ICANN

Moderator: Brenda Brewer
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9:00 am CT

Coordinator: Recordings are started.

Grace Abuhamad: Perfect. Thank you. Welcome everyone to the 40th meeting, and last of our two-day session. I'll turn it over - well actually before that, we're doing roll call in Adobe Connect as usual. If anyone's on the phone line - I have Olivier. But anyone else, please let me know and we'll record you in the notes. Okay, so everyone's here. Turn it over to the chairs.

Jonathan Robinson: Thanks, Grace. Welcome everyone. I know it's been a marathon session, but we've made good progress, so that's good. You can see we've put together a final agenda here - at least final as far as these six meetings are concerned. And it looks like an opportunity to go through what we discussed in relation to the separation mechanical - or the structural organization.

We thought it would be a good idea to now look at the punch list. Having gone through it in a sort of logical - or at least in a particular structured order, we now want to go through it from start to finish and make sure that we've covered as much as possible, because that will then be a basis on which the CWG can give more detailed instructions to Sidley.

We also need to think about whether we have time to cover off the work we've been compiling, which are -- let's put in quotes there -- instructions for CCWG itself. It's our hand-off to the - they've asked us for detail, and it's our detailed information to the CCWG, and talk about the way forward from here.

We've obviously had a productive set of calls, and made some significant progress on the design teams, then switched over to structure issues on the calls of both yesterday and the call prior to this. So that was Call 37 yesterday, when we went through the Sidley memorandum, and a high level pass over the punch list and the motivation for that.

Did some good work in the Call 39, where we took a poll of those present to look at the sort of - the thinking in and around a preference for which variant of the internal model, and we did a detailed exploration of some of the issues around the legally separated entity.

As we were doing so, we certainly covered some details; and as part of the final session, touched on the issues with functional separation. There was a request to put them side by side to do what I've seen called a side-by-side analysis before.

And Sharon, notwithstanding the fact that she's been up all night and was trying to track the CCWG call, managed to put together a side-by-side table for us. So that's available for your perusal, and it's gone out to the CWG list that came to us by the client list.

So I thought, when we were discussing this, it felt like it was a useful first step to just recap what we did cover on the previous structural call. That's Call 39.

And as far as we were concerned - and I'd really like you to either absorb and in so doing agree with this, or tell us where we've got this wrong.

But assuming that we have a legally separate entity for the post-transition IANA entity, one of the attractions and one of the, in effect, consequences is that there is a contract between ICANN and the post-transition IANA. The contract, in and of itself, is a significant accountability mechanism, because of the provisions within the contract.

We were looking, at least at first pass, to - and the board of the post-transition IANA being an insider board, and therefore not a significant component of our accountability mechanics, providing of course that that post-transition IANA is within ICANN, and that significant improvements are made in the ICANN accountability and delivered to us via the CCWG on accountability.

We've touched on triggers for separation from ICANN in the - for eventual or in the eventual scenario. And two such triggers that were discussed were that coming out of the IANA review function, renamed periodic review function -- whether or not that review was conducted on a periodic basis, as envisaged by Design Team N, or an ad hoc basis as also envisaged by Design Team N.

In addition, an alternative trigger for separation could be that the CSC, via an escalation path, ultimately triggers such a separation. Now clearly that escalation could involve convening an ad hoc review function. It's not absolutely specified yet. But the origin could be via the IANA review function or initiated by the CSC were two areas we covered.

So let me pause there and see if this uncle, as it was described informally in the chat earlier - but in essence, if that summary, that recap, sets anyone's hackles rising or raises any concerns or issues.

((Crosstalk))

Jonathan Robinson: So reminding people to be on mic, and noting that Brenden - go ahead, Brenden. Make your point on audio.

Brenden Kuerbis: Thanks, Jonathan. Can everyone hear me over the crosstalk?

Jonathan Robinson: Yes, and just a reminder, please make sure your microphones are on mute.

Brenden Kuerbis: Brenden Kuerbis, for the record. So Jonathan, (unintelligible). I guess I would just make the point that we really need to think carefully through the composition of the PTI board. I understand the need to keep it simple and focused, and I understand ICANN's desire for it to be an insider board.

But in this case, I think we need to think about what's best for IANA. At the end of the last session, people kept talking about ICANN suing PTI. But I think it's the opposite case we should be concerned with -- that is instances where ICANN might create policy and send instructions to PTI that requires implementation that might threaten, say for instance, security, stability and reliability of the root.

And now you could constrain ICANN's ability to take those actions somewhat within contract, I suspect, but if dire circumstances were to occur, would an insider board really take legal action against ICANN? So I'm not quite sure we're settled on insider board. And I might suggest that we defer what the actual composition of it is, and ask for public comment on it. But I'm open to other suggestions.

((Crosstalk))

Jonathan Robinson: I tend to agree with you, Brenden. I don't think we are quite settled. The way I saw it -- I see Martin's hand has gone up as well, so it'll be interesting to hear what others say -- was that we could live with that, providing sufficient accountability - and if you remember, we mentioned the prospect of stress-testing the new structures in other ways, and providing that those were met.

So it's - I agree with you. The door isn't closed. And there may be some variance. But it's really - that's where I thought we got to. Go ahead, Martin.

Martin Boyle: Thanks, Jonathan. Yes, I think you just covered the main point. So (unintelligible), Jonathan, I do see a certain (unintelligible) of having two separate and entirely independent boards set up, of - well where does the accountability lie? And I think at the end of the day, we've always got to recognize that the accountability has to go with an authority to do and to make changes.

And just at the moment, the point that still gives me a lot of heartache on this particular model is trying to make sure that we are clear in our own mind where the responsibility for any action would then lie, and to make sure that that particular mix of the (unintelligible) is authorized to respond to the challenges that are coming up to it.

And the latter then does, I think, get picked up with Brenden's point about what happens if there is something that's going to definitely go wrong. And there, I think, the concept of a manager, management board, starts, in my mind, to make a lot of sense. Thank you.

Jonathan Robinson: Thanks, Martin. And Brenden did point out that there was an option here to flag this for public comment. I think that one of the issues we've got to deal

with here is where we do leave items open for public comment, bearing in mind we are a very well-informed group who's made it our business to think through and test every element of this.

So I think we should be open to having some clear flags for public comment, or soliciting input, if you like. But be mindful that we've already thought this problem through many different angles. Chuck, your hand is up, so go ahead.

Chuck Gomes: Thanks, Jonathan. Two things. First let me comment on what you just said. I agree with you that we, those of us who have been active in this group, are much more informed and so forth. But if you don't get public comment and find out where people really are, and then when it comes down to the end and you need approval from the SOs and ACs, and you're not aware of their concerns, even though they may not be as informed, you may have a problem.

So just a thought on that, that we have to be careful, okay? Assuming that we know better than everybody else. We probably do, but if we assume that and don't find out where their heads are, we may get burned a little bit later on when it's late in the process.

Now the reason I raised my hand, though, was with regard to the composition of the board of PTI, what I think I heard in Call 39 was several people really expressing that they thought there were advantages to having kind of an internal board with maybe a few multi-stakeholder people as well.

And I confess that I don't fully understand the reasoning there -- not that I necessarily disagree, but I would like to better understand why some think that the PTI board should be either a mix or mostly internal board members, because I have always thought that it would be better if that would be - it

would be a very independent board. And I think I hear other people saying the same thing. Thanks.

Jonathan Robinson: Okay, Chuck. Just a very brief response on your first point, and in no sense did I mean to patronize that broader community who will be giving us that point of public comment.

It's just that we saw something different emerge in Singapore, where we gave these open questions and people said it almost appeared that what people wanted from us was a recommendation or a preferred choice. So there's a really fine line between being receptive to comment, and yet saying this is the - on balance, the view of the group.

So I don't know how we manage that process, but I just wanted to be clear. I'm not suggesting that, in any sense, we know better. There'll be people out there who are very well-informed, but who haven't necessarily given this quite the level of attention we have. So it's a delicate balance, and I didn't mean to suggest we shouldn't be open to that.

Chuck Gomes: Thanks, Jonathan. Chuck again. Very quickly let me say I do believe we need to put forward a very clear recommendation. I didn't mean that either. So I think we're probably on the same page on that, okay?

