variations of the (unintelligible) in this document.

But I wanted to walk through this table at the beginning because before we get into the very many variations as to how this Power might work or it might be exercised, it's useful to think about what's it for -- can everyone hear me? What's it for? What's the purpose of this? And the three Strawmen variations start by thinking of a different purpose for this board -- a different conception -- of what this Power is for and how it might be exercised and then decide after that. Well, then there is an alternative way that you construct it so as to achieve that outcome.

So the first Strawman and the original strawman essentially conceives of this Power as being very much a last resort mechanism. It's the version that you're likely to prefer. If you place a very high premium on organizational stability and consider that spilling the board is likely to be extremely disruptive and very dangerous, this is the version of the Power that places the highest bar to even getting started at all.

It says that before you even try to invoke this power, you must have achieved a broad, cross-community support for getting into this. And that's why it has got to be two SOs or two ACs or an SO and an AC. Now think about what that actually means in practice because two of the ACs are never really going to be involved in that. It's like an RS (unintelligible), don't think that it's their job to do that sort of thing. I think if you are to speak to them, they will ask not to be given this power.

Otherwise, you're talking about very different communities. What kind of behavior does the board like to be exhibiting that would get both the GNSO

and the numbers community, for example, if both want to spill the board. So you've got a very high threshold to even get into this process in the first Strawman.

So you might view the first Strawman as being a replacement -- not so much in a new mechanism to call the board accountable -- but more something that replaces the current role, the informal role, of the U.S. government at the moment. It replaces the ability to go back off to the U.S. and say, "We're not happy with ICANN at the moment. Can you step in and do something about this, please?" You had an affirmation of commitment. You got out of them last time. Could you do another of those? It's kind of replacing that kind of function.

Now Strawman 2 by setting a different threshold for how you start the process creates a very different kind of result. You still got the same high threshold -- the very same threshold -- to actually spilling the board. But by setting a much lower threshold for starting the conversation, you don't have to have had a broad community view that we want to get rid of this board before you even start the process.

That would mean that the discussion about whether or not to spill the board would happen within the community council rather than before you get there. The consequence of that, therefore, is that the community council would then be the venue or other -- whether it's community council or whatever the other mechanism, whatever -- that mechanism would be the venue whereby a substantial element of the community -- that was not a consensus by any means within the community -- would have a venue to go to and make its case to place its grievances before them and try and invite the rest of the community to agree with them, that the board should be spilled.

So it becomes, if you like, a forum for those grievances when a substantial element of the community believes that this is something that is serious enough to invite spilling the board and wishes to invite the rest of the community to sign on. So that is Strawman 2.

Strawman 3 takes a very different type of approach. Strawman 3 is based on the idea that the board serves several separate communities, different functions. It says the CC community, the G-naming community, the numbering community and also the (unintelligible) community, actually. It says actually that spilling the board is not such a big deal. Yes, of course, we'd have to put mechanisms in place to ensure the organization was not (unintelligible) out, but that can be done.

Fundamentally, the board should hold the confidence of each of the communities to which it is serving. And if it doesn't hold the confidence of each of them, then none of the others should be able to impose a board on it -- force it to remain with a board that, that community has lost confidence in. For example, the numbers community has no problem with the current board.

Should not be a reason why, for example, the CC community should have to put up with continuing this board that they've lost confidence in. The CC community on its own should be able to get rid of it and we cannot select a new board. Then it is not a problem. We'll just get some new people, you know. Hopefully the numbers community will be happy with them, too, for example.

So Strawman 3 is based on the idea that the board must command the confidence of each of the communities in which it serves, and any of the communities losing confidence should be able to eject the board and we'll just

get a new board. We'll get some new people in. So then we would - a community council or all these other structures.

You could just have a resolution within each of those SOs, within one of those SOs by its own rules provided that it was on a unanimous basis. For example, the whole of the CCNSO council, the whole of GNSO council, voted unanimously to discharge the board -- they're gone.

So those are the 3 Strawmen. I encourage you to look at it not so much as the details of the structure that is put out but by the purpose that it serves; therefore, how the structure aims to deliver on that purpose. Then you can (tweeting). For example, at the beginning on Strawman 2 it says three constituencies within GNSO or three regions within CNSO. That is not really relevant. If you think that should be two or four or whatever, then so be it. That's not the issue.

Firstly, I would invite people to think what kind of power do we want? When would we want to use it? And under what realistic circumstances would these communities actually choose to want to use that sort of power?

Thank you.

Thomas Rickert: I guess what we should to do is look at the three options and maybe one or more of them -- one of you are brave enough to say we should remove option 1, 2, 3. So hopefully we can narrow down the options and then flesh out further the details of the remaining option.

I saw - Malcolm spoke. I then have a queue with Tejani. After that is (Erika, Ellen and Chris) and then (Roelof).

Tejani Ben Jemaa: For me, spilling the board is one of the most serious decision we can make.

Perhaps it is the most serious decision. That is why seeing in the standard that it is proposed that there is subjective standards disturbs me. I think that - and you are right. You're the only one who said that spilling the board would be the result of losing confidence from the board. I think that if the community loses confidence from the board, it is based on objective reasons. That's why I say that objective standards disturb me.

Second point for their placement. I don't think that an organization like ICANN may live without board. So we don't have to put any possibility to live one day without board. That's why I proposed that before. At the same time, when we are working on this, we also proposed that in the future when we appoint members of the board, we appoint the member and their placement -- an alternate one -- so that it can be if we decide to spill the board, the replacement board can be an interim board. But we have to have something. We don't have to have an empty chair.

The third point to trigger: I think as several said that this kind of decision -- very serious decision -- must engage the SOs and the ACs directly. They have to make the decision themselves -- not their representatives to do so.
Thank you.

