

ICANN

**Moderator: Brenda Brewer
April 16, 2015
9:00 am CT**

Greg Shatan In any case, welcome. As noted in the agenda, after apologies - and I guess we have apologies from Martin, the first thing I think we should cover is the status of the punch list. So I'm not sure that I can speak to the substance of that, so I open the floor to discussing what our status is on the punch list.

Jonathan.

Jonathan Robinson: So I think that answer is twofold, Greg, is one is the purpose and I will state what I understand the purpose to be. I mean, this is essentially, as we know, this was derived from a series of conversations, (Sydney)'s memo, the questions followed, and then the punch list.

We began to populate that over - in earnest over the Monday and Tuesday meetings and that is, in many ways, work in progress as the work of the design teams is finished, and so on.

To my mind, that is a consolidated basis on which (Sidley) gets a summary of the critical issues with which they undertake their further work. So I'm not 100% sure when we're able to deliver that in final form.

I think we could deliver a revised and updated form as it stands at the moment, or at least very shortly. So I guess I'd like to turn to (Sidley) and it kind of links, really, into council's work in progress because this feeds very strongly into that.

So I think we probably need a bit of dialogue as to, A, what (Sidley)'s expectations are further from the punch list, and really we probably need to talk a little bit about the mechanics of how the work might go from here and how that feeds into our report. And I've certainly got one element I'd like to talk about in relation to that report but that's too early now.

Greg Shatan: Thanks, Jonathan. Before - I see Sharon has her hand up. Before we go to that, just to reflect on the punch list, I think it's - a punch list is something that has more value while it's in progress as opposed to when it's completed in a sense because a completed punch list should be all checked off.

And, as a matter fact, it wouldn't even be a bad idea to have this in a table where we could check things off or where we put strike throughs on things are final decisions, turning questions and answers.

As it is now, it's accommodation of questions and answers, so I think the punch list is supposed to be a list of unfinished business which should get finished. So we need the kind of think of it in that regard. Sharon.

Sharon Flanagan: Yes, so I think one of my questions is, it's a little taking it out of order - is I'm trying to understand what we're - where we're trying to get to. I know we're trying to get to the public - the proposal for public comment.

But, you know, the way I usually try to work is working backwards from the end goal. And so on trying to understand exactly what that work product will

look like, what (Sidley)'s component of it or contribution will be and what the timing of that is.

Is that going out for some kind of internal comment? And backing all the way up to say, okay, well then when do we need a final answer on the punch list or when do we need to at least decide this is as far as we can get on the punch list before we need to just go forward with the proposal and recognize the name means some open items in the proposal.

Greg Shatan Thanks, Sharon. Jonathan?

Jonathan Robinson: Yes, it's a really good point, Sharon, and you know, frankly I'm not 100% sure I have the answer which is probably disconcerting. But let me say what I think it is. At minimum, I think we need the articulation of what we have been calling a model.

What we really mean by that is a structure of the post-transition IANA and at this point, that means the legally separated entity and any associated legal or related changes they need to take place to support that.

What that probably means is, is some kind of description of the model that is reviewed and vetted by (Sidley). That's certainly point one. I think point two is we need your opinion, and whether that is your formal legal opinion or your assistance with input into our document, is to be decided.

But I think we need your opinion on the strengths and weaknesses of the chosen approach. Ideally, it's really an argument for the strength of the chosen approach, but we may want to acknowledge where there are any shortcomings or issues with it that either need to be resolved or may have been resolved by an alternative.

But primarily, I think it's about the rationale and the strength of that approach. And then, third, I would think that what we need is your assistance, as I said, with our dependence on the work of the CCWG and formulating that as tightly and effectively as possible so that the group can trust the structure that we've produced in its reliance on the work of the CCWG.

So I don't know if that's sufficient and clear enough direction. Clearly, the punch list feeds into all of that, but I think that's my understanding of what we're trying to achieve and get to.

Greg Shatan Thanks, Jonathan. I'll turn it right back to Sharon.

Sharon Flanagan: Thanks, Jonathan. That's helpful. So -- excuse me -- is the goal still to get something out for public comment, I think, on Monday? Is that - is it still the goal?

Jonathan Robinson: Yes, but I expect it's going to be delayed by a day or two. So I think what we're - and this is slightly compromised here because we intend to discuss this with the group at our later meeting, but I don't think it's - it's no secret and we can't raise it.

Sharon Flanagan: Okay.

Jonathan Robinson: I think we probably - likely to be a day or two later so we can work on the assumption that it's two days later. But in essence, it's - so at or around the 22nd.