Jonathan Robinson: Good. Thanks, Chuck. And then, yeah, I'm really, I think, reading this issue of the - on your second point, reading this issue of an internal board or a more diverse or mixed board. And what the consequence of that is is really important, because it's very easy to think that it may be a good idea to have it, but we need to be clear what the knock-on impacts of that are.

And it might be very tempting to see an insider board as a capture board and a weak board and a problem from that point of view. But it's a question of where our accountability leans on, what the consequences of any particular structure. Chris, go ahead.

Chris Disspain: Thank you, Jonathan. I put my hand up to respond to your point about what we say in the public comments. But I also wanted to respond to what Chuck just said.

So dealing with your point first, I agree that we need to put forward a clear plan. But I don't think there's inherently anything wrong with saying here's our clear plan and, just as an example, the board could be A, and I'm using shorthand here, internal; and B, independent.

I don't think there's anything wrong inherently with that. We could say that, if we are not at one as to what that board should be. Nothing wrong with us being informed by what the community thinks.

On Chuck's point, I was one of those who was strongly advocating for what again in shorthand is an internal board. My view is that we need to make - we need to sort of make a decision about where, as you have said, Jonathan, we put our faith in the accountability mechanisms.

My concern about an independent board is that we would probably then have to build some accountability mechanisms to deal with that independent board, whereas if we have an internal board and we recognize that it's a subsidiary of ICANN, and therefore we are relying on the ICANN accountability mechanisms -- be they IANA-specific or general -- then I think we have the answers to that.

And it gives ICANN the - it's a ladder. You have the board of the subsidiary. In turn, that is in the control of ICANN, which in turn is in the control of the community, whatever that community is defined as. And if we can build those mechanisms and become (unintelligible) the CSC and the review body are within our control and set to run fine.

But then I think we're better off having a controlled internal board that we have, you know, complete control over, and we can use the ICANN mechanisms for, than we would be having an independent board where we would end up having to have some sort of a fight in order to control it. So that's my take on it. It's my hope that's helpful.

Jonathan Robinson: Thanks, Chris. Sharon, you're next up, probably in response to (Sean)'s question or questions.

Sharon Flanagan: Thanks, Jonathan. Right. I wanted to respond to the questions about the terms we're using of internal board, insider board, hybrid. So what I think we're all talking about is when we say an insider board or an internal board, we mean that the board of the PTI entity would be populated by ICANN, with ICANN individuals.

Those could be ICANN directors. Those could be ICANN employees. It could be, you know, a variety of different people, but really appointed by ICANN, so under ICANN's control, in that sense.

When we talk about an independent board of the PTI, we're talking about a board that would be constituted by some kind of multi-stakeholder community, you know, not unlike what happens at the ICANN level.

And then the third alternative is the hybrid, or the hybrid model, as Avri said. And that would be that it would include both ICANN members and independent members, some combination. And so I think those are all the different alternatives.

I think it's in the - if it is a fully independent board, I think it's in the replication of that independent board of the PTI that will add complexity. You will have to figure out, who are all the seats? Who has the seats? Who appoints those people? And then also determine at what point is the PTI board tasked with making decisions, from a governance standpoint. Thanks.

Jonathan Robinson: And, Sharon, just a follow-on comment with that. I mean clearly there is a risk vector that comes in with independence. Whilst independence creates exactly that, the flip side of that is it may be that your independent board lacks knowledge.

So I know in UK corporate governance, the typical balance is, for what we're calling a hybrid board here, would be to have executives who are in place specifically because of their ability to undertake the executive function. So in this example, those would be IANA or possibly ICANN executive staff, but more likely IANA executive staff.

And then the independence in that case would be people with measurable skills relevant to the effective governance of that organization, and we would call those non-executive directors in UK corporate governance model. So that's sort of further color on the hybrid picture. Chris?

Chris Disspain: Yeah, thank you, Jonathan. I'm in agreement with what you just said, and what Sharon, I think, just said. It's this. If you're going to build a mechanism that relies on the huge amount of work that's being done to make ICANN

accountable, then logically, it seems to me, the IANA subsidiary board needs to basically be ICANN-controllable, because the seat of the control, you know, the community, has the ultimate control over ICANN.

And if you've got a series of reporting mechanisms and KPIs that are reporting up to ICANN, as opposed to reporting independently as an independent IANA board might do, then again you need to build that board so that it reports up to ICANN, and ICANN has the ultimate control -- ICANN being the community, let me stress, not the ICANN boards, the ICANN community.

So on that basis, logically to me the board should be an internal board. But I acknowledge in the same way that in my comment on the CSC, I'd said that it should be the insiders, the registries, that are on the board. But there is nothing wrong with having a couple of non-insiders on that board. I can see an argument saying the same thing in respect to the IANA board.

But the fundamental principle for me is that it's ICANN-controlled. It's within ICANN. And the accountability mechanisms that we are building are usable to control that entity; whereas with an independent board, you would, I think, have to build a series of separate accountability mechanisms, and that seems to me to be unnecessary and complicated.

Jonathan Robinson: So go ahead, Greg.

Greg Shatan: Thank you, Jonathan. Greg Shatan for the record. It's interesting that, you know, in typical corporations, at least to my experience, the idea of an insider board is to create something that's as boring as possible. And it really doesn't create any kind of independent power.

In this case, just trying to think through who would be on an insider board -- and I know that handful just - you know, listed, typically who you might have on an insider board, I'm wondering whether that might itself create some accountability issues.

Of course a lot of that depends on what powers that board would have. You know, for instance, would we want a board that would have maybe ICANN - the head of the global domains division and the ICANN general counsel and, you know, a couple of long-standing board members of ICANN, when we're at the same time talking about trying to - at least over in the CCWG, even to a greater extent, kind of trying to control ICANN against certain activities?

So I just wonder, you know, who these insiders would be, and whether they're the insiders that the community would want to be insiders. I don't want to overstate the so-called trust issue, as I think many people do, but I do want to point out that just as ICANN isn't typical in many other ways, who the insiders are and who those of us on this conversation would want to be on that board is a little bit more interesting than it typically might be. Thanks.

Jonathan Robinson: Okay, so I think this is a conversation that comes up again in the memo, and I think in the punch list.

This is - we are responding here to Brenden's valid point that - and it's clear from this discussion that it is valid, that we haven't yet fully settled on the board of the PTI. And I asserted that in our earlier discussion we had provisionally reached various points, including the possibility that we went with an insider board.

In direct response to Greg's previous point, in my personal experience, a board in this case would typically come from the board of the parent core. There's no

rule, but that's often the case. And I can see immediately that in this example there may be concerns or issues with that. So a variant could be that that board of two or three people, comes from perhaps within the IANA entity itself.

But I think we need to come back to this, and we need to just, at this point, acknowledge Brenden's point that this isn't settled.

There's two issues here. One is the group hasn't settled on this. Two, I think it's clear and accurate to say that the group does broadly acknowledge that by introducing - and that's not to say it's a bad thing. But by introducing independence to the board of the PTI, or additions to the board of the PTI, we do create more work for us.

It may be that that's valid work, and it may be it's a valid outcome. But at this point, the easiest solution may not be the best solution. And we need to do some more work on that. And it may be something that we can't yet resolve as a group.

And just let me make sure I see. (Eduardo) says if we go for affiliate route, we should have a bare bones board. After all, affiliates are doing the technical operation. And Martin supports that. That's where I thought we had got to, but I'm now clear from this discussion that we're not 100% there yet. At least I'd thought we'd provisionally got there.

Let's take a couple more comments, and then I'm going to try and drive us through the punch list. So I've got hands up from Chris and (Olivier), and then we'll go back to the punch list where this item reoccurs.

Chris Disspain: Just to be very specific, Jonathan, I agree with everything you've said. I think this is a really fine point, and it's not something that we should necessarily be spending our time on right now.

But what we need to be aware of is this. If we're building accountability mechanisms, and we're going to have an escalation path that involves the ability for the community to look at reports and so on and so forth, it's a little bit difficult to build those accountability mechanisms and build reporting mechanisms up through ICANN unless you have significant ICANN executive representation on the board.

So I'm not suggesting it should necessarily be control. But it seems to me that key ICANN people in this circumstance would need to be on that board, whether it's board members of the ICANN board that have relevant experience, or it's the CEO, or it's somebody else. It doesn't much matter for now. But my point is that I do think you need to build a structure from the IANA board that enables a clear flow of information to come up to ICANN from direct experience rather than just from reporting, that enables you to call it what it needs be called, and ICANN.