Thomas Rickert: Jordan is taking notes of everything that is being said so that nothing is going to be forgotten. But I think the point on the backup members might be somewhat controversial.

Let's move to Erika. Erika was next.

Erika Mann: Thank you. I do have some concern about the way the debate - how the board can dissect and simply because of very legalistic reasons. I wonder - if the

board - assume the board dissects. So you don't have a board there independent -- just wait a second where I'm heading for -- and you are already different shade of the CO wall and this...

Erika Mann: I wonder how (unintelligible) from the (unintelligible) point can be accepted under California law.

If then you look at the German structure, for example, and the German (unintelligible) structure, they typically have two Boards. So the supervisory Board, if a Board gets sacked, there is still from a management point of view then the supervisory Board in place which will fill the management functions which are directed to the Board.

So in our case, we don't have this; we just have one Board. So I wonder what kind of liability risk actually the organization would carry, because it can take quite long to get a new Board.

And in my (unintelligible), it's not just something which happens very quickly so it takes quite long. So there will be liability risk involved.

And I wonder if you would either would prefer to restructure the Board restructure so maybe to have a two tier system, or to at least investigate the liability of functions with the organization would carry.

Alan Greenberg: Thank you. The problem with long speaker queues is the items you want to talk about get longer also.

A couple of things; I'll try to be very brief.

Chris had mentioned the issue of whether the AC/SOs have to actually vote. I don't particularly mind if that vote is then conveyed through a member. But I think something has to be onerous as this has to have the values that are the moral authority of the community itself acting, not the representative they named a year ago. But it has to actually, you know, be directly linked to the community itself in a transparent way since we're trying to be accountable.

In terms of the CEO, you know, taking the place of the Board temporarily - okay, I thought you had said something to that effect. Okay, you know, the reason you're sacking the Board may well be because they stood for a CEO who you believe was not acting well, so.

I think you would have to in the same movement have a caretaker Board that is ready to step in regardless of how we decide to constitute it. I think there has to be a Board; probably three people is the minimum.

In terms of objective versus subjective rationale for replacing the Board, I must disagree completely with Tijani. I do not believe you can have objective reasons; as soon as you do they're subject to appeal. There's a huge complex process.

It's not likely going to apply to the whole Board. I think if you're unhappy, you're unhappy and it's not something you have to be able to document and make sure it confirms the things.

And in terms of bold moves that our Co-Chair asked for, I strongly object to scenario three; that any AC/SO can root (sic) the whole Board. That leaves us up to 1 AC and SO that's unhappy - or sorry. There's only SLs that were listed (sic) ACs that didn't have that prerogative, didn't list. But nevertheless,

completely disrupting the organization because they're not happy with the situation is not something I would want to counter or have at all.

Thomas Rickert: Thanks Alan. Chris is next.

Chris Disspain: Thank you Thomas. I was going to be brave. Like Alan as well, I dismiss Strawman 3 out of hand. I think it's a recipe for instability and just not acceptable to me at all.

Strawman 1 is fine, Strawman 2 is interesting. I liked - Malcolm picked out a couple of points about it gives a voice to a smaller proportion of the community to be able to at least bring their problem to a table.

I don't know how much detail you want to go into guys but for what it's worth, if we are to consider Strawman 2 there is a significant amount of work to be done on that top line. Three constituencies within the GNSO dully means that the industry side can't do it because there are only two of them; that's one point.

Secondly, three regions within the ccNSO is basically meaningless line to draw; it doesn't mean anything at all. And if you're going to try and find a way of doing it in, you know, the ccNSO, you need to find a different way.

But all of those problems are not insurmountable; perfectly able to overcome those if we choose to go down that line but my preference would be number one. And absolutely positively definitely not number three. Thanks.

Thomas Rickert: If actually it (unintelligible)?

Man: (Unintelligible).

Roelof Meijer: Just to prove that I can be as brave as Chris.

I would like to get rid of three as well. And I wonder if we actually have to consider one or two if we can merge them. Because I fail to understand why/who petitions is important. I think it's the voting that is decisive.

So any constituency can start acting on the removal of the Board, but in the end there is this group -- you call it a community council -- that has to vote on it. And I think that's the thing that really matters how we design that that who can petition.

I mean if - I don't think that we are, in this room, the only people that think removing the Board is a very serious matter. So if a particular constituency feels that this necessary, of course they will start discussions with other constituencies first. I don't think we have to bring that in as an obligation at the beginning of the procedure because they will know that in the end there will be a supermajority vote needed.

So I would say get rid of two and three and forget about who petitions, and then we are left with one modified one.

Thomas Rickert: Okay that's modified one; thank you (Roloff). I'd like to close the queue after (Mature) because we would like to move to another topic.

Jordan.

Jordan Carter: Thanks. This has been very helpful input. I think I'm not detecting any sort of broad opposition (unintelligible) to remove the Board which is good, and I think it's good.

And there was a particular question that came up that I was just going to try and tease out. But it was about all these issues about what you do if you do end up removing the Board, and I do think we will need to get legal advice and there will be some options there on that particular question. So I've treated that as a kind of second order implementation thing.

And I would just like to record my support for what (Roloff) just said in terms of, you know, given the high threshold there will be for actually deciding to do this starting the discussion in whatever form we create.

It might be better for it to happen there and let's have a low starting threshold than to try and make it so difficult to start that conversation happening, that you need to keep the two SOs or two ACs that's already there.

And the final point is that I'd like to agree with is Chris's suggestion that the decisions we made in the SOs and ACs seems (unintelligible), and that was a point that Alan made as well.

If it happens after a discussion of this institution, then that would also sort of reconcile the two processes together. So they're both recast by the SOs and ACs.

But that intra and intercommunity dialogue would have happened as a matter of requirement. That's all.

Avri Doria: Thank you and apologies for missing the first part of this. I was in a CWG type meeting.