Sharon Flanagan: Okay, that's helpful. So - and then on the description they use it would be reviewed and vetted by (Sidley), so let's go through the three points. The first

was description reviewed and vetted by (Sidley), so is that - so are we taking our memo and turning that into something that would get put into the proposal or is the CWG preparing some kind of - the group itself preparing a description?

Greg Shatan I think that's good question.

((Crosstalk))

Greg Shatan Jonathan.

Jonathan Robinson: Yes, Greg, go ahead if you...

Greg Shatan I guess I would say, you know, obviously this is still a work in progress. It would not think we would be taking your memo and pouring it in. I think this is something that CWG would be preparing and essentially would probably also perform as an executive summary to - in the document itself.

I have a look at the latest version of the document which was just circulated a little while ago. By document, I mean the final - the draft proposal. So I just wanted to point that one other thing, and Sharon, I suspect you would've picked up on this, too.

I don't think we're asking for a formal legal opinion or what I often call a capital O opinion because that's, you know, very particular thing in law firms requiring sign off by the firm's opinion committee and all sorts of fun things, but definitely for your device and small O opinions on everything we're doing.
Jonathan.

Jonathan Robinson: Thanks, so (certainly) I mean - and this is challenging because of that we need all the help we can get. We're up against it. We're stretching ICANN staff and we're stretching community resources.

So I'm not sure that the right format would be turning your memo into a, in quotes, "final memo," but I do think we could do with your help in encapsulating the structure as we have agreed (to it) ideally in a format that can be to some extent not necessarily copied and pasted but readily converted into the proposal document.

So we do need your help to shrink down and focus that memo to describe elements of the structure as we think we have got it. That, I think we could do with. And there would be elements of that they you can make some very practical help with.

For, example, one of the hotter topics we've got is the PTI board. Now, I think we asked you in previous meetings to assist us with describing the minimum functions that that board would carry out.

We all know we could give it additional functions, and you may want to speak to that in writing or now. But, you know, something like that would be to get that down. So I think we really could do with your help and scoping out that structure so that it can be done, converted into the document.

I agree with Greg. We're not looking for formal opinion but, for example, in a conversation with Lise earlier today, I mean, what would be hugely embarrassing for the group, and I suspect, of course, (Sidley) as well, is if we put our structure and our proposal and we put it out for public comment and someone catches us on something really relatively obvious that we could have, should have thought of about a weakness in the structure.

So I think we need to be able to - we've really got to go there. We need to be able to articulate the structure, articulate why the structure hangs together and what holds it together, be prepared to have been exposed and scrutinized and questioned.

I think those are the kinds of things we really need your help with as we draw up the document. Whether or not that finally - in a final form of the proposal, post public comment turns out into a request for an opinion or not probably remains to be seen based, in part, on the responses to the public comment how adversarial or otherwise they are. Thanks, Greg.

Greg Shatan Thanks. Sharon.

Sharon Flanagan: Okay, thank you. So the description - it sounds like that's really the work of the CWG. We're happy to help, though, in any way. So that's helpful for us to take the memo and boil that down into some summary.

And you can tell us, three paragraphs, four paragraphs, you know, whatever the scale is you want, we be happy to do that if it's helpful for us to take a first cut at just turning the long memo into something, you know, more appropriate for the proposal.

So if that would be helpful, just let us know. We're really happy to do that rather than, you know, waiting and reviewing it. It's - either is fine but we're more than happy to take a first cut.

Greg Shatan Well, this is Greg. Before turning it over to Jonathan, I actually think that would be helpful and certainly, you know, could be a building block. I think

on top of that we would certainly be looking to you to take a very active review of anything that we turn back to you. Jonathan.

Jonathan Robinson: Yes, thanks, Greg. We're in agreement. I think it's probably more than helpful. It's probably necessary, frankly. I think we need your help. I mean, I'm mindful of the fact that we don't want - the only issue it feels to me we've got is we don't want to be accused or someone say to us, "The lawyers wrote your proposal for you." You didn't.

The CWG has done the work it's done but we now need whatever help we can get to turn this into a proposal. So, Sharon, I think you've got two ba- or three bases from which to work.

What is the original memo. Two, is everything you've learned in the interim and how that memo has - and the structure contained within has developed. And then, three, is the draft proposal itself because ideally, anything you write needs to be converted or able to be placed into the document itself.

So we should give you access to it and you should see the latest version of the evolving document. And, like I say, in any component of that, (the distilled down) memo are information you provide to us, I think we would want to articulate the advantages.