Jonathan Robinson: Olivier - thanks Chris. Olivier, you're next.

Olivier Crepin-LeBlond: Thanks, Jonathan, and Olivier Crepin-LeBlond speaking and I can go along with Chris's point that you do need some people from the ICANN board on the board of PTI.

What I twitch about is that the board of the PTI could be a subset of the ICANN board and no one else on it. And the reason for my saying this is really down to what is the board of the PTI going to do?

What is its power? Is it going to take decisions? Is it just there to be a board and just (rubber stamp things)? Where does the control lie in the post-transition IANA? And that's the concern I have and it's not answered at the moment and until then, I'm not going to be able to point in one direction or another. Thank you.

Jonathan Robinson: Okay, so yes, it's a good question - where does the control lie? Well, couple of things. I mean I heard - I thought I heard Chris saying that the critical point there was the structural linking of IANA to ICANN via that board such that we could rely then on the board of ICANN and the community supervising that board of ICANN.

And there wasn't some sort of breakdown in that structure. So not necessarily does that involve board members of ICANN being on the board of PTI. In terms of the control, I'll leave that to Sharon to answer since her hand came up in response to that.

Sharon Flanagan: Thanks, Jonathan. So I think it depends -- in answer to the question -- I think it depends on what the board looks like. And I know that's kind of answering it in reverse but I think if the PTI board is really an insider board, an internal board, then I think we would envision the role of that board to be fairly limited, to be doing the minimum that would be statutorily required.

However, if that - if the decision is that that board should be more of an independent board, then I think we might house more of the accountability there.

So maybe going back again, if it's an internal board, it's really - the accountability is really happening at the ICANN level and so that's why we

would do minimal at the PTI level. I think it really - it's really a question of where he wants the accountability to reside. Thanks.

Jonathan Robinson: So, Sharon, that's helpful. And just to remind everyone, to go back to that point, we were saying is not that there wasn't a function for that board or requirement for that, but we needed to understand what functions were missing from the new structures we created in CSC, PRF, ICANN board accountability before determining whether there was any other than a need for an insider board. Chuck.

Chuck Gomes: Thanks, Jonathan, a question - a follow-up question for Sharon. So, if we looked down the road, if and when separability was needed, are there implications regarding whether it's more of an internal board first as an independent board when it comes to separation? Or is that kind of a wash?

Sharon Flanagan: Thanks, Chuck. This is Sharon. So I think that, at the moment of a separation, I think we could provide for a mechanism where the board - if it were a purely insider board, that that board could be reconstituted. I do think trying to separate the board with a fully internal - sorry, trying to separate IANA with a fully internal board would be challenging.

And so we could put in a mechanism where ICANN, as the sole member, is required to replace the designator - you know the directors that are sitting on the board, or alternatively, have some kind of designator function that would kick in and allow community to appoint the board. But I do think at the moment of separation, we would want to swap out the directors.

Chuck Gomes: So just a follow-up, if I can. Chuck, again. So if I translate that amount had, and I don't know if I'm right or not, there might be some advantages to having more of a hybrid board when it comes to separation if that ever happens.

Sharon Flanagan: I think that's right. I think the question is, is that something that you want to implement now when the separation may not occur for years or ever? Or do you want to implement something that works for what you think the need is currently and then make a change down the road? But I think you're right in that, at the moment of separation, it will be I think simpler, if it's a hybrid or an independent board.

Jonathan Robinson: Sharon, I'm going to challenge you on that one just to check this because you said something else in response to Chuck's question as well. You said you could provide elsewhere via that, in the event of separation, ICANN was mandated to pave the way for an independent board or provide for an independent board, so that that can be used as a mechanism to - the insider board, under those circumstances, can be used as a mechanism to hinder separation providing all other boxes were checked. Could you talk a little bit more about that?

Sharon Flanagan: Yes, and Jonathan, I agree with that. I think what I was meeting was literally the moment of separation, then, I think you'd want an independent board. So that could happen a moment before that as the transition is happening.

There could be a mechanism that kicks in and says, well, we have an internal board. That isn't going to work once IANA is separated from ICANN and, therefore, we need to reconstitute the board.

But at the moment of separation I would envision that that would - you'd want that to be an independent board. So I think both things can be true. Does that make sense?

Jonathan Robinson: Yes, it makes sense. And I see Greg's essentially agreeing with you in the chat. Let me go to Donna.

Donna Austin: Thanks, Jonathan, and apologies, I joined this call little bit late so I'm not sure whether this has been covered or not. It's a question about the role in the CSC, the charter that we've - the design team put together has defaulted in a number of areas to the ccNSO and GNSO being to - if the CSC has recommendations are has to escalate, then (an issue is saying) we've defaulted to the ccNSO and GNSO because we didn't know what other mechanism there was.

The way that this looks is that - and I'm - what I mean is, looking at the screen right now, is that the CSC reports in some ways to the board of the PTI. So does that - and what I'm trying to understand is where we have defaulted to the ccNSO and GNSO or ccNSO and registry stakeholder group, is that the fault not likely to be the board of the PTI?

Jonathan Robinson: Okay, good question, Donna.

Donna Austin: So I just want to understand the role of the function here and where that sits.

Jonathan Robinson: Good question, and Sharon's ready to respond to that but I will say two things. One, just to orient to you and myself and others in the call, where we are is we, before going into detail through the punch list, we're just doing - we did a high-level recap of where we got to on the previous call.

One of the points I made in the high-level recap was saying that we were, in some way having towards, or had gotten somewhere down the road towards an internal board which has sparked this discussion.

That's a healthy discussion because actually it comes up on the punch list as well, so just orient to worry on the conversation. Now, as to the diagram in front of you, that diagram predates the recent work of the CSC. That's not to say it's wrong, but just to say it chronology predates the recent work of the CSC. And now let me turn to Sharon to respond to you on that.

Sharon Flanagan: Thanks, Jonathan. So I was going to make the same comment which is, in some ways, the chart, this diagram like the work that's been done in the last two days, so I think we just have to account for that.

I think I'm the - we should the CSC be reporting to, I think that's really a choice that could be made. Again, if the PTI board is a more independent board, maybe that's the place you'd want to take it.

But I think probably more likely the CSC would want to be reporting up - all the way up to the ICANN where we know we've got - we're going to have some accountability measures in place that should work.

So CSC maybe is reporting just directly to the ICANN board. Maybe it's reporting through the periodic review function. I think it's really all - they're all possible so it's really just a question of preference. I wouldn't take this diagram to mean that it has to be one way or another. Thanks.

Jonathan Robinson: Thanks, Sharon. That's helpful. And I'll remind us all that this is - this document is a 4th of April document that derives from Istanbul meeting. There's been subsequent work that's taken place including the work of Donna's and other good work within the design teams.

And what we're trying to get to, what I'd love us to get to in this call, is a review of the punch list sufficient to give (Sidley) updated instructions which is why you see point three on this agenda is instructions to (Sidley).

And so that's really where we're trying to get to and if - you know, so it's not absolutely critical that we resolve this (board) of (subsidiary), for example. The more we can nail down, the better, for both public comment and instructions for (Sidley) purposes.

But let's not - be careful we don't absolutely trip ourselves up on this one issue when we've got many to try and deal with. So let me hand over to Chris who's next in the queue.

Chris Disspain: Thank you, Jonathan, and I agree, we need to get onto that. But I think we're tying ourselves up in some unnecessary not here. We seem to be working on the promise that if we decide to divest in ICANN of the function, it will automatically be divested by spinning off the company.

In fact, my view is that the most likely divestiture is to another organization that already exists or is formed for the purpose that runs the IANA function under a subcontract from ICANN.

So I'm not particularly fussed about the board because I think in the sense of spinning it off, because I suspect that what will end up doing, if we ever end up doing it at all, is saying to, I don't know, affiliates or a ccTLD community organization or someone, "You're the right people to be running the IANA function," and giving it to them to run.

So I'm not suggesting you (unintelligible) the company. I'm just saying I don't think that's a given so we shouldn't be too concerned about what

happens with the board because it's the function that's being spun off not necessarily the subsidiary.