I'm not a very brave person but yes, I would get rid of two and three immediately. And going further with my cowardess here, I think that it's actually too easy to start the petition here.

I think that if we are going to have any hope of a community council - and I'm not sure I agree with the fact of a permanently sitting community council either - I don't know that we've gotten that far so I tend to see it more as something that comes out of the SOs and the ACs and each SO and AC having a vote of some sort of notion like that. And that that adds up to it. A sitting community council is something that I still don't understand.

That if there's any hope of this thing being reasonable or passing, most of the SOs and ACs should already be willing to talk about it. And it should be far enough along that there is a general hub of "Things are disastrous, we need to do something," and there should already be that general feeling.

So getting multiple SOs, how I would like to see is two SOs and AC or two ACs and one SO, so that make sure also that both sides of supporting organizations and ACs have a voice in it, but that it can't just be one and one. So I would actually like to see a 2-1 combo; that you have at least two of one and one of the other. And then that's enough to get it initiated.

Because if there isn't already a general feeling that this is something that should be done, it shouldn't be started. Because otherwise if it's too easy to start, there's always going to be two groups that are irritated at the Board and willing to talk about dumping them. I mean that's just not that hard to get too.

So - and that's part of it being - as I say, I'm a cowardly person so I'll shut up soon.

Man: Don't hold back Avri, (unintelligible).

Avri Doria: So I agree very much that it needs to be a last resort.

And I liked the idea, when I talked to (unintelligible), about their being some objective criteria. And I know it's difficult to define them, but I think the notion, you know, like I believe there are objective criteria like there was an appeals panel decision that you ignored; great, that's an easy objective criteria -- and others.

So I believe that objective criteria can be defined, and I think that, you know, going beyond the objective criteria does get hard because just not liking them. So without objective criteria, that's why I think the number -- the threshold for starting it -- has to be higher, because it just can't be just that we're irritated with the Board because we always are.

Thomas Rickert: Avri, I can't resist applauding you on a descent rant for being a coward.

Avri Doria: (Unintelligible).

Thomas Rickert: I think we should be cautious not to get you really started. So Steve is next in line.

Steve DelBianco: Steve DelBianco. I'm really gratified that we're actually discussing how to do this and not whether to do it; I think that's a breakthrough. And the previous power was discussed with a similar level of consensus; I'm very encouraged by the way it's going right now.

There were two elements from the Sidley Austin Letter to the CWG that I wanted to bring into the discussion. Now this is in response to several

questions and Sidley Austin was apparently hired by the CWG. And they answered a couple of questions that are right on point here.

The first was Sidley, not necessary experts in California law, but they said that commonly powers that are commonly given to members under California law include the removal of directors without cause -- without cause. And so I support those who, I think Alan as well, who suggested this can't be something for which we have to delineate a standard for removal before the fact.

This is a dramatic move and it would be taken because of loss of confidence. And that loss of confidence could be due to things we fail to anticipate in advance and write down. So I believe we need to stick with that. Now I understand that's with regard to members and not necessary community council.

The second point is that at the very end of that same Sidley, they address the CWG's questions about internal versus external and this notion of removing the IANA Functions from ICANN if it's not performing them well. And Sidley is calling that the nuclear option, even though in the ccWG we've often called dumping the Board our nuclear option. So we're going to need to probably stop using that terminology, right?

But Sidley makes an interesting observation and it echoes one I heard from Secretary Strickling. And it gets to this notion of removing the IANA functions from ICANN is one way to discipline ICANN to perform the IANA Functions as you're supposed to.

But another disciplinary move is to spill the Board and that is what Sidley wrote. They quote, "The ultimate nuclear option if the Board fails to take

action is for the stakeholders to select other directors who are more in tune with stakeholders' views." So it's their belief that leads to is that that is a more less disruptive, as disruptive as we say it is, it could be less disruptive than pulling the IANA Functions away from ICANN and putting them up for grabs somewhere else.

Thomas Rickert: (Unintelligible). I think that the Sidley letter, you should really read it. I think it's an excellent opportunity for our group to set the scene for the discussions of the CWG. And I think if we're doing a good job proving the mechanisms that Sidney alludes too, it will help the decision-making in the CWG on internal versus external a great deal.

So I think this is something where we might even with to say, "Okay, we're having this. There's agreement; we want to have this." And that we might want to discuss the exact mechanics, you know, who can trigger the process, what the voting threshold with CWG representatives to make sure that we're aligned on that one.

Just food for thought. You know, we have a little bit of overlap with them so there's opportunity for that discussion definitely.

I had closed the queue (Mature), I'd still like to hear Sebastien. So after Sebastien I'm definitely cutting this off because we need to move on. Sorry - Avri's next. (Unintelligible)?

Avri Doria: (Unintelligible).

Thomas Rickert: No, it's okay.

Man: Avri's hand is old.

Man: (Unintelligible).

Thomas Rickert: The hand is old.

Man: Yes.

Thomas Rickert: So it's your turn now.

Mathieu Weill: If you want me to be before...

((Crosstalk))

Mathieu Weill: It's the regular participant input. Mathieu speaking.

Number of points have been made earlier so I won't repeat them, and I'm very much in support of what's been said by many.

I'd just like to go back to the issue of the level of petition and why it matters because I actually think it matters. And putting Strawman 3 aside, I think it's best to have a threshold of petition introducing the motion of non-confidence that is relatively (sic) high but not too high, but relatively (sic) high because the motion of non-confidence is very, very disruptive already in the day-to-day business. Because a normal Board member confronted with the Petition for Non-Confidence will stop everything and start shopping (sic) for keeping his job or at least demonstrating that's acting in interest of the best of the community.

And so I would defer from, I think it was (Roloff), that is indifferent whether we have a high level of petition or not and would probably move to, I think it's Roman 2, which has a high level of input or maybe tweaking it.