For example, one group focused particularly on the fact that the legally separated entity had a greater degree of bankruptcy. So we might want to put some more information about that as one of the advantages.

Another advantage that people talked about was in the event of it ever being required for bankruptcy or otherwise to separate the IANA function, it would be prepackaged in order to do so.

There may - I'm sure there's a set of advantages that we could highlight in support of the rationalization for the model. But prior to that, it's clearly an adequate description of what we've decided and the role of the various components of that consistent with the work of the design teams would be very helpful. Thanks Greg.

Greg Shatan Thank you, Jonathan. Sharon.

Sharon Flanagan: Let me give Lise a chance to speak and then we can come back to me.

Greg Shatan Sure, why don't you put your hand down and then bring it back up again? Lise?

Lise Fuhr: Thank you, Greg. I just had to unmute myself. Thank you. I was - I'm fully supportive of what Jonathan and Greg have said but I'm also thinking our proposal has two or - we have the RFP3, that's the actual solution, and we have the RFP4 which is the implication.

And I think while some of the advantages of our solution are very clear, I would also think if you have any ideas of the implications of this model, it would be nice to have your thoughts on this because this is one of the parts of our proposal that we find that - or are draft that we're very weak at the moment because we haven't written that much. It's a thing that we need to do while the public hearing is on. And so any thoughts or ideas on this, I think would be very helpful for us, too. Thank you.

Greg Shatan Thank you, Lise. I'll turn it over to Sharon in a second. Having looked at the latest version of the draft proposal and refresh my recollection of it, I would note that there is actually no executive summary, either at the front of the document are at the front of Section 3.

And I'm thinking that - I'll just - that just kind of doubles down on my earlier thinking that this short description, whoever, you know, ultimately the work process of both counsel and the CWG will be very helpful in assisting those in the public comment in kind of wrapping their heads around what they're about to read in that section.

And just to briefly unpack the terms, you were looking at, Lise, Section 3 of - Section 4 of the RFP, asks for transition and implications, just so we all remember that - descriptions of operational requirements to achieve continuity of service, risks to operational continuity, legal framework requirements in the absence of the NTIAA contract, testing and evaluation of the workability of our - any new technical or operational methods, and how long things are supposed to take to complete.

So that's Section 4, which is kind of an analysis, if you will, of Section 3, which is, you know the heart of the document in a sense which is the proposal itself. Sharon.

Sharon Flanagan: Thanks, Greg. That was part of my question. I didn't feel like I had enough information of what we were talking about with the implications of the model piece. I mean we haven't - I mean, we saw the proposal - the draft proposal and the materials.

I think that was kind of the first time we had seen it in the reading materials for the Monday/Tuesday call, so we don't really have context or framework really for what that work is so far.

So I think we need to just - to the extent that we're providing contributions to that, we just need as much specificity as possible around what we can help with what you need from us.

I think I understand our first step which is we're going to provide a description of the model based on trying to synthesize all that we have learned and heard over the last, you know, month or so we've been working with you, and in particular, the last two days of intensive meetings.

And that is really a base description that the CWG will take and decide what it wants to propose. It's really meant to just be a starting place then for the work of the CWG and will be modified as you see fit. But it will at least give you a base and the starting point and we will do that.

And we will include what we see as the strengths and weaknesses of the chosen approach. And I understand that we're going forward with the legal separation variance and perhaps someone could advise, are we trying to also describe the functional separation variance or are we just moving forward with the legal separation variance? And I'll stop there.

Greg Shatan

Thanks, Sharon. Before I turn it over to Jonathan, I know Jonathan says in the chat that there's no plan for an executive summary. I was using the term executive summary very loosely just to me name boiled down, almost, not quite an elevator pitch level description, but an easily digestible introduction.

I think that - and maybe this is only my opinion, but I think Section 3, which is kind of the proposal for the future, could do with a short introductory section but not quite as short as one that's there which is - kind of has three bullet points.

That's just my thinking but I think that, you know, often the advice and expository writing is tell people you're going to tell them and tell them what you just told them.

I wouldn't necessarily say we need to go that far but it's at least a thought. And in terms of looking at the draft proposals, Sharon, and legal team, I would say - I would actually start with looking at Section 3.

I would skip Sections 1 and 2 except as educational refresher on the kind of current state of affairs and how things are working now. But I would start with Section 3 in terms of where we expect your input to come and as well, of course, and Section 4. Jonathan.