Jonathan Robinson: Yes, good point, Chris, and we did discuss that and we talked about that as - I guess we separated that out when we discussed those two topics in Istanbul. We talked about if it was purely the function, the technical function that was a form of outsourcing and it was within the bounds of the possibility that even under a set of very good conditions, that ICANN could conceivably decide to outsource the technical function to another provider.

And, under a sort of good lever or bad lever set of circumstances, and alternatively, that a mechanism might be the divestiture of the subsidiary. And it doesn't presuppose that either solution.

So let me not just now onto the punch list because, to the extent that we can deal with this punch list, we will be in a position to best instruct (Sidley). I hope that we can punch off items on the punch list with some degree of ease.

It won't have escaped your attention that, when we switch to the punch list and we go through it in the order, of course, point one is what's the post-transition IANA board? You know, what's the composition? Who appoints it?

I think we've probably gone as far as we can with that for the moment. We've got some relatively clear alternatives and it may be that those alternatives even find their way into our document for public comment and we seek opinion on those.

I think if we do seek - if we do go down that route in the public comment, what we will need to do is provide a little bit more than just these are the

choices. It's these are the reasons why the group might go with one or another option.

So I would suggest to you that we try and move our way through the punch list on to items two and above. Chris, your hand is still up but I think that's an old hand, so just making sure that that is the case.

And so, really, the next section and, Avri, I'll just try your attention to this because the next section is the periodic review functions group. It's question two, which even I'm losing touch with which particular acronym we were working on, but it's the periodic review function.

And the questions are - what is the composition and who appoints it? Well, I think that's been dealt with by design team (N) and I hope you'll stop me if I'm wrong on any of these.

Will the PRF exist at all times or only during a periodic review cycle? I think we've dealt with that and we've agreed the periodicity and the prospect of ad hoc appearances. Grace.

Grace Abuhamad: Hi, Jonathan. Do you want us to be editing the document live? You know, putting answers and or would you rather have the diagram up? Would you prefer?

Jonathan Robinson: I think it's helpful to have the document up there so people can seem the question and the answer is that are coming out so they can - that feels right to me. Lise, are you happy with that?

Lise Fuhr: Yes, I agree.

Jonathan Robinson: Okay. So will work in that way and a hope it's not too distracting to have the document up their live. So next question is how often with a periodic review team be performed? That's been covered by DTS.

Should the PRF be a subgroup for (the committee of the) PTI board? I've got noise on the microphone. (Gary) - (Gary Campbell), that's your noise coming through. Thanks.

Should PRF be a subcommittee of the PTI board? Well, no, it's neither a subcommittee or the PTI board or ICANN board, again, DTN. Should PRF be the PTI board? No, it's DTN.

And, Avri, we can give close attention to F and just make sure that - which of these have already been answered. Well, I think we agreed that there was no restriction or constraint on what changes, either in school or out of scope.

So I think we've dealt with all of two. And in the interest of keeping this moving fast, I'm going to expect to be - check 1B - Chuck's calling me back to 1B. What is the role of the PTI board?

Chuck, that's a really good point and, in fact, it absolutely should come before composition. I suppose that the thought here is that the role of the PTI board should be - is critical to determine with the composition is.

We can't argue - and we arguably shouldn't have let ourselves go too far down that composition, although that was illustrative for the range of potential compositions without knowing what the role is.

So where I think we're at is, the role of the PTI board comes about if and when there's a need for it to do something other than what's covered by the existing structures.

So it feels to me that we could come back to that once we've gone through all of these other points and then say, right, what gaps are there? Are there gaps that need to be filled by a role - by the role of a PTI board? Avri, your hand is up.

Avri Doria: Yes, my hand is up in regard to the last point in this section on the review. But I can't see that the moment and, unfortunately I couldn't raise my hand and (unintelligible) at the moment.

I think it was a compound of - once the typing is finished, maybe it moved up so I can see it since it's not - the issue of - one of the things was, was in the contract, actually included the notion of in the contract there.

And I just wanted to indicate that that would work, that - that was down a little bit more. Okay, so it was, what is the scope of the review? That was covered. What change in actions and - okay, thanks.

What change of actions can it recommend? And then it was - okay, and it has in that list, for example, termination of contract. That particular point is work that's undone. That's the (DPX) proposal. So in terms of answering that one, we have to indicate that that was not a power that DPN had assigned to anything, et cetera. Thanks. And I make sense?

Jonathan Robinson: Sorry, Avri. I was not sure I understood that properly which is why I've gone silent on you. Marika.

Avri Doria: Right. Then the answer to do I make sense was in no. What I was saying is that one point, determination - in terms of answering this question, in terms of filling out the form, I'll just say the determination of IANA contract it's still an open issue as to how that's dealt with, that that hasn't been said by DPN.

Jonathan Robinson: Thanks. So that the detail implementation. If indeed, the recommendation is termination then, well, how does that happen? That's not yet - and that's your - that's the - was that the other...

Avri Doria: We hadn't even gone that far. What we had gotten was as far as it could recommend the initiation of some RFP process is such a process has been defined.

                    And that's as far as a got, so that it didn't even go as far as termination. RFP is at least one step before termination obviously because the current provider can reapply. So I was just saying that that one statement is not answered.

Jonathan Robinson: Thank you. Okay, Chris.

Chris Disspain: Thanks, Jonathan. I just wanted to give you some input on the role of the board, the PTI board. My view is that it's a formal board. It deals with all the things that a formal board needs to deal with. It would, for example, approve the budget request. It would then go up to ICANN.

                    It would deal with the day-to-day stuff that boards deal with but I (hadn't envisioned) that it would have any greater powers than that because I had assumed that in our discussions we were clear that being an internal -- using shorthand again -- an internal board, that the accountability mechanisms would be run through ICANN itself. So this would be a staff, and executive

led board that would do the formal role that a board would need to do but no more than that.

Jonathan Robinson: So here's the way I think we can deal with that because Chuck asked the more specific question, digging into the detail of what it might do. I think what could be helpful here is to understand the minimum role it could be required to perform because anything else is in excess of that and needs further discussion.

And that's based on the needs of the structure, so it strikes me that (it has to do) with some help from (Sidley) here, not necessarily right now but in terms of populating a version of the proposal which is the minimum requirement from that board.

Because that's - there's a certain minimum requirements and anything else that develops from that, depending on what we, the group, expect of that board in addition to that minimum. Olivier.

Olivier Crepin-LeBlond: Thanks, Jonathan. Olivier Crepin-LeBlond speaking. And my question is with regards to the PRT. Would recommendations of the PRT be binding on the PTI board?

Jonathan Robinson: I see Sharon's hand has gone up so I'll defer to her.

Sharon Flanagan: Thanks, Jonathan. So I think, again, same answer as with the CSC. It depends. It could be - it's a decision. The periodic review function could go directly to the ICANN board or it could go to the PTI board of that board were an independent board.

It sounds to me like I'm hearing a preference for all of the account- most of the accountability work to be centralized and that would say that the periodic review function would report up to the ICANN board.

Jonathan Robinson: Thanks, Sharon. Chris.

Chris Disspain: That would be - that's exactly my understanding as well, Jonathan, that the CSC, if it were triggering any mechanisms would trigger those with ICANN and ditto, the review team, that it would be an ICANN review by the review team looking at what, in effect, the subsidiary of ICANN, and therefore, it would be reporting to and requiring action from the ICANN which, itself, what then instruct the subsidiary board.

Jonathan Robinson: Thanks, Chris. Josh. Josh, we need audio from you.

Josh Hofheimer: Apologies. I was going to ask a question in response to Chris's comment. It seems that even if we did have an insider board, you know, one that's closely held, that since we are intending PTI to be, you know, and operating subsidiary, I'm not sure why we wouldn't have at least an informal mechanism for review and redress between CSC and the PTI or PTI board directly initially.

Because it - you could result things potentially more efficiently than having to do a formal escalation to the ICANN board. So I would wonder why we wouldn't want to accommodate that.

Chris Disspain: So, Jonathan, it's Chris. Josh is right. I think you would build a mechanism where the day-to-day escalation processes of the CSC would be interfacing with the - first of all, with the IANA stuff. And then, if necessary, with the IANA board and then past a certain point, with the parent.