But we want to ensure the Board is not disrupted too often by petitions; let's suggest this. And we also need to be taking into account the extreme perception that it gives when a vote of non-confidence is just triggered from the outside world. That is a very, very strong signal.

In France recently, we had a vote of non-confidence in Parliament. Well, it's clear that's a signal of crisis. And so it has to be a high level of threshold to avoid the impression that ICANN is constantly in crisis mode. So that would be my argument on this; thank you.

Thomas Rickert: Sebastien.

Sebastien Bachellot: Thank you very much. I agree with a lot of things that were said but I would like to see if we can't do something outside of the current argumentation (sic) like SO and AC. But take for example, if two region with people from all the SO and AC from the region want to petition, why it couldn't be also taken into account.

Maybe it's about (unintelligible), but the African region and Latin American region was so unhappy with the new gTLD program that they wanted to just meet the Board because they have not enough accommodating in this and things were not going well. Then they may come together and say, "We need to have a new Board to restart something."

It's just a suggestion to put in your work. But I agree we can add that to the Strawman 1 without changing everything else. Thank you very much.

Thomas Rickert: Thanks Sebastien. I think that point is well noted and I'm sure that Jordan and his team will explore this option.

Now what I sense is that we can drop number three. Any objections to dropping number three? No objective. I think it's likely going to be a merger of number one and number two.

I think I saw a lot of nodding for Mathieu's suggestion with a high threshold for competition or petition on non-confidence. So do you - you look puzzled Alan.

Alan Greenberg: I'm not puzzled. I'm trying to understand how if under one we need two SOs, why a small fraction of an SO is sufficient under two? It doesn't make sense to me.

Thomas Rickert: Let me - let's move away from the table. I guess what I'm hearing is that we want to have a high threshold for the petition, and at the same time we want a high voting threshold for the spilling itself. Right?

Man: Higher, even higher. You can't do it the other way around way.

Thomas Rickert: And if you look at the last line or the last two lines, you have the low bar/high bar thing. That's what I was picking up on; not the exact figures.

But I guess that's the direction from the group unless you object. We will have a look into the objective verses subjective criteria, although I think there was more support for not introducing the objective ones but just leaving it with the subjective ones.

But having said that, even if you don't make a predetermination of a requirement for the rationale to having been objective, it can still be objective, right. So nothing prevents us from spilling the Board on the basis of objective criteria.

So I guess that's good, right. I think we're making good progress on that one.

I promised you that we would talk about the composition of the community a little bit. But before we do, for this power as well as for the last power, we saw an awful lot of support. You know, people immediately said, "We need this and we need to make sure that we get this done right."

But for the first one on the budget veto or budget approval, the group I think was struggling.

Man: We were hungry.

Thomas Rickert: And I'm not talking about the last bit where we had difficulties in trying to find the right understanding on (unintelligible).

But my question to you is, you know, we heard about the reiterative process with the budget approval between the community and the Board. Then we're now talking about spilling the Board; we're talking about strategic plan and stuff like that.

So do we need the community power to approve that? Do you want to keep it?

Group: Yes.

Thomas Rickert: Or the veto process. Do you want to keep it?

Group: Yes?

Thomas Rickert: Any objections to that? Because sometimes it's like, you know, if a group is...

Woman: (Unintelligible).

Thomas Rickert: Okay. I do. When I married my wife I took yes for an answer.

((Crosstalk))

Thomas Rickert: Chris.

Chris Disspain: Look, I'm in favor providing we're very clear what we're talking about. I can see huge logistical challenges if you set it up as a yearly thing after the Board has already approved the budget; it gets very complicated.

If what we're talking about - if we get to the essence of it, if the essence of it is that the community in whatever format we agree should have the right to affectively send the budget back to the Board, veto the budget and say, "In its counter format it's not acceptable to us." I'm fine with that.

When we do it is really challenging from a timing point of view. And I would encourage us to be a bit more flexible about, you know, doing it early rather than late. In other words, you don't have to wait for the Board to actually make a decision. If you build it into the bylaws, you can say there is a community consultation process of a community working group - whatever you want to call it - that must be done before the Board finalizes it.

And if you really want to do it every year, fine; you could have it triggered by mechanisms instead of doing it every year. There are ways of doing it. It's just complicated from a logistically point of view. That's all.

Thomas Rickert: Okay, so we're going to keep it? Avri wanted to speak. Another rant?

Avri Doria: If you'd like. Okay, it was a really quick startling jump to go back to that issue in the middle of resolving where we were on this one.

I was not completely comfortable with the specificity of voting against the budget. And one of the - and I'm not sure why that belongs in Work Stream 1 but that's a different issue.

I was very supportive of the notion of their being something like a community override or a community veto that could be used in various instances, perhaps the budget being one of them.

I start to be very concerned about having lots and lots of issues with their own bit of binding mechanism that it starts to become somewhat gothic and very confusing.

So you know, okay, so now we're coming up with we're going to do this for budgets, and we're going to do this for other decisions and that for other. So while the budget was an example of how you might use a community veto/override - I hate the word veto because it's usually held by one person - but a community veto as it were as a general mechanism and how it would be applied to budgets, I'm comfortable with.

But the notion that we're going to say we're creating a mechanism for overriding budgets, and then we're going to create a mechanism for the next thing, that one has me nervous. Thanks.

Thomas Rickert: Okay so I have a queue forming. It's Sebastien, Alan and then Jordan.

Sebastien Bachellot: (Unintelligible) kind of process points that relates to the work that Working Party 1 has done, which is that it hasn't anywhere proposed a general power to say no to things. It's been very specific in the ones that it's suggested in terms of budget, business plans, strategic plan, bylaws, changes and so on.

What you've just said now is the first time I've seen someone propose some kind of general power.