Jonathan Robinson: Thanks, Greg. In reverse order, yes, I agree with you. I think this is all about Sections 3 and 4. Two, I think - I agree with you on the - perhaps the need to enhance the introduction to Section 3 but I'm not sure we're relying on (Sidley) to do that.

We've got people on staff going to assist us with drafting and editing the document, so I think Sharon's description earlier is what we need. And then I agree with you, the fact that we need perhaps that enhanced intro but perhaps - but not necessarily (unintelligible).

The - a key - this - I don't expect currently that we need a description. It's not my expectation that we need a description from (Sidley) in the same way as we are requesting on the legally separated variant on the internal model without legal separation or functional separation.

We may - it may be useful at times to contrast the adva- you know, as part of that description, we may still want to call out why the model chosen as

particular advantages because it's part of, I guess, explaining why they are where we are.

But we are where we are through a delicate set of steps to eliminate less favorable options and so (Sidley) and Sharon, your previous phrasing where you were very careful and I appreciate that you were, about, you know, that ultimately it is the CWG's decision as to what we put in our proposal.

I think you work with an alongside us sufficiently closely that we can be oversensitive about that. You've taken instructions from us. You've participated in our meetings. You've listened carefully to what's going on.

So your sensitivity is appreciated and should continue but to be overly sensitive. I mean, to the extent that your text matches what we want to put in our document, great. It's been built through collaboration with us, not through simply telling us what to do. Thanks.

Greg Shatan Thank you, Jonathan. Josh.

Josh Hofheimer: Thanks, Greg. It's Josh. You actually kind of answer the question but I was going to sort of pull us back - point us back to Sharon's question regarding the internal model.

But just briefly, it seems that, if I heard correctly, you know, earlier that there are situations where there are some instances in the text (work staff) were teams have the language in reacting to some of the interactions over the last couple weeks, for example, around, you know, bankruptcy.

And those are, you know really, those kinds of comments are probably more directed to legal and legal implications than other more technical comments.

And so I suggest if it's acceptable that we give a run through on, as you comment on the whole proposal, primarily Sections 1 and 2 are more for edification for us and background.

But just, you know, looking for kind of legal statements and help vetting the accuracy of the statements as reflected through the discussions and give and take over the last couple of weeks.

Greg Shatan Thanks, Josh, and I'm glad we're to answer at least some of your questions for you ask them. Sharon.

Sharon Flanagan: Okay, that's all really helpful. So we - I think we understand what we need to do there. We will, I think, try to draft - we're going to look at your current proposal and try to draft in a similar style and I see of it's more of a plain English kind of a style than maybe what lawyers what initially do, so we will try to do that.

That I want to talk about the CCWG contingencies and - or dependencies. So that was also a question I had regarding the instructions that were circulated to us on the 14th. And so can you explain specifically, Jonathan, what you'd like from us on that?

I think there's - I could have interpreted the email two different ways. One was a broad overarching statement explaining that our - that the proposal of - the CWG proposal is dependent upon the work of the CCWG in general terms.

Or I could envision it's a statement like that with specific - and here is exactly where the proposal is (dependent if it's) one, two, three, four, five. So can you explain which of those you're looking for and which you would like us to help with?

Greg Shatan Jonathan, I'll turn it over to you.

((Crosstalk))

Jonathan Robinson: ...the latter, and it's both. Yes, thanks, Greg. I think it's the latter, and it's both. And the reason for that is I think that we need is what we have said all along, is that we would get our proposal out and we would defer as much of the work as reasonable to do so to the accountability group, but conditional on that being met to our satisfaction.

So there's a sort of overarching point that you referred to which describes that intent. And that should ideally be prepared in advance of the document going out for public comment so it's clear to all.

And there's a very good reason for that. It's - in order to not duplicate the work but in order not to undermine our work through the fact that that work that doesn't get done.

And when we ultimately submit our proposal to the ICG, we have stated quite some time back that in submitting that proposal, it would be conditional on certain specific criteria being met by - or criteria - probably certain key accountability mechanisms being under- being complete or irrevocably committed to by, you know, through the work of the CCWG.

So it is a contingent proposal. We will submit a proposal which is entirely dependent, and so I think this is a legalistic, if not legal, principal and that's why we need your help with framing that as tightly as possible.

Greg Shatan Thanks Jonathan. I inserted myself here to make a comment which I shall put aside for second, a comment on that directly, which I - I think that the CCWG's work has slowed down a bit. And I think they're still struggling maybe even more than we are, certainly more noisily than we are with pace and scope issues.

Nonetheless, I'm still, you know, reasonably confident that they'll have a reasonably done proposal reasonably soon but it's a - I'm also working over there and it's rather a sight. In any case, I would say that I think we need to - at some point, and I'll actually take this back to then and return to whether and how we need the punch list.