Jonathan Robinson: Okay, that sounds sensible. Alan.

Alan Greenberg: Thank you. I think the reviews have to go to the ICANN board. A substantive potential outcome of those reviews are related to budget with ultimately comes from ICANN, a criticism of the IANA management which essentially is a reflection on the local board.

I think there's no choice that it has to go to the ICANN board. Some of it may well just be, you know, subcontracted back to the subsidiary board but you've got to put the request were you know there's going to be a possibility of action. And not all things are under control of the subsidiary board. Thank you.

Jonathan Robinson: Okay, thanks, Alan. Fair point. Martin.

Martin Boyle: Thanks, Jonathan. Martin Boyle here. Yes, I'd like to just pick up on the CSC and its interaction because the design teams see, one a looked at the CSC, saw an escalation process on remedial action of which the - moving up the chain and trying to make sure the plans were being put in place that resolved issues was actually quite important.

And I think that really comes down to me as to one of the fundamental roles of the PTI board, is to ensure that the PTI is meeting its obligations and resourced accordingly and, therefore, you know, the logical point for anything that is directly related to resources of the organization meeting targets of the P- from the PTI as being something that should directly rest with the board of the PTI. Thanks.

Jonathan Robinson: Just conferring on, making sure the for the notes or activity Martin here. Thanks.

So I think this is - we haven't added anything to the notes on the back of that specifically. But it's clear that we are grappling with this.

And it's I think Chuck's earlier point about understanding the role is critical. I think we need - I'll go back to the previous point I made wherein minimal role is required.

And then we need to understand how we might build on that role if necessary and if that if necessary is based on inadequacies or deficiencies in the model elsewhere.

So I would suggest we try and move ourselves on and ultimately try and pull this model together with a minimum with an understanding that there's going to be some more discussion about the perspective role of this in particular, if there identified, inadequacies and deficiencies with the model.

The Point 3 on the punch list deals with the role of the Custom Standing Committee, so just to highlight that to Donna and her design team.

But I think - well, A is what is a composition and (who are) points? Well, we've covered that yesterday. B is what is the connection between a CSC and the PRF, can they be the same group, should the CSC be a subgroup?

I think all of this has been adequately answered or at least dealt with by the work of the CSC. So I don't think we need to re-ask these questions.

It's clear that the CSC is not a subgroup of the PTI board, but subject to any further discussions we might have on this the structure of the PTI board. That we've understood the current role subject to any further discussions tomorrow on the sort of collective call of the CSC's decision-making.

So in my view, and I'll now go to Chuck whose hand is up, we have broadly answered all of those questions from - this from Sidley's punch list in and around the CSC by the work of the design team. Chuck?

Chuck Gomes: Thanks, Jonathan. I think you said it - said what I was going to say. I think a significant part of this one will become clear hopefully after the joint work of teams C M and N tomorrow which has been scheduled for tomorrow. So you said it. I won't say it anymore.

Jonathan Robinson: Thanks Chuck, sorry to steal your thunder. Sharon go ahead.

Sharon Flanagan: Thanks. Just, for our benefit can you confirm for 3B, C and D the answer just no to all of those things?

Jonathan Robinson: But I think it's slightly more subtle than that Sharon. And I (unintelligible) for this to come across rudely, but it's sort of take the output from the Design Team. And that is slightly dynamic at the moment because that design team is going to meet with Design Teams N and M tomorrow. And then you will get given as part of your instruction.

So it's not as quite as direct as that, but it's - that's really where the instruction comes from.

And I see Chuck hand's gone up again.

Chuck Gomes: Thanks. Real quickly, I think Sharon that the answer is may likely be a no to those, but it's probably - those are probably questions that we should specifically address in the joint meeting tomorrow.

Jonathan Robinson: Sounds like a good suggestion. Should have let Chuck chair this group from the beginning. It'd save me a few hours. Yes, no Chuck seriously...

Man: Hi Chuck. His head is big enough already Jonathan. You're going to make him bigger. Thanks.

Jonathan Robinson: No he's very helpful. It's - thank you for I mean there's lots of people that are putting a lot of effort here and that's good. Thank you very much.

          So Item 4 - God, I hope his head didn't just explode there.

Woman: That was...

Man: That was a very appropriate set of background noises.

Chuck Gomes: I've got to go on mute.

Woman: I'm not following you this time, Chuck, sorry.

Jonathan Robinson: It appears we may have lost a member or a participant. All right, well...

Chuck Gomes: It wasn't me you lost.

Jonathan Robinson: Pleased to hear it Chuck. That was - things were going well for a while.

Woman: You're flushing them out.

Jonathan Robinson: All right Item 4 as we flesh out the various issues on this list.

So Item 4 deals - is the ICANN Board composition and CCWG dependency. I mean this is really the work of the CCWG at this stage. And I just don't think it's - we're going to open up this area within this group.

We then go on to Item 5 which is the independent review panel process, when will this be needed, what are the CSC requirements of this, what are our issues?

I think this really comes down to our detailed instructions which I know Lise gots some - which we'll hope to come to in Item 4. But this is really about our detailed instructions I believe for the CCWG, our request and requirements, don't like the use of the word instructions, but it's our requirements of which they've been very keen to stress to us they would like to know. We talked through the accountability in Item 6 on - okay. Chuck questions is Item 5 really a CSC issue?

Good 5 a CSC if issues not addressed. Well, I don't think it is a CSC issue per se. The CSC could escalate one or more of its issues to independent review but Chuck come in on that.

Chuck Gomes: Yes, just very briefly, Jonathan, if the CSC is a non-dispute resolution body as they have proposed it probably isn't a CSC issue. But again, we're going to talk about that in our joint call tomorrow. Okay.

Jonathan Robinson: Yes, good point. And so really that flags then - it's depending on where you go with that with the roles of the different groups in the call tomorrow some more information could be used to populate Item 5.

And it may be that the CSC is a - if we - if it ends up taking on the sort of manager role or the traffic controller roll that we talked about. It might be just a step on the way to an independent review.

So that's, you're right. Let's not preempt that. But be aware that not only is it worth you put - glossing your eyes over Section 3 but also Section 5 of this punch list and helping to populate what goes across to Sidley. Marika?

Marika Konings: Yes, this is Marika. It may also be worth to my friends in here the work of DTM which are specifically references. And I think there's the IRT, which again may need some clarification following tomorrow's meeting where it may be worth calling out separately as well.

Jonathan Robinson: Okay thanks Marika. To Greg?

Greg Shatan: This echoes Marika to some extent, but it is really an escalation issue, not a CSC issue. And I think we need to, you know, mention here specifically that this is about escalation since assembly an IRP process comes after other processes have failed to give the initiator the result that they demanded.

So I'm not sure the CSC is even necessarily in the loop but again, that will be discussed tomorrow. Thanks.

Jonathan Robinson: Thanks Greg. And Marika I've got an old hand there as well.

All right. I think we talked quite some length at on Item 6 previously. And this is really about building out the contract, what accountability is addressed through the contract. And what is addressed through the PRF or CSC?

Well clearly B we understand that through the work of the relevant design teams N and C.

I'm not quite sure how we populate more 6A. We did talk about this and maybe I could do with some help here. Chris go ahead.

Chris Disspain: Thank you Jonathan. It depends on how much detail you want to go into. I mean you could for example mandate in the contract that the IANA would be bound by the escalation mechanisms that the CSC has in place.

So it would be bound to go to mediation. It would be bound to go to arbitration and it would be bound by the finding of that arbitration.

You could put all that in the contract if you chose to do so and/or you could put those sorts of things into the IANA company bylaws assuming that they exist in the model that we're talking about.

So I think it's not necessary I think to go into the specific detail. It's just necessary to know that the contract is there, that it will have a set of things, you know, we know it will have like SLAs or SLEs and stuff like that.

And then there's other stuff you can put into it if you choose to do so or alternatively you could put them somewhere else. But that, you know, in a nutshell that's it as far as I can see.

Jonathan Robinson: Yes that's helpful Chris. It may be that having participated on the call, I realize it's up to us as the client to instruct Sidley what we expect to see in the contract.

I've got an echo. But never the less it may be that we can get some help from both those helpful comments that you just made Chris.