Avri Doria: Let me correct myself. It was a mechanism that was generally applicable to several things. It wasn't a creation of four mechanisms. There was a single mechanism that was applied to several things.

And then yesterday in the meeting though, people did talk about, "Well should it only be applied to a couple of specific things or should it actually be opened up in general?" So I'm not the first one to come up with that idea. Thanks.

Sebastien Bachellot: The community empowerment, outcome of the Frankfurt meeting, was that this was applying to strictly limited number of decisions which we were listing as approval of the bylaws and budget and strategy, etc.

And so there was not in this Frankfurt outcome a provision for Work Party 1 to work on the generic mechanism that would enable the community to override any Board decision, but only a strictly limited number of decision - hopefully will merge into one single mechanism in the end.

And that's something that - but the question that Jordan raised was you seem to imply there would be a need for a community power through whatever mechanism to override any Board decision, and that was I think what triggered the reaction by Jordan because it was a new element.

Avri Doria: Avri speaking again. First of all, as I say, that came up in yesterday's meeting and wasn't even my idea at the time was that - did we want to limit that community veto mechanism to only a specified set of things? Or did we want to open it up to a broader set of things?

I'm not recommendation on that. What I'm recommending it that there be only one such mechanism and that there be a list of things that it can be applied to however deep that list goes.

Thomas Rickert: In terms of approach, we have these different templates for the different powers because we want the group to think through each and every aspect of the individual powers and not just have one solution and try to put everything into this one solution, right. But the hope was that after going through this exercise, we would merge all that into the lowest possible number of mechanisms required.

So I think your point Avri is well taken and supported.

Thomas Rickert: We have Sebastien and then Alan.

Sebastien Bachelot: Yes I really think that the budget process, it's so constrained today and even difficult to follow to have the input of the community, to have the Staff preparings (unintelligible), I think it's not the best tool to be used by the community.

And I would like to suggest that we concentrate in some issue, and the tool last proposal are so important that maybe we need to have less things to do and concentrate on important things. Thank you.

Thomas Rickert: Thanks Sebastien. Alan.

Alan Greenberg: Thank you very much. I think budget is exceedingly important. And I'll point out that we have a good process today to a large extent, but that's not mandated anywhere; it could change virtually immediately.

And the largest impact or import of these veto-the-budget, get rid of the board, is the threat that it's there hopefully will make it not necessary to do it. And I think it's really important to remember that.

And in terms of mechanisms, I think we want as few mechanisms as possible. There may be some variations that are built in or some little, you know, site excursions that you have to go through depending on the details, because the benefits of one-size-fits-all is not nearly as large as making sure that we're taking appropriate action. Thank you.

Mathieu Weill: Yes, I just - I'd like to speak in favor of keeping the budget strategy approval part of the powers we're giving to the community in Work Stream 1 because it is, the strategy and budget and the location of resources is one way for ICANN to go outside of its mission, and that is something that I think the community should be empowered to check if that happened.

And that's really, to me, it's an important aspect of our system. And that's demonstrated through the Stress Tests. And I think a number of them show

that we are currently relying on the approval of budget and strategy to say that our set of proposed measure would be adequate.

So my impression is that if we step back and put it into Work Stream 2 or further discussions, we might expose ourselves to more contingencies in terms of mission creep, which does not only happen through change of the bylaws but also additional strategy initiatives that would be felt to be out of touch with the community expectations. Thank you.

Thomas Rickert: Chris.

Chris Disspain: I agree with (Mature). And Alan, if I could suggest a way forward it might be that Jordan's group, instead of just working on the mechanism for vetoing, it actually goes back a couple of steps and works on the mechanism the way- as Alan has said, the current way it's dealt with could be changed ad hoc.

So why not actually putting a process in place, Jordan, as part of this template that isn't just a veto mechanism but is actually community consultation mechanism that would then become part of the mandated processes that have to be used. And include in that the possibility of the veto.

IN order words, I'm suggesting you widen it slightly so that instead of just dealing with a veto you also deal with the process leading up to that and make sure there's sufficient community involvement. And that would give you an option then to work within the timelines that we've got in real life; again the budget approved. And possibly make that workable.

Thomas Rickert: Thanks Chris. Alan?

Jordan Carter: That raises an important question of principle which is should we do that for all of these? You know, how far should we go in trying to improve ICANN? Is that this one the specific issues you do with the very tight timing around budgets? Is that why you're proposing (unintelligible)?

Chris Disspain: It is partly that, it's partly Alan's point that the process could, you know. I agree with Alan; it's very important. I agree with (Mature), it's a very important thing.

I'm perfectly happy for this working group to just work on the veto thing; that's fine. All I'm saying is it's got to be realistically logistically possible for it to work, otherwise it's going to create huge problems.

So all I'm saying is I encourage us to kind of get the timeline, work out exactly what it is we need, and slot it into the right place.

And not be as concerned - look at slightly tweaking the process in order to make it fit the timeline, because you can't tweak the timeline. So that's all I'm really saying.

Jordan Carter: I think we have to do though kind of work ability and sensibleness filter on all of these, and that's a helpful guidance (unintelligible) do that with this one. Thanks.

Thomas Rickert: I saw a lot of nodding for that approach to just add some language. I think we need to consider it carefully not to give raise to the idea that we don't want to see consultation in other areas; I mean it should be the case for everything. So we can put it in as a gentle reminder maybe.

So I have Alan, Steve and Sebastien, and then I'd like to close the queue on that one.

Alan Greenberg: Thank you. I don't really support putting a process leading up to the budget; it's just too easy to document a process which becomes a sham process which is simply people talking at Staff and them not listening. So you can't really make it work; it's got to have a will. And so I'm not sure it's worth the words to put that in.