And I think, you know, with regard to the dependencies, I know that is a critical portion but it's going to leave a couple of kind of loose threads I think in our proposal. Josh.

Josh Hofheimer: Yes, thank you. That's - Jonathan's response was very helpful on sort of what you want. We understand that you want our help with putting together the - framing the dependency as - you know, we're doing that.

We're also trying to confirm whether you want (Sidley) to prepare for your first cut at the actual list of specific dependencies.

Or you're doing that and you're going to circulate that, you know, you're going to send that around to comment to us and others.

And I'm referring to the - specifically, to the, you know, three, four, five things that you, the CWG decides are, you know, critical dependencies that need to be solved by CCWG.

Do you want us to list those out initially or are you all going to list them out initially and send them to us?

Greg Shatan: Josh I think this is actually what was the attachment to the letter that was referred to in the chat which the CWG chair sent to the CCWG chairs which I just forwarded to the client committee list.

So that I think is the first our latest cut at the dependency. So I think I'll let Jonathan speak to it further but certainly something we would want you to review.

Jonathan?

Josh Hofheimer: Sure.

Jonathan Robinson: Thanks Greg. That's correct. And thanks for the question Josh. I think that is absolutely correct.

What's - what Sidley could - where Sidley could I think add value is to look at that and obviously review it for completeness. Do you think it's satisfactorily complete? Have we adequately given your knowledge of our work and out of the CCWG?

And two is it sufficiently tight in its drafting not too as it's currently intended to guide the work in the CCWG but as you've heard from me earlier, what we'll ultimately want to do is effectively lock down in so far as it is possible the dependency we have on the CCWG's output, such that, to put it in really plain terms, how if certain conditions are not met our proposal will cease to be valid.

Greg Shatan: Thank you, Jonathan. Sharon?

Sharon Flanagan: Yes, and I haven't opened the document yet, so this probably is answered in the document. But one question I have is when the list is or has been created or how you envision the list, is it the where there are dependencies?

For example we need a mechanism by which if the periodic review function recommends an RFP that that can then ultimately be enforced?

Is it the where there are dependencies or will it also be the how? We think it needs to be done this way or that way.

Because I think the how is going to be a little more challenging because the CCWG work is still very much an open field of lots of different mechanisms being considered. And no, I don't think any decisions have been made.

And so we could articulate the how and that would say to the CCWG we think we need this, one of these 16 tools we're looking or we simply say we don't really care what the tool is. We just know that in these different places we need a tool.

Greg Shatan: Sharon I'll turned to Lise and Jonathan in a second. I would say that we certainly the where, although I think the where is already identified in the document that you've - we've just sent to you momentarily moments ago.

And I would say that the what is what we need as well, not so much the how. And by the what I mean, what it's supposed to accomplish.

The route taken to accomplish it I think will be presumptuous of us to indicate unless there are certain specific kind of programmatic reasons to specify in certain elements.

But I agree that the how is quite loose over on the other side. But so and I - but I think the what is what needs to be clear in terms of output, input, output. Lise?

Lise Fuhr: Thank you Greg. Sharon, I think it's a delicate balance because actually I would've thought that the how was to be decided by the CCWG. But I can see from some of the questions from the chairs of the CCWG that they would like some instructions from us on the how.

And actually, I think we have tried to give them some instructions of our thoughts on the how.

And I don't know - I think this needs to be an ongoing communication.

And well I'd like of - I like the idea of Greg says where is it we want to be, what is it that we want to accomplish by this is important. And that has to be the focus for both groups. And then we can maybe have the dialogue about how to get there.

But where I was thinking we'd be much more easy on describing the how I find that some issues need to be dealt with by our group. And I think we tried to describe that. Thank you.

Greg Shatan: Thank you Lisa. Jonathan?

Jonathan Robinson: So I agree with both Greg and Lise. And I don't think you two contradicted each other. I think we need to be careful with the how, but we do need to give any suggestions we might have on that. But primarily it's about the other two who I agree with both of you.

I think the important additional point to make here is that we need to bear in mind where we are in the process.

So we're about to produce this draft proposal. There will be public comment on this proposal. It might be significant public comment. And that public comment period's going to run for around 30 days, possibly a shade slightly based on the later sending out of this.

We will then on the back that public comment spend another ten days to two weeks refining the proposal at which point we'll produce a potentially final proposal for submission to the chartering organizations in June.