But CSC Sidley may help us put some boundaries on what we might reasonably expect to address through the contract. And in putting that that may be sufficient for the public comment to say we would expect to address significant accountability through the contract and give some examples of what that would be, but not necessarily to exclude that. So that might be a way of handling it. Chuck?

Chuck Gomes: Sorry, I'm not sure why my hand - how my hand got up, but I put something in the chat so...

Jonathan Robinson: Okay thanks.

Chris Disspain: Jonathan it's Chris again. I did just if it's helpful I do think it will be important that the contract clearly really sets out the role of the CSC and sets out the role of the review process.

Those two things are important in the contract itself. But that does not mean that they should not also be as well set out in the ICANN bylaws where the accountability mechanisms of ICANN abort to - aborting to be in for those two bodies.

So I think it's a combination of the two things. And it is in Sidley I think for our lawyers to say to us these things must go in the contract, these things must go on the bylaws and then between those two things there may be some stuff that can go either way or both.

Jonathan Robinson: I agree. And part of what makes it difficult here is this is a - there's a holistic picture. And it's clear that this is not all addressed by the contract or all addressed by ICANN accountability or all addressed by the review.

So until there's in affect a second pass if you like, or third pass at the detail based on the further levels of detail we've got into it makes it more difficult without a holistic view of the prospect of the position.

Okay, it seems that we have an opportunity to go on to seven. And now seven deals with Lise did...

Lise Fuhr: No. It's just in the chat I see (Brendon) who looks to what's in the numbers and protocols proposed contract?

And it's a valid question. But we actually, I don't - we've discuss this Jonathan and I if there's anything in this structure that could be a barrier to the numbering or the protocol communities.

And as far as it's set now, it doesn't really look like there's anything that's crossing any barriers for those guys. I don't know if that's what you mean (Brendon) or you have another idea with that question.

Jonathan Robinson: Meaning that this structure as we are working on it now doesn't preclude them...

Lise Fuhr: Yes.

Jonathan Robinson: ...continuing down the roots that they have chosen to go down.

Lise Fuhr: Yes, in their proposal.

Jonathan Robinson: Okay. So thanks Lise. Item 7 then is this issue of whether the PTI Corporation would be a not - nonprofit corporation or limited liability company.

My personal view is there's no particular need to decide this at this stage and it may depend on other elements. I don't - doesn't feel critical to me as I said at the outset.

There are some subtleties, but they're not massive. We've been advised that both will work. There may be some advances or not to either. But we can probably leave this at this stage to be specified.

We might even say in our current document it will be a nonprofit corporation or a limited liability company based on best advice at the time. But just pause there in case anyone would like to add anything or modify what we say there.

I think Chris is agreeing with me in chat there.

So I've got support from Chris and Sharon to defer this for the moment because they're not in a critical path. So I think unless someone brings me back to that we'll go - I'll keep the group moving on.

Now here's an interesting one, next point is triggers. It's actually the item 8 is entitled the Mechanism for Ultimate Separation. I prefer to think of this is triggers and implementation for ultimate separation because A and B are triggers, C is implementation. So I've actually rephrased that to say triggers and implementation for ultimate separation of IANA functions.

So here we talk about the perspective who and what could trigger a separation and what remedies might be in place.

I think that's right. Matthew Shears points out that this was the work of what Avri was envisioning as DTX. And this is something that we could take some input on this Matthew and others if anyone would like to feed into that.

But it looks like that we will run a discussion on the list on this. So if anyone would like to make any comments please feel free to do so.

So part of that so Greg Shatan makes a point in the chat that the second bullet which is I think that's the remedies before separation is part of what's to be discussed in and amongst the groups tomorrow. So there'll be - this will certainly be fleshed out.

Chuck highlights that we possibly don't need to deal with triggers before we go to public comment.

Chuck Gomes: Jonathan I said we do need to. Not do not need to. I don't know if I misheard you.

Jonathan Robinson: No I misread you. I'm reading three documents at once, Chuck. I misread it.

Chuck Gomes: I understand.

Jonathan Robinson: So Chris, go ahead.

Chris Disspain: Well how much - it's a discussion of how much detail you want to go into. I mean triggers specifically. I think we can say, can't we. But these may not be all of them.

But we can say that the CSC I'm assuming so it comes down to then the Review Team under certain circumstances could trigger a process.

Then we need to discuss what happens when that process is triggered. And we did talk in to some extent about this in Istanbul and talked about having the requirement that it would be, you know, that - that either of those groups would be able to trigger and then it would go off to the SOs and ACs to vote in some way about whether the function itself would be transferred.

So the real question is how much detail do you think we need to go into in our - do we think we need to go into in our document if we say CSC under certain circumstances, Review Team under certain circumstances can trigger it?

Do we need to talk about certain majority voting in SOs and ACs or is that something we can get to later?

Jonathan Robinson: Look Chris I think we've got two challenges. Certainly I mean we've got to deal with - I mean right now we're not going to solve the problem but we can identify some of the issues and point out where if - where this is being dealt with.

Now certainly the end of an escalation process has - is another potential trigger. Remedies and implementation are three different issues. And there's different prospective areas of work. I don't think we're going to get to all of it by now by any means. And it's really a question of whether that's taking place

in Design Team L or the discussion on what would have been Design Team X and so on.

Donna did you want to make a comment?

Donna Austin: Yes, thanks, Jonathan. I think it's more a question. So if you trigger separation does that mean there's an opportunity to remedy the possible - the possibility of separate after that trigger has been pulled? I'm just confused and maybe it's because of the way the bullet points are aligned here.

But it says what would trigger separation and then what are the remedies before separation? It doesn't - it's not (unintelligible).

((Crosstalk))

Jonathan Robinson: Yes I mean, I think, first of all, I'll make an excuse for Sibley here in that this document was pulled together in extremely short order. So I suspect with care these might be in a slightly different order.

And it's really, it's probably who, what, how. And then, having dealt with the who, what, how ahead of that, you should really be saying well as you go up that escalation ladder what are the remedies prior to even that occurring?

Because and any reasonable process would build in remedies all the way along. And so I think it's just a question of it's the substance of the points are there. They're just inelegantly presented.

Chris Disspain: Jonathan it's Chris. I - can I say something?

Jonathan Robinson: Yes Chris, I wasn't - I was just trying to contemplate whether that hand had reappeared or was an old hand.

Chris Disspain: I...

Jonathan Robinson: So go ahead.

Chris Disspain: It's an indication of the old. So I think there are several steps, doesn't matter whether it's the Review Team for the moment or the CSC. But the first thing that happens is you go through some escalation mechanisms. You go to a - you might go to some sort of arbitration mechanisms, binding arbitration mechanism in some cases.

In other cases it might be because it's such a systematic failure the community itself decides to build the CSC, decides to trigger.

The key I think is this. The third step is that you decide to do not to trigger separation but to trigger a process. So it could be the CSC or the Review Team that triggers the process.

That the process itself starts. And then there needs to be a discussion and agreement about once the process is started who at the end of the day has the right to make the actual decision to trigger separation? So it's triggering the process is step one. Then there's the triggering this separation is step two.

And it seems to me logical and obvious that between the triggering of the process and the triggering of separation there should be an opportunity to correct by whatever means are available.

But once you trigger the separation and in my head that's very much something that is triggered by the SOs and ACs but, you know, a very high level threshold, then you've triggered it and it happens.

But again I'm not clear how much detail we want to go into in our public comment document.

Jonathan Robinson: Yes I think there's a couple of things is how much detail we want to go into now is how much will be - and some of this will be tackled tomorrow in the joint meeting between - to the extent there are escalation points and issues with this - the different design teams.

We may well have - can for the purpose of this conversation now. Chuck go ahead.

Chuck Gomes: Thanks Jonathan and thanks, Chris. I just want to follow-up with Chris. It seems to me that the problem management steps that the Design Team M proposed really are dealing with what Chris is talking about.

Now we probably - we'll probably end up refining some of the detail of the steps. And the last step is the one that really goes to the stronger mechanisms like RFP or separation, et cetera.

So I think we will in essence cover this at least at a high level in the Design Team M recommendations in particular with regard to the problem management escalation process. Thanks.

Jonathan Robinson: Thanks Chuck. So I think that's a good thought to see how much we can get out of that work that takes place tomorrow. Josh?