One idea we haven't discussed, and I really don't think we should discuss it but people should maybe think about it, is the concept of an expense line-item veto. In other words we approve the budget in general but you can't go in that direction and do that; that doesn't stop the budget from being implemented just as the money can't be spent like that. Something to think about.

Thomas Rickert: A good point. And Jordan is taking note of that. Sebastien?

Sebastien Bachellot: Steve, you were first.

Steve DelBianco: Steve DelBianco. I do believe that this block mechanism or veto has the design characteristic that it does not interrupt and delay processes. If the community is anticipating to block-a-budget, that conversation will begin long before the Board votes on the budget.

It would have begun in this year, it would have begun in the last couple of weeks starting last week when the budget was published for public comment period. So we will have time as a community to decide if we want to start mustering the votes for the extraordinary move of blocking a budget. That is no delay whatsoever in the process that is being used right now in ICANN.

You see what I am saying? We are not delaying it. So I believe that these powers to block -- to block a bylaw, block a budget -- are ones that the onus is on us to pay attention and move quickly. It does not slow down any process at all. And therefore, these are the kind of powers that need to be in Work Stream 1, and they are relatively simple to articulate.

Work Stream 2 is where we put aspirational moves to improve the consultation process on budgeting so that you wouldn't need to do a veto, and I understand that. But those processes, put them in Work Stream 2 so that we have a better opportunity to get our job done with a handful of crisp dramatic community powers that we've thought through well enough that we have a plan to present to the community.

I just believe that the extra time that it will take to articulate these cooperative processes on bylaws, these cooperative discussions on budget, it just detracts from the Work Stream 1 load that we have on our hands right now.

Thomas Rickert: Thanks. Sebastien?

Sebastien Bachellot: Yes, just wanted to add I feel it's important to say that in matter of transparency, when I was board member I was member of the Board Finance Committee. Thank you.

Thomas Rickert: Thanks Sebastien. Now I think we have a good impression on what needs to be done. I guess clearly delineating what's required in Work Stream 1 and Work Stream 2 as Steve said is a good idea. This line item veto got a lot of nods so that's worth proper consideration.

At the end of the session before we broke for coffee, we had this confusing apartide thing. But my impression is that the group was in favor of the

following principles; we would not ask for directed votes but we would give discretion to the groups to do that should they wish to according to their own principles.

So if a certain group wants to have a delegate, let's call them that way, on that community council and that they're both their conscience, that's okay. If they want to direct them, that's fine as well. So they can do it as they wish but we would not mandate directed votes. Right?

Is there any objection to that? Tijani.

Steve DelBianco: You're talking for budget right?

Tijani Ben Jemaa: I don't - you're speaking about the budget only?

Thomas Rickert: Only operative (sic). I just want to recap what I thought and all this confusion seems to be common sense.

So let's then move to the community part, and I'd like to - okay, is there any power missing? That's the mechanisms, the community veto? So we get to the mechanisms? Okay, maybe that's a definition thing.

Man: (Unintelligible) or power?

Thomas Rickert: Can you look at the question?

Jordan Carter: To me the thing that we're calling the community veto is a just a mechanisms; that's all it is. The IRP is the next subject for us to go onto that Becky will be presenting I think along with the corporation of the AOC and the bylaws.

Man: (Unintelligible).

Thomas Rickert: Yes, so before we go to the IRP that you're all eagerly waiting for - did you want to say something?

Man: Okay, my (unintelligible) switch off so please go ahead.

Alan Greenberg: Sorry, when it's the only hand it's hard to believe it's a new one; I know.

Thomas Rickert: My screen was dark.

Alan Greenberg: I think you were asking are there any other community powers. We said - don't touch it. Thank you.

We said we can defer to Work Stream 2 things we don't really need for the transition as long as we have the powers to make sure we can get them later.

I'm not sure how examples such as an AC/SO removing their Board Member is something we know we can get based on the ones we have now. Convince me and I'm willing to shut up, but there's a number of powers we said we want ultimately, and I'm not sure how we can be sure that we could get them.

But that one may not be the most onerous one; it's an easy one to remember. But I'm just not sure how the powers we have right now, you know - there's a lot of things we want but we're probably not willing to spill the whole Board to get. So I'm just not 100% sure we are where we want to be.

Jordan Carter: We have the power listed that is making sure that in the combination of things done in Work Stream 1, we can do Work Stream 2. And it's kind of a

subsequent piece of work to this meeting. And if it's clear that there is no way to achieve that, then we need to put it back in the Work Stream 1 box.

So all I can say is that that's something that collectively is a ccWG we do need to be cognoscente of. And I was just thinking - I wrote down maybe 10 minutes ago that we need a table again that shows these things, all of our work items across all three, the stress tests and so on, what's Work Stream 1 and what's Work Stream 2 because there's a ccWG we haven't actually decide that as yet and we will need too. So I presume that's on the agenda for tomorrow.

Thomas Rickert: Would you like to recap or shall we do the community question first?

Mathieu Weill: Maybe I can just try and recap - sorry, this is (Mature) speaking. On the various powers, I think there are common points that should enable us to lead to some form of unity in the mechanism.

They're all override type of decisions. All of them; the budget, the bylaws. We've been discussing this and its override type of decisions. Except for golden bylaw we haven't fully discussed yet. But at least so far it's only override.

The standing of reviews we've always been on the side of no-co's or no specific standard sometimes for legal reasons or otherwise for (grober) reasons so that's a common ground.

All of them need to take into account the continuity, the caretaker for the Board, what happens for the budget and so on and so forth, so that's something that is coming to all of those various inputs except for the bylaw change obviously where the community is easier probably.

There's voting involved, probably has to be transparent we said we want to take that accountability of the accountability mechanism by the way. And we still need to work on the super majority, core (sic), how we manage absentees, extensions that needs to be investigated. That's for all of them.