So from Sidley's point of view in terms of refining what we do there prior to the final proposal there's quite a lot of time.

So I think it's really important in framing what input you give now in which you think so you will be able to do in the future.

So in terms of the how we might put some pointers in, you know, that these are our views for example, as to how. But subject to the further work of the CCWG and then we can finalize that later.

So I think I hope that by giving you that timeframe, you can see the specificity. It's far better to guide at this point where we intend to go and where we've got very some specific positions like on the structure okay.

But in terms of for example locking down the conditionality we can - we'd be better off indicating that that is our intent. And these are some of the mechanisms we might use. But we don't need to do that until six weeks from now.

Greg Shatan: Thanks Jonathan. I think that's all been very helpful in terms of going through, you know, both the process and what we need.

I'm just going to turn back briefly to the listed item which started this conversation but which, you know, rightfully was a synthesized conversation of all the points we're dealing with which is a punch list itself and whether, you know, there is some value in it currently.

I think punch lists are really only valuable if they're very dynamic and constantly kept updated on the - I think this one is a little bit stale already. And I think also really of value only if somebody really owns the document.

So I'm not sure whether, you know, either we need somebody to own this and update it and kind of keep it updated or it just it's going to be more work than it's worth to keep it up. It's almost it's just a kind of a note of open items as they close.

So we need to figure out what to do with it, and whether it makes any sense to run through it on this call which I think the answer is no since we have 20 minutes. So would appreciate thoughts on the continued vitality of the punch list. Sharon?

Sharon Flanagan: Yes, my sense is that we've probably taken it is almost as far as it goes through this phase of the work.

And so what I would say is that we kind of put it to the side. We finished the proposal, you know, for next week. And then coming out of that proposal there will be probably a lot of open - there still will be open points. And those can - we can keep those on a new punch list and really start it again.

And then there will be public comments and those will inform what more needs to be done.

But I think - I kind of feel like we've taken it as far as we can for purposes of this exercise of getting something out for public comment.

Greg Shatan: Thanks Sharon. I think that's right. And I think that the new punch list should be started from - almost from scratch so that it currently reflects open items.

And if we find that helpful in preparing the final draft that's possible, but certainly don't want to spend a lot of time writing a punch list when we need to write a final draft. Jonathan?

Jonathan Robinson: Thanks. I would say that if we were going to use it we should rework it. I'm happy with the decision not to develop it significantly further save for the fact that staff will probably produce one - ICANN staff will probably produce one final sort of revision and update to our annotated version on the back of today's CWG meeting. And we'll share that with all concerned so that it's, you know, current.

But I say, for that I agree with you. We can park it off that.

Greg Shatan: Thanks Jonathan.

Actually, I think at this point we'll turn to Item 2 which is just more of a question which is what does counsel - this is for counsel to identify anything that they currently have in progress in terms of specific deliverables for the CWG.

Sharon?

Sharon Flanagan: Yes, I'll go ahead. So on the draft instructions that were sent to us if we could go through those and just to make sure we understand what our task is and we've been working on but I want to make sure we're going in the right direction.

So the second - the first item is the punch list which we already talked about.

The second item is for us to review the final output from DTC to ensure that adequate provisions have been dealt with - to deal with conflict of issues or best practice governance requirements.

I interpreted that request to address whether the CSC creates any antitrust competition, concerns and have a few on that. But if it's something broader than that could someone way in and explain what more is needed?

Greg Shatan: I'll turn that over to Jonathan, who's the author, an author.

Jonathan Robinson: Sharon I think it is slightly broader than that and because you gave us an adequate answer to that pretty early on I think.

But it's really we had a design team proposed that said, you know, I'm concerned about - the proposer was concerned about issues of conflict of interest.

So and when I hear conflict of interest and governance related issues. It struck me that that was an area that you had - you were very well qualified to advise on. And it felt to me like you could take a view over that and say right.

But from our point of view we do or don't see any antitrust or related issues which you've already made clear to us.

And second of all, you might say, well, given the processes that we now understand to be taking place. That is to say customer of the IANA function could be having a complaint or issue with the IANA function.

The IANA function is overseeing to some extent in its performance by the CSC, which is composed of other customers of the IANA function who may or may not be in direct or some form of competition with the complainant.

And therefore on the back of that we would advise that you put A, B and C in place as best practice from the sort of governance, conflict of interest point of view. So that's where that was coming from.

It's recognized the structure as when the dust settles on the structure, acknowledging that this kind of activities may take place and whether or not we need for example, some form of documentation or agreed processes and practices that eliminate or minimize any issues or concerns around conflict of interest and related matters.