Josh Hofheimer: To questions or observations. One on CSC being able to trigger a separation process which I think in the note above in the bullet above what's showing on the screen it says CSC assurance circumstances could trigger a process.

I guess one thing to consider is if we ended up with PTI housing the functions for numbers and protocols and not just naming would we want CSC to be able to trigger a process that could affect trigger the whole organization or would it just be for the naming piece of it?

And the second question would be and is something more for you ought to consider but I think worth noting you say that the SOs and ACs would build on whether a function would be transferred.

I think you should considered from a stability perspective I think you all should consider what percentage vote would require a transfer. Is it a super majority or is it a clean majority or likewise?

Jonathan Robinson: Okay, so Josh, thanks for those comments. On the first, I mean we are not contemplating absorbing the numbers and protocols into this structure.

To the extent that that does take place in any shape or form that's really probably more the remit of this - the IR the - IRT. I've lost my - ICG, the ICG. I'm starting to lose my acronyms now. That's the ICG. And we will focus as Chuck says in the chat on the naming function.

That thresholding point is a fair point. But that's a detail we do need to consider if we go down that route, but probably not at this point.

Chris?

Chris Disspain: Yes two things. Josh, thank you. One I agree with you Jonathan categorically we must create a process that works for the names functions and not concern ourselves at this stage with the numbers and the protocols.

And with respect to the SOs and ACs voting I agree we definitely need to work that out. The question is when, whether we need to do that for our public comment documents or whether we just need to say this is something that we'll work on, but we don't have to say it right now, because obviously that's critical. I mean is it just the SOs? Is it the SOs and the ACs? Is it a majority of the SOs and the ACs? What's the majority within those? Those are already complicated and difficult discussions.

Jonathan Robinson: Okay, thanks. That's helpful Chris. So this is something where, you know, there's clearly some discussion on the triggering. And that's going - that will be covered off a little more tomorrow - this issue of whether the CSC triggers that review function, which then in turn potentially triggers the next step. So these are some of the issues that need some more work to be done there.

I'm mindful of time, and trying to have given it a decent pass over this document, we've done well. I think there is a point here that we come to a 9, which then tackles for us which variant will be recommended, which is what Sidley would like to know - the legal or the functional separation.

Now as you know, earlier in the previous call we elected to pursue in some detail, which is what we've done, the legal function - the legal separation. We also at the backend of that call looked back on - and during the course of our discussions on the legally separated entity - made some reference to differences with functional separation. Sharon was good enough to tabulate a view on the difference between the two, and shared that with us via the client committee.

I guess the challenge here is, what now? Do we stick with this detail on the legal separation, and continue to work at building that? Or is there - how do we go forward here?

Chuck?

Chuck Gomes: Thanks Jonathan. Well first of all, I said this in the Chat early in the call. But I thought that the comparison that Sharon did is very helpful, and that I hope all of us focus on that. That's something we're all going to come to the same conclusions from it, but I do hope that.

Understanding all the limitation with polling, okay - my own personal thought is that it would be nice to get another sense of where we're at with regard to Question 9, based on everything we've done since we took the poll in the previous meeting. Obviously I will defer to the wishes of the chairs and the group as a whole, but it seems to me that because this is our last intensive work call, at least in these two days - well obviously I have another call on Thursday at least.

I would love to see the sense of where we're at, to see if it's changed much. And again, just for a sense of where we're at - not taking it in any definitive manner or drawing any big conclusions from that. Thanks.

Jonathan Robinson: Thanks Chuck. That's a suggestion, and the group can think about that and see if - because we have had a lot of discussion since then. And we have focused on fleshing out the legal model, but we've also touched in a number of areas on the functional separation. And of course there are some strong similarities.

We - Josh, your hand's up - go ahead.

Josh Hofheimer: I was just going to suggest to - Jonathan, you were asking what else we would want to consider discussing at this time. I mean I agree with Chuck, if we wanted to poll it to see where people stood.

My suggestion was going to be that if there still was some - the group was still favoring legal separation, I know one of the questions that had been deferred was whether we were going to be looking at - whether we should be considering a C - a corporation or an LLC.

And we asked (Mike Clark), who's one of our sort of tax gurus who's been working on this all along as well, to make sure he joined this call so that if there were some questions around sort of cash flows, UBTI, and those sorts of issues, he could help answer those questions as we think about LLC versus corporation.

(Michael Clark): And I am indeed on, and would be happy to answer any of them if you want to do it now. Or we can defer those. It's, you know, up to you.

Jonathan Robinson: Sorry, could you identify yourself?

Michael Clark: I'm sorry, Michael Clark from Sidley.

Jonathan Robinson: Thanks Michael. That's useful for the record. So you were saying you could - what were you offering to be able to do there (Michael)?

Michael Clark: I was just reiterating that if the group does want to go through any of the questions with respect to the tax differences between an LLC and the

corporate form, I'm happy to do that now as Josh indicated, or we can do that later. It's really up to you guys.

Jonathan Robinson: Thanks Michael. We are pressed for time. And I think that's - while it's an important point, it feels to me like a subsidiary point if that's not a pun. But it's really a - I mean for us there's some - we haven't - I think there is still some work to be done. But we are currently deferring that point on not for profit or limited liability at this stage. So I think that that's - I see Chris is supportive of that.

I'm a little uncertain and so is Lise about the polling point. We've done, you know, polls are very, very helpful, but they're also potentially divisive. And they do present some challenges. It feels - there's a really fine line here because we've worked collaboratively. We've got down a lot of work. And I've emphasized a couple of times over the course of this work that we need - we've got our work cut out for us to try and converge.

And I know - I mean there's plenty of people who wanted - who were passionate about an external model, who were passionate originally about contract co. And some still feel strongly about other variants and aspects. But we've been forced by virtue of this process to try and continually feel a sense of the room, and where we go, and try and make some decisions without overly directing the process.

And we've got to a point where we've in detail explored this legal separation model. It seems to answer many of - many points including that the desire which originally drove the motivation for the external contract co model. It took account, and these two variants took account of some detailed work that Avri and Matthew and others did.

So I, you know, my feeling is somehow or another we've walked an incredibly delicate line between not forcing a vote, not taking polls, but exploring thoroughly the different options. And I'm really reluctant to either force it into a poll, and I understand the value in seeing how things might have gone.

So my sense is that if we have to make a decision, and we are going to have to make a call, sooner rather than later, that this is a pretty close to a best efforts compromise in terms of structure. I know not all of you are happy with this, and some would have preferred the internal functional separation. But I'm just not sure there's an easy way out of - and understood Avri that there may be two - there could have been a second poll.

So I would encourage the group to get behind a single solution, and focus on getting the detail such that it works and meets their overall objectives, rather - if at all possible. And that's probably where Lise and I are at, having, you know, sort of thought about this.

Thanks Chris. I see your support. And I'd like, you know, if anyone else is willing to get behind that, it would be great to hear. I mean it's clearly not perfect, but compromise never is. I see a couple of checkmarks emerging in - from Cheryl, from Avri in the - yes, I don't think we're going to have a poll about polling.

All right. I am going to suggest that we now move with - we've got 20 minutes to the top of the hour, at the end of a very grueling couple of days. The punch list and the filling out of the punch list, which has been partly filled out by this work, will be the essence of our instructions to Sidley.

I think there are some other issues that the client committee is going to have to work on on behalf of the group, or take the group's work with - some work that's going to have to be done to check whether the adequacy of the provisions for conflicts of interest have been - are in place. We'll have to talk with Sidley about the adequacy of provisions for conflict of interest and good governance - that the work that the DTC put in place to make sure that that's covered.

When we make this proposal, I think we're going to need some help from the lawyers to indicate the conditions of the proposal. And I don't think that would be a bad idea if possible to get that out into the draft. In other words we've always said that this proposal would be conditional. And it's critical to the structure we've built here that it's conditional on accountability mechanisms being implemented.

So we need a form of wording that describes that conditionality and an implied contract with this - the work of the CCWG if you like. And clearly that isn't a contract per se, but it's that condition. So and then following on from that, we - so that needs to form our instruction to Sidley for their near term work.

And then in addition I guess we've got to make sure - that's a good point Chuck, your question point 10. Yes, I guess Chuck, Question 10 is a good point. I mean in fact that's a perfect segue because that links to our - the Point 4 on the agenda which has our instructions in quotes to the CCWG. And Chris suggests we might want to have a contract with the CCWG.