And we said that there was no requirement that the votes would be directed by the SO/ACs, but it could be left to the various instances, especially for the Board dismissal where there was some specific requirements in the room that this be taken into account.

So that, I think puts things in a position that we should be able to work on reducing the number of mechanisms to probably one with special systems, maybe two levels of thresholds for special decisions, but avoid - I don't know - two subs threshold for Power A, and a three-quarter for Power B, and then four-fifths for Power C and so on and so forth.

So we should be able to simplify the whole thing to something that is manageable and can be grasped by reasonable human mind without being too much of a lawyer or an engineer.

So I think that's very promising. And that leads to the next questions about how we balance the whole thing.

Thomas Rickert: Yes, and Tijani, you wanted to speak? Please.

Tijani Ben Jemaa: Thank you. (Mature), I agree with you except for one case.

So I would say we may have one mechanism with different threshold, okay, but for the Board spilling (sic), it is a different mechanism. It's not the

community entity or anything, it is the SOs and ACs, themselves, they are actually deciding on. Thank you.

Thomas Rickert: Not sure whether that's your opinion or whether that's the opinion of the whole group. So I think we need to - I think that's something we need to check. We want to check that.

So this part you're doing.

Jordan Carter: The objections or serious doubts to this option where there would be a community mechanism plus a board spilling specific mechanism. And I see (Roloff's) hand is up.

Roelof Meijer: (Roelof) (Unintelligible). My doubts are so strong to that to call it an objection. Although I understand the reasoning behind it, I think we will complicate matters because then we have these two parallel tracks and we have to get different kind of - and I don't mean the mechanism that we call mechanism but procedures, etc. And it will only cost us a lot more time.

So I'm very much in favor of doing one thing and do it very well so that we can use all the powers that we have with that particular mechanism.

Mathieu Weill: Chris and then I probably close because that would mean would be we don't have consensus on that yet and we need to further work this out to see how it turns out. Chris.

Chris Disspain: I think it depends on how you say it. So in my view, as simply put as I can, I have no problem having one community group or whatever we're going to call it; that's fine. I have no problem with having different voting rules for the different processes.

So for the Board spill process, you could have a voting rule that said the representatives, there's a process by which the SOs and ACs vote and those representatives deliver those votes to the table. That's still mechanisms, still one process, but for the Board spill it is mandated by the SOs and ACs.

Whereas for the budget, it could be, what you suggested I think (Mature) which is it's not mandated; it's up to the ccNSO wants to insist that it's representatives on the community council votes the way they tell them to, they can. Or if it's (unintelligible), they can leave it to their conscience.

So that seems to me to be a sensible way of dealing with it. But I'm very clear that Board spill must be voted by the SOs and ACs and then they can instruct their representatives to vote.

Thomas Rickert: That's something that you like as well? Yes, well then is there any objection to Chris's proposal? I think that gets a lot of traction, right? So we put that on record and we proceed on that basis.

Now let's talk a little bit about the community; what groups make the community, who has a say, and how do we best balance the powers inside the community.

And you will remember the email that I sent to the list the other day with a little tool that Berry produced where you could play with, you know, a different number of representatives and see what the outcome would be.

And I would really like to applaud Berry on - you know, Berry is just great. And you know, I had a five-minute call with him and he delivered exactly what I asked of him. That's awesome.

What's that? Say that again?

Woman: (Unintelligible).

Thomas Rickert: So I hope that you could play with that a little bit. That was merely to stimulate a discussion. So you should have the opportunity to test how the power play would work out if this-and-that group had this-and-that many people on this committee. And also you find a quite broad range of organizations in that table.

And the question is do we want to keep all those? Should they all have a say?

So my question to you is two-fold and we should address them after the other. The first one is which groups do we think should be represented on this community council? And after we've discussed that, we're not going to talk about specific numbers but I think we need to get an idea of how the powers are balanced.

We heard earlier that the SSAC will likely not be interested in having a strong impact on this. So it might be a consensus from you in this group that the SSAC shouldn't have the same weight as the ccNSO or the GNSO, right. So that's going to be the second part of the question.

But with respect to the first part of the question, are there any views on who should be on the community council, and I would assume that there's common sense that all the SOs and ACs will be represented there. But I'll just open this up.

And I think that Malcolm is the first on the line.

Malcolm Hutty: Thank you. As I understand it, this community council is supposed to be the port of whom or represent the people to whom the Board is supposed to be accountable.

The ACs are advisory bodies; they're not stakeholders' communities. Well, sorry. ALAC is in my opinion is misnamed. ALAC in my opinion is actually an SO, but then again. ALAC clearly represents a community that is stakeholders.

But SSAC is not. SSAC is an advisory committee. I would think that their view on really using any of these powers would be it's not for them to exercise these powers. Their job is to advise the Board on the consequences of things doing contemplation and more than that.

I'm less familiar with our SSAC but I would guess that they might have a similar view. I would certainly that would be well advised to ask people who have served on SSAC and RSAC for their views on this matter before we jump to conclusions.

And frankly (unintelligible) dealt with ALAC, which as I say, I think it is a stakeholders community to whom ICANN needs to be accountable.

There's a question of whether or not the GAC represents a stakeholders community to which it is accountable or where it's actually clearly an advisory body. And what that means for the status of governments and the governments in ICANN of course.

I (unintelligible) since it's an issue.

Thomas Rickert: Rename the ALAC into an ALSG? And the GAC into GSG?

((Crosstalk))

Thomas Rickert: So next in line is Alan.

Alan Greenberg: Thank you. I'm not sure - just to follow Malcolm, I'm not sure that ICANN is accountable to governments, but they certainly should be considering how their actions are viewed by governments and whether that is accountable or simply cares what they think; I'm not sure. Either way, I think they have to participate in this process.