Greg Shatan: Thank you, Jonathan. Sharon?

Sharon Flanagan: Thanks Jonathan. So that is broader than we understood it. But I in listening to the design team calls I'm clearly hearing the concerns by the customers, you

know, who are concerned that the CSC somehow that will come create conflicts of interest as they're weighing in on an individual customer's issue.

And this is not, you know, this is probably overstepping on my part. But, you know, if I were able to decide that what that output of that group was to me it seems that the CSC really is more of an oversight of the day to day operations getting the quarterly or annual reports and then a recorder of complaints, hearing the complaints, compiling those and understanding is there something that is more systemic going on or is there something about an individual complaint that makes us think there is something that a broader issue is arising and then weighing in and escalating if that is the case.

It sounds to me like the CSC does not want to really be embroiled in an individual complaints in part because there are these inherent conflicts of interest where you have - could have members of the CSC who are competitors with the person who was complaining and may make a decision that is appropriate, but it will appear as though the decisions were motivated by anti-competitive reasons.

So, but I - that's really the work that's going on in the emails of the three converging design teams.

But it seems to me that it's the role of the CSC as somehow deciding individual issues, whether meaning - that means deciding whether it merits mediation or whether that merits some further process that to me is the problem.

Greg Shatan: Thanks Sharon.

Jonathan Robinson: So Sharon you haven't - sorry, Greg. Just to respond to that, thanks Greg.

You haven't overstepped. You've accurately described the evolving situation as it appears to me to - and clearly to you to be currently at. That is just settling and we're getting somewhere there.

And you're right, the motivation obviously seems to be to clearly avoid those.

But nevertheless, when the dust finally settles, I think it would be useful for you to cast your eyes over that structure and recommend to the extent that you see fit any best practice or otherwise implementations in order to make sure that it is, you know, as perceived to be absolutely free of conflict of interest issues. So that's really where it's at.

And in particular let me be really clear. Lise and I together agree to not pursue two design teams that had this kind of issue in mind.

Now it turns out those two design teams were motivated for a time when the structure hadn't yet settled to the point where it still has.

But nevertheless we need to provide when this structure finally settles an adequate answer to the proponents of those design teams that we've dealt with the issue of conflict of interest.

And so it's closing that circle and generally closing any open circles that might exist in the proposal.

So there may be little or no work. And then that depends on the structure settles and you seem to anticipate that anyway. Thanks.

Greg Shatan: Thanks Jonathan. I would also note and I think everyone's aware of this, that there was a kind of negotiation meeting between the three design teams that are kind of crossing over in this area of escalation in particular.

But as, you know, Sharon mentioned the mediation and definitely progress was made but it still seems to be an open issue.

And I have the same sense that Sharon does that, the less the CSC does and the more it's focused on operational oversight and not on being, you know, either a decider or an advocate for a particular registry the better off we all are.

I'm still concern there may be aspects of what the CSC has been tasked to do that may, you know, raise concerns about them doing it at all, regardless of whether there's, you know, in other words I don't know that there's always a best practice for everything that's on the list. It may be that the only best practice is non-practice.

But again, this is still, you know, work in progress. Sharon?

Sharon Flanagan: Okay so I think we understand there. So we'll wait until - there's a lot going on in terms of emails between the three design teams. We'll wait till that settles down and then we will weigh in in terms of governance best practices or any other issues we see in that structure. So that's good.

Just going back then to the list of our action items that's - so that was number two.

Number three I think we understand is both the overarching description of a contingency or a condition precedent. And then we understand that there is a list of particular dependencies that we want to include in this write up. And

we will also look at those and weigh in and see if there's any gaps that we can fill.

And we will also to the extent that there is at least maybe a couple potential hows we can maybe add some pointers there. But we will not try to make a decision or try to, you know, position of one clear path since that work is still ongoing.

I wanted to unless anyone has any comment on that. I wanted to just mention one other task that we're working on.

Greg Shatan: Please go ahead.

Sharon Flanagan: Okay. So the other - and Jonathan alluded to it earlier. The other question was about the board responsibilities of PTI. And we have done some work on that.

And so there's - it's just a question of what's the best way to share that work with you, whether it's just an email that outlines here are the minimum requirements if PTI is a nonprofit corporation. Here are the minimum requirements to the board of PTI is a limited liability company and then just kind of put that out there for people to review or what's the most helpful way for us to give you that information?