Let me hand over to Lise to talk through what those instructions and by implication, the significant part of the answers at least to Point 10 might be.

Lise Fuhr: Thank you. Thank you Jonathan, it's Lise for the record. As we've talked about before, we have four areas or four issues that we have raised with the CCWG. And I guess you've also seen the email from the chair, trying to get clearance on the details of this - of some of the issues we have asked them to look at.

Well one of them is the ICANN budget. And we all hear the question from (Mitch) was that we were to deliver - we were to deliver the requirements for the appropriate level of transparency. And while the DTO has made some recommendations - and I think if we have those recommendations together with the reasoning that was behind the actual template when it was established, then we might get that level of detail that (Mitch) is asking for. So that one is dealt with by DTO on the recommendations for the budget.

Then we have the community empowerment mechanism. And our answer here will be that a part of the structure that we're considering is legal separation variant. And we will be relying on some of the community empowerment and accountability mechanisms that the CCWG is considering, such as the ability to review the ICANN board decisions, to approve or reject board decisions on periodic reviews, as well as related creations of stakeholder community member groups to trigger these kind of abilities. That's some of the things that we have discussed regarding the RFP. And that's our design team, and that's closely connected to this.

And actually we have asked - and it's going to be in our next area, reveal and redress mechanism. There is a recommendation for looking at the bylaws. But the community empowerment mechanism is the interlinkage and interdependence between the two groups. And we will need to look at this, and also relate to some of the questions that Sidley put in their questions here. So while we can be more specific on the review and redress, the community

empowerment mechanisms are more an overall requirement that needs to be looked at.

And here with the review and redress, we're expected to recommend our periodic reviews of the IANA functions. And that is scheduled to take place no later than five years. That's the recommendation of the design team. And that would also operate in a manner analog to the AOC review.

So and we're stating that we understand that they're working on incorporating periodic reviews as mandated by the AOC. And we would like to know if our reviews can be incorporated as part of their efforts. And well, further details on mechanism of such a review are available, and will be shared with the CCWG. And well, we'd like them to confirm that this can be incorporated as part of their efforts.

Furthermore we have the appeal mechanisms that was also as noted by Chuck to the list earlier. We have to be very specific regarding those appeal mechanisms that - where we recommend that there is no need as a result of the survey - that there's no need for an appeal mechanism for ccTLDs regarding delegation re-delegation, because ccTLDs wants to have the opportunity to later develop their own appeal mechanisms within the ccNSO. It's needed to be underlined that this is not the case regarding the gTLDs. So we have the issue for gTLDs, but not the ccTLDs.

So those were the four issues. And I think Jonathan and I will have a look again, and do a thorough review of if we covered everything that's been discussed during those two days. But this is the first go at it. And I don't know, Jonathan, do you want to add any other to the accountability?

Jonathan Robinson: I think not for now, thanks.

Lise Fuhr: Not for now. Any questions to the areas that we want to give details on to the CCWG chairs? No, doesn't look like it. Well we have eight minutes left. And okay, Olivier?

Olivier Crepin-LeBlond: Thanks very much Lise - Olivier Crepin-LeBlond speaking. And my question is actually quite simple. What next?

Lise Fuhr: Well, what next is the last item on the agenda.

Olivier Crepin-LeBlond: No, no, but what next as in where are we going next? We've got this - there's this big call tomorrow with the various working groups that - design teams that are working together. But it would be helpful also to kind of start thinking of how we're going to progress from here to the public comment time. So that's all - thanks.

Lise Fuhr: Olivier, that's the way forward. That's the last item on the agenda.

Olivier Crepin-LeBlond: All right. I'm eager - thanks.

Lise Fuhr: Okay. But that's fine. It's good to have eager members and participants.

Well the Item #5, if we don't have any other questions or remarks to the instructions to the CCWG, is actually going to be the way forward. And well, the plan is still that we are to publish a draft for public consultation on Monday.

We have a meeting tomorrow between the different DTs that have outstanding issues that are interlinked, and those are DTC M and N. And we also have the DTF regarding the relationship between IANA and TIA and the root zone

maintainer. And this is to be discussed on our meeting on Thursday. So hopefully all those design teams have concluded their work on Wednesday - by end of Wednesday, and we will have a discussion on their work on Thursday.

And in parallel with that, we will have the draft proposal to be developed. And well, as you recall, we have a long format - that's with all the annexes. And we also have the short form. And the short form is where we put in the summaries of all the design teams. And while we hopefully cover as much as possible of this, we might have some gaps in - for open items. And we will have placeholders or have that clearly marked in the proposal.

We have the RFP 4 section that needs to be further developed. It's been in prior drafts, so if you have any comments, just go ahead and send them in on the list. But it's to be further developed with staff assistant. At the moment we haven't had any comments on this yet, but feel free to send in.

And then the actual (unintelligible) is going to be in a - we're going to use the template. So it's going to be a structured way. It's not - there's going to be two possibilities. One is to send in as usual a pdf document. Another one is that we're - staff is creating a template so we will have issues that people can reply to. And it's easier to compare the different answers for this comment period.

And then we have - we will have two webinars planned on Friday, on the 24th of April, where Jonathan and I will present the actual draft. And we will do that on 600 UTC and 1400 UTC on Friday, the 24th of April. We will communicate this out as soon as it's settled 100%, but this is the plan.

Okay. Olivier, you were asking for the way forward. Did that answer your question? Or anyone else have questions or remarks to the way forward?

Olivier Crepin-LeBlond: It sounds fine with me. It's Olivier speaking. Thank you.

Lise Fuhr: Thank you.

Jonathan Robinson: Okay. So a couple of other points then Lise. I mean this clearly - this critical call tomorrow, which there's prospect of a couple of additions. The question is whether I guess you or I should be on, and even perhaps volunteer to chair that call, given that it's multiple design teams. So it's not obvious who should be chairing that call. That's one point.

Second is whether we might need some help from Sidley on that call. And it strikes me that it could useful to have a member of the Sidley team on the call to both be appraised of the developments and advise where appropriate. Okay. So it looks like there's some support in both the Chat and online for some help from one or both of us on chairing that call.

We'll check availability and come back to you on list as soon as possible whether one or both of us is available for chairing that call to help hopefully knit that together as far as possible. Having temporarily got rid of one of the more challenging issues, I see we're going to step right back into it. Good. All right, well that's certainly that.

And the other thing is that there's been some request in the Chat, reasonably I think from Sidley for help with the instructions coming out of this. I think what I would like to do - providing there are no objections - is put a note to the client committee mailing list with the understanding from Lise and myself as to what our instructions are.

I'm sure our colleagues will - Martin and Greg - will step in if they - and of course - but I think we've got a pretty clear idea of what we're asking for at the moment. And I did put that up in the Chat a moment ago. But I think it would be helpful to Sidley if it was probably slightly better structured than a quick comment in the Chat. So I'll do some work to do that.

And if there are concerns where that - anyone monitoring the client committee or in particular colleagues on a client committee can help formulate that if it's not effectively done so. But it should reflect what's gone on over our work in reviewing the punch list and other detail, so that should be there.

There's a big shout, I think especially for - I'm not quite sure who's done the all-nighters here. But I will note again Sharon's sterling work of remaining coherent right through the night, and being a great help to us. So that's very, very useful. And I know Josh and Holly and others have helped throughout as well, like Martin.

So thank you very much everyone. That's been a tremendously productive set of calls. I mean the task, I'm sure it keeps surprising all of you how much detail there is in here. And it's kind of ironic that some people criticize us for taking a long time. I feel I certainly am at risk - and Lise - of pushing us too hard to get through this. And I know some of you will be feeling that.

There's such a line to tread between really trying to produce results here, and yet take account of all the factors. So thank you everyone for a tremendous contribution. I'm amazed we've managed to work as hard and effectively and as thoroughly as we have. I mean this is an astonishing set of work over two very intense days in all sorts of time zones.

So thanks again. We'll be talking with you later in the week, clearly tomorrow on the design team call. And we're not going to get away from each other quite for the moment.

Lise Fuhr: Not yet.

Jonathan Robinson: Thanks Lise. Thanks to ICANN staff for their great support. And we'll be seeing you all very shortly.

Group: Bye.

END