In terms of the numbers, I don't much care what the numbers are. Certainly in the case of directed voted/mandated votes, they are all going to vote the same way.

I can even contemplate different numbers per AC/SO. For instance, the GNSO has routinely said we need five/seven people because we have seven different groups each of which will think differently. And I don't much (unintelligible) as we get weighted votes, and together they only have the same vote as the other groups.

So I think we can allow ourselves to be quite flexible in this with, you know, deciding what the weight of each of the main AC/SOs are, and then let them make a decision on whether they subdivide their votes or not based on their own internally mechanisms.

Thomas Rickert: So you think that all the groups in the table should be on it? I mean we need to scroll to the right of that because we're still with the part of the question. You know, what are the groups that should be there?

Alan Greenberg: Okay sorry, I was jumping the gun. I put my hand up before you asked that detailed question. No...

Thomas Rickert: So we have NROSSA or - you know, I'd like to hear views on should they all be there, which I doubt. Right?

Alan Greenberg: I don't believe the idea should be there. The RSAC and SSAC, I think we need to talk to them. And since the SSAC people aren't at this table today, this is somewhat awkward discussion.

So I think we need some discussions, not each of us pronouncing what we believe the other people should be there or not be there. Unfortunately we haven't already that discussion ahead of time to some extent, but I think we do need to have that.

I can give you my personal opinions but I really think that they need to be based on fact and not my perception of what I think they do.

Thomas Rickert: A lot of what we're doing is by people sharing their personal thoughts with the whole group. Sebastien.

Sebastien Bachelot: Thank you. In this list, (ISO) is equal (unintelligible). And we don't need to have two times. One is acting on behalf of the other, you can discuss which one on behalf of the other but it's the same.

And I would like to separate not the name SO or AC, but the one who are really representing a community and the one who are selected at the end by the Board. SSAC is not the community. At the end, the Board select the number of the SSAC.

SSAC are really a community. There are certain people who run the root servers and some others. But it's a small group, yes. But it's a community.

I think ITF is not having any meetings/discussion within ICANN. They are a liaison to the ICANN Board, but it's not because they are liaison to the ICANN Board that we need to keep them here.

And that's from the list now. I just want to remind you of some historical fact, that at the beginning of ICANN, the Board was supposed to be up and up (sic), nine and nine, and nine member would have been elected directly by the end-user.

Some people were very unhappy with the way the first election get into place, and then it was replaced by the NomCom to be short and simply stick and not anymore by end-user directly.

Now we have an At Large structure with a real structure representing the end user. Maybe it's time to come back with this threshold of having us (sic) doing the voice of the end user and the (unintelligible). Thank you. I know it's a provocation.

Thomas Rickert: Thanks Sebastien. That's very helpful actually. Chris.

Chris Disspain: These are internally ICANN processes, therefore it's not appropriate the (RIF) or the ITF or anyone external to ICANN, in that sense, to be involved. The SOs and the ACs are the groupings that should be involved. The ASO represents the numbers, the ITF is not represented and doesn't need to be.

My view is that it is dangerous to start to pause the ACs and say, "This AC is different from this AC is different from this AC is different from this AC."

What I would like to suggest we do is it should really be an opt-out. In other words, we probably should go to the (FSAC) and SSAC and ask them if they would like to be involved. They can have an option of course of being involved by having an observer or a liaison to these committees, or they can have involvement if they choose to do so.

Basically, the SOs, the ACs should all be represented and there should be the opt-out for those ACs that may choose not to. Thanks.

Tijani Ben Jemaa: Thank you. I agree with Chris that we don't have to start - it's dangerous to start to say, "This must be there, this one happened to be there."

I think that we are talking about the community - about the ICANN community. And ICANN community is the Internet community. And any member of this community has to be represented on this entity.

I don't think that we have to categorize and say that ICANN should be accountable to this kind of community and not to this other kind of community.

And I would say something which is not very good to hear, but I don't want to hear again that SOs are more important than ACs or anything like this. Everyone is important - everyone. We are talking about community, we are not talking about anything else.

So I want to try to be very positive and to say anyone from the community must be there. Thank you.

Thomas Rickert: Question for inclusiveness of this community group. You know, this is why we wanted to separate the power that the individual groups have from the overall composition. So even having a liaison or an observer status would be an inclusive approach, right.

But I think we need to grill down on that one a little bit further.

Next in line is (Mature).

Mathieu Weill: That's (Mature) speaking. That's actually a flow-up on this.

Remember when we discussed about stakeholders, we had this long list. And we said basically ICANN is accountable to all of these stakeholders, maybe in different matters, and that does not mean the accountability expectation is the same for everyone. But there's some form of accountability from ICANN to any stakeholders.

And I think it's perfectly understandable what Chris said, that considering that these strictly enumerated list of powers is very focused onto ICANN's internal processes or bylaws or the Board. That it can be understood from the outside of ICANN that this group or at least this member list or whatever it is, is composed exclusively of representatives from within ICANN.

But that means that another part of our work we need to make sure we are enabling outsiders, people outside the ICANN community, to have their voices heard. I'm looking at Becky for the independent panel obviously.

But I think that's something we need to be very careful about, that by designing the community with an inward looking SO/AC structure, whatever

it is, we are reinforcing the need to provide external stakeholders with a way to appeal. And that's going to be very, very closely looked at from outside of our group so I just wanted to stress that out.

And I also would like to echo one of the points that was made earlier, that we need to take into account a government perspective in this group one way or another. Otherwise it's never going to pass the cut. Thank you.

Thomas Rickert: So I would like to apologize to the whole group. Since this is such an interesting discussion I forgot that we were due for coffee like 15 minutes ago. So we will keep the queue but I suggest that we break for coffee immediately for half an hour.

Please use this opportunity to discuss this further and we will then wrap up this item and move to the Independent Review.

((Crosstalk))

END