Greg Shatan: Thanks Sharon. I'll let Jonathan answer. I would expect the answer is probably an email and maybe the first in draft of the Client Committee and then to the full team or, you know, some form of review by the Client Committee or but if in the interest of time and if we all feel like it's seems like it's going the right direction we'd short cut that. Jonathan?

Jonathan Robinson: You know, I don't disagree with that Greg. That may be the right approach. But the one other variant on this is I'm just wondering if we aren't better off dealing with this in the hole.

So, you know, you're going to prepare for us your understanding of and description of where we've arrived at the issues that exist there and I just wonder if it shouldn't be integrated as part of that overall piece of work rather than being flagged as a specific point.

And I think for me it feels like this is an aspect of the model. And if it's pointed out in isolation it just makes us focus in on that particular thing, whereas really our objective here is to look at this holistically both as a model and the structure and in addition, in conjunction with the work of a CCWG.

So that's my only - I mean, I'd very much like to hear from you on this issue, both in terms of the minimum requirement and indeed, if we end up going down any further root what the implications are.

But I'm just not sure that we want to go there yet, although because there was - there's a (whole doc) on government issues that might come out.

But I think what I got I - yes, let me not say anymore from there. Because that I think that feels like to me the way to do it rather than isolate that particular element of the model and the work in the proposal it's a component of where we've arrived at and probably best presented as such.

Greg Shatan: Thanks Jonathan. I guess my only concern with that approach is whether that is a decision factor on an open point.

And I guess that goes back to the larger question about what are we doing and how can counsel help us close open points?

It's one thing to write what we've agreed on. That's always easier. It's another thing to try to close open points on which, you know, agreement has not yet been reached.

So I'm not saying that I have an answer and but just thinking about how we can try to, you know, bring people to a converging conclusion and whether the size and composition and powers of the PTI board is important to people even accepting the structural separation solution.

I just wonder whether we need to face that, you know, in a slightly different fashion. But that's an open question to me.

Sharon I'm not sure if that's a hand or Jonathan?

Jonathan Robinson: Greg I again, you know, I think I understand that point and I think it's right. What I would say to you is I did say in the - I did this ask this of Sidley in the open CWG meeting to give us the minimum.

And I think the important point there is to indicate that somewhere we need to indicate that this - and that may even be a question for the public comment that this issue of the board should the board not be the minimum there will be other implications in terms of governance and that the, you know, I think you're right, we shouldn't preemptively close this. It is not absolutely closed and it would be wrong to say it is closed.

But I think to discuss it one needs to have a view of the whole and to understand where the structure as a whole falls short or what concerns there

are with it which is why I was keen that we captured the minimum without foreclosing on the possibility that that board will be extended.

So I think in my opinion provided that we do that and we retain the opening to extend that board in whatever way we haven't enclosed off that avenue but we've but we've explained to the minimum requirements. So that's really where I'm coming from on that.

But I agree it's a sensitive area and there's a fine line between really focusing the spotlight on that sensitive area and on the other end on the other hand, closing it off completely.

Because it's not closed but similarly I don't want to unduly focus on it without looking at the model as a whole. So that's really where I guess I was coming from on that.

Greg Shatan: Thank you, Jonathan. And I think that makes good sense and I think, you know, as long as we're getting the deliverable from Sidley quickly I think it also makes sense not to overemphasize the PTI board issue and give it more of a central position than it deserves.

Mindful that we have about two minutes left, just turn back to the point three which is - unless Sharon if there's any other deliverable that you're working on think you want to identify.

Sharon Flanagan: No I think that's it Greg.

Greg Shatan: Great, thanks Sharon. Just briefly the question of structure and whether we have - what else we need -- and this is in essence kind of already answered by

what we discussed -- what we need to try to finalize the what will be the structure that's expressed in the final report, just any thoughts on that?

And I think the description that's been discussed, you know, should give us that. But if there are any other things that need to be considered in dealing with the structure side of the question this is a change to identify them.

I'll take the silence as feeling that we've identified that through that the Sidley deliverable what we'll deal with and structure in that point.

I think we've already discussed really Number 4 which is the lawyer's role in preparing final report which is, you know, all your - any and all inputs will be helpful and as I noted in the chat helpful the way CPR is helpful in other words critical, life-saving.

So we thank you for the help and for becoming so involved in what we're doing realizing that as you can see with many of us this can be somewhere between a job, an obsession and an affliction. So, a general thank you for taking it into those extra levels with us.

Anything else that we need to cover? I will - seeing nothing further and seeing 11 o'clock on my local time on my clock top of the hour I will call this meeting adjourned.

Woman: Thanks everyone.

Greg Shatan: Thank you all.